

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 / 4
2. AMENDMENT/MODIFICATION NO. P00067	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY 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	CODE N00039	7. ADMINISTERED BY (If other than Item 6) DCM-SOUTHERN VIRGINIA 190 BERNARD ROAD, BLDG. 117 FORT MONROE, VA 23651	CODE S5111A
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) AVAYA INC. 5440 MILLSTREAM ROAD McLEANSVILLE, NC 27301		(✓)	9A. AMENDMENT OF SOLICITATION NO.
Send Orders to: Cindy Abel: Phone 602-241-5092 Fax 602-241-5095			9B. DATED (SEE ITEM 11)
		(✓)	10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0040
CODE 1SBH3	FACILITY CODE	(✓)	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; of (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.

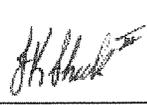
(✓)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET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

Continued on Page 2

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/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 15 Sep 2004	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 9/16/04

1. This modification updates and adds cabling equipment in support of current and anticipated CITS business. These products, the suggested vendors, and their respective prices are listed below.

The pricing for the following CLINs is hereby updated as follows:

CLIN	Product Number	DESCRIPTION OF SUPPLIES/SERVICES	UNIT	Vendor	ViViD Price
0192	PG4848DA48	4'X4'X4' Handhole w/Dual Hinged Cover	EA	Graybar	\$2,598.38
0306	2806031-01	Fusion splice heat shrink protectors (pkg. Of 50, 60 mm length)	EA	Graybar	\$34.27
0367	012RW4-14100A20	12 SM NON-ARMORED FIBER	FT	Graybar	\$0.30
		1. Nominal Reel length = 500 ft. Minimum buy = 1 REEL			
0368	036RW4-14100A20	36 SM NON-ARMORED FIBER	FT	Graybar	\$0.63
		1. Nominal Reel length = 500 ft. Minimum buy = 1 REEL			
0369	060RW4-14100A20	60 SM NON-ARMORED FIBER	FT	Graybar	\$0.97
		1. Nominal Reel length = 500 ft. Minimum buy = 1 REEL			
0370	072RW4-14100A20	72 SM NON-ARMORED FIBER	FT	Graybar	\$1.16
		1. Nominal Reel length = 500 ft. Minimum buy = 1 REEL			
0372	005801R3131003M	Fiber Optic Pigtail SM 62.5/125 SC Ceramic 3 Meter	EA	Cablecom	\$9.50
0374	CCH-01U	12 Port, Rack Mount Connector Housing	EA	Anixter	\$143.75
0375	CCH-CM12-72-P03RH	12-fiber, single-mode, SC duplex UPC Connector Closet Housing Pigtail Module		Anixter	\$446.62
0376	CCH-CP06-59	CCH Connector Panel with 3 SC duplex adapters, single-mode, ceramic insert, composite housing	EA	Anixter	34.04
0377	FHCPE450-72-W7001B	Pre-stubbed FDC-CMH-072 with 12-fiber UPC SC duplex connector panels, ALTOS Riser cable, 144-fiber, single-mode, 50 meters length	EA	Anixter	\$4,799.15
0378	FHCPE460-72-W7001B	Pre-stubbed FDC-CMH-072 with 12-fiber UPC SC duplex connector panels, ALTOS Riser cable, 144-fiber, single-mode, 200 feet length	EA	Anixter	\$4,903.76
0379	FHCPE477-72-88001B	Pre-stubbed FDC-CMH-072 with 12-fiber UPC SC duplex connector panels, U-MIC Plenum cable, 144-fiber, single-mode, 250 feet length	EA	Cablecom	\$6,084.26
0380	FHCPE4S0-72-W7001B	Pre-stubbed FDC-CMH-072 with 12-fiber UPC SC duplex connector panels, ALTOS Riser cable, 144-fiber, single-mode, 850 feet length	EA	Anixter	\$6,995.87

The following CLIN's in support of CITS cabling equipment are hereby added to the ViViD contract:

CLIN	Product Number	DESCRIPTION OF SUPPLIES/SERVICES	UNIT	Vendor	ViviD Price
0383	024RW4-14100A20	24 SM NON-ARMORED FIBER	FT	Graybar	\$0.47
		1. Nominal Reel length = 500 ft. Minimum buy = 1 REEL			
0384	048RW4-14100A20	48 SM NON-ARMORED FIBER	FT	Graybar	\$0.80
		1. Nominal Reel length = 500 ft. Minimum buy = 1 REEL			
0385	FHCPE476-72-88001B	Pre-stubbed FDC-CMH-072 with 12-fiber UPC SC duplex connector panels, U-MIC Plenum cable, 144-fiber, single-mode, 250 feet length	EA	Cablecom	\$3,988.17
0386	FHCE4S0-72-W7001 (FHCPE4R9-72-W7001B)	Pre-stubbed FDC-CMH-072 with 12-fiber UPC SC duplex connector panels, ALTOS Riser cable, 144-fiber, single-mode, 850 feet length	EA	Anixter	\$6,995.87
0387	GL44MH51	4'X4'X51" Handhole	EA	DH Supply	\$1,502.31
0388	GL612MH84	6'X12'X84" Manhole	EA	DH Supply	\$3,865.32
0389	GLTKIT4L	Terminator 4-way	EA	Richland	\$47.96
0390	STA4242	Dual Hinged Cover 42"X42"	EA	Richland	\$349.66
0391	16" pipe	16" GIP (galvanized iron pipe) random 19-21ft lengths	EA	Richland	\$55.83

2. Section G20.3 of the basic contract is hereby updated to reflect changes in the code designation of the COMO at the Norfolk, Virginia, site. As a result, Section G20.3 of the basic contract is hereby deleted in its entirety and replaced with the following:

G20.3 By the 30th calendar day after the completion of each quarter, the Contractor shall remit applicable Contract Usage Fees associated with the delivery orders that the Contractor invoiced to the Government during the previous quarter to SPAWAR Systems Center (SSC) Charleston Norfolk Office. The Contract Usage Fee amount due Navy shall be paid by check made payable to "Treasurer of the United States," and forwarded to:

Regular US Post Office:
 SPAWAR SYSTEMS CENTER CHARLESTON, NORFOLK OFFICE
 Code J811.2, Bldg. V-53
 Attn: E. Vonasek
 PO Box 1376
 Norfolk, VA 23501-1376

Overnight services:
 SPAWAR SYSTEMS CENTER CHARLESTON, NORFOLK OFFICE
 Code J811.2, Bldg. V-53
 Attn: E. Vonasek
 9456 Fourth Avenue
 Norfolk, VA 23511-2130

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.