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AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 3
2. AMENDMENT/MODIFICATION NO. P00002	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. N00039-98-MRLF231.7	5. PROJECT NO. (if applicable)
6. ISSUED BY Commander, Space and Naval Warfare Systems Command 4301 Pacific Highway, OT#4 San Diego, CA 92110-3127 POC: L. Fabin, Code 02-11F, (619)524-7205	CODE N00039	7. ADMINISTERED BY (if other than Item 6) DCMC San Diego/DCMC - ISOE 7675 Dagget Street, Suite 200/300 San Diego, CA 92111-2241 Telephone (619)637-4924	CODE S2404A

9. NAME AND ADDRESS OF CONTRACTOR (No., street, country, State and ZIP Codes) Science Applications International Corporation Research and Development Division, 10260 Campus Pt. Drive San Diego, CA 92121 c/o 1710 Goodridge Drive, P.O. Box 1303, McLean, VA 22102	<input checked="" type="checkbox"/> 9A. AMENDMENT OF SOLICITATION NO.
	<input type="checkbox"/> 9B. DATED (SEE ITEM 11)
	<input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. BPA #N68939-97-A-0020 <input checked="" type="checkbox"/> 10B. DATED (SEE ITEM 13) 1 July 1997
CODE 52302	FACILITY CODE

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATION:

The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers is extended. is not extended.

Offers 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)
N/A

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

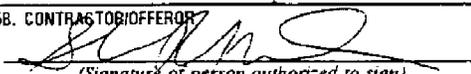
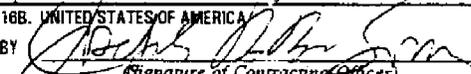
<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103 (b).
<input checked="" type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of the Parties
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return 2 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract title, if other where feasible.)

SEE ATTACHMENT

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) Sherrie R. Manuel Sr. Contracts Representative	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Joseph DeBois Sousa, Contracting Officer Space and Naval Warfare Systems Command
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 10 Dec 97
16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED JAN - 7 1998

The purpose of this modification to BPA N68939-97-A-0020 is to make the following changes:

1. On page 2, paragraph 1 is reworded as follows:

1. The scope of this effort is worldwide. Place of Performance and deliveries will be stipulated on each Task Request Notice (TRN). A TRN is a statement of work prepared by the Government to which the Prime Contractor submits a proposal to the issuing Ordering Officer (a duly warranted Contracting Officer whose warrant authorizes purchases from the GSA Schedule and is referred to herein as an Ordering Officer) in accordance with the terms and conditions of this BPA and the GSA Schedule. Once negotiated, a task order is issued using either a Standard Form (SF) 1449 or a Department of Defense Form (DD) 1155. In the event of contradictions between this BPA and a task order, this BPA shall prevail.

2. On page 3, paragraph 1 is reworded as follows:

Execution of the BPA will be performed by the Naval Information Systems Management Center (NISMC). Any warranted Contracting Officer in the Department of the Defense, the U. S. Coast Guard, or any other Federal Agency, may place orders under this BPA.

3. On page 5, paragraph 12 is reworded as follows:

12. Other Direct Costs (ODCs) consist of materials, hardware and software. Purchase of materials, hardware and software incidental to a specific task and necessary to the performance of that task is allowed. ODCs cannot be greater than 20% of the total task order price unless approved on a case by case basis by the SPAWAR Contracting Officer. G & A will be allowed on ODCs if G & A is already included on the contractor's GSA schedule.

4. On page 7, paragraph 25 is reworded as follows:

25. The BPA Administration point of contact are as follows:

Procuring Contracting Office:
Space and Naval Warfare Systems Command (SPAWAR)
Carla Brown/02-11G
4301 Pacific Coast Highway
San Diego, CA 92110-3127
Telephone: (619)524-7204

Program Management Office (PMO):
Space and Naval Warfare Systems Command
Umbrella Contracts, PD 15Q
4301 Pacific Coast Highway
San Diego, CA 92110-3127

5. On page 8, the following paragraph is added:

25. Contracting Officer's Representative (DEC 91) (DFARS 251.201-7000)

(a) Definition.

"Contracting Officer's Representative" means an individual designated in accordance with subsection 201.602-02 of the Defense Acquisition Regulation Supplement and authorized in writing by the Contracting Officer to perform specific technical or administrative functions.

(b) The Contracting Officer designates, as Contracting Officer's Representative (COR):

Ms. Sandra E. Sirbu, Code N842
NAVCOMTELSTA San Diego
Bldg. 1482, Naval Air Station North Island, Bos 357056
San Diego, CA 92135-7056
Telephone: (619)545-8632