

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 4
2. AMENDMENT/MODIFICATION NO. P00054	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			(A)	9A. AMENDMENT OF SOLICITATION NO.
				9B. DATED (SEE ITEM 11)
			(A)	10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0040
				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.**

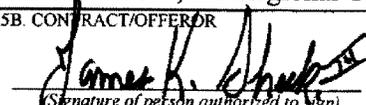
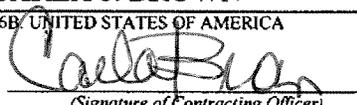
(A)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET 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
	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 make revisions to the B tables. See attached pages.

Continued on Page 2

15A. NAME AND TITLE OF SIGNER (Type of print); James K. Sheek, III Regional Contracts Manager (DoD)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA J. BROWN	
15B. CONTRACT/OFFER NO.  (Signature of person authorized to sign)	15C. DATE SIGNED 8 Nov 2002	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 11-13-02

NSN 7540-01-152-8070

PREVIOUS EDITION UNUSABLE

STANDARD FORM 30 (REV. 10-83)

Prescribed by GSA
FAR (48 DFR) 53.243

1. Under **Exhibit A3**, Cabling Equipment SCLINS 0356 through 0364 are hereby added to the B Tables to provide outside plant cabling coverage.
2. Under **Exhibit A1A**, Avaya's GSA Catalog subset offering – SCLINS 1012AA, 1013AA, and 1014AA – are being refreshed electronically. The product list and pricing for SCLINS 1012AA, 1013AA, and 1014AA will be refreshed electronically each time Avaya's GSA IT Schedule is revised. SCLINS 1012AA, 1013AA, and 1014AA no longer contain the product and pricing; instead, these three SCLINS point customers to Avaya's current GSA IT Schedule (GS-35F-4321D) which is available on the World Wide Web at: <http://www1.Avaya.com/enterprise/gov/gsaschedule/index.html>. ViViD pricing is discounted at 3.1% off the Avaya GSA Catalog price listed. Note: The catalog offering is a subset of the Avaya GSA IT Schedule whereby the following Avaya product lines offered under the GSA IT Schedule are excluded: Merlin, Partner, and Legend.
3. Several SCLINS have been removed from the B tables due to obsolescent products or inactivity. Three vendor name changes are listed below in subparagraph G and are incorporated into this modification.

Specifically:

A) Under **Exhibit A1A**, the following SCLINS have been deleted:

ASCEND; SCLINS (1220DZ – 1220EG) and (6308DZ – 6308EG)
NEWBRIDGE; SCLINS (1015EM, 6301EM), (1015EY – 1015FA), (6301EY – 6301FA)
NORTEL; SCLINS (1020AA – 1020CF; 6304AA – 6304CF), (1020DC – 1020DZ; 6304DC – 6304DZ),
(1021AA – 1021AF; 6304ZA – 6304ZF), (1220BC, 6308BC), (1220GJ – 1220GL; 6308GJ – 6308GL); (1222AA – 1222AF; 6309ZA – 6309ZF)

B) Under **Exhibit A1B**, the following SCLINS have been deleted:

NORTEL; SCLINS (3000AF, 6350AF), (3000BR, 6350BR), (3200AF, 6355AF), (3221AF – 3221BV; 6356AF – 6356BV), (3400AA – 3400FG; 6360AA – 6360FG), (3600AJ – 3600FF; 6365AJ – 6365FF), (3800AD – 3800JB; 6370AD – 6370JB), (3800JH, 6370JH), (3800JT – 6370JT)

C) Under **Exhibit A1C**, the following SCLINS have been deleted:

NORTEL; SCLINS (4000AF, 6375AF)

D) Under **Exhibit A1E**, the following SCLINS have been deleted:

XYPLEX; SCLINS (4731AU – 4731BK) and (6431AU – 6431BK)

DEC; SCLINS (4795FY – 4795GW)

NEWBRIDGE; SCLINS (4760AA – 4760AB) and (6460AA – 6460AB)

MITSUBISHI; SCLINS (4781AH, 6481AH)

GENERAC; SCLINS (4791AA, 4791AB) and (6491AA, 6491AB)

IMCnet; SCLINS (4784AM, 6484AM)

Lucent WaveLAN Product Catalog SCLIN 4794AG

Wireless Series II M TDMA - DC Indoor Cell Site; SCLIN 4794AK

FORUM catalog; SCLIN 4787AG

XYLAN catalog; SCLIN 4770BC

E) Under **Exhibit C (training)**, the following SCLINS have been deleted:

Associated with NORTEL products in Exhibits A1A, A1B and A1C above; SCLINS (6550AL – 6550AR), (6600AJ – 6600AU), 6600AW, (6650AF – 6650AP)

F) Under **Exhibit D1B (manuals)**, the following SCLINS have been deleted:

Associated with Newbridge products in Exhibits A1A and A1E above. (7300DL)

Associated with XYPLEX products in Exhibit A1E above. (7300 EJ – 7300 EP, 7300EZ)

Associated with NORTEL products in Exhibits A1A, A1B and A1C above. (7300DK)

G) Under **Exhibit A1E**, the following vendor name changes have taken place:

SCLIN 4770BK, vendor's name has changed from ODS to Intrusion Networks.

SCLIN 4770BD, vendor's name has changed from Cabletron to Enterasys.

SCLIN 4786AA, vendor's name has changed from Remedy to Peregrine.

4. As a result of the above B table revisions, 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 P54A1A Digital Switching Systems

Exhibit P54A1B Modernization of GOE Switching Systems

Exhibit P54A1C End User Equipment Part B3

Exhibit P54A1D Sonet Multiplexers

Exhibit P54A1E Enterprise Connectivity, Interoperability, Communications and Management

Exhibit P54A1F Hardware and Software

Exhibit P54A1G Ship to Shore Connectivity

Exhibit P54A1H Local Access

Exhibit P54A3 – Cabling

Exhibit P54B1 – Standard Per Call Maintenance

Exhibit P54B2 – Rapid Response Per Call Maintenance

Exhibit P54C – Training

Exhibit P54D1A – Labor

Exhibit P54D1B – Manuals

Exhibit P54D1C – Installation Reqmts Analysis, Surveys

Exhibit P54D2 – Custom Outsource
Exhibit P54E1 – ODC's

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