

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 / 4
2. AMENDMENT/MODIFICATION NO. P00046	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) DCMA Boston GD Government Systems Corporation 77 "A" Street Needham MA 02194-2892	CODE S2203A
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) General Dynamics Network Systems Inc. 77 "A" Street Needham Heights, MA 02194-2892		<input checked="" type="checkbox"/> 9A. AMENDMENT OF SOLICITATION NO.	
		<input type="checkbox"/> 9B. DATED (SEE ITEM 11)	
		<input type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0041	
		<input checked="" type="checkbox"/> 10B. DATED (SEE ITEM 13) 29 July 1997	
CODE 2D423	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.

<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
	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 or Print): JULIE C. HARTMAN VIVID CONTRACT MGR		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA J. BROWN	
15B. CONTRACT OFFEROR <i>(Signature of person authorized to sign)</i> Julie C. Hartman	15C. DATE SIGNED 9/15/04	16B. UNITED STATES OF AMERICA <i>(Signature of Contracting Officer)</i> Carla J. Brown	16C. DATE SIGNED 9/15/04

NSN 7540-01-152-8070

STANDARD FORM 30 (REV. 10-93)

1. On-site training for performance-based telecommunication courses by Paradigm Learning Services are hereby added as new CLINs to the ViViD contract. The products 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>).

CLIN	Course No.	Vendor	Description	ViViD Price
Network Training - Specialized Military				
6701AA	127195	Paradigm	OC-3 Express - 2 days	\$ 4,762.99
6701AB	096710	Paradigm	SL-100 ACD Agent Training - 1 day	\$ 2,381.50
6701AC	096711	Paradigm	SL-100 ACD Database - 4 days	\$ 9,525.98
6701AD	096703	Paradigm	SL-100 Autovon Translations- 7 days	\$ 16,670.47
6701AE	096712	Paradigm	SL-100 CCMIS Database Administration - 3 days	\$ 7,144.49
6701AF	096713	Paradigm	SL-100 Maintenance and Administration - 2 days	\$ 4,762.99
6701AG	096704	Paradigm	SL-100 CCS7 Maintenance - 3 days	\$ 7,144.49
6701AH	096702	Paradigm	SL-100 Intermediate Maintenance - 10 days	\$ 23,814.97
6701AJ	096705	Paradigm	SL-100 ISDN Maintenance - 4 days	\$ 9,525.98
6701AK	096701	Paradigm	SL-100 Maintenance - 15 days	\$ 35,722.45
6701AL	096720	Paradigm	SL-100 Overview - 3 days	\$ 7,144.49
6701AM	096706	Paradigm	SL-100 Remotes Maintenance - 2 days	\$ 4,762.99
6701AN	096707	Paradigm	SL-100 Service Order - 2 days	\$ 4,762.99
6701AO	096725	Paradigm	XA Core - 2 days	\$ 4,762.99
Network				
6701AP	109990	Paradigm	AccessNode Overview - 1 day	\$ 2,381.50
6701AQ	109201	Paradigm	AFC UMC 1000-A Assign. Center Procedure- 1 day	\$ 2,381.50
6701AR	109202	Paradigm	AFC UMC 1000-A Digital Carrrier Design - 2 days	\$ 4,762.99
6701AS	109203	Paradigm	AFC UMC 1000-A Digital Carrier for test -2.5 days	\$ 5,953.74
6701AT	109204	Paradigm	AFC UMC 1000-A Digital Carrier Mainten. - 3 days	\$ 7,144.49
6701AU	109205	Paradigm	Anaconda Subscriber Carrier Maintenance - 3 days	\$ 7,144.49
6701AV	111150	Paradigm	Data Communications - 4 days	\$ 9,525.98
6701AW	096230	Paradigm	Digital Cross - Connect Basics - 4 days	\$ 9,525.98
6701AX	128700	Paradigm	Digital Microwave Radio Fundamentals - 4 days	\$ 9,525.98
6701AY	096021	Paradigm	DMS-100/200 1 day Overview - 1 day	\$ 2,381.50
6701AZ	096022	Paradigm	DMS-100/200 Technical Overview - 3 days	\$ 7,144.49
6701BA	121220	Paradigm	EO Networks FDS - 1 Subscriber Loop Carrier-1 day	\$ 2,381.50
6701BB	109206	Paradigm	Lynch 300S Digital Subscriber Carrier - 4 days	\$ 9,525.98
6701BC	128813	Paradigm	MDMRS Network Repeater Maint. - 4 days	\$ 9,525.98
6701BD	128814	Paradigm	MDMRS Regional Area Switch Maint. - 3 days	\$ 7,144.49

6701BE	O95770	Paradigm	Network Battery Power Plants - 1 day	\$ 2,381.50
6701BF	127188	Paradigm	NTL Fiberworld Transport Node - 5 days	\$ 11,907.48
6701BG	127187	Paradigm	NTL Transport Node System Lineup & Test- 5 days	\$ 11,907.48
6701BH	127196	Paradigm	OC - 12 Express - 2 days	\$ 4,762.99
6701BJ	121101	Paradigm	PCM Fundamentals - 1 day	\$ 2,381.50
6701BK	109207	Paradigm	Tadiran Multigain Carrier - 1 day	\$ 2,381.50
6701BL	109209	Paradigm	Timespan Digital Subscriber Carrier - 4 days	\$ 9,525.98
6701BM	O27030	Paradigm	Traffic Concepts - 2 days	\$ 4,762.99
PABX and Key Systems				
6701BN	O86280	Paradigm	Centrex Installation - 1 day	\$ 2,381.50
6701BO	O86200	Paradigm	Meridian 1 Installation & Maintenance - 10 days	\$ 23,814.97
6701BP	O86201	Paradigm	Meridian 1/ SL-1 Overview - 2 days	\$ 4,762.99
6701BQ	O86301	Paradigm	Meridian 1 Update - 2 days	\$ 4,762.99
6701BR	141172	Paradigm	Norstar Advanced Applications - 2 days	\$ 4,762.99
6701BS	O86226	Paradigm	Norstar DR4 - 1 day	\$ 2,381.50
6701BT	O86234	Paradigm	Norstar DR5 - 1 day	\$ 2,381.50
6701BU	O86260	Paradigm	Norstar MICS (0C32) & Voice Mail - 5 days	\$ 11,907.48
Data Communications				
6701BV	111150	Paradigm	Data Communications - 4 days	\$ 9,525.98
6701BW	101010	Paradigm	Information Transfer Concepts - 3 days	\$ 7,144.49
6701BX	101020	Paradigm	LAN and Internet Fundamentals - 3 days	\$ 7,144.49
6701BY	121101	Paradigm	PCM Fundamentals - 1 day	\$ 2,381.50
6701BZ	101027	Paradigm	RSAS Workshop - 2 days	\$ 4,762.99
6701CA	101055	Paradigm	VPN Concepts - 1 day	\$ 2,381.50

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 month, the Contractor shall remit applicable Contract Usage Fees associated with the delivery orders that the Contractor invoiced to the Government during the previous months 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 N68939-97-D-0041 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.