

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. P00035	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)	
6. ISSUED BY COMMANDER, 02-31B SPACE AND NAVAL WARFARE SYSTEMS COMMAND 4301 PACIFIC HIGHWAY SAN DIEGO, CA 92110-3127 G. Moran, 02-31B, (619)537-0440, morang@spawar.navy.mil	CODE N00039	7. ADMINISTERED BY (If other than Item 6) CODE DCMC Atlanta, Greensboro Area Office Lucent Residency PO Box 20046, Guilford Center Greensboro, NC 27420-0046 S1103A		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) LUCENT TECHNOLOGIES, INC. (INTEGRATED SOLUTIONS) PO Box 26048, Guilford Center Greensboro, NC 27420-6047		(✓)	9A. AMENDMENT OF SOLICITATION NO.	
			9B. DATED (SEE ITEM 11)	
			10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0040	
CODE 09JX9 FACILITY CODE		(✓)	10B. DATED (SEE ITEM 13) 29 July 1997	

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

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 of 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)

To Be Specified on the Individual Delivery Orders

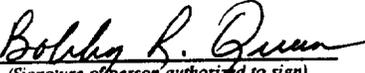
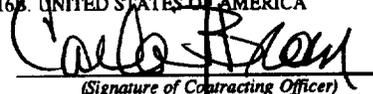
(✓)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET 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 and Section H.3 clause Technology Improvements
	D. OTHER

E. IMPORTANT: Contractor is not X 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.)

The purpose of this modification is to add WaveLAN Products Catalog Subset, Forum Communications Product Catalog Subset, ODS LanBlazer 7000 Product Catalog, and Lucent's Optical Networking Products Catalog Subset as indicated on the following pages.

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15A. NAME AND TITLE OF SIGNER (Type of Print): KL BOBBY R. QUEEN, V.I.V.D CONTRACT SPECIALIST		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA BROWN	
15B. CONTRACT/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 9/29/99	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 9-28-99

1. The following CLINs are Added on Schedule B Pricing Tables as indicated below:

a. SCLIN 4794AG WaveLAN Product Catalog Subset dtd Sep 1999 IAW Exhibit P35 A1E Enterprise Connectivity, Interoperability, Communications and Management.

b. SCLIN 4787AG Forum Communications Product Catalog Subset dtd Sep 1999 IAW Exhibit P35 A1E Enterprise Connectivity, Interoperability, Communications and Management. (The ordering period for these products end on 31 March 2000).

c. SCLIN4770BK ODS LaNBlazer™ 7000 Gigabit Ethernet Switching Product Catalog Subset dtd Sep 1999 IAW Exhibit P35 A1E Enterprise Connectivity, Interoperability, Communications and Management. (The ordering period for these products end on 31 March 2000).

d. SCLIN 4648AA Lucent's Optical Networking/Transmission Product Catalog Subset dtd Sep 99 IAW Exhibit P35 A1D Multiplexers.

2. The following CLINs are deleted and reserved.

4794AF	6494AF	5094AF	5394AF
4794AH	6494AH	5094AH	5394AH
4794AL	6494AL	5094AL	5394AL

3. The following OEM warranty's are incorporated into Attachment 12 and are available on the World Wide Web at: (http://www.lucent.com/vivid/contract/catalog_prices.html or <http://www.it-umbrella.navy.mil>)

a. SCLIN 4794AG WaveLAN Products.

b. SCLIN 4787AG Forum Communications Products.

c. SCLIN 4770BK ODS LaNBlazer™ 7000 Gigabit Ethernet Switching Products.

d. SCLIN 4648AA Lucent's Optical Networking/Transmission Products.

4. Replace Exhibit P34 A1E Enterprise Connectivity, Interoperability, Communications and Management with Exhibit P35 A1E Enterprise Connectivity, Interoperability, Communications and Management that is available on the World Wide Web at: (http://www.lucent.com/vivid/contract/catalog_prices.html or <http://www.it-umbrella.navy.mil>)

5. Replace Exhibit P33 A1D Multiplexers with Exhibit P35 A1D Multiplexers that is available on the World Wide Web at: (http://www.lucent.com/vivid/contract/catalog_prices.html or <http://www.it-umbrella.navy.mil>)

6. All other terms and conditions of contract N68939-97-D-0040 remain unchanged and in full force and effect.