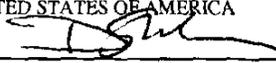


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE	PAGE OF PAGES	
				S	1	7
2. AMENDMENT/MODIFICATION NO. P00147		3. EFFECTIVE DATE 23-Sep-2004	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO.(If applicable)	
6. ISSUED BY 45 CONS/LGCZL 1201 EDWARD H WHITE II ST PATRICK AFB FL 32925-3237		CODE FA2521	7. ADMINISTERED BY (If other than item 6) 45 CONS/LGCZL 1201 EDWARD H. WHITE II ST. PATRICK AFB FL 32925-3237		CODE FA2521	
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) SVERDRUP TECHNOLOGY, INC. DAVE PICKERING 600 WILLIAM NORTHCEN BLVD. TULLAHOMA TN 37388				9A. AMENDMENT OF SOLICITATION NO.		
				9B. DATED (SEE ITEM 11)		
				X 10A. MOD. OF CONTRACT/ORDER NO. F08650-98-C-0035		
				X 10B. DATED (SEE ITEM 13) 23-Apr-1998		
CODE 07486		FACILITY CODE				
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS						
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.						
12. ACCOUNTING AND APPROPRIATION DATA (If required) See Schedule						
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.						
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.						
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).						
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:						
X D. OTHER (Specify type of modification and authority) Special Contract Requirement H-20, "Launch Operations and Support Award Fee"						
E. IMPORTANT: Contractor <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return _____ copies to the issuing office.						
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) See Schedule POC: Lia DeCarlo (321) 494-7093 Email: Lisa.DeCarlo@patrick.af.mil						
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.						
15A. NAME AND TITLE OF SIGNER (Type or print)				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) DOUG MELIN / CONTRACTING OFFICER TEL: 321-494-2242 EMAIL: doug.melin@patrick.af.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 30-Sep-2004	

EXCEPTION TO SF 30
APPROVED BY OIRM 11-84

30-105-04

STANDARD FORM 30 (Rev. 10-83)
Prescribed by USA
FAR (48 CFR) 53.243

Standard Form 30 (Block 14 continued)

A. The purpose of this unilateral modification is to:

1. Execute the semi-annual earned award fee for the award fee period 1 Mar 04 through 31 Aug 04 as determined in the FDO letter of 23 Sep 04 and in accordance with Special Contract Requirement (SCR) H-20 entitled "Launch Operations and Support Award Fee (Sep 1997)."
2. Obligate funds for CLIN 0034AB in the amount of \$1,912,248 in support of a 91% award fee determination.
3. Decrease estimated award fee pool (CLIN 0034AB) by \$89,123. Modification P00146 realigned \$100,000 of this unearned award fee pool from CLIN 0034AB to CLIN 0034AC. This \$100,000 will remain in contingent liability for Award Fee on FY04 Material Funding during period 14 (1 Sep 04 – 30 Sep 04).
4. Contract obligation will increase by \$1,912,248.
5. Contract value will decrease by \$89,123.

B. PART I - THE SCHEDULE

1. SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

SUMMARY OF CHANGES --"SUMMARY OF CHANGES FOR THE PAYMENT OFFICE"

Page Ref	CLIN	Changed From	Changed To	Net Change
SF 33	Block 20	\$290,035,522.60	\$291,947,770.60	\$1,912,248.00
15 of 65	0034AB Award Fee Pool	\$2,001,371.00	\$1,912,248.00	(\$89,123.00)
15 of 65	Total Proposed Award Fee	\$4,202,594.00	\$4,113,471.00	(\$89,123.00)
16 of 65	Award Fee (CLIN 0034)	\$4,202,594.00	\$4,113,471.00	(\$89,123.00)
16 of 65	Est. Total For All CLIN (FY04)	\$48,557,186.00	\$48,468,063.00	(\$89,123.00)
16c of 65	Opt 6 Total	\$48,557,186.00	\$48,468,063.00	(\$89,123.00)
16c of 65	Total Est. Amount FY98-FY05	\$311,403,865.60	\$311,314,742.60	(\$89,123.00)

Total Net Change to Section B: (\$89,123)

2. SECTION G – CONTRACT ADMINISTRATION DATA

a. Page 23g of 65, add the following Purchase Requests (PRs)

ACRN GA	- Add PR # - F50RMS32650900	\$1,062,864.00	(P00147)
ACRN GC	- Add PR # - F50RMS32650900	\$372,909.00	(P00147)
ACRN GD	- Add PR # - F50RMS32650900	\$112,091.00	(P00147)
ACRN GE	- Add PR # - F50RMS32650900	\$277,773.00	(P00147)
ACRN GF	- Add PR # - FQ252040680200	\$21,188.00	(P00147)
ACRN GC	- Add PR # - F11SLS41470200	\$2,320.00	(P00147)
ACRN GA	- Add PR # - F53SLS40960400	\$20,909.00	(P00147)
ACRN GC	- Add PR # - F70RMA41660300	\$27,951.00	(P00147)
ACRN GD	- Add PR # - F70RMA41660300	\$4,243.00	(P00147)
ACRN GG	- Add PR # - F30SMC41670300	\$10,000.00	(P00147)

b. Change ACRN totals as follows:

<u>Page #</u>	<u>ACRN</u>	<u>Changed From</u>	<u>Changed To</u>	<u>Net Change</u>
23g of 65	GA	\$27,685,167.00	\$28,768,940.00	\$1,083,773.00
23g of 65	GC	\$8,391,140.00	\$8,794,320.00	\$403,180.00
23g of 65	GD	\$2,398,863.00	\$2,515,197.00	\$116,334.00
23g of 65	GE	\$5,786,932.00	\$6,064,705.00	\$277,773.00
23g of 65	GF	\$211,882.00	\$233,070.00	\$21,188.00
23g of 65	GG	\$100,000.00	\$110,000.00	\$10,000.00

Total Net Change in Section G: Increase of \$1,912,248

C. As a result of the above referenced changes, remove the contract pages listed under Column I and insert the revised pages listed under Column II. All changes are annotated by a vertical line in the right margin.

<u>Column I (Remove)</u>	<u>Column II (Insert)</u>
Page 15	Page 15
Page 16	Page 16
Page 16c	Page 16c
Page 23g	Page 23g

D. All other terms and conditions remain the same.

//////////////////////////////////////END PAGE//////////////////////////////////////

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract
Option Period 6 - FY 04 (1 Oct 03 - 30 Sep 04)

Item No.	Description	Est. Cost																
0031	<p>Operations and Maintenance, Operations and Support and Operations and Management</p> <p>The contractor shall furnish all necessary supplies and services required to perform program and business management, cost reporting and segregation, environmental, industrial security, technical data, safety, exercises, training and other related items as required by launch program in accordance with the Statement of Work for the LO&SC, dated <u>April 1998</u>, and the performance standards document.</p> <p><u>COST-PLUS-AWARD-FEE</u></p> <table> <thead> <tr> <th></th> <th><u>Est Amt.</u></th> <th><u>Unfunded</u></th> <th><u>Funded</u></th> </tr> </thead> <tbody> <tr> <td>Funding</td> <td>\$39,977,763</td> <td>\$0</td> <td>\$39,977,763</td> </tr> <tr> <td></td> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> <tr> <td>Est. Cost</td> <td>\$38,934,990</td> <td>\$1,042,773</td> <td>\$39,977,763</td> </tr> </tbody> </table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$39,977,763	\$0	\$39,977,763		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$38,934,990	\$1,042,773	\$39,977,763	\$ 39,977,763
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$39,977,763	\$0	\$39,977,763															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$38,934,990	\$1,042,773	\$39,977,763															
0032	<p>Systems Management</p> <p>The contractor shall furnish all necessary supplies and services required to perform systems engineering, safety engineering, logistics support analysis, configuration management, procedure development, and studies in accordance with the Statement of Work for the LO&SC, dated <u>April 1998</u>, and the performance standards document.</p> <p><u>COST-PLUS-AWARD-FEE</u></p> <table> <thead> <tr> <th></th> <th><u>Est Amt.</u></th> <th><u>Unfunded</u></th> <th><u>Funded</u></th> </tr> </thead> <tbody> <tr> <td>Funding</td> <td>\$3,788,637</td> <td>\$0</td> <td>\$3,788,637</td> </tr> <tr> <td></td> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> <tr> <td>Est. Cost</td> <td>\$2,776,250</td> <td>\$1,012,387</td> <td>\$3,788,637</td> </tr> </tbody> </table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$3,788,637	\$0	\$3,788,637		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$2,776,250	\$1,012,387	\$3,788,637	\$ 3,788,637
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$3,788,637	\$0	\$3,788,637															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$2,776,250	\$1,012,387	\$3,788,637															
0033	<p>Data</p> <p>The contractor shall furnish all necessary supplies and services required to deliver data as set forth in the Accessible Data Products Lists, and Appendix K of the Statement of Work.</p> <p><u>COST-PLUS-AWARD-FEE</u></p>	NSP																
0034	<p>Award Fee Pool (In accordance with Award Fee Plan)</p>																	
0034AA	<p>Award Fee Pool (1 Oct 03 through 28 Feb 04)</p> <table> <thead> <tr> <th></th> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> </thead> <tbody> <tr> <td>Est. Cost</td> <td>\$1,789,356</td> <td>-\$71,574</td> <td>\$1,717,782</td> </tr> </tbody> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$1,789,356	-\$71,574	\$1,717,782	\$ 1,717,782								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$1,789,356	-\$71,574	\$1,717,782															
0034AB	<p>Award Fee Pool (1 Mar 04 through 31 Aug 04)</p> <table> <thead> <tr> <th></th> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> </thead> <tbody> <tr> <td>Est. Cost</td> <td>\$2,001,371</td> <td>-\$89,123</td> <td>\$1,912,248</td> </tr> </tbody> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$2,001,371	-\$89,123	\$1,912,248	\$ 1,912,248								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$2,001,371	-\$89,123	\$1,912,248															
0034AC	<p>Award Fee Pool (1 Sep 04 through 30 Sep 04)</p> <table> <thead> <tr> <th></th> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> </thead> <tbody> <tr> <td>Est. Cost</td> <td>\$379,164</td> <td>\$104,277</td> <td>\$483,441</td> </tr> </tbody> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$379,164	\$104,277	\$483,441	\$ 483,441								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$379,164	\$104,277	\$483,441															
	TOTAL PROPOSED AWARD FEE	\$ 4,113,471																

Modification P00147 to F08650-98-C-0035

Page 15 of 65

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract
Option Period 6 - FY 04 (1 Oct 03 - 30 Sep 04)

Item No.	Description				Est. Cost
0035	Service Systems Upgrades & Modifications Upon direction by the Contracting Officer, the contractor will prepare a cost and technical proposal to accomplish service systems upgrades and modifications. Contract type will be determined by individual request for proposal, and work will be added by individual subCLINs. See contract clause H-25. The government's estimated cost for this line item is \$5M. Each upgrade/modification requires a DD250 (See Section D)				\$ 588,192
		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	
	Funding	\$588,192	\$0	\$588,192	
		<u>From</u>	<u>Change</u>	<u>To</u>	
	Est. Cost	\$515,692	\$72,500	\$588,192	
		<u>Est.Cost</u>	<u>Fixed Fee</u>	<u>Total</u>	
0035AA	RS# 12358 Modify VIB Fire Alarm	\$29,087	\$1,478	\$30,345	
0035AB	RS# 12345 SPIF 50/10 Crane Mod	\$129,741	\$5,185	\$134,926	
0035AC	RS# 12353 Provide capability to verify required air quality and cleanliness, NPF			NTE - \$155,000	
0035AD	RS# 12357 Provide electrical system modifications for GPS IIF satellite processing in the Main Bay, NPF			NTE - \$60,390	
0035AE	RS# 12367 Provide Conditioned Air, SPIF			NTE - \$100,00	
0035AF	RS#12355 Provide Redundant Power to Critical Systems LC-17 A & B			NTE - \$27,500	
0035AG	RS#12032 Provide Area Hazard Warning Light DPF			NTE - \$45,000	
	ESTIMATED COSTS (CLINS 0031 – 0033)				\$ 43,766,400
	AWARD FEE (CLIN 0034)				\$ 4,113,471
	ESTIMATED COST (CLIN 0035)				\$ 588,192
	ESTIMATED TOTAL FOR ALL CLINS (FY04)				\$ 48,468,063

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract

SUMMARY

1. Total Estimated Amount - FY 98 (Basic Period) (CLINs 0001 - 0005)	1 May 98 - 30 Sep 98	\$	11,102,555.60
2. Total Estimated Amount - FY 99 (Option Period 1) (CLINs 0006-0010)	1 Oct 98 - 30 Sep 99	\$	40,477,598.00
3. Total Estimated Amount - FY 00 (Option Period 2) (CLINs 0011-0015)	1 Oct 99 - 30 Sep 00	\$	42,981,310.00
4. Total Estimated Amount - FY 01 (Option Period 3) (CLINs 0016-0020)	1 Oct 00 - 30 Sep 01	\$	47,417,899.00
5. Total Estimated Amount - FY 02 (Option Period 4) (CLINs 0021-0025)	1 Oct 01 - 30 Sep 02	\$	46,899,382.00
6. Total Estimated Amount - FY 03 (Option Period 5) (CLINs 0026-0030)	1 Oct 02 - 30 Sep 03	\$	55,098,935.00
7. Total Estimated Amount - FY 04 (Option Period 6) (CLINs 0031-0035)	1 Oct 03 - 30 Sep 04	\$	48,468,063.00
8. Total Estimated Amount - FY 05 (Extension Period) (CLINs 0036-0040)	1 Oct 04 - 15 Feb 05	\$	18,869,000.00
TOTAL ESTIMATED AMOUNT FY 98-04 (Items 1-8)		\$	311,314,742.60

Modification P00147 to Contract F08650-98-C-0035

Obligated

<u>ACRN</u>	<u>Acct Class Data Supplemental Accounting Classification Information</u>	<u>Amount</u>
GA	5743400 304 83LE 213099 010000 555L0 35182F 662400 F62400	\$28,768,940
	PR# F50RMS31810200 = \$13,844,545 P00130	
	PR# F50RMS32890100 = \$13,844,546 P00133	
	PR# F50RMS32650800 = \$1,153,712 P00136	
	PR# F13SLS40990700 = \$149,328 P00138	
	PR# F53SLS40960300 = \$209,091 P00140	
	PR# F50RMS32890100 = -\$1,545,455 P00141	
	PR# F13SLS41171700 = \$29,400 P00142	
	PR# F50RMS32650900 = \$1,062,864 P00147	
	PR# F53SLS40960400 = \$20,909 P00147	
GC	5743400 304 83LE 21309D 010000 555L0 35119F 662400 F62400	\$8,794,320
	PR# F50RMS31810200 = \$3,729,091 P00130	
	PR# F50RMS32890100 = \$3,729,091 P00133	
	PR# F50RMS32650800 = \$310,758 P00136	
	PR# F70RMA41660200 = \$419,273 P00138	
	PR# F11SLS32733100 = \$24,727 P00139	
	PR# F11SLS41171500 = \$23,200 P00140	
	PR#F11SLS41691100 = \$155,000 P00143	
	PR# F50RMS32650900 = \$372,909 P00147	
	PR# F11SLS41470200 = \$2,320 P00147	
	PR# F70RMA41660300 = \$27,951 P00147	
GD	5743400 304 83LE 21309S 010000 555L0 33605F 662400 F62400	\$2,515,197
	PR# F50RMS31810200 = \$1,120,909 P00130	
	PR# F50RMS32890100 = \$1,120,909 P00133	
	PR# F50RMS32650800 = \$93,409 P00136	
	PR# F70RMA41660200 = \$63,636 P00138	
	PR# F50RMS32650900 = \$112,091 P00147	
	PR# F70RMA41660300 = \$4,243 P00147	
GE	5743400 304 83LE 21309T 010000 555L0 35144F 662400 F62400	\$6,064,705
	PR# F50RMS31810200 = \$2,777,728 P00130	
	PR# F50RMS32890100 = \$2,777,727 P00133	
	PR# F50RMS32650800 = \$231,477 P00136	
	PR# F50RMS32650900 = \$277,773 P00147	
GF	5743400 304 83LE 264D21 010000 52100 31378F 662400 F62400	\$233,070
	PR# FQ252040140900 = \$211,882 P00135	
	PR# FQ252040680200 = \$21,188 P00147	
GG	5743020 154 ETL P 230GPS 000000 555L4 35165F 662400 F62400	\$110,000
	PR# F30SMC41670200 = \$100,000 P00141	
	PR# F30SMC41670300 = \$10,000 P00147	
GH	5723020 152 ETL P 230GPS 000000 00000 35165F 503000 F03000	\$60,390
	PR# F30SMC42160200 = \$60,390 P00143	
GJ	5743400 304 83LE 21309T 010000 555L0 35144F 503000 F03000	\$322,727
	PR# F70RMA42190100 = \$272,727 P00143	
	PR# F70RMA42190400 = \$50,000 P00143	
GK	5743400 304 83LE 21309D 010000 555L0 35119F 503000 F03000	\$115,273
	PR# F11SLS42371300 = \$25,000 P00146	
	PR# F11SLS42371400 = \$2,500 P00146	
	PR# F11SLS42390100 = \$45,000 P00146	
	PR# F11SLS42390300 = \$42,773 P00146	
GL	5743400 304 83LE 213099 010000 555L0 35182F 503000 F03000	\$1,000,000
	PR# F10RMA42031100 = \$500,000 P00146	
	PR# F10RMA42031200 = \$500,000 P00146	