

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 6
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2. AMENDMENT/MODIFICATION NO. P00031	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
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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 Boston GD Government Systems Corporation 77 "A" Street Needham MA 02194-2892	CODE S2203A
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8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) General Dynamics Government Systems Corporation Worldwide Telecommunications Systems 77 "A" Street Needham Heights, MA 02194-2892	<input checked="" type="checkbox"/>	9A. AMENDMENT OF SOLICITATION NO.
		9B. DATED (SEE ITEM 11)
	<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0041
		10B. DATED (SEE ITEM 13) 29 July 1997

CODE 2D423	FACILITY CODE
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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

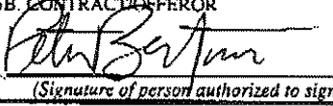
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

<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
	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; Section H.3 clause Technology Improvements & the Clause at I 9 FAR 52.217-9 Option to Extend the Term of the Contract (MAR 1989)
	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: Update the FORE/Marconi Systems, Cisco Systems, Nortel Data Products, Cabletron Catalogs and Ericsson Freeset Wireless Telephone Systems; Section G, Revise Paragraph G6.6 Rejection of Orders, update the Technical Points of Contact, Delete the lease to own pre-priced SCLINs and add CLIN 0900 Customized Leasing to the Btables; Replace clause H-40 Lease Indexation with H-40 Leasing Terms and Conditions; Add language to Section E incorporating the use of DD Form 1155 and GSA Form 300 for inspection /acceptance; Delete Paragraph H.32 "Price Indexation"; Delete the clause at I15.2 Invoicing For Lease And Lease-To-Own (LTO) CLIN'S/SCLIN'S; and Exercise the Option for Contract Year 5 (CY5) for the period of 29 July 2001 through 28 July 2002 as indicated on the following pages.

Continued on Page 2

15A. NAME AND TITLE OF SIGNER (Type of print): KL Peter Bertocci, 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 8-8-01	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 8-8-01

1. As a result of exercising the option for Contract Year 5, all the pricing exhibits (B tables, see Below) are replaced in their entirety and are available on the World Wide Web at (<http://www.it-umbrella.navy.mil>).

Exhibit B_A1A-P31 DSS
 Exhibit B_A1B-P31 DSS Upgrades
 Exhibit B_A1C-P31 Phones
 Exhibit B_A1D-P31 Sonet
 Exhibit B_A1E-P31 ECICM
 Exhibit B_A1F-P31 MOE
 Exhibit B_A1G-P31 Ship-Shore
 Exhibit B_A3-P31 Cabling
 Exhibit B_B1-P31 Maint Services
 Exhibit B_B2-P31 Maint Rapid Response
 Exhibit B_C-P31 Training
 Exhibit B_D1A-P31 Labor
 Exhibit B_D1B-P31 Manuals
 Exhibit B_D1C-P31 Req Analy
 Exhibit B_D2-P31 Custom Outsourcing
 Exhibit B_E1-P31 ODCs

2. The FORE/Marconi Product Catalog, CLIN 4725BC, dated Jun 2000 from Modification P00028 is replaced with the Marconi Product Catalog dated Feb 2001. The discount remains the same at 26 % off the list price for Category A products. The Marconi Product Catalog is available IAW Exhibit B-A1E – P31 - ECICM on the World Wide Web at: (<http://www.it-umbrella.navy.mil>).

3. The Ericsson Freeset Product SCLINs are updated as indicated below. The Ericsson name is changed to read ComNet Ericsson. The products come with an industry standard 1 year warranty. The warranty uplift to 4 years is .215 times the purchase price. The ComNet Ericsson Freeset Products are available IAW pricing Exhibit B_A1A – P31 DSS which is available on the World Wide Web at: (<http://www.it-umbrella.navy.mil>).

SCLIN	Manufacturer	New Part Number	New Description	Price
1015GC	ComNet Ericsson	ROA 117 3200	Freeset Digital Trunk Unit (T1 DTU)	\$1,300.00
1015GD	ComNet Ericsson	2/ROFNB 157 19/2	Freeset Central Processing Unit (CPU)	\$1,475.00
1015GE			Reserved	
1015GF	ComNet Ericsson	BDVNB 101 01/2	Freeset Central Cabinet	\$1,325.00
1015GG	ComNet Ericsson	BKB193 104/75	Freeset High Capacity Battery, NiMH	\$20.00
1015GJ	ComNet Ericsson	DPY 102 183	Freeset Portable Telephone DT 620	\$682.40
1015GK	ComNet Ericsson	BML 162 098	Freeset Desktop Battery Charger	\$64.00
1015GL			Reserved	
1015GN	ComNet Ericsson	DPY 102 162	Freeset Base Station Kit	\$1,300.00
1015GP	ComNet Ericsson	NTM 201 2087	Freeset Cordless System Manager Software (CSM)	\$195.00
1015GR			Reserved	
1015GS	ComNet Ericsson	ROFNB 157 16/1	Freeset Speech Link Unit (SLU)	\$1,695.00
1015GT	ComNet Ericsson	RYS 105 446	Freeset SPU/SLU Firmware	\$50.00
1015GU			Reserved	
1015GV	ComNet Ericsson	RYS 105 657	Freeset CPU Firmware	\$75.00
1015HC	ComNet Ericsson	TSRNB 101 33	CLU MCCB Cable	\$46.35

4. The Ericsson Freeset Product Manuals SCLINs 7300AG and AH are updated as indicated below. The Ericsson name is changed to read ComNet Ericsson. The ComNet Ericsson Freeset Product Manuals are available IAW pricing Exhibit B_D1B – P31 Manuals which is available on the World Wide Web at: (<http://www.it-umbrella.navy.mil>).

SCLIN	Manufacturer	New Part Number	New Description	Price
7300AG	ComNet Ericsson	LZB 119 2663	Freeset Technical Product Manual	\$243.34
7300AH	ComNet Ericsson	LZB 123 3105	Freeset Portable Telephone Unser Guide	\$10.36

5. The Nortel Data Products Catalog CLIN, 4703AA, dtd Sep 2000 from Modification P00028 is replaced with the Nortel Data Products Catalog dtd Jan 2001. The discount remains the same at 31.5% off list for Group A (CLIN 4703AA) Products and 30% off list for Group B & C (CLIN 4703AB) Products. The Nortel Data Products Catalog is available IAW Exhibit B-A1E – P31 - ECICM on the World Wide Web at: (<http://www.it-umbrella.navy.mil>).

6. The Cisco Systems Inc. Catalog, CLIN 4701AA, dated 6 September 2000 from Modification P00028 is replaced with the Cisco Systems Inc. Catalog dated 1 December, 2000. The discount remains the same at 26 % off the list price. The Cisco Systems Catalog is available IAW Exhibit B-A1E – P31 - ECICM on the World Wide Web at: (<http://www.it-umbrella.navy.mil>).

7. The Cabletron Products Catalog Subset, CLIN 4720AF, dated February 2000 from Modification P00025 is replaced with the Cabletron Products Catalog Subset, dated February 2001. The discount remains the same at 1% off the GSA schedule price. The Cabletron Products Catalog is available IAW Exhibit B-A1E - P29 - ECICM on the World Wide Web at: (<http://www.it-umbrella.navy.mil>).

8. CLIN 0900 Customized Leasing is added IAW B_E1-P31 ODC's and is available on the World Wide Web at: <http://www.it-umbrella.navy.mil>.

9. The following columns are deleted on the Btables as indicated below:

- a. The Columns titled "LTO CLIN" and "LTO Yearly Price " on the Btable B_A1A P31 DSS.
- b. The Columns titled "LTO CLIN", "LTO Yearly Price", "Lease CLIN", and "Lease Yearly Price" on the Btable B_A1B P31 DSS Upgrade.
- c. The Columns titled "LTO CLIN", "LTO Yearly Price", "Lease CLIN", and "Lease Yearly Price" on the Btable B_A1C P31 Phone.
- d. The Columns titled "LTO CLIN", "LTO Yearly Price", "Lease CLIN", and "Lease Yearly Price" on the Btable B_A1D P31 Sonet.
- e. The Columns titled "LTO CLIN", "LTO Yearly Price", "Lease CLIN", and "Lease Yearly Price" on the Btable B_A1E P31 ECICM.

- f. The Columns titled "LTO CLIN", "LTO Yearly Price", "Lease CLIN", and "Lease Yearly Price" on the Btable B_A1F P31 MOE.
 - g. The Columns titled "LTO CLIN", "LTO Yearly Price", "Lease CLIN", and "Lease Yearly Price" on the Btable B_A1G P31 Ship Shore.
 - h. The Columns titled "LTO CLIN", "LTO Yearly Price", "Lease CLIN", and "Lease Yearly Price" on the Btable B_A3 P31 Cable.
 - i. The Columns titled "LTO CLIN", "LTO Yearly Price", "Lease CLIN", and "Lease Yearly Price" on the Btable B_A3 P31 Cable.
10. The pricing Exhibits (Btables) (See Paragraph 9 Above) are replaced in their entirety and are available on the World Wide Web at: (<http://www.it-umbrella.navy.mil>).
11. Section C, Paragraph C7. Delete all references to the phrase "(first CLIN denotes purchase, second - LTO, and / or third - straight lease)" as these CLINs/SCLINS have been deleted on the Btables.
12. Replace Section C, P00025 with Section C, P00031, which is available on the World Wide Web at: <http://www.it-umbrella.navy.mil>.
13. Section E, Paragraph E.2.1.1 replace the 3rd sentence with the following: "The approving and accepting authority will perform inspection and will sign the Standard Form 1449, DD Form 1155 or GSA Form 300 attesting to item acceptance."
14. Section E, Paragraph E.2.2. replace the 3rd sentence with the following: "The ACO or his designated representative will perform inspection and will sign a Standard Form 1449, DD Form 1155 or GSA Form 300 attesting to item acceptance."
15. Section E, Paragraph E.3. replace the 3rd sentence with the following: "The approving and accepting authority will perform inspection and will sign a Standard Form 1449, DD Form 1155 or GSA Form 300 attesting to item acceptance".
16. Section E, Paragraph E.4. replace the last sentence with the following: "The approving and accepting authority will perform inspection and will sign a Standard Form 1449, DD Form 1155 or GSA Form 300 attesting to item acceptance."
17. Replace Section E, P00011 with Section E, P00031, which is available on the World Wide Web at: <http://www.it-umbrella.navy.mil>.

18. Section I, Page I-16, delete Paragraph I15.2 INVOICING FOR LEASE AND LEASE-TO-OWN (LTO) CLIN'S/SCLIN'S.

19. Replace Section I, P00011 with Section I, P00031, which is available on the World Wide Web at: <http://www.it-umbrella.navy.mil>.

20. The following changes have been made to Section G.

- a. Paragraph G-4.3, Add Barbara Johnson, VIVID Program Manager, Phone: (619) 524-9607, Fax: (619) 524-9678, E-mail: barbaraj@spawar.navy.mil.
- b. Paragraph G4.4 replace Kevin P. McNally, Phone: (858) 537-0325, Fax: (619) 524-7398, E-mail: mcnallyk@spawar.navy.mil with Ted Wolken, Phone: (619) 524-9601, Fax: (619) 524-9678, E-mail: wolkent@spawar.navy.mil.
- c. Paragraph G12.1 delete Jim Bachrach, Phone: (619) 524-7526, E-mail: bachrach@spawar.navy.mil.
- d. Paragraph G8.1 The Contracting Officer hereby designates the following individual as the Contracting Officer's Representative (COR): replace Claudia Judge with Ted G. Wolken.
- e. Paragraph G6.3.5 Add "(See CLIN 0900 Customized Leasing)".
- f. Paragraph G19.3 add "CLIN 0900 Customized Leasing Order".
- g. Paragraph G6.6 "Rejection of Orders" has been revised.

21. Replace Section G, P00028 with Section G, P00031, which is available on the World Wide Web at: <http://www.it-umbrella.navy.mil>)

22. The clause in Section H, Paragraph H.40 Leasing Indexation is replaced with clause H.40 Lease Terms and Conditions as follows:

H.40 Lease Terms and Conditions

H40.1 Each lease transaction shall be initiated by a delivery order under CLIN 0900 Customized Leasing, which shall specify the terms of the transaction. Equipment leased pursuant to a delivery order may include software, as well as hardware (collectively the "Assets"). Any such software shall be deemed to be licensed pursuant to the applicable standard commercial software licensing terms and conditions contained in this contract, for the duration of the lease term.

H40.2 Instructions to Ordering Officers. Ordering officers are responsible for ensuring that the requirements of FAR 7.4 and DFARS 207.4 have been satisfied prior to issuing a delivery order pursuant to this clause. Ordering officers are reminded that each delivery order for leasing should address the following:

1. Type of Lease, either capital lease or operating lease.
2. Length of the lease term including all options.
3. Early termination of lease
4. Correct type of appropriations for the lease type.
5. Lease payment terms and payment frequency.
6. Lease commencement date.
7. Additions of any accessory, upgrade, or other devices on the asset(s).
8. Relocation of assets during the lease term.
9. Risk of loss
10. When/if does title pass to the government
11. Maintenance of assets during the lease term.
12. Return of asset(s).

23. This modification revises Section H by deleting Paragraph H.32 "Price Indexation" in its entirety from the contract.

24. Replace Section H-P00025 with Section H-P00031, which is available on the World Wide Web at: (<http://www.it-umbrella.navy.mil>).

25. Except as provided herein, all other terms and conditions of N68939-97-D-0041 remain unchanged and in full force and effect.