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|---|---|--|---|--|--|
| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 2 | |
| 2. AMENDMENT/MODIFICATION NO. P00053 | 3. EFFECTIVE DATE SEE BLOCK 16C | 4. REQUISITION/PURCHASE REQ. NO. | 5. PROJECT NO. (If applicable) | | |
| 6. ISSUED BY COMMANDER, 02-21J SPACE AND NAVAL WARFARE SYSTEMS COMMAND 4301 PACIFIC HIGHWAY SAN DIEGO, CA 92110-3127 M. Radi, 02-21J (619)524-7163, radim@spawar.navy.mil | CODE N00039 | 7. ADMINISTERED BY (If other than Item 6) DCM-ATLANTA 805 WALKER STREET, SUITE 1 MARIETTA, GA 30060-2789 | CODE S1103A | | |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) AVAYA INC. 5440 MILLSTREAM ROAD McLEANSVILLE, NC 27301 | | | <input type="checkbox"/> | 9A. AMENDMENT OF SOLICITATION NO. | |
| | | | <input type="checkbox"/> | 9B. DATED (SEE ITEM 11) | |
| | | | <input type="checkbox"/> | 10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0040 | |
| | | | <input checked="" type="checkbox"/> | 10B. DATED (SEE ITEM 13) 29 July 1997 | |
| CODE 1SBH3 | FACILITY CODE | | 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.

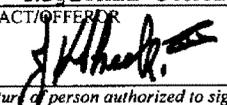
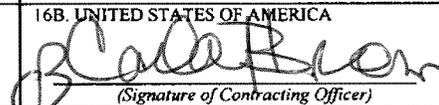
| | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES |
| <input type="checkbox"/> | B. THE ABOVE NUMBERED CONTRACT/ORDER 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 |

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 purposes of this modification are to: 1) Remove all Skytel Service Offerings; 2) Replace Attachment 1 – Glossary of Terms and Abbreviations; 3) Replace Section G; and 4) Exercise the Option for Contract Year 6 (CY6) for the period of 29 July 2002 through 28 July 2003 as indicated on the following pages:

Continued on Page 2

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|--|---|---|------------------------------------|
| 15A. NAME AND TITLE OF SIGNER (Type of print); KL James K. Sheek, III Regional Contracts Manager | | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA J. BROWN | |
| 15B. CONTRACT/OFFER NO.  | 15C. DATE SIGNED 16 July 2002 | 16B. UNITED STATES OF AMERICA  | 16C. DATE SIGNED 7-23-02 |

NSN 7540-01-152-8070
PREVIOUS EDITION UNUSABLE

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 DFR) 53.243

1. This modification removes all Skytel Service Offerings from the contract. All Skytel SCLINs are removed from the pricing exhibits - B tables. Replace Attachment 1 – Glossary of Terms and Abbreviations, P00032, with Attachment 1 – Glossary of Terms and Abbreviations, P00053, which is available on the World Wide Web at (<http://www1.avaya.com/enterprise/gov/vivid/index.html> or <http://www.it-umbrella.navy.mil>). Replace Section G, P00048 with Section G, P00053, which is available on the World Wide Web at (<http://www1.avaya.com/enterprise/gov/vivid/index.html> or <http://www.it-umbrella.navy.mil>). Sections G and Attachment 1 have been revised as a result of the removal of the Skytel Service Offerings.

2. As a result of exercising the option for Contract Year 6, all the pricing exhibits (B tables, See Below) are replaced in their entirety and are available on the World Wide Web at (<http://www1.avaya.com/enterprise/gov/vivid/index.html> or <http://www.it-umbrella.navy.mil>).

- Exhibit P53A1A Digital Switching Systems
- Exhibit P53A1B Modernization of GOE Switching Systems
- Exhibit P53A1C End User Equipment Part B3
- Exhibit P53A1D Sonet Multiplexers
- Exhibit P53A1E Enterprise Connectivity, Interoperability, Communications and Management
- Exhibit P53A1F Hardware and Software
- Exhibit P53A1G Ship to Shore Connectivity
- Exhibit P53A1H Local Access
- Exhibit P53A3 – Cabling
- Exhibit P53B1 – Standard Per Call Maintenance
- Exhibit P53B2 – Rapid Response Per Call Maintenance
- Exhibit P53C – Training
- Exhibit P53D1A – Labor
- Exhibit P53D1B – Manuals
- Exhibit P53D1C – Installation Reqmts Analysis, Surveys
- Exhibit P53D2 – Custom Outsource
- Exhibit P53E1 – ODC's

3. Except as provided herein, all other terms and conditions of contract N68939-97-D-0040 remain unchanged and in full force and effect.