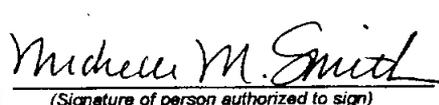
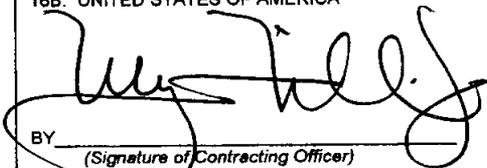


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE J - FFP	PAGE OF PAGES 1 of 2
2. AMENDMENT/MODIFICATION NO. P00011		3. EFFECTIVE DATE 01 JUL 2002	4. REQUISITION/PURCHASE REQ.NO.		5. PROJECT NO. (if applicable)
6. ISSUED BY 2211 CODE		N66001	7. ADMINISTERED BY (if other than item 6)		CODE S3915A
SPAWAR SYSTEMS CENTER, SAN DIEGO 53560 HULL STREET SAN DIEGO, CA 92152-5002 ANGELA KING 619-553-5829 kinga@spawar.navy.mil			DCMO PHILADELPHIA P.O. BOX 7699 PHILADELPHIA, PA 19101-7699		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)				(X)	
TDS INCORPORATED SUITE 107 12000 LINCOLN DRIVE WEST MARLTON NJ 08053-3403				9A. AMENDMENT OF SOLICITATION NO.	
				9B. DATED (SEE ITEM 11)	
				10A. MODIFICATION OF CONTRACT/ORDER NO. N00039-98-A-3008	
				10B. DATED (SEE ITEM 13) 15 JUL 1998	
CODE 3P825		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 Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
(X)					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. 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).					
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of the Parties					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 1 copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) PLEASE SEE SCHEDULE PAGE FOR INFORMATION PERTAINING TO THIS MODIFICATION.					
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) Michelle M. Smith Director of Contracts			16A. NAME AND TITLE OF SIGNER (Type or print) ULYSSES MILLER Contracting Officer		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
 (Signature of person authorized to sign)		7/8/02	 BY (Signature of Contracting Officer)		15 July 2002

The purpose of this modification is to extend the period of performance, extend the price list effective date, and change the Project Management Office (PMO) address as follows:

1. Extend the period of performance to Blanket Purchase Agreement (BPA) #N00039-98-A-3008 to read July 15, 2002 through July 14, 2005.

General Services Administration (GSA) has extended the period of performance on GSA #GS-35F-4745G through August 26, 2007.

Change paragraph 6 of the basic BPA to read:

The BPA expires after a three-year base period from July 15, 2002 through July 14, 2005, or at the end of the Federal Supply Schedule (FSS) contract period, whichever is earlier, the BPA may be renewed for two additional one-year option years.

2. Extend the effective date of the price list through July 15, 2003.

3. Change the PMO to read:

Space and Naval Warfare Systems Center, San Diego
DON IT Umbrella Program Office
Attn: Code 2829
53560 Hull Street
San Diego, CA 92152-5001

4. Except as provided herein, all other terms and conditions of BPA #N00039-98-A-3008 remain unchanged and in full force and effect.