

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. P00057	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, inarc.radi@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)
			10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0040
		A	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.)

See attached pages

Continued on Page 2

15A. NAME AND TITLE OF SIGNER (Type or print): Avaya Contract Manager Brenda Tuttle, for J.K. Sheek III	15B. CONTRACT/OFFEROR	15C. DATE SIGNED 7/28/03	15A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA J. BROWN	15B. UNITED STATES OF AMERICA	15C. DATE SIGNED 7-29-03
(Signature of person authorized to sign)			(Signature of Contracting Officer)		

1. Under Section B, **Exhibit A3 Cabling** has been refreshed. In addition to the refresh, CLINS 0365 through 0382 have been added to the B Tables under Exhibit A3 Cabling. CLINS 0365 through 0382 provide customers with various **Combat Information Transport Systems (CITS)** items.

Under Section B, **Exhibit A1C End User Equipment Part B3**, CLINS 4005AC-AE, 4010AA-AD, and 4015AA-AB have been added to the B Tables. CLINS 4005AC-AE provide customers analog telephone sets with ruggedized enclosures; CLINS 4010AA-AD provide customers digital telephone sets with ruggedized enclosures; and CLINS 4014AA-AB provide customers with ruggedized accessories.

As a result of these B table additions and 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 P57A1A Digital Switching Systems
- Exhibit P57A1B Modernization of GOE Switching Systems
- Exhibit P57A1C End User Equipment Part B3
- Exhibit P57A1D Sonet Multiplexers
- Exhibit P57A1E Enterprise Connectivity, Interoperability, Communications and Management
- Exhibit P57A1F Hardware and Software
- Exhibit P57A1G Ship to Shore Connectivity
- Exhibit P57A1H Local Access
- Exhibit P57A3 – Cabling
- Exhibit P57B1 – Standard Per Call Maintenance
- Exhibit P57B2 – Rapid Response Per Call Maintenance
- Exhibit P57C – Training
- Exhibit P57D1A – Labor
- Exhibit P57D1B – Manuals
- Exhibit P57D1C – Installation Reqmts Analysis, Surveys
- Exhibit P57D2 – Custom Outsource
- Exhibit P57E1 – ODC's

2. Under **Section G**, in order to update administrative information, revisions have been made to the following paragraphs: G-2.5; G-4.3; G-4.4; G-8.1; G-12.1; and G-22.1.1.

3. Replace Section G, P00055 with Section G, P00057, 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>).

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