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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 2 | |
| 2. AMENDMENT/MODIFICATION NO. P00021 | | 3. EFFECTIVE DATE SEE BLOCK 16C | | 4. REQUISITION/PURCHASE REQ. NO. | 5. PROJECT NO. (If applicable) |
| 6. ISSUED BY COMMANDER, 02-31B SPACE AND NAVAL WARFARE SYSTEMS COMMAND 4301 PACIFIC HIGHWAY SAN DIEGO, CA 92110-3127 G. Moran, 02-31B, (619)537-0440, morang@spawar.navy.mil | | CODE N00039 | 7. ADMINISTERED BY (If other than Item 6) DCMC Boston GTE 77 "A" Street Needham Heights, MA 02194-2892 | | CODE S2203A |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) GTE Government Systems Worldwide Telecommunications Services 77 "A" Street Needham Heights, MA 02194-2892 | | | (✓) | 9A. AMENDMENT OF SOLICITATION NO. | |
| | | | | 9B. DATED (SEE ITEM 11) | |
| | | | | 10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0041 | |
| CODE 2D423 | | | | 10B. DATED (SEE ITEM 13) 29 July 1997 | |
| 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

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| (✓) | 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: FAR 52.217-9 Option To Extend The Term Of The Contract (MAR 1989) & Clause H.3 Technology Improvements |
| | D. OTHER |

E. IMPORTANT: Contractor is not XX 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 add Siecor Fiber Optic Cable products, Xylan Category A, C, D, E, F and G Products and exercise the option for Contract Year 3 as indicated on page 2 of this modification.

Continued on Page 2

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| 15A. NAME AND TITLE OF SIGNER (Type of print): KL Steven E. Coughlan, Contract Manager | | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA BROWN | |
| 15B. CONTRACT/OFFEROR Steven E. Coughlan (Signature of person authorized to sign) | 15C. DATE SIGNED 4 Aug 99 | 16B. UNITED STATES OF AMERICA Carla Brown (Signature of Contracting Officer) | 16C. DATE SIGNED 10 4 AUG 1999 |

1. Add CLINs 0355, 0356, 0357, 0358, and 0359 Siecor FREEDM Loose Tube, Riser Rated Fiber Optic Cable Products IAW Exhibit B-A3 Cable-P21 which is available on the World Wide Web at:
(<http://www.lucent.com/vivid/products/catalog.html#clins> and <http://www.it-umbrella.navy.mil>)
2. Add CLINs 0366, 0367, 0368, and 0369 Siecor MIC Riser Rated, Plenum and Non-Plenum Fiber Optic Cable Products IAW Exhibit B-A3 Cable-P21 which is available on the World Wide Web at:
(<http://www.lucent.com/vivid/products/catalog.html#clins> and <http://www.it-umbrella.navy.mil>)
3. Add CLINs 0360, 0361, 0362, 0363, 0364, and 0365 Siecor ALTOS Fiber Optic Cable Products IAW Exhibit B-A3 Cable-P21 which is available on the World Wide Web at:
(<http://www.lucent.com/vivid/products/catalog.html#clins> and <http://www.it-umbrella.navy.mil>)
4. Add CLINs 4711 and 4712 Xylan Product Categories A and F, Category G, Category C, and Categories D and E IAW Exhibit B-A1 ECICM-P21 which is available on the World Wide Web at:
(<http://www.lucent.com/vivid/products/catalog.html#clins> and <http://www.it-umbrella.navy.mil>)
5. Pursuant to the clause at I 9 FAR 52.217-9 Option To Extend The Term Of The Contract (MAR 1989) this modification exercises the option for Contract Year 3 (CY3) for the period 29 July 1999 through 28 July 2000.
6. Pricing changes as a result of the recalculations stipulated in Part H - Addenda for Special Terms and Conditions, Paragraphs H32 Price Indexation and H40 Lease Indexation have been incorporated into all effected pricing exhibits.
7. All the pricing Exhibits (Btables) (See Below) are replaced in their entirety and are available on the World Wide Web at: (<http://www.lucent.com/vivid/products/catalog.html#clins> and <http://www.it-umbrella.navy.mil>)

Exhibit B_A1A-P21 DSS

Exhibit B_A1B-P21 DSS Upgrades

Exhibit B_A1C-P21 Phones

Exhibit B_A1D-P21 Sonet

Exhibit B_A1E-P21 ECICM

Exhibit B_A1F-P21 MOE

Exhibit B_A1G-P21 Ship-Shore

Exhibit B_A3-P21 Cabling

Exhibit B_B1-P21 Maint

Exhibit B_B2-P21 Maint

Exhibit B_A1F-P21 MOE

Exhibit B_C-P21 Training

Exhibit B_D1A-P21 Labor

Exhibit B_D1B-P21 Manuals

Exhibit B_D1C-P21 Req Analy

Exhibit B_D2-P21 Custom Outsourcing

Exhibit B_E1-P21 ODCs

8. All other terms and conditions of contract N68939-97-D-0041 remain unchanged and in full force and effect.