

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES <b>1</b> / <b>5</b>
2. AMENDMENT/MODIFICATION NO. <b>P00042</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>DCMA Boston GD Government Systems Corporation 77 "A" Street Needham MA 02194-2892</b>	CODE <b>S2203A</b>
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) <b>General Dynamics Government Systems Corporation Network Systems Inc. 77 "A" Street Needham Heights, MA 02194-2892</b>		9A. AMENDMENT OF SOLICITATION NO.	9B. DATED (SEE ITEM 11)
CODE <b>2D423</b>	FACILITY CODE	10A. MODIFICATION OF CONTRACT/ORDER NO. <b>N68939-97-D-0041</b>	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.**

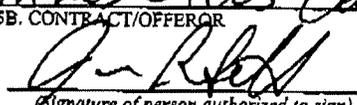
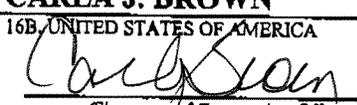
<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b)
<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);KL <b>JAMES SILLIS CONTRACT MANAGER</b>		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) <b>CARLA J. BROWN</b>	
15B. CONTRACT/OFFEROR  <i>(Signature of person authorized to sign)</i>	15C. DATE SIGNED <b>5/7/04</b>	16B. UNITED STATES OF AMERICA  <i>(Signature of Contracting Officer)</i>	16C. DATE SIGNED <b>5/7/04</b>

1. Innovatia Web and Computer based Training courses are hereby added to SCLIN 6605AA of the contract. The courses to be added and their respective prices are listed below. All pricing Exhibits (B Tables) are replaced in their entirety and are available on the World Wide Web at: (<<http://www.it-umbrella.navy.mil>>).

<u>Course #</u>	<u>Current Courses Descriptions offered under CLIN 6605AA</u>	<u>ViViD Price to Government</u>
<b>WIRELESS</b>		
INN1081	Wireless: An Introduction to 3G - 6 hrs	\$ 195.00
INN1001	Technical Foundations for Wireless Communications - 18 hrs	\$ 840.00
INN2151	Introduction To Wireless - 3hrs	\$ 125.00
INN2181	GSM Fundamentals - 3hrs	\$ 125.00
INN2191	GSM Air Interface - 3hrs	\$ 125.00
INN2201	GSM Signaling & Protocols Architecture - 3 hrs	\$ 125.00
INN2211	GSM Signaling & Protocols Procedures - 3hrs	\$ 125.00
INN2221	GPRS Fundamentals - 3 hrs	\$ 125.00
INN2231	GPRS Engineering - 3 hrs	\$ 125.00
INN2241	CDMAONE Fundamentals - 3 hrs	\$ 125.00
INN2251	Edge Fundamentals - 3 hrs	\$ 125.00
INN2261	UMTS Fundamentals - 3 hrs	\$ 125.00
INN2271	UMTS Air Interface - 3 hrs	\$ 125.00
INN2281	UMTS Signaling Framework - 3 hrs	\$ 125.00
INN2291	UMTS Signaling Procedures - 3 hrs	\$ 125.00
INN2301	UMTS End-To-End Scenarios - 3 hrs	\$ 125.00
INN2311	WAP Fundamentals - 3 hrs	\$ 125.00
INN2321	Wireless Rating & Billing Fundamentals - 3 hrs	\$ 125.00
INN2331	Wireless Rating & Billing Advanced - 3 hrs	\$ 125.00
INN2341	Satellite Billing & Rating Fundamentals - 3 hrs	\$ 125.00
INN2391	ATM Over Satellite - Module 1 - 3 hrs	\$ 125.00
INN2401	ATM Over Satellite - Module 2 - 3 hrs	\$ 125.00
INN2241	CDMA 2000 Fundamentals - 3 hrs	\$ 125.00
INN2242	CDMA 2000 1xRTT - 3 hrs	\$ 125.00
INN2243	CDMA 2000 1xEV-DO/DV - 3 hrs	\$ 125.00
INN2631	CWNA (Certified Wireless Network Administrator) - 44 hrs	\$ 595.00
NTC-W-WEB	Network Traffic Concepts Wireless - 12 hrs	\$ 1,295.00
<b>DATA</b>		
INN2411	IPV6 Fundamentals - 3 hrs	\$ 125.00
INN2421	IPV6 Advanced - 3 hrs	\$ 125.00
INN2371	ATM Fundamentals Module 1 - 3 hrs	\$ 125.00
INN2381	ATM Fundamentals Module 2 - 3 hrs	\$ 125.00
INN2161	Introduction To Data communications - 3 hrs	\$ 125.00
INN2171	Introduction To Mobile Data - 3 hrs	\$ 125.00
INN2101	802.11 Fundamentals - 3 hrs	\$ 125.00
INN2111	Wireless LAN Fundamentals - 3 hrs	\$ 125.00
INN2121	Introduction To Digital Broadcasting - 3 hrs	\$ 125.00
INN2131	DVB-S Fundamentals - 3 hrs	\$ 125.00
INN1201	Inside the Internet - 3 hrs	\$ 95.00
INN1211	Internetworking Fundamentals - 3 hrs	\$ 95.00
INN1011	ABCs of Data Networking - 3 hrs	\$ 95.00
INN1021	ATM Technology - 12 hrs	\$ 395.00
INN1031	MPLS Technologies - 9 hrs	\$ 295.00
INN1041	VPN Technologies - 9 hrs	\$ 295.00

INN1061	TCP/IP - 9 hrs	\$ 295.00
INN2431	Setting Tariffs For IP - 3 hrs	\$ 125.00
INN2641	CCNA Introduction to Cisco Networking Technologies (INTRO)	\$ 595.00
INN2642	CCNA Interconnecting Cisco Network Devices (ICND)	\$ 595.00
INN2571	Implementation of Data Networks - 24 hrs	\$ 395.00
INN2521	Internet Technologies - 20 hrs	\$ 395.00
INN2541	Internetworking Devices - 28 hrs	\$ 395.00
INN2511	Introduction to Local Area Networks - 36 hrs	\$ 395.00
INN2501	Introduction to Networking - 32 hrs	\$ 395.00
INN2531	Introduction to TCPIP - 32 hrs	\$ 395.00
INN2591	Introduction to Wide Area Networks - 28 hrs	\$ 395.00
INN2561	Network Design - 24 hrs	\$ 295.00
INN2551	Protocol Analysis - 24 hrs	\$ 395.00
<b>NEXT GENERATION</b>		
INN2611	Convergence of Technologies - 16 hrs	\$ 295.00
<b>OPTICAL</b>		
INN1051	Fiber Optics Fundamentals - 12 hrs	\$ 395.00
<b>VOICE</b>		
<b>CBT Courses</b>		
1134	Introduction To The ISME - 1.5 hrs	\$ 70.00
1141	DMS SuperNode Surveillance - 54 hrs	\$ 2,520.00
1143	DMS SuperNode System Maintenance: Basic Platform - 90 hrs	\$ 4,425.00
1256	Intro To Post Release Software (PRSM) NA006 - 6 hrs	\$ 280.00
1273	ISDN Hardware Maintenance - 24 Hrs	\$ 1,120.00
1291	LPP Hardware Maintenance - 6 Hrs	\$ 280.00
1292	LIU7 Hardware Maintenance - 6 Hrs	\$ 280.00
1293	EIU Hardware Maintenance - 6 Hrs	\$ 280.00
3471	Basic Service Order For DMS Supernode Lines - 3 Hrs	\$ 140.00
<b>Video</b>		
1251	How To Use The Switch Performance Monitoring Sys (SPMS) - 3 hrs	\$ 140.00
6000	Intro To Advanced Intelligent Network (AIN) for SSP - 3 hrs	\$ 140.00
<b>Web-Based</b>		
INN2621	IP Telephony Principles and Applications - 24 hrs	\$ 395.00
INN2581	Introduction to Telecommunications - 7.5 hrs	\$ 395.00
INN2601	Design and Implementation of Voice Networks - 20 hrs	\$ 295.00
INN2351	Telecommunications Customer Care - 3 hrs	\$ 125.00
INN2361	Telecommunications Revenue Assurance - 3 hrs	\$ 125.00
INN2141	Introduction To Telecommunications - 3 hrs	\$ 125.00
INN1071	Voice over IP (VoIP) - 12 hrs	\$ 395.00
IN QUAL-WEB	Installation Quality Control - 24 hrs	\$ 2,595.00
NF-BASE-WEB	Network Fundamentals - Baseline Networks - 21 hrs	\$ 1,835.00
NTC-WEB	Network Traffic Concepts - 24 hrs	\$ 2,495.00
NF-EVOL-WEB	Network Fundamentals-Evolving Networks - 18 hrs	\$ 1,645.00
NTC-NAC-WEB	Network Traffic Concepts Network Administration Center - 12 hrs	\$ 1,295.00
0170WEN	Introduction To ISDN - 12 hrs	\$ 560.00
0312WEN	DMS SuperNode Family TOPS Translations - 24 hrs	\$ 1,120.00
0316WEN	Enhanced 911 Emergency Service Translations - 12 hrs	\$ 550.00
0386WEN	DMS Supernode Basic Rate Interface Testing And Maint. - 30 hrs	\$ 1,375.00
0434WEN	DMS SuperNode Expanded Subscriber Carrier Module Access (ESMA) - 12 hrs	\$ 550.00
0490WEN	DMS SuperNode System RLCM/OPAC/RSC-S Advanced HW Maint. - 30 hrs	\$ 1,250.00
0654WEN	DMS SuperNode MDC Intelligent Call Manager Overview - 6 hrs	\$ 250.00
0655WEN	DMS SuperNode MDC Intelligent Call Manager OA&M - 12 hrs	\$ 500.00

0672ZEN	DMS SuperNode Meridian Digital Centrex - 18 hrs	\$ 975.00
0673ZEN	DMS SuperNode Meridian Automatic Call Distribution (ACD) Overview - 12 hrs	\$ 650.00
0674WEN	DMS SuperNode Meridian Automatic Call Distribution (ACD) Translations - 12 hrs	\$ 560.00
0675WEN	DMS SuperNode Meridian Digital Centrex Translations - 30 hrs	\$ 1,300.00
1004WEN	Introduction To DMS Supernode - 6 hrs	\$ 280.00
1005WEN	Basic Call and Translations Concepts - 3 hrs	\$ 140.00
1131WEN	Telecommunications Basics - 6 hrs	\$ 280.00
1181ZEN	DMS SuperNode Lines Maintenance - 24 hrs	\$ 1,680.00
1182ZEN	DMS SuperNode Trunks & Peripheral Maintenance - 24 hrs	\$ 1,680.00
1183ZEN	DMS SuperNode Core Network Maintenance - 54 hrs	\$ 3,780.00
1184ZEN	DMS SuperNode Basic System Maintenance - 72 hrs	\$ 4,980.00
1212WEN	DMS SuperNode Central Processor Advanced Hardware Maintenance - 15 hrs	\$ 688.00
1213WEN	DMS SuperNode Extended Peripheral Module (XPM) Hardware Maintenance - 12 hrs	\$ 550.00
1214WEN	DMS SuperNode Enhanced Network (ENET) Maintenance - 12 hrs	\$ 550.00
1215WEN	DMS Supernode Systems Advanced Hardware Maintenance - 42 hrs	\$ 1,925.00
1221WEN	Administering DMS Supernode Lines Using SERVORD - 18 hrs	\$ 825.00
1290WEN	Introduction to Common Channel Signaling (CCS7) - 9 hrs	\$ 413.00
3422ZEN	Create DMS SuperNode Lines and Trunks Translations - 54 hrs	\$ 3,090.00
4011ZEN	DMS SuperNode Hardware Architecture - 18 hrs	\$ 1,260.00
4012ZEN	DMS SuperNode Provisioning - 30 hrs	\$ 2,100.00
7061WEN	DMS Supernode Primary Rate Interface (PRI) Translations - 12 hrs	\$ 550.00

2. Under **Section G4.5**, in order to update and correct administrative information, the nine digit number in block B5A is changed to 008968708 and block B5D is corrected to read “GD Government Systems Corp.” As a result, Section G4.5 is hereby updated to reflect these changes and is restated as follows:

G4.5 The following information is provided for the use of ordering agencies in preparation of Individual Procurement Action Reports (DD Forms 350):

<b>Item</b>	<b>Code</b>	<b>Item</b>	<b>Code</b>	<b>Item</b>	<b>Code</b>
B1A	N6893997D0041	B12A	F015	C11	N
B1B	A	B12B	C20	C12	Z
B5A	008968708	B12C	0002	C14	Y
B5B	N	B12D	3669	D1	C
B5C	2D423	B13B	B	D2	A
B5D	GD Government Systems Corp.	B13C	S	D3	A
B5E	77 A Street	C1	B	D4A	A
	Needham Heights MA 02494	C2	Blank	D4B	A
B5F	161190245	C3	A	D4C	A
B5G	Blank	C4	U	D6	Blank
B5H	Blank	C5	K	D7	A
B6A	44175	C6	2	D8	D
B6B	25	C7	004	D9	N
B6C	Needham Heights MA	C8	B	D10	Blank
B9	N	C9	Blank	D11	Blank
B10	N	C10	D	E1-E3	Blank

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