

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES <b>1</b>   <b>2</b>	
2. AMENDMENT/MODIFICATION NO. <b>P00064</b>	3. EFFECTIVE DATE <b>SEE BLOCK 16C</b>	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)	
6. ISSUED BY <b>COMMANDER SPACE AND NAVAL WARFARE SYSTEMS COMMAND 4301 PACIFIC HIGHWAY SAN DIEGO, CA 92110-3127 Joel Judy, 02-21M (619)524-7179, joel.judy@navy.mil</b>	CODE <b>N00039</b>	7. ADMINISTERED BY (If other than Item 6) <b>DCM-SOUTHERN VIRGINIA 190 BERNARD ROAD, BLDG. 117 FORT MONROE, VA 23651</b>		CODE <b>S5111A</b>
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) <b>AVAYA INC. 5440 MILLSTREAM ROAD McLEANSVILLE, NC 27301</b>		(4)	9A. AMENDMENT OF SOLICITATION NO.	
Send Orders to: Denice Parker: Phone 336-574-7528 Fax 336-574-7581			9B. DATED (SEE ITEM 11)	
		4	10A. MODIFICATION OF CONTRACT/ORDER NO. <b>N68939-97-D-0040</b>	
CODE <b>1SBH3</b>	FACILITY CODE		10B. DATED (SEE ITEM 13) <b>29 July 1997</b>	

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.

(4)	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)
<b>X</b>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: <b>Mutual Agreement of the Parties</b>
	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 Page

Continued on Page 2

15A. NAME AND TITLE OF SIGNER (Type of print): <i>KL</i> <b>Mitchell Blanchard, Contract Manager</b>		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) <b>CARLA J. BROWN</b>	
15B. CONTRACT OFFICER <i>Mitchell Blanchard</i> (Signature of person authorized to sign)	15C. DATE SIGNED <b>7/21/2004</b>	16B. UNITED STATES OF AMERICA <i>Carla Brown</i> (Signature of Contracting Officer)	16C. DATE SIGNED <b>7/21/04</b>

1. Under Part I, pursuant to clause I-9 FAR 52.217-9 Option to Extend the Term of the Contract (MAR 89), this modification exercises the Option for Contract Year 8 (CY8) for the period of 29 July 2004 through 28 July 2005 as indicated below.
2. As a result of exercising the option for Contract Year 8, 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 P63A1A Digital Switching Systems  
Exhibit P63A1B Modernization of GOE Switching Systems  
Exhibit P63A1C End User Equipment Part B3  
Exhibit P63A1D Sonet Multiplexers  
Exhibit P63A1E Enterprise Connectivity, Interoperability, Communications and Management  
Exhibit P63A1F Hardware and Software  
Exhibit P63A1G Ship to Shore Connectivity  
Exhibit P63A1H Local Access  
Exhibit P63A3 – Cabling  
Exhibit P63B1 – Standard Per Call Maintenance  
Exhibit P63B2 – Rapid Response Per Call Maintenance  
Exhibit P63C – Training  
Exhibit P63D1A – Labor  
Exhibit P63D1B – Manuals  
Exhibit P63D1C – Installation Reqmts Analysis, Surveys  
Exhibit P63D2 – Custom Outsource  
Exhibit P63E1 – 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.

This modification constitutes the entire understanding between the parties and supercedes the terms and conditions of all other prior or contemporaneous oral or written agreements between the parties. Failure by either party to enforce any of the provisions of this modification shall not be construed as a waiver by such party of any such provisions, nor shall such failure affect the validity and enforceability of this modification in any way.