

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. P00039	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, (858)537-0440, morang@spawar.navy.mil	CODE N00039	7. ADMINISTERED BY (If other than Item 6) DCMC Atlanta, Greensboro Area Office Lucent Residency PO Box 20046, Guilford Center Greensboro, NC 27420-0046 rberylacy@dcmde.dla.mil		CODE S1103A
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) LUCENT TECHNOLOGIES, INC. 5440 MILLSTREAM ROAD McLeansville, NC 27301		9A. AMENDMENT OF SOLICITATION NO.		
Send Orders To: Admin Mailing Address Lucent Technologies Government Solutions 9665 Chesapeake Drive, Suite 230 San Diego CA 92123		9B. DATED (SEE ITEM 11)		
CODE 09JX9	FACILITY CODE	10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0040		
		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

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

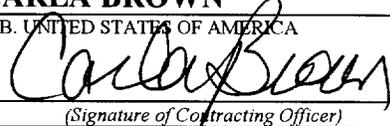
<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, 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 Lucent Series II M Wireless Products – DC Indoor Cell Site, update the Cabletron Products Catalog Subset, update the FORE Systems Products Catalog, and change the COR to Mr. Jim Bachrach as indicated on the following pages:

Continued on Page 2

15A. NAME AND TITLE OF SIGNER (Type of print);KL Bobby R. Queen, Vivid 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 13 April 2000	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 4-18-00

1. Add SCLIN 4794AK Lucent Series II M TDMA Wireless Products to the Schedule B (Exhibit Pricing Tables) IAW Exhibit P39 A1E - ECICM which is available on the World Wide Web at http://www.lucent.com/vivid/contract/catalog_prices.html or <http://www.it-umbrella.navy.mil>.
2. The Original Equipment Manufacturers (OEM) Warranty information for the Lucent Series II M TDMA Wireless Products are added to 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>)
3. Replace the Cabletron Product Catalog Subset added on modification P00028 with the Cabletron Product Catalog Subset dtd 15 March 2000 IAW the pricing exhibit A1E - ECICM which is available on the World Wide Web at: (http://www.lucent.com/vivid/contract/catalog_prices.html or <http://www.it-umbrella.navy.mil>)
4. The Cabletron Products Catalog Vivid Discount is changed to read 2% off the GSA Catalog Price.
5. Replace the FORE Systems Product Catalog Subset from modification P00034 with the FORE Systems Product Catalog Subset dtd January 2000 IAW the pricing exhibit A1E - ECICM which is available on the World Wide Web at: (http://www.lucent.com/vivid/contract/catalog_prices.html or <http://www.it-umbrella.navy.mil>). The discounts remain the same.
6. The COR in paragraph G8.1 is changed to read Mr. Jim Bachrach.
7. Replace Section G, P00038 with Section G, P00039, which is available on the World Wide Web at: (http://www.lucent.com/vivid/contract/catalog_prices.html or <http://www.it-umbrella.navy.mil>)
8. All other terms and conditions of contract N68939-97-D-0040 remain unchanged and in full force and effect.