

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. P00034	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)		
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	
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			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0041		
			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 data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b)
<input checked="" type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: MUTUAL AGREEMENT OF THE PARTIES
	D. OTHER

E. IMPORTANT: Contractor is not 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: 1) Exercise the Option for Contract Year 6 (CY6) for the period of 29 July 2002 through 28 July 2003 as indicated on the following page.

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15A. NAME AND TITLE OF SIGNER (Type or print): Peter Bertacca		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA J. BROWN	
15B. CONTRACT/ORDER NO. Peter Bertacca <small>(Signature of person authorized to sign)</small>	15C. DATE SIGNED 7/29/02	16B. UNITED STATES OF AMERICA Carla Brown <small>(Signature of Contracting Officer)</small>	16C. DATE SIGNED 7-29-02

STANDARD FORM 38 (REV. 10-85)

1. As a result of exercising the option for Contract Year 6, 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-P34 Digital Switching Systems
- Exhibit B_A1B-P34 Digital Switching Systems Upgrades
- Exhibit B_A1C-P34 Phones
- Exhibit B_A1D-P34 Sonet
- Exhibit B_A1E-P34 Enterprise Connectivity, Interoperability, Communications and Management
- Exhibit B_A1F-P34 MOE
- Exhibit B_A1G-P34 Ship to Shore Connectivity
- Exhibit B_A3-P34 Cabling
- Exhibit B_B1-P34 Maintenance Services
- Exhibit B_B2-P34 Maintenance Rapid Response
- Exhibit B_C-P34 Training
- Exhibit B_D1A-P34 Labor
- Exhibit B_D1B-P34 Manuals
- Exhibit B_D1C-P34 Reqmts Analysis
- Exhibit B_D2-P34 Custom Outsourcing
- Exhibit B_E1-P34 ODCs

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