

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE Z-LH	PAGE OF PAGES 1 of 7
2. AMENDMENT/MODIFICATION NO. P00001	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO. (If applicable)
6. ISSUED BY ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIEL COMMAND, USAF 76 VANDENBERG DRIVE, BLDG. 1630 HANSCOM AFB, MA 01731-2119 DAVID W. BENNETT JR (781)-377-6131 X8131 David.Bennett@hanscom.af.mil	FSC/JSR CODE FA8708	7. ADMINISTERED BY (If other than item 6) DCMA BOSTON 495 SUMMER ST BOSTON MA 02210-2138		CODE S2208A
6. NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) P3I, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (508) 435-7882	<div style="border: 2px solid black; padding: 5px; display: inline-block;"> MAILING DATE DEC 11 2002 </div>		(X)	9A. AMENDMENT OF SOLICITATION NO.
				9B. DATED (SEE ITEM 11)
			X	10A. MODIFICATION OF CONTRACT/ORDER NO. GS35F0247L F1962802-F-8229
				10B. DATED (SEE ITEM 13) 27 SEP 2002
CODE 1QHC4	FACILITY CODE			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS				
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 16, 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 or 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) SEE SCHEDULE				
13. THIS ITEM APPLIES ONLY TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.				
(X)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.			
	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).			
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: 52.243-3 Changes -- Time and Materials or Labor Hour			
	D. OTHER (Specify type of modification and authority)			
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> 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 Supplemental Agreement is to provide additional funding for the Base Period in the amount of \$78,048.89. See attached schedule for changes. The effective date of this modification is the stamped mail date. Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.				
15A. NAME AND TITLE OF SIGNER (Type or print) JANICE P. GUY, PRESIDENT		16A. NAME AND TITLE OF SIGNER (Type or print) SHARLENE BEGLEY Contracting Officer		
15B. CONTRACTOR/OFFEROR <i>(Signature of person authorized to sign)</i>	15C. DATE SIGNED 26 Nov 2002	16B. UNITED STATES OF AMERICA <i>(Signature of Contracting Officer)</i>	16C. DATE SIGNED 02 DEC 02	

A. The purpose of this Supplemental Agreement, Modification P00001, is to provide additional funding for the Base Period.

B. As a result of this action, Task Order F19628-01-F-8229 is modified as follows:

1. SECTION A - CONTRACT FORM:

DD 1155, Block 25, is changed as follows:

FROM: \$321,869.49
BY: \$178,048.89
TO: \$499,918.38

2. SECTION B - SUPPLIES OR SERVICES:

CLINS 0001, 0003, 0004, 0006, and 0008 are changed as follows:

<u>ITEM</u>	<u>SUPPLIES OR SERVICES</u>	<u>Qty Purch Unit</u>	<u>Unit Price Total Item Amount</u>
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0001	CLIN Change		+\$110,023.43
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Noun: JS/MA LABOR HOURS (R&D FUNDS) - BASIC PERIOD
New Total Item Amount: \$241,192.62
ACRN: 9
Contract type: Z - LABOR HOUR
Completion Date: 31 MAR 2003
Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 August 2002 to 31 March 2003.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$131,169.19 by \$110,023.43 to \$241,192.62.
- G. Proposed ceiling for this CLIN is \$611,035.74. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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000103	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AB	+\$51,613.51
	<i>Descriptive Data:</i>		
	Breakout for funding/payment purposes. See Section G for payment instructions.		

000104	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RA	+\$58,409.92
	<i>Descriptive Data:</i>		
	Breakout for funding/payment purposes. See Section G for payment instructions.		

0003	CLIN Change		+\$13,165.51
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Noun: TRAVEL (R&D FUNDS) - BASIC PERIOD
New Total Item Amount: \$20,845.51
ACRN: 9
Contract type: S - COST
Completion Date: 31 MAR 2003
Descriptive Data:

- A. The Contractor shall provide Travel in support of CLIN 0001 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.
- B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 August 2002 to 31 March 2003.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$7,680.00 by \$13,165.51 to \$20,845.51.
- G. Proposed ceiling for this CLIN is \$54,993.22. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

000302	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AB	+\$8,498.25
	<i>Descriptive Data:</i>		
	Breakout for funding/payment purposes. See Section G for payment instructions.		

000303	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RA	+\$4,667.26
	<i>Descriptive Data:</i>		
	Breakout for funding/payment purposes. See Section G for payment instructions.		

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0006	CLIN Change <i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS) - BASIC PERIOD <i>Descriptive Data:</i> A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order. B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit. C. SubCLINs under this Parent CLIN will be funded by Procurement funds. D. The Period of Performance is from 01 August 2002 to 31 March 2003. E. The contractor shall not exceed the amount obligated on this task order at any time. F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$163,020.30 by \$50,775.45 to \$213,795.75. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN. G. Proposed ceiling for this CLIN is \$499,938.34. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		
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0006AC	CLIN Establish <i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS -FY03)- BASIC PERIOD <i>ACRN:</i> BD <i>Contract type:</i> Z - LABOR HOUR <i>Completion Date:</i> 31 MAR 2003 <i>Descriptive Data:</i> See Parent CLIN descriptive data. Funded SubCLIN ceiling is set as forth in total amount above.		\$25,952.45
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0006AD	CLIN Establish <i>Noun:</i> JA/MA LABOR HOURS (PROC FUNDS- FY03 3010) - BASIC PERIOD <i>ACRN:</i> BC <i>Contract type:</i> Z - LABOR HOUR <i>Completion Date:</i> 31 MAR 2003 <i>Descriptive Data:</i> See Parent CLIN descriptive data. Funded SubCLIN ceiling is set as forth in total amount above.		\$24,823.00
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ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0008	CLIN Change <i>Noun:</i> TRAVEL (PROC FUNDS) - BASIC PERIOD <i>Descriptive Data:</i> A. The Contractor shall provide Travel in support of CLIN 0006 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations. B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7). C. SubCLINs under this Parent CLIN will be funded by Procurement funds. D. The Period of Performance is from 01 August 2002 to 31 March 2003. E. The contractor shall not exceed the amount obligated on this task order at any time. F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$12,000.00 by \$4,084.50 to \$16,084.50. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN. G. Proposed ceiling for this CLIN is \$44,994.45. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		
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0008AC	CLIN Establish <i>Noun:</i> TRAVEL (PROC FUNDS - FY03 3010) - BASIC PERIOD <i>ACRN:</i> BD <i>Contract type:</i> Z - LABOR HOUR <i>Completion Date:</i> 31 MAR 2003 <i>Descriptive Data:</i> See Parent CLIN descriptive data. Funded SubCLIN ceiling is set as forth in total amount above.		\$406.40
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0008AD	CLIN Establish <i>Noun:</i> TRAVEL (PROC FUNDS - FY03 3010) - BASIC PERIOD <i>ACRN:</i> BC <i>Contract type:</i> Z - LABOR HOUR <i>Completion Date:</i> 31 MAR 2003 <i>Descriptive Data:</i> See Parent CLIN descriptive data. Funded SubCLIN ceiling is set as forth in total amount above.		\$3,678.10
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3. SECTION G - CONTRACT ADMINISTRATION/PAYMENT DATA:

a. Establish ACRNs AB, BC, BD and RA as follows:

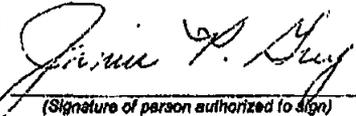
ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
AB	ACRN Establish 53 33600 293 3650 670003 000000 00000 27581F 503000 F78100 New ACRN Amount: \$60,111.76 Funding breakdown: On CLIN 000103: +\$51,613.51 On CLIN 000302: +\$8,498.25 PRIMIPR: GJSXB036800193 \$60,111.76 Descriptive data: PRIMIPR COMPLETE.	\$60,111.76
BC	ACRN Establish 57 33010 113 3650 11E088 000000 00000 27581F 503000 F78100 New ACRN Amount: \$28,501.10 Funding breakdown: On CLIN 0006AD: +\$24,823.00 On CLIN 0008AC: +\$0.00 On CLIN 0008AD: +\$3,678.10 PRIMIPR: GJSXB036800200 \$28,501.10 Descriptive data: PRIMIPR COMPLETE.	\$28,501.10
BD	ACRN Establish 57 33010 113 3650 10E08B 010100 00000 27581F 503000 F78100 New ACRN Amount: \$26,358.85 Funding breakdown: On CLIN 0006AC: +\$25,952.45 On CLIN 0008AC: +\$406.40 PRIMIPR: GJSXB036800197 \$26,358.85 Descriptive data: PRIMIPR COMPLETE.	\$26,358.85
RA	ACRN Establish 57 33600 293 3650 675065 000000 00000 27449F 503000 F78100 New ACRN Amount: \$63,077.18 Funding breakdown: On CLIN 000104: +\$58,409.92 On CLIN 000303: +\$4,667.26 PRIMIPR: GMAXB036800209 \$63,077.18 Descriptive data: PRIMIPR COMPLETE.	\$63,077.18

4. SECTION J - ATTACHMENTS/EXHIBITS:

Change entry for Attachment 2 as follows:

	<u>Document</u>	<u>Date</u>	<u>Pages</u>	<u>Title</u>
From:	Attachment 2	1 Aug 2002	6	Labor Rates and Categories
To:	Attachment 2	1 Oct 2002	7	Labor Rates and Categories, Rev1

5. This Supplemental Agreement constitutes a full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE Z-LH	PAGE OF PAGES 1 of 8
2. AMENDMENT/MODIFICATION NO. P00002		3. EFFECTIVE DATE		4. REQUISITION/PURCHASE REQ.NO. SEE SCHEDULE	
6. ISSUED BY ESC/JSK ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIEL COMMAND, USAF 75 VANDENBERG DRIVE, BLDG. 1630 HANSCOM AFB, MA 01731-2118 LT. DAVID W. BENNETT JR (781)377-6131 David.Bennett@hanscom.af.mil		CODE FA8708		7. ADMINISTERED BY (If other than Item 6) DCMA BOSTON 496 SUMMER ST BOSTON MA 02210-2138	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) P3I, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (508) 435-7882				9A. AMENDMENT OF SOLICITATION NO.	
<div style="border: 1px solid black; padding: 5px; display: inline-block;"> MAILING DATE JAN 13 2003 </div>				9B. DATED (SEE ITEM 11)	
				10A. MODIFICATION OF CONTRACT/ORDER NO. GS35F0247L F1962802-F-8229	
CODE 1QHC4				10B. DATED (SEE ITEM 13) 27 SEP 2002	
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 or 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) SEE SCHEDULE					
13. THIS ITEM APPLIES ONLY TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
(X) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO. () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.					
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: 52.243-3 Changes -- Time and Materials or Labor Hour					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> 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 Supplemental Agreement is to provide additional funding for the Base Period in the amount of \$9,430.16. See attached schedule for changes. The effective date of this modification is the stamped mail date. Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.					
16A. NAME AND TITLE OF SIGNER (Type or print) JANICE P GUY, President			18A. NAME AND TITLE OF SIGNER (Type or print) SHARLENE BEGLEY MARK BAGGETT, LTCOL, USAF Contracting Officer Contracting Officer		
16B. CONTRACTOR/OFFEROR		16C. DATE SIGNED		16E. UNITED STATES OF AMERICA	
 (Signature of person authorized to sign)		10 Jan 2003		 BY (Signature of Contracting Officer)	
				16C. DATE SIGNED 10 Jan 03	

A. The purpose of this Supplemental Agreement, Modification P00002, is to provide additional funding for the Base Period.

B. As a result of this action, Task Order F19628-02-F-8229 is modified as follows:

1. SECTION A - CONTRACT FORM:

DD 1155, Block 25, is changed as follows:

FROM: \$499,918.38
BY: \$619,430.16
TO: \$1,119,348.54

2. SECTION B - SUPPLIES OR SERVICES:

CLINS 0001, 0003, 0004, 0006, 0008 and sub CLINS 000103, 000104, 000302, 000303, 0006AC, 0006AD, 0008AC, 0008AD are changed and, sub CLINS 000105, 000304, 000402 are established, as follows:

<u>ITEM</u>	<u>SUPPLIES OR SERVICES</u>	<u>Qty Purch Unit</u>	<u>Unit Price Total Item Amount</u>
0001	CLIN Change		+\$430,625.45
	<i>Noun:</i>	JS/MA LABOR HOURS (R&D FUNDS) - BASIC PERIOD	
	<i>New Total Item Amount:</i>	\$671,818.07	
	<i>ACRN:</i>	9	
	<i>Contract type:</i>	Z - LABOR HOUR	
	<i>Completion Date:</i>	31 MAR 2003	
	<i>Descriptive Data:</i>		
	A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.		
	B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.		
	C. This CLIN will be funded by R&D funds.		
	D. The Period of Performance is from 01 August 2002 to 31 March 2003.		
	E. The contractor shall not exceed the amount obligated on this task order at any time.		
	F. Contract funding and ceiling increases from \$241,192.62 by \$430,625.45 to \$671,818.07.		
	G. Proposed ceiling for this CLIN is \$733,242.89. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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000103	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>Descriptive Data:</i>	Funding Info Only AB	+\$193,291.59
<i>Breakout for funding/payment purposes. See Section G for payment instructions.</i>			

000104	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>Descriptive Data:</i>	Funding Info Only RA	+\$137,671.47
<i>Breakout for funding/payment purposes. See Section G for payment instructions.</i>			

000105	CLIN Establish <i>Noun:</i> <i>ACRN:</i>	Funding Info Only MA	+\$99,662.39
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0003	CLIN Change		+\$18,927.50
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Noun: TRAVEL (R&D FUNDS) - BASIC PERIOD
New Total Item Amount: \$39,773.01
ACRN: 9
Contract type: S - COST
Completion Date: 31 MAR 2003
Descriptive Data:

A. The Contractor shall provide Travel in support of CLIN 0001 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.

B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).

C. This CLIN will be funded by R&D funds.

D. The Period of Performance is from 01 August 2002 to 31 March 2003.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceiling increases from \$20,845.51 by \$18,927.50 to \$39,773.01.

G. Proposed ceiling for this CLIN is \$65,991.86. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

000302	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>Descriptive Data:</i>	Funding Info Only AB	+\$8,079.00
<i>Breakout for funding/payment purposes. See Section G for payment instructions.</i>			

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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000303	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>Descriptive Data:</i>	Funding Info Only RA	+ \$7,473.50
Breakout for funding/payment purposes. See Section G for payment instructions.			

000304	CLIN Establish <i>Noun:</i> <i>ACRN:</i>	Funding Info Only MA	+ \$3,375.00
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0004	CLIN Change		\$32,000.00
		Lot	+ \$24,000.00
	<i>Noun:</i>	OTHER DIRECT COSTS (R&D FUNDS) - BASIC PERIOD	
	<i>Total Quantity:</i>	1	
	<i>New Total Item Amount:</i>	\$32,000.00	
	<i>ACRN:</i>	9	
	<i>NSN:</i>	N - Not Applicable	
	<i>Contract type:</i>	S - COST	
	<i>Inspection:</i>	DESTINATION	
	<i>Acceptance:</i>	DESTINATION	
	<i>FOB:</i>	DESTINATION	

Descriptive Data:
A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0001 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.

B. This CLIN will be funded by R&D funds.

C. The contractor shall not exceed the amount obligated on this task order at any time.

D. Contract funding and ceiling increases from \$8,000.00 by \$24,000.00 to \$32,000.00.

E. Proposed ceiling for this CLIN is \$32,000.00. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

000402	CLIN Establish <i>Noun:</i> <i>ACRN:</i>	Funding Info Only RA	+ \$24,000.00
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ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0006

CLIN Change

Noun:

JS/MA LABOR HOURS (PROC FUNDS) - BASIC PERIOD

Descriptive Data:

A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.

B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.

C. SubCLINs under this Parent CLIN will be funded by Procurement funds.

D. The Period of Performance is from 01 August 2002 to 31 March 2003.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$213,795.75 by \$137,844.71 to \$351,640.46. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.

G. Proposed ceiling for this CLIN is \$377,731.19. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0006AC

CLIN Change

+\$106,267.74

Noun:

JS/MA LABOR HOURS (PROC FUNDS -FY03)- BASIC PERIOD

New Total Item Amount: \$132,220.19

ACRN: BD

Contract type: Z - LABOR HOUR

Completion Date: 31 MAR 2003

Descriptive Data:

See Parent CLIN descriptive data.

Funded SubCLIN ceiling is set as forth in total amount above.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0006AD	CLIN Change		+\$31,576.97
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Noun: JA/MA LABOR HOURS (PROC FUNDS- FY03 3010) - BASIC PERIOD
New Total Item Amount: \$56,399.97
ACRN: BC
Contract type: Z - LABOR HOUR
Completion Date: 31 MAR 2003
Descriptive Data:
 See Parent CLIN descriptive data.
 Funded SubCLIN ceiling is set as forth in total amount above.

0008	CLIN Change		
	<i>Noun:</i>	TRAVEL (PROC FUNDS) - BASIC PERIOD	

Descriptive Data:
A. The Contractor shall provide Travel in support of CLIN 0006 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.
B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).
C. SubCLINs under this Parent CLIN will be funded by Procurement funds.
D. The Period of Performance is from 01 August 2002 to 31 March 2003.
E. The contractor shall not exceed the amount obligated on this task order at any time.
F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$16,084.50 by \$8,032.50 to \$24,117.00. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
G. Proposed ceiling for this CLIN is \$33,995.81. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0008AC	CLIN Change		+\$6,498.50
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Noun: TRAVEL (PROC FUNDS - FY03 3010) - BASIC PERIOD
New Total Item Amount: \$6,904.90
ACRN: BD
Contract type: Z - LABOR HOUR
Completion Date: 31 MAR 2003
Descriptive Data:
 See Parent CLIN descriptive data.
 Funded SubCLIN ceiling is set as forth in total amount above.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0008AD	CLIN Change		+\$1,534.00
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Noun: TRAVEL (PROC FUNDS - FY03 3010) - BASIC PERIOD
New Total Item Amount: \$5,212.10
ACRN: BC
Contract type: Z - LABOR HOUR
Completion Date: 31 MAR 2003
Descriptive Data:
 See Parent CLIN descriptive data.
 Funded SubCLIN ceiling is set as forth in total amount above.

3. SECTION G - CONTRACT ADMINISTRATION/PAYMENT DATA:

a. Paragraph 5 changes:

From: Basic Period \$321,869.49 (\$294,189.49 labor; \$19,680.00 travel; \$8,000.00 ODC)
 Option Period 1 \$0 -Not Yet Exercised
 Option Period 2 \$0 -Not Yet Exercised
 Option Period 3 \$0 -Not Yet Exercised
 Option Period 4 \$0 -Not Yet Exercised

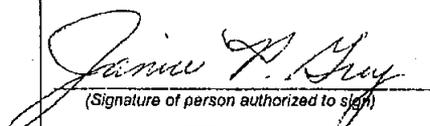
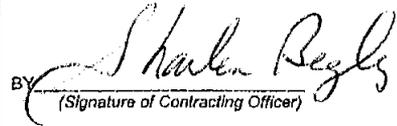
To: Basic Period \$1,119,348.54 (\$1,023,458.53 labor; \$83,980.01 travel; \$32,000.00 ODC)
 Option Period 1 \$0 -Not Yet Exercised
 Option Period 2 \$0 -Not Yet Exercised
 Option Period 3 \$0 -Not Yet Exercised
 Option Period 4 \$0 -Not Yet Exercised

b. Change ACRNs AB, BC, BD, RA and establish ACRN MA as follows:

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
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AB	ACRN Change	+\$201,370.59
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53 33600 293 3650 670003 000000 00000 27581F 503000 F78100
New ACRN Amount: \$261,482.35
Funding breakdown: On CLIN 000103: +\$193,291.59
 On CLIN 000302: +\$8,079.00
PRMIPR: **GJSXB036800693 \$201,370.59**
Descriptive data:
 PRMIPR COMPLETE.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE Z-LH	PAGE OF PAGES 1 of 6
2. AMENDMENT/MODIFICATION NO. P00003	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO. (If applicable)
6. ISSUED BY ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIEL COMMAND, USAF 75 VANDENBERG DRIVE, BLDG. 1630 HANSCOM AFB, MA 01731-2119 LT. DAVID W. BENNETT JR (781)377-6131 David.Bennett@hanscom.af.mil	ESC/JSK CODE FA8708	7. ADMINISTERED BY (If other than Item 6) DCMA BOSTON 495 SUMMER ST BOSTON MA 02210-2138		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) P3I, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (508) 435-7882		MAILING DATE MAR 11 2003	(X)	9A. AMENDMENT OF SOLICITATION NO.
CODE 1QHC4 FACILITY CODE				9B. DATED (SEE ITEM 11)
			X	10A. MODIFICATION OF CONTRACT/ORDER NO. GS35F0247L F1962802-F-8229
				10B. DATED (SEE ITEM 13) 27 SEP 2002
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS				
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 or 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) SEE SCHEDULE				
13. THIS ITEM APPLIES ONLY TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.				
(X)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.			
	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).			
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: 52.243-3 Changes -- Time and Materials or Labor Hour			
	D. OTHER (Specify type of modification and authority)			
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> 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 Supplemental Agreement is to provide additional funding for the Base Period in the amount of \$200.00 and to add additional ODC Ceiling. See attached schedule for changes. The effective date of this modification is the stamped mail date. Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.				
15A. NAME AND TITLE OF SIGNER (Type or print) JANICE P. GUY, PRESIDENT		16A. NAME AND TITLE OF SIGNER (Type or print) SHARLENE BEGLEY Contracting Officer		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED 7 Mar 2003	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 08 MAR 10	
 (Signature of person authorized to sign)		BY  (Signature of Contracting Officer)		

A. The purpose of this Supplemental Agreement, Modification P00003, is to provide additional funding for the Base Period in the amount of \$8,200.00, add \$3,200.00 of ODC Ceiling on CLIN 0004, and to administratively fix ACRNs AB and BC .

B. As a result of this action, Task Order F19628-02-F-8229 is modified as follows:

1. SECTION A - CONTRACT FORM:

DD 1155, Block 25, is changed as follows:

FROM: \$1,119,348.54
BY: \$8,200.00
TO: \$1,127,548.54

2. SECTION B - SUPPLIES OR SERVICES:

CLINS 0003, 0004, 0008 and sub CLINS 000302, 000402, 0008AD are changed as follows:

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0003	CLIN Change		+\$3,000.00

Noun: TRAVEL (R&D FUNDS) - BASIC PERIOD

New Total Item Amount: \$42,773.01

ACRN: 9

Contract type: S - COST

Completion Date: 31 MAR 2003

Descriptive Data:

A. The Contractor shall provide Travel in support of CLIN 0001 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.

B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).

C. This CLIN will be funded by R&D funds.

D. The Period of Performance is from 01 August 2002 to 31 March 2003.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceiling increases from \$39,773.01 by \$3,000.00 to \$42,773.01.

G. Proposed ceiling for this CLIN is \$65,991.86. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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000302	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AB	+\$3,000.00
	<i>Descriptive Data:</i>		
	Breakout for funding/payment purposes. See Section G for payment instructions.		

0004	CLIN Change		\$35,200.00
		Lot	+\$3,200.00
	<i>Noun:</i>	OTHER DIRECT COSTS (R&D FUNDS) - BASIC PERIOD	
	<i>Total Quantity:</i>	1	
	<i>New Total Item Amount:</i>	\$35,200.00	
	<i>ACRN:</i>	9	
	<i>NSN:</i>	N - Not Applicable	
	<i>Contract type:</i>	S - COST	
	<i>Inspection:</i>	DESTINATION	
	<i>Acceptance:</i>	DESTINATION	
	<i>FOB:</i>	DESTINATION	

Descriptive Data:

A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0001 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.

B. This CLIN will be funded by R&D funds.

C. The contractor shall not exceed the amount obligated on this task order at any time.

D. Contract funding and ceiling increases from \$32,000.00 by \$3,200.00 to \$35,200.00.

E. Proposed ceiling for this CLIN is \$35,200.00 Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

000402	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RA	+\$3,200.00

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0008 CLIN Change
Noun: TRAVEL (PROC FUNDS) - BASIC PERIOD
Descriptive Data:
A. The Contractor shall provide Travel in support of CLIN 0006 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.
B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).
C. SubCLINs under this Parent CLIN will be funded by Procurement funds.
D. The Period of Performance is from 01 August 2002 to 31 March 2003.
E. The contractor shall not exceed the amount obligated on this task order at any time.
F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$24,117.00 by \$2,000.00 to \$26,117.00. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
G. Proposed ceiling for this CLIN is \$33,995.81. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0008AD CLIN Change +\$2,000.00
Noun: TRAVEL (PROC FUNDS - FY03 3010) - BASIC PERIOD
New Total Item Amount: \$7,212.10
ACRN: BC
Contract type: Z - LABOR HOUR
Completion Date: 31 MAR 2003
Descriptive Data:
 See Parent CLIN descriptive data.
 Funded SubCLIN ceiling is set as forth in total amount above.

3. SECTION G - CONTRACT ADMINISTRATION/PAYMENT DATA:

a. Paragraph 4 changes:

From: \$1,242,961.75 (\$1,110,974.08 labor; \$99,987.67 travel; \$32,000.00 ODC)
 Option Period 1 \$1,919,017.61 -Not Yet Exercised
 Option Period 2 \$2,097,785.80 -Not Yet Exercised
 Option Period 3 \$2,171,593.46 -Not Yet Exercised
 Option Period 4 \$1,628,695.09 -Not Yet Exercised

To: \$1,246,161.75 (\$1,110,974.08 labor; \$99,987.67 travel; \$35,200.00 ODC)
 Option Period 1 \$1,919,017.61 -Not Yet Exercised
 Option Period 2 \$2,097,785.80 -Not Yet Exercised

Option Period 3 \$2,171,593.46 -Not Yet Exercised
 Option Period 4 \$1,628,695.09 -Not Yet Exercised

b. Paragraph 5 changes:

From: Basic Period \$1,119,348.54 (\$1,023,458.53 labor; \$63,890.01 travel; \$32,000.00 ODC)
 Option Period 1 \$0 -Not Yet Exercised
 Option Period 2 \$0 -Not Yet Exercised
 Option Period 3 \$0 -Not Yet Exercised
 Option Period 4 \$0 -Not Yet Exercised

To: Basic Period \$1,127,548.54 (\$1,023,458.53 labor; \$68,890.01 travel; \$35,200.00 ODC)
 Option Period 1 \$0 -Not Yet Exercised
 Option Period 2 \$0 -Not Yet Exercised
 Option Period 3 \$0 -Not Yet Exercised
 Option Period 4 \$0 -Not Yet Exercised

b. Change ACRNs AB, BC, and RA as follows:

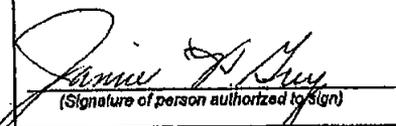
ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
AB	ACRN Revision 57 33600 293 3650 670003 000000 00000 27581F 503000 F78100 New ACRN Amount: \$264,482.35 Funding breakdown: On CLIN 000302: +\$3,000.00 PRIMIPR: GJSXB036801274 \$3,000.00 Descriptive data: PR/MIPR COMPLETE.	+\$3,000.00
BC	ACRN Revision 57 33010 113 3650 11E08B 000000 00000 27581F 503000 F78100 New ACRN Amount: \$63,612.07 Funding breakdown: On CLIN 0008AD: +\$2,000.00 PRIMIPR: GJSXB036801275 \$2,000.00 Descriptive data: PR/MIPR COMPLETE.	+\$2,000.00
RA	ACRN Change 57 33600 293 3650 675065 000000 00000 27449F 503000 F78100 New ACRN Amount: \$235,422.15 Funding breakdown: On CLIN 000402: +\$3,200.00 PRIMIPR: GMAXB036801280 \$3,200.00 Descriptive data: PR/MIPR COMPLETE.	+\$3,200.00

4. SECTION J - ATTACHMENTS/EXHIBITS:

Change entry for Attachment 2 as follows:

	<u>Document</u>	<u>Date</u>	<u>Pages</u>	<u>Title</u>
From:	Attachment 2	6 Dec 2002	5	Labor Rates and Categories, Rev2
To:	Attachment 2	07 Mar 2003	7	Labor Rates and Categories, Rev3

C. This Supplemental Agreement constitutes a full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE Z - LH	PAGE OF PAGES 1 of 25
2. AMENDMENT/MODIFICATION NO. P00004		3. EFFECTIVE DATE 09 MAR 2003	4. REQUISITION/PURCHASE REQ.NO. SEE SCHEDULE		5. PROJECT NO. (If applicable)
6. ISSUED BY ESC/JSK CODE		FA8708	7. ADMINISTERED BY (If other than Item 6)		CODE S2206A
ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIEL COMMAND, USAF 76 VANDENBERG DRIVE, BLDG. 1630 HANSCOM AFB, MA 01731-2119 FREDERICK W. SPICER 781-377-3999 Frederick.Spicer@hanscom.af.mil			DCMA BOSTON 495 SUMMER ST BOSTON MA 02210-2138		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, state and ZIP Code)				(X)	
P31, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (508) 435-7882				9A. AMENDMENT OF SOLICITATION NO.	
MAILING DATE APR 30 2003				9B. DATED (SEE ITEM 11)	
				10A. MODIFICATION OF CONTRACT/ORDER NO. GS35F0247L F19828-02-F-8229	
CODE 1QHC4				10B. DATED (SEE ITEM 13) 27 SEP 2002	
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 or 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) SEE SCHEDULE					
13. THIS ITEM APPLIES ONLY TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
(X)					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.					
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).					
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of the Parties and terms of the contract.					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> 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 P00004 modification is to exercise Option 1 for the Period of Performance from 1 April 2003 to 31 March 2004 and includes initial funding in the amount of \$ 951,860.26 for task period. Incorporates revised EXHIBIT A and ATTACHMENT 2 to reflect Option 1 exercise. Additionally, it provides additional funding for the Base Period of \$ 7,310.97 for travel. The effective date of this modification is 09 March 03.					
Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.					
15A. NAME AND TITLE OF SIGNER (Type or print) Janice P. Guy, President			18A. NAME AND TITLE OF SIGNER (Type or print) SHARLENE BEGLEY Contracting Officer		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	18B. UNITED STATES OF AMERICA		18C. DATE SIGNED
 (Signature of person authorized to sign)		28 Apr 2003	BY  (Signature of Contracting Officer)		29 APR 03

NSN 7540-01-152-8070
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30-105

STANDARD FORM 30 (REV.10-83)
Prescribed by GSA
FAR (48 CFR) 63.243

I. Purpose

The purpose of this Modification P00004 is to exercise Option 1 for the Period of Performance from 1 April 2003 to 31 March 2004. It provides initial funding in the amount of \$ 951,860.26, incorporates revised EXHIBIT A and ATTACHMENT 2 to reflect Option 1 exercise and adds Federal Acquisition Regulation (FAR) clause 52.217-09 "OPTION TO EXTEND THE TERM OF THE CONTRACT (MAR 2000)". Additionally, it provides additional funding for the Base Period of \$ 7,310.97 for travel.

II. the task order is changed as follows:

A. SECTION A - CONTRACT FORM:

DD 1155, Block 25, is changed as follows:

FROM: \$1,127,548.54
BY: \$959,171.23
TO: \$2,086,719.77

B. SECTION B - SUPPLIES OR SERVICES:

CLINS 0003, 0008, 0021, 0022, 0023, 0024, 0026, 0027, 0028, 0029, 0041, 0043, 0044, 0046, 0048, 0049, 0061, 0063, 0064, 0066, 0068, 0069, 0081, 0083, 0084, 0086, 0088, 0089, sub CLINS 000302, 0008AD are changed and sub CLINS 002101, 002102, 002103, 002301, 002302, 002303, 0026AA, 0026AB, 0028AA, 0028AB are established as follows:

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0003	CLIN Change		+\$2,842.60
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Noun: TRAVEL (R&D FUNDS) - BASIC PERIOD
New Total Item Amount: \$45,615.61
ACRN: 9
Contract type: S - COST
Completion Date: 31 MAR 2003
Descriptive Data:

A. The Contractor shall provide Travel in support of CLIN 0001 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.

B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).

C. This CLIN will be funded by R&D funds.

D. The Period of Performance is from 01 August 2002 to 31 March 2003.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceiling increases from \$42,773.01 by \$2,842.60 to \$45,615.61.

G. Proposed ceiling for this CLIN is \$65,991.86. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

000302	CLIN Change		
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Noun: Funding Info Only
ACRN: AB +\$2,842.60

Descriptive Data:
 Breakout for funding/payment purposes. See Section G for payment instructions.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0008

CLIN Change

Noun:

TRAVEL (PROC FUNDS) - BASIC PERIOD

Descriptive Data:

A. The Contractor shall provide Travel in support of CLIN 0006 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.

B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).

C. SubCLINs under this Parent CLIN will be funded by Procurement funds.

D. The Period of Performance is from 01 August 2002 to 31 March 2003.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$26,117.00 by \$4,468.37 to \$30,585.37 . The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.

G. Proposed ceiling for this CLIN is \$33,995.81. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0008AD

CLIN Change

+\$4,468.37

Noun:

TRAVEL (PROC FUNDS - FY03 3010) - BASIC PERIOD

New Total Item Amount: \$11,680.47

ACRN: BC

Contract type: S - COST

Completion Date: 31 MAR 2003

Descriptive Data:

See Parent CLIN descriptive data.

Funded SubCLIN ceiling is set as forth in total amount above.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0021	CLIN Establish		\$594,271.93
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Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 1
ACRN: 9
Contract type: Z - LABOR HOUR
Completion Date: 31 MAR 2004
Descriptive Data:

A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
 B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
 C. This CLIN will be funded by R&D funds.
 D. The Period of Performance is from 01 April 2003 to 31 March 2004.
 E. The contractor shall not exceed the amount obligated on this task order at any time.
 F. Contract funding and ceiling increases from \$0 by \$594,271.93 to \$594,271.93.
 G. Proposed ceiling for this CLIN **increases from \$944,091.46 by \$244,182.01 to \$1,188,273.47**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

002101	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AB	+\$315,592.08

002102	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	MA	+\$153,447.94

002103	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RA	+\$125,231.91

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0022	CLIN Establish	1 Lot	NSP NSP
	<i>Noun:</i> DATA FOR CLIN 0021 (R&D FUNDS) - OPTION PERIOD 1 <i>ACRN:</i> U <i>NSN:</i> N - Not Applicable <i>DD1423 is Exhibit:</i> A <i>Contract type:</i> Z - LABOR HOUR <i>Inspection:</i> DESTINATION <i>Acceptance:</i> DESTINATION <i>FOB:</i> DESTINATION <i>Descriptive Data:</i> A. The Contractor shall furnish Data in support of CLIN 0021, in accordance with Exhibit A, Contract Data Requirements List (CDRL), DD Form 1423. B. Place of Delivery is the Addressee(s) on the Exhibit. C. Completion Date: As required in accordance with Exhibit A. D. This CLIN is Not Separately Priced (NSP). The cost of the data, including all costs of preparing, formatting, reproducing, and delivering data in accordance with the task order requirements shall be included in CLIN 0021. E. The Period of Performance is from 01 April 2003 to 31 March 2004.		

0023	CLIN Establish		\$46,825.00
	<i>Noun:</i> TRAVEL (R&D FUNDS) - OPTION PERIOD 1 <i>ACRN:</i> 9 <i>Contract type:</i> S - COST <i>Completion Date:</i> 31 MAR 2004 <i>Descriptive Data:</i> A. The Contractor shall provide Travel in support of CLIN 0021 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations. B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7). C. This CLIN will be funded by R&D funds. D. The Period of Performance is from 01 April 2003 to 31 March 2004. E. The contractor shall not exceed the amount obligated on this task order at any time. F. Contract funding and ceiling increases from \$0 by \$46,825.00 to \$46,825.00. G. Proposed ceiling for this CLIN increases from \$84,968.23 by \$5,727.36 to \$90,695.59. Additional funds may be added to this CLIN to accommodate in - scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		

002301	CLIN Establish		
	<i>Noun:</i> Funding Info Only <i>ACRN:</i> AB +\$35,090.00		

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
002302	CLIN Establish <i>Noun:</i> <i>ACRN:</i>	Funding Info Only MA	+ \$3,100.00
002303	CLIN Establish <i>Noun:</i> <i>ACRN:</i>	Funding Info Only RA	+ \$8,635.00
0024	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>NSN:</i> <i>Contract type:</i> <i>Inspection:</i> <i>Acceptance:</i> <i>FOB:</i> <i>Descriptive Data:</i>	1 Lot OTHER DIRECT COSTS (R&D FUNDS) - OPTION PERIOD 1 9 N - Not Applicable S - COST DESTINATION DESTINATION DESTINATION	\$26,400.00 \$26,400.00
	<p>A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0021 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.</p> <p>B. This CLIN will be funded by R&D funds.</p> <p>C. The Period of Performance is from 01 April 2003 to 31 March 2004.</p> <p>D. The contractor shall not exceed the amount obligated on this task order at any time.</p> <p>E. Contract funding and ceiling increases from \$0 by \$26,400 to \$26,400.</p> <p>F. Proposed ceiling for this CLIN increases from \$26,400.00 by \$26,400.00 to \$52,800.00. Additional funds may be added to this CLIN to accommodate in - scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.</p>		
002401	CLIN Establish <i>Noun:</i> <i>ACRN:</i>	Funding Info Only RA	+ \$26,400.00

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0026	CLIN Establish <i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 1 <i>Descriptive Data:</i> A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order. B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit. C. SubCLINs under this Parent CLIN will be funded by Procurement funds. D. The Period of Performance is from 01 April 2003 to 31 March 2004. E. The contractor shall not exceed the amount obligated on this task order at any time. F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$264,188.33 to \$264,188.33. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN. G. Proposed ceiling for this CLIN decreases from \$772,438.46 by \$244,182.01 to \$528,256.45 . Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		

0026AA	CLIN Establish		\$133,907.34
	<i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS - FY03 3010 BP 10) - OPTION PERIOD 1		
	<i>ACRN:</i> BD		
	<i>Contract type:</i> Z - LABOR HOUR		
	<i>Completion Date:</i> 03 APR 2003		
	<i>Descriptive Data:</i> See Parent CLIN descriptive data. Funded SubCLIN ceiling is as set forth in total amount above.		

0026AB	CLIN Establish		\$130,280.99
	<i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS - FY03 3010 BP 11) - OPTION PERIOD 1		
	<i>ACRN:</i> BC		
	<i>Contract type:</i> Z - LABOR HOUR		
	<i>Completion Date:</i> ASREQ		
	<i>Descriptive Data:</i> See Parent CLIN descriptive data. Funded SubCLIN ceiling is as set forth in total amount above.		

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0027	CLIN Establish	1 Lot	NSP NSP
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Noun: DATA FOR CLIN 0026 (PROC FUNDS) - OPTION PERIOD 1
ACRN: U
NSN: N - Not Applicable
DD1423 is Exhibit: A
Contract type: Z - LABOR HOUR
Inspection: DESTINATION
Acceptance: DESTINATION
FOB: DESTINATION

Descriptive Data:

- A. The Contractor shall furnish Data in support of CLIN 0026, in accordance with Exhibit A, Contract Data Requirements List (CDRL), DD Form 1423.
- B. Place of Delivery is the Addressee(s) on the Exhibit.
- C. Completion Date: As required in accordance with Exhibit A.
- D. This CLIN is Not Separately Priced (NSP). The cost of the data, including all costs of preparing, formatting, reproducing, and delivering data in accordance with the task order requirements shall be included in CLIN 0026.
- E. The Period of Performance is from 01 April 2003 to 31 March 2004.

0028

CLIN Establish

Noun:

TRAVEL (PROC FUNDS) - OPTION PERIOD 1

Descriptive Data:

- A. The Contractor shall provide Travel in support of CLIN 0026 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.
- B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).
- C. SubCLINs under this Parent CLIN will be funded by Procurement funds.
- D. The Period of Performance is from 01 April 2003 to 31 March 2004.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$20,175.00 to \$20,175.00. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
- G. Proposed ceiling for this CLIN **decreases from \$69,519.46 by \$5,727.35 to \$63,792.11**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0028AA	CLIN Establish		\$8,900.00
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Noun: TRAVEL (PROC FUNDS - FY03 3010 BP10) - OPTION PERIOD 1
ACRN: BD
Contract type: S - COST
Completion Date: 03 APR 2003
Descriptive Data:
 See Parent CLIN descriptive data.
 Funded SubCLIN ceiling is as set forth in total amount above.

0028AB	CLIN Establish		\$11,275.00
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Noun: TRAVEL (PROC FUNDS - FY03 3010 BP11) - OPTION PERIOD 1
ACRN: BC
Contract type: S - COST
Completion Date: ASREQ
Descriptive Data:
 See Parent CLIN descriptive data.
 Funded SubCLIN ceiling is as set forth in total amount above.

0029	OPTION CLIN		
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Noun: OTHER DIRECT COSTS (PROC FUNDS) - OPTION PERIOD 1
NSN: N - Not Applicable
Contract type: S - COST
Inspection: DESTINATION
Acceptance: DESTINATION
FOB: DESTINATION

Descriptive Data:
 A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0026 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.
 B. SubCLINs under this Parent CLIN will be funded by Procurement funds.
 C. The Period of Performance is from 01 April 2003 to 31 March 2004.
 D. The contractor shall not exceed the amount obligated on this task order at any time.
 E. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
 F. Proposed ceiling for this CLIN **decreases from \$21,600.00 by \$21,600.00 to \$0**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0041

OPTION CLIN

Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 2

Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 April 2004 to 31 March 2005.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$0 by \$0 to \$0.
- G. Proposed ceiling for this CLIN increased from **\$1,040,318.40** by **\$208,063.68** to **\$1,248,382.08**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0043

OPTION CLIN

Noun: TRAVEL (R&D FUNDS) - OPTION PERIOD 2

Descriptive Data:

- A. The Contractor shall provide Travel in support of CLIN 0041 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.
- B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 April 2004 to 31 March 2005.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$0 by \$0 to \$0.
- G. Proposed ceiling for this CLIN increased from **\$93,628.66** by **\$18,725.73** to **\$112,354.39**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0044

OPTION CLIN

Noun: OTHER DIRECT COSTS (R&D FUNDS) - OPTION PERIOD 2
NSN: N - Not Applicable
Contract type: S - COST
Inspection: DESTINATION
Acceptance: DESTINATION
FOB: DESTINATION

Descriptive Data:

- A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0041 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.
- B. This CLIN will be funded by R&D funds.
- C. The Period of Performance is from 01 April 2004 to 31 March 2005.
- D. The contractor shall not exceed the amount obligated on this task order at any time.
- E. Contract funding and ceiling increases from \$0 by \$0 to \$0.
- F. Proposed ceiling for this CLIN increased from **\$26,400.00** by **\$26,400.00** to **\$52,800.00**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0046	OPTION CLIN		
	<i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 2		
	<i>Descriptive Data:</i>		
	A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.		
	B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.		
	C. SubCLINs under this Parent CLIN will be funded by Procurement funds.		
	D. The Period of Performance is from 01 April 2004 to 31 March 2005.		
	E. The contractor shall not exceed the amount obligated on this task order at any time.		
	F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.		
	G. Proposed ceiling for this CLIN decreased from \$851,169.60 by \$208,063.68 to \$643,105.92. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		

0048	OPTION CLIN		
	<i>Noun:</i> TRAVEL (PROC FUNDS) - OPTION PERIOD 2		
	<i>Descriptive Data:</i>		
	A. The Contractor shall provide Travel in support of CLIN 0046 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.		
	B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).		
	C. SubCLINs under this Parent CLIN will be funded by Procurement funds.		
	D. The Period of Performance is from 01 April 2004 to 31 March 2005.		
	E. The contractor shall not exceed the amount obligated on this task order at any time.		
	F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.		
	G. Proposed ceiling for this CLIN decreased from \$76,605.26 by \$18,725.73 to \$57,879.53. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0049

OPTION CLIN

Noun: OTHER DIRECT COSTS (PROC FUNDS) - OPTION PERIOD
2
NSN: N - Not Applicable
Contract type: S - COST
Inspection: DESTINATION
Acceptance: DESTINATION
FOB: DESTINATION

Descriptive Data:

- A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0046 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.
- B. SubCLINs under this Parent CLIN will be funded by Procurement funds.
- C. The Period of Performance is from 01 April 2004 to 31 March 2005.
- D. The contractor shall not exceed the amount obligated on this task order at any time.
- E. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
- F. Proposed ceiling for this CLIN **decreased from \$21,600.00 by \$21,600.00 to \$0**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0061 OPTION CLIN

Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 3

Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 April 2005 to 31 March 2006.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$0 by \$0 to \$0.
- G. Proposed ceiling for this CLIN **increased from \$1,071,537.98 by \$214,307.60 to \$1,285,845.58**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0063 OPTION CLIN

Noun: TRAVEL (R&D FUNDS) - OPTION PERIOD 3

Descriptive Data:

- A. The Contractor shall provide Travel in support of CLIN 0061 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.
- B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 April 2005 to 31 March 2006.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$0 by \$0 to \$0.
- G. Proposed ceiling for this CLIN **increased from \$96,438.42 by \$19,287.68 to \$115,726.10**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0064 OPTION CLIN

Noun: OTHER DIRECT COSTS (R&D FUNDS) - OPTION PERIOD 3
NSN: N - Not Applicable
Contract type: S - COST
Inspection: DESTINATION
Acceptance: DESTINATION
FOB: DESTINATION

Descriptive Data:

- A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0061 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.
- B. This CLIN will be funded by R&D funds.
- C. The Period of Performance is from 01 April 2005 to 31 March 2006.
- D. The contractor shall not exceed the amount obligated on this task order at any time.
- E. Contract funding and ceiling increases from \$0 by \$0 to \$0.
- F. Proposed ceiling for this CLIN **increased from \$26,400.00 by \$26,400.00 to \$52,800.00**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0066	OPTION CLIN <i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 3 <i>Descriptive Data:</i> A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order. B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit. C. SubCLINs under this Parent CLIN will be funded by Procurement funds. D. The Period of Performance is from 01 April 2005 to 31 March 2006. E. The contractor shall not exceed the amount obligated on this task order at any time. F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN. G. Proposed ceiling for this CLIN decreased from \$876,712.90 by \$214,307.60 to \$662,405.30 . Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		

0068	OPTION CLIN <i>Noun:</i> TRAVEL (PROC FUNDS) - OPTION PERIOD 3 <i>Descriptive Data:</i> A. The Contractor shall provide Travel in support of CLIN 0066 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations. B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7). C. SubCLINs under this Parent CLIN will be funded by Procurement funds. D. The Period of Performance is from 01 April 2005 to 31 March 2006. E. The contractor shall not exceed the amount obligated on this task order at any time. F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN. G. Proposed ceiling for this CLIN decreased from \$78,904.16 by \$19,287.68 to \$59,616.48 . Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		
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ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0069

OPTION CLIN

Noun: OTHER DIRECT COSTS (PROC FUNDS) - OPTION PERIOD
3

NSN: N - Not Applicable

Contract type: S - COST

Inspection: DESTINATION

Acceptance: DESTINATION

FOB: DESTINATION

Descriptive Data:

- A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0066 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.
- B. SubCLINs under this Parent CLIN will be funded by Procurement funds.
- C. The Period of Performance is from 01 April 2005 to 31 March 2006.
- D. The contractor shall not exceed the amount obligated on this task order at any time.
- E. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
- F. Proposed ceiling for this CLIN **decreased from \$21,600.00 by \$21,600.00 to \$0**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0084	OPTION CLIN		
	<i>Noun:</i>	OTHER DIRECT COSTS (R&D FUNDS) - OPTION PERIOD 4	
	<i>NSN:</i>	N - Not Applicable	
	<i>Contract type:</i>	S - COST	
	<i>Inspection:</i>	DESTINATION	
	<i>Acceptance:</i>	DESTINATION	
	<i>FOB:</i>	DESTINATION	
	<i>Descriptive Data:</i>		
	A.	The Contractor shall provide Other Direct Costs (ODC) in support of CLIN 0081, on a cost-reimbursable basis only, as required. See Section H, Special Contract Requirement No. (9) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.	
	B.	This CLIN will be funded by R&D funds.	
	C.	The Period of Performance is from 01 April 2006 to 31 December 2006.	
	D.	The contractor shall not exceed the amount obligated on this task order at any time.	
	E.	Contract funding and ceiling increases from \$0 by \$0 to \$0.	
	F.	Proposed ceiling for this CLIN increased from \$19,800.00 by \$19,800.00 to \$39,600.00 . Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.	

0086	OPTION CLIN		
	<i>Noun:</i>	JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 4	
	<i>Descriptive Data:</i>		
	A.	The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.	
	B.	This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.	
	C.	SubCLINs under this Parent CLIN will be funded by Procurement funds.	
	D.	The Period of Performance is from 01 April 2006 to 31 December 2006.	
	E.	The contractor shall not exceed the amount obligated on this task order at any time.	
	F.	Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.	
	G.	Proposed ceiling for this CLIN decreased from \$657,534.67 by \$160,730.70 to \$496,803.97 . Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.	

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0088

OPTION CLIN

Noun:

TRAVEL (PROC FUNDS) - OPTION PERIOD 4

Descriptive Data:

A. The Contractor shall provide Travel in support of CLIN 0086 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.

B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).

C. SubCLINs under this Parent CLIN will be funded by Procurement funds.

D. The Period of Performance is from 01 April 2006 to 31 December 2006.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.

G. Proposed ceiling for this CLIN **decreased from \$59,178.12 by \$14,465.76 to \$44,712.36**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0089	OPTION CLIN <i>Noun:</i> OTHER DIRECT COSTS (PROC FUNDS) - OPTION PERIOD 4 <i>NSN:</i> N - Not Applicable <i>Contract type:</i> S - COST <i>Inspection:</i> DESTINATION <i>Acceptance:</i> DESTINATION <i>FOB:</i> DESTINATION <i>Descriptive Data:</i> A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0086 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN. B. SubCLINs under this Parent CLIN will be funded by Procurement funds. C. The Period of Performance is from 01 April 2006 to 31 December 2006. D. The contractor shall not exceed the amount obligated on this task order at any time. E. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN. F. Proposed ceiling for this CLIN decreased from \$16,200.00 by \$16,200.00 to \$0 . Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		

C. SECTION F - DELIVERIES OR PERFORMANCE

Add the following CLINs:

To: **Basic Period** \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
Option Period 1 \$951,860.26 (\$ 858,460.26 labor; \$ 67,000.00 travel; \$ 26,400.00 ODC)

b. Change ACRNs AB, BC, BD, MA and RA as follows:

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
AB	ACRN Change 57 33600 293 3650 670003 000000 00000 27581F 503000 F78100 New ACRN Amount: \$618,007.03 Funding breakdown: On CLIN 000302: +\$2,842.60 On CLIN 002101: +\$315,592.08 On CLIN 002301: +\$35,090.00 PRIMIPR: GJSXB0368001684 \$350,682.08 GJSXB036801957 \$2,842.60 Descriptive data: PR/MIPR COMPLETE.	+\$353,524.68
BC	ACRN Change 57 33010 113 3650 11E08B 000000 00000 27581F 503000 F78100 New ACRN Amount: \$209,636.43 Funding breakdown: On CLIN 0008AD: +\$4,468.37 On CLIN 0026AB: +\$130,280.99 On CLIN 0028AB: +\$11,275.00 PRIMIPR: GJSXB036801679 \$141,555.99 GJSXB036801964 \$4,468.37 Descriptive data: PR/MIPR COMPLETE.	+\$146,024.36
BD	ACRN Change 57 33010 113 3650 10E08B 010100 00000 27581F 503000 F78100 New ACRN Amount: \$281,932.43 Funding breakdown: On CLIN 0026AA: +\$133,907.34 On CLIN 0028AA: +\$8,900.00 PRIMIPR: GJSXB036801681 \$142,807.34 Descriptive data: PR/MIPR COMPLETE.	+\$142,807.34
MA	ACRN Change 57 33600 293 3650 675064 000000 00000 27449F 503000 F78100 New ACRN Amount: \$259,585.33 Funding breakdown: On CLIN 002102: +\$153,447.94 On CLIN 002302: +\$3,100.00 PRIMIPR: GMAXB036801714 \$156,547.94	+\$156,547.94

<u>ACRN</u>	<u>Appropriation/Lmt Subhead/Supplemental Accounting Data</u>	<u>Obligation Amount</u>
RA	ACRN Change	+\$160,266.91
	57 33600 293 3650 675065 000000 00000 27449F 503000 F78100	
	<i>New ACRN Amount:</i> \$395,689.06	
	<i>Funding breakdown:</i>	
	On CLIN 002103: +\$125,231.91	
	On CLIN 002303: +\$8,635.00	
	On CLIN 002401: +\$26,400.00	
	<i>PR/MIPR:</i> GMAXB036801727 \$160,266.91	
	<i>Descriptive data:</i> PR/MIPR COMPLETE.	

E. SECTION I - CONTRACT CLAUSES:

Add the following Federal Acquisition Regulation (FAR) clause to Paragraph 6:

52.217-09 OPTION TO EXTEND THE TERM OF THE CONTRACT (MAR 2000)

(a) The Government may extend the term of this contract by written notice to the Contractor within 15 days before the expiration of the current Period of Performance expires; provided that the Government gives the Contractor a preliminary written notice of its intent to extend at least 60 days before the contract expires. The preliminary notice does not commit the Government to an extension.

(b) If the Governemnt exercises this option, the extended contract shall be considered to include this option clause.

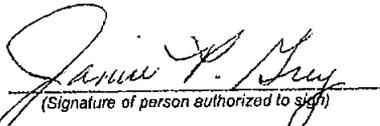
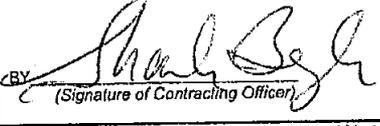
(c) The total duration of this contract, including the exercise of any options under this clause, shall not exceed 53 months.

F. SECTION J - ATTACHMENTS/EXHIBITS:

Change EXHIBIT A and Attachment 2 to read:

1.	<u>Document</u>	<u>Pgs</u>	<u>Date</u>	<u>Title</u>
	"Exhibit A	3 (double sided)	31 MAR 2003	
	Attachment 2	5	01 APR 2003	Labor Rates and Categories, Rev 4"

III. This Supplemental Agreement constitutes a full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE Z-LH	PAGE OF PAGES 1 of 7
2. AMENDMENT/MODIFICATION NO. P00005	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO. (If applicable)
6. ISSUED BY EJC/JSK CODE	FA8708	7. ADMINISTERED BY (If other than Item 6) DCMA BOSTON 495 SUMMER ST BOSTON MA 02210-2138		CODE S2206A
ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIEL COMMAND, USAF 75 VANDENBURG DRIVE, BLDG 1630 HANSCOM AFB, MA 01731-2119 JOHN W. KENDALL 781-377-3904 John.Kendall@hanscom.af.mil				
8. NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) P3I, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (508) 435-7882		MAILING DATE SEP 29 2003		(X) 9A. AMENDMENT OF SOLICITATION NO.
CODE 1QHC4 FACILITY CODE				9B. DATED (SEE ITEM 11)
		10A. MODIFICATION OF CONTRACT/ORDER N O. GS35F0247L F1962802-F-8229		X
		10B. DATED (SEE ITEM 13) 27 SEP 2002		
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS				
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 or 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) SEE SCHEDULE				
13. THIS ITEM APPLIES ONLY TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.				
(X)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.			
	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).			
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: 52.243-3 Changes -- Time-and-Materials or Labor Hour			
	D. OTHER (Specify type of modification and authority)			
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> 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 apply additional funding for Option Period 1 in the amount of \$44,975.82 allocate option 1 labor funding to align with actuals, add additional ceiling dollars with hours remaining the same, decrease ceiling hours and dollars in Opt 1, and incorporate a revised SOW. See attached schedule for details. Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.				
15A. NAME AND TITLE OF SIGNER (Type or print) JANICE P. GUY, PRESIDENT		16A. NAME AND TITLE OF SIGNER (Type or print) SHARLENE BEGLEY Contracting Officer		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED 26 Sep 2003	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 0558P29	
 (Signature of person authorized to sign)		 (Signature of Contracting Officer)		

SCHEDULE OF CHANGES

I. The purpose of this supplemental agreement is to:

1. Provide additional funding for option period 1 in the amount of \$44,975.82,
2. Re-allocate labor funding for option period 1 labor to align with actuals, with a net change of zero;
3. Add additional ceiling dollars (additional baseline) for Option periods 1-4, with no change in hours, to cover a higher cost labor category, as follows;

Opt 1 \$8,408.64

Opt 2 \$8,682.24

Opt 3 \$8,919.36

Opt 4 \$6,689.52

4. Decrease ceiling dollars and hours to cover a shift of effort to DRC order F19628-02-F-8224;
5. Incorporate a revised SOW.

II. As a result of this action, Task Order F19628-02-F-8229 is modified as follows:

A. SECTION A - CONTRACT FORM:

DD 1155, Block 25, is changed as follows:

FROM: \$2,086,719.77

BY: \$44,975.82

TO: \$2,131,695.59

B. SECTION B - SUPPLIES OR SERVICES:

CLINS 0021, 0026 and sub CLINS 0002101, 002102,002103, 0026AA, 0026AB are changed as follows:

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0021	CLIN Change		+\$31,930.69
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Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 1
New Total Item Amount: \$626,202.62
ACRN: 9
Contract type: Z - LABOR HOUR
Start Date: ASREQ
Completion Date: 31 MAR 2004
Descriptive Data:

A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.

B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.

C. This CLIN will be funded by R&D funds.

D. The Period of Performance is from 01 April 2003 to 31 March 2004.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceiling increases from \$594,271.93 by \$31,930.69 to \$626,202.62.

G. Proposed ceiling for this CLIN decreases from \$1,188,273.47 by (\$33,179.81) to \$1,155,093.66. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

002101	CLIN Change		
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Noun: Funding Info Only
ACRN: AB +\$30,968.75
PRIMIPR: GJSXB036802879 \$4,204.32
 GJSXB036802876 \$1,763.55
 GJSXB036802872 \$2,713.16
 GJSXB036802870 \$22,287.72

002102	CLIN Change		
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Noun: Funding Info Only
ACRN: MA +\$146.51
PRIMIPR: GMAXB036802834 \$146.51

002103	CLIN Change		
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Noun: Funding Info Only
ACRN: RA +\$815.43
PRIMIPR: GMAXB036802890 \$815.43

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0026	CLIN Change <i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 1 <i>Descriptive Data:</i> A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order. B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit. C. SubCLINs under this Parent CLIN will be funded by Procurement funds. D. The Period of Performance is from 01 April 2003 to 31 March 2004. E. The contractor shall not exceed the amount obligated on this task order at any time. F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$264,188.33 by \$13,045.12 to \$277,233.46. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN. G. Proposed ceiling for this CLIN decreases from \$528,256.45 by \$(14,750.35) to \$513,506.10. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		

0026AA	CLIN Change		+\$10,155.81
	<i>Noun:</i>	JS/MA LABOR HOURS (PROC FUNDS - FY03 3010 BP 10) - OPTION PERIOD 1	
	<i>New Total Item Amount:</i>	\$144,063.15	
	<i>ACRN:</i>	BD	
	<i>PR/MIPR:</i>	GJSXB036802887	\$10,155.81
	<i>Contract type:</i>	Z - LABOR HOUR	
	<i>Start Date:</i>	ASREQ	
	<i>Completion Date:</i>	03 APR 2003	
	<i>Descriptive Data:</i>	See Parent CLIN descriptive data.	
		Funded SubCLIN ceiling is as set forth in total amount above.	

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0026AB	CLIN Change		+\$2,889.32
	<i>Noun:</i>	JS/MA LABOR HOURS (PROC FUNDS - FY03 3010 BP 11) - OPTION PERIOD 1	
	<i>New Total Item Amount:</i>	\$133,170.31	
	<i>ACRN:</i>	BC	
	<i>PRIMIPR:</i>	GJSXB036802979	\$2,889.32
	<i>Contract type:</i>	Z - LABOR HOUR	
	<i>Start Date:</i>	ASREQ	
	<i>Completion Date:</i>	ASREQ	
	<i>Descriptive Data:</i>		
	See Parent CLIN descriptive data.		
	Funded SubCLIN ceiling is as set forth in total amount above.		

C. SECTION G - CONTRACT ADMINISTRATION/PAYMENT DATA:

1. Paragraph 4 changes:

From: \$1,246,161.75 (\$1,110,974.08 labor; \$99,987.67 travel; \$35,200.00 ODC)
 Option Period 1 \$1,923,817.61 (\$1,716,529.92 labor; \$154,487.69 travel; \$52,800 ODC)
 Option Period 2 \$2,114,521.92 -Not Yet Exercised
 Option Period 3 \$2,176,393.46 -Not Yet Exercised
 Option Period 4 \$1,632,295.09 -Not Yet Exercised

To: \$1,246,161.75 (\$1,110,974.08 labor; \$99,987.67 travel; \$35,200.00 ODC)
Option Period 1 \$1,857,887.45 (\$1,668,599.76 labor; \$154,487.69 travel; \$52,800 ODC)
Option Period 2 \$2,123,204.16 -Not Yet Exercised
Option Period 3 \$2,185,312.82 -Not Yet Exercised
Option Period 4 \$1,638,984.61 -Not Yet Exercised

2. Paragraph 5 changes:

From: Basic Period \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
 Option Period 1 \$951,860.26 (\$858,460.26 labor; \$67,000.00 travel; \$26,400.00 ODC)
 Option Period 2 \$0 -Not Yet Exercised
 Option Period 3 \$0 -Not Yet Exercised
 Option Period 4 \$0 -Not Yet Exercised

To: Basic Period \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
Option Period 1 \$996,836.08 (\$903,436.08 labor; \$67,000.00 travel; \$26,400.00 ODC)
 Option Period 2 \$0 -Not Yet Exercised
 Option Period 3 \$0 -Not Yet Exercised
 Option Period 4 \$0 -Not Yet Exercised

3. Change ACRNs AB, BC, BD, MA, and RA as follows:

SCHEDULE OF CHANGES

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
AB	ACRN Change 57 33600 293 3650 670003 000000 00000 27581F 503000 F78100 New ACRN Amount: \$648,975.78 Funding breakdown: On CLIN 002101: +\$30,968.75 PR/MIPR: GJSXB036802870 \$22,287.72 GJSXB036802879 \$4,204.32 GJSXB036802872 \$2,713.16 GJSXB036802876 \$1,763.55 Descriptive data: PR/MIPR COMPLETE.	+\$30,968.75
BC	ACRN Change 57 33010 113 3650 11E08B 000000 00000 27581F 503000 F78100 New ACRN Amount: \$212,525.75 Funding breakdown: On CLIN 0026AB: +\$2,889.32 PR/MIPR: GJSXB036802979 \$2,889.32 Descriptive data: PR/MIPR COMPLETE.	+\$2,889.32
BD	ACRN Change 57 33010 113 3650 10E08B 010100 00000 27581F 503000 F78100 New ACRN Amount: \$292,088.24 Funding breakdown: On CLIN 0026AA: +\$10,155.81 PR/MIPR: GJSXB036802887 \$10,155.81 Descriptive data: PR/MIPR COMPLETE.	+\$10,155.81
MA	ACRN Change 57 33600 293 3650 675064 000000 00000 27449F 503000 F78100 New ACRN Amount: \$259,731.84 Funding breakdown: On CLIN 002102: +\$146.51 PR/MIPR: GMAXB036802834 \$146.51	+\$146.51
RA	ACRN Change 57 33600 293 3650 675065 000000 00000 27449F 503000 F78100 New ACRN Amount: \$396,504.49 Funding breakdown: On CLIN 002103: +\$815.43 PR/MIPR: GMAXB036802890 \$815.43 Descriptive data: PR/MIPR COMPLETE.	+\$815.43

D. SECTION J - ATTACHMENTS/EXHIBITS:

Change entry for Attachments 1 and 2 to read as follows:

SCHEDULE OF CHANGES

<u>Document</u>	<u>Date</u>	<u>Pages</u>	<u>Title</u>
Attachment 1	14 Aug 2003	16	Statement of Work (SOW) for Joint STARS/MC2A ITSP II Support Task
Order, Rev 1			
Attachment 2	16 SEP 2003	6	Labor Rates and Categories, Rev5

III. This Supplemental Agreement constitutes a full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE
Z - LH

PAGE OF PAGES
1 of 6

2. AMENDMENT/MODIFICATION NO. P00006	3. EFFECTIVE DATE FA8708	4. REQUISITION/PURCHASE REQ.NO. SEE SCHEDULE	5. PROJECT NO. (If applicable) S2206A
ISSUED BY ESC/JSK CODE		7. ADMINISTERED BY (If other than Item 6) CODE	
ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIEL COMMAND, USAF 75 VANDENBURG DRIVE, BLDG 1630 HANSCOM AFB, MA 01731-2119 JOHN W. KENDALL 781-377-3904 John.Kendall@hanscom.af.mil		DCMA BOSTON 495 SUMMER ST BOSTON MA 02210-2138	

8. NAME AND ADDRESS OF CONTRACTOR (No street, county, State and ZIP Code)	(X)	9A. AMENDMENT OF SOLICITATION NO.
P3I, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (508) 435-7882	MAILING DATE SEP 30 2003	9B. DATED (SEE ITEM 11)
		10A. MODIFICATION OF CONTRACT/ORDER NO. GS35F0247L F19628-02-F-8229
		10B. DATED (SEE ITEM 13) 27 SEP 2002
		X
CODE 1QHC4	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 or 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)
SEE SCHEDULE

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

(X)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.
	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).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: The respective GSA FSS, ESC BPA and this order.
	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ 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 increase funding for Option Period 1 by \$380,371.00
The effective date of this modification is the stamped mail date.

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF SIGNER (Type or print) SHARLENE BEGLEY Contracting Officer		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 03 SEP 30
Signature of person authorized to sign		BY  (Signature of Contracting Officer)	

I. The purpose of this supplemental agreement is to provide additional funding for option period 1 in the amount of \$380,371.00.

II. As a result of this action, Task Order F19628-02-F-8229 is modified as follows:

A. SECTION A - CONTRACT FORM:

DD 1155, Block 25, is changed as follows:

FROM: \$2,131,695.59
BY: \$380,371.00
TO: \$2,512,066.59

B. SECTION B - SUPPLIES OR SERVICES:

CLINS 0021, 0026 and sub CLINS 0002101, 002102,002103, 0026AA, 0026AB are changed as follows:

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0021	CLIN Change		+\$281,482.00
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Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 1
New Total Item Amount: \$907,684.62
ACRN: 9
Contract type: Z - LABOR HOUR
Start Date: ASREQ
Completion Date: 31 MAR 2004
Descriptive Data:

A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.

B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.

C. This CLIN will be funded by R&D funds.

D. The Period of Performance is from 01 April 2003 to 31 March 2004.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceiling increases from \$626,202.62 by \$281,482.00 to \$907,684.62 .

G. Proposed ceiling for this CLIN is \$1,155,093.66. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

002101	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AB	+\$155,061.00
	<i>PRIMIPR:</i>	GJSXBO36803202	\$155,061.00

002102	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	MA	+\$53,163.00
	<i>PRIMIPR:</i>	GMAXBO36803192	\$53,163.00

002103	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RA	+\$73,258.00
	<i>PRIMIPR:</i>	GMAXB036803196	\$73,258.00

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0026 CLIN Change
Noun: JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 1
Descriptive Data:
A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
C. SubCLINs under this Parent CLIN will be funded by Procurement funds.
D. The Period of Performance is from 01 April 2003 to 31 March 2004.
E. The contractor shall not exceed the amount obligated on this task order at any time.
F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$277,233.46 by \$98,889.00 to \$376,122.46. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
G. Proposed ceiling for this CLIN is \$513,506.10. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0026AA CLIN Change **+\$68,169.00**
Noun: JS/MA LABOR HOURS (PROC FUNDS - FY03 3010 BP 10) - OPTION PERIOD 1
New Total Item Amount: \$212,232.15
ACRN: **BD**
PRIMIPR: GJSXBO36803221 \$68,169.00
Contract type: Z - LABOR HOUR
Start Date: ASREQ
Completion Date: 03 APR 2003
Descriptive Data:
 See Parent CLIN descriptive data.
 Funded SubCLIN ceiling is as set forth in total amount above.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0026AB	CLIN Change		+\$30,720.00
	<i>Noun:</i>	JS/MA LABOR HOURS (PROC FUNDS - FY03 3010 BP 11) - OPTION PERIOD 1	
	<i>New Total Item Amount:</i>	\$163,890.31	
	<i>ACRN:</i>	BC	
	<i>PR/MIPR:</i>	GJSXBO36803208	\$30,720.00
	<i>Contract type:</i>	Z - LABOR HOUR	
	<i>Start Date:</i>	ASREQ	
	<i>Completion Date:</i>	ASREQ	
	<i>Descriptive Data:</i>	See Parent CLIN descriptive data. Funded SubCLIN ceiling is as set forth in total amount above.	

C. SECTION G - CONTRACT ADMINISTRATION/PAYMENT DATA:

Paragraph 5 changes:

From: Basic Period \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
Option Period 1 \$996,836.08 (\$903,436.08 labor; \$67,000.00 travel; \$26,400.00 ODC)
 Option Period 2 \$0 -Not Yet Exercised
 Option Period 3 \$0 -Not Yet Exercised
 Option Period 4 \$0 -Not Yet Exercised

To: Basic Period \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
Option Period 1 \$1,377,207.08 (\$1,283,807.08 labor; \$67,000.00 travel; \$26,400.00 ODC)
 Option Period 2 \$0 -Not Yet Exercised
 Option Period 3 \$0 -Not Yet Exercised
 Option Period 4 \$0 -Not Yet Exercised

3. Change ACRNs AB, BC,BD, MA, and RA as follows:

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
AB	ACRN Change	+\$155,061.00
	57 33600 293 3650 670003 000000 00000 27581F 503000 F78100	
	<i>New ACRN Amount:</i>	\$804,036.78
	<i>Funding breakdown:</i>	On CLIN 002101: +\$155,061.00
		On CLIN 0026AA: +\$0.00
	<i>PR/MIPR:</i>	GJSXBO36803202 \$155,061.00
	<i>Descriptive data:</i>	PR/MIPR COMPLETE.

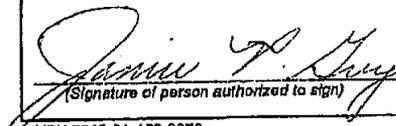
ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
BC	ACRN Change 57 33010 113 3650 11E08B 000000 00000 27581F 503000 F78100 New ACRN Amount: \$243,245.75 Funding breakdown: On CLIN 0026AB: +\$30,720.00 PRIMIPR: GJSXBO36803208 \$30,720.00 Descriptive data: PR/MIPR COMPLETE.	+\$30,720.00
BD	ACRN Change 57 33010 113 3650 10E08B 010100 00000 27581F 503000 F78100 New ACRN Amount: \$360,257.24 Funding breakdown: On CLIN 0026AA: +\$68,169.00 PRIMIPR: GJSXBO36803221 \$68,169.00 Descriptive data: PR/MIPR COMPLETE.	+\$68,169.00
MA	ACRN Change 57 33600 293 3650 675064 000000 00000 27449F 503000 F78100 New ACRN Amount: \$312,894.84 Funding breakdown: On CLIN 002102: +\$53,163.00 PRIMIPR: GMAXBO36803192 \$53,163.00	+\$53,163.00
RA	ACRN Change 57 33600 293 3650 675065 000000 00000 27449F 503000 F78100 New ACRN Amount: \$469,762.49 Funding breakdown: On CLIN 002103: +\$73,258.00 PRIMIPR: GMAXB036803196 \$73,258.00 Descriptive data: PR/MIPR COMPLETE.	+\$73,258.00

D. SECTION J - ATTACHMENTS/EXHIBITS:

Change entry for Attachment 2 to read as follows:

<u>Document</u>	<u>Date</u>	<u>Pages</u>	<u>Title</u>
Attachment 2	26 SEP 2003	5	Labor Rates and Categories, Rev6

III. This Supplemental Agreement constitutes a full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE Z-LH	PAGE OF PAGES 1 of 10
2. AMENDMENT/MODIFICATION NO. P00007	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE	5. PROJECT NO. (if applicable)	
6. ISSUED BY ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIEL COMMAND, USAF HANSCOM AFB, MA 01731-2119 JEFF W. BURHART 781-377-3999 jeff.burhart@hanscom.af.mil	ESC/JSK CODE FA8720	7. ADMINISTERED BY (if other than Item 6) DCMA BOSTON 495 SUMMER ST BOSTON MA 02210-2138		CODE S2208A
8. NAME AND ADDRESS OF CONTRACTOR (No., street, city, state and ZIP Code) P31, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (508) 435-7882		<div style="border: 2px solid black; padding: 5px; display: inline-block;"> MAILING DATE DEC 17 2003 </div>		(X) 9A. AMENDMENT OF SOLICITATION NO.
CODE 1QHC4 FACILITY CODE				9B. DATED (SEE ITEM 11)
		X 10A. MODIFICATION OF CONTRACT/ORDER NO. GS35F0247L F19628-02-F-8229	10B. DATED (SEE ITEM 13) 27 SEP 2002	
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS				
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 6 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 or 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) SEE SCHEDULE				
13. THIS ITEM APPLIES ONLY TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.				
(X)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.			
	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: The respective GSA, FSS, ESC BPA and this order.			
	D. OTHER (Specify type of modification and authority)			
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> 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 increase funding for Option Year 1 by \$337,690.88, realign Option Periods 1-4 ceilings between team members, increase ceiling in Option Year 1, and identify a new primary and alternate FAE. Effective date of this modification is the stamped mail date.				
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.				
15A. NAME AND TITLE OF SIGNER (Type or print) JANICE P. GUY, PRESIDENT		16A. NAME AND TITLE OF SIGNER (Type or print) SHARLENE BEGLEY Contracting Officer		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED 17 Dec 2003	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 15 DEC 03	
 (Signature of person authorized to sign)		 (Signature of Contracting Officer)		

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30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

I. PURPOSE:

The purpose of this modification is to increase funding for Option Year 1 by \$337,690.88, realign Option Periods 1-4 ceilings between team members by moving hours to DRC due to a replacement hire, increase ceiling in Option Year 1, and identify a new primary and alternate FAE.

II. Order F19628-02-F-8229 is amended as follows:

A. SECTION A - CONTRACT FORM:

DD1155, Block 25, is changed as follows:

FROM:	\$2,512,066.59
BY:	\$337,690.88
TO:	\$2,849,757.47

B. SECTION B - SUPPLIES OR SERVICES:

a. Change CLINs 0021, 0023, 0024, 0026, 0028, SubCLIN 0026AA and establish Sub CLINs 002104, 002105, 002304, 002305, 002306, 002402, 0026AC, 0028AC to read as follows:

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0021	CLIN Change		+\$169,865.69
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Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 1
New Total Item Amount: \$1,077,550.31
ACRN: 9
Contract type: Z - LABOR HOUR
Start Date: ASREQ
Completion Date: 31 MAR 2004
Descriptive Data:

A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.

B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.

C. This CLIN will be funded by R&D funds.

D. The Period of Performance is from 01 April 2003 to 31 March 2004.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceiling increases from \$907,684.62 by \$169,865.69 to \$1,077,550.31 .

G. Proposed ceiling for this CLIN is increased from \$1,155,093.66 by \$33,395.56 to \$1,188,489.22. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

002104	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AC	+\$91,510.01
	<i>PRIMIPR:</i>	GJSXB046800460	\$91,510.01

002105	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	MB	+\$78,355.68
	<i>PRIMIPR:</i>	GMAXB046800470	\$78,355.68

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0023	CLIN Change		+\$34,500.00
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Noun: TRAVEL (R&D FUNDS) - OPTION PERIOD 1
New Total Item Amount: \$81,325.00
ACRN: 9
Contract type: S - COST
Start Date: ASREQ
Completion Date: 31 MAR 2004
Descriptive Data:

A. The Contractor shall provide Travel in support of CLIN 0021 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.

B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).

C. This CLIN will be funded by R&D funds.

D. The Period of Performance is from 01 April 2003 to 31 March 2004.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceiling increases from \$46,825.00 by \$34,500.00 to \$81,325.00.

G. Proposed ceiling for this CLIN is \$90,695.59. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

002304	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AC	+\$21,000.00
	<i>PRIMIPR:</i>	GJSXB046800460	\$21,000.00

002305	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	MB	+\$9,500.00
	<i>PRIMIPR:</i>	GMAXB046800470	\$9,500.00

002306	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RB	+\$4,000.00
	<i>PRIMIPR:</i>	GMAXB046800467	\$4,000.00

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0024	CLIN Change		\$39,600.00
		Lot	+\$13,200.00
	<i>Noun:</i>	OTHER DIRECT COSTS (R&D FUNDS) - OPTION PERIOD 1	
	<i>Total Quantity:</i>	1	
	<i>New Total Item Amount:</i>	\$39,600.00	
	<i>ACRN:</i>	9	
	<i>NSN:</i>	N - Not Applicable	
	<i>Contract type:</i>	S - COST	
	<i>Inspection:</i>	DESTINATION	
	<i>Acceptance:</i>	DESTINATION	
	<i>FOB:</i>	DESTINATION	
	<i>Descriptive Data:</i>		
	<p>A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0021 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.</p> <p>B. This CLIN will be funded by R&D funds.</p> <p>C. The Period of Performance is from 01 April 2003 to 31 March 2004.</p> <p>D. The contractor shall not exceed the amount obligated on this task order at any time.</p> <p>E. Contract funding and ceiling increases from \$26,400.00 by \$13,200.00 to \$39,600.00.</p> <p>F. Proposed ceiling for this CLIN is \$52,800.00. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.</p>		
002402	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RB	+\$13,200.00
	<i>PRIMIPR:</i>	GMAXB046800467	\$13,200.00

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0026	CLIN Change		
	<i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 1		
	<i>Descriptive Data:</i>		
	<p>A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.</p>		
	<p>B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.</p>		
	<p>C. SubCLINs under this Parent CLIN will be funded by Procurement funds.</p>		
	<p>D. The Period of Performance is from 01 April 2003 to 31 March 2004.</p>		
	<p>E. The contractor shall not exceed the amount obligated on this task order at any time.</p>		
	<p>F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$376,122.46 by \$104,625.19 to \$480,747.65. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.</p>		
	<p>G. Proposed ceiling for this CLIN is increased from \$513,506.10 by \$24,743.32 to \$538,249.42. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.</p>		

0026AA	CLIN Change		+\$46,923.21
	<i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS - FY03 3010 BP 10) - OPTION PERIOD 1		
	<i>New Total Item Amount:</i> \$259,155.36		
	<i>ACRN:</i> BD		
	<i>PRIMIPR:</i> GJSXB046800473	\$46,923.21	
	<i>Contract type:</i> Z - LABOR HOUR		
	<i>Start Date:</i> ASREQ		
	<i>Completion Date:</i> 31 MAR 2004		
	<i>Descriptive Data:</i>		
	<p>See Parent CLIN descriptive data. Funded SubCLIN ceiling is as set forth in total amount above.</p>		

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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FY04 JS3010 BP11

0026AC	CLIN Establish		\$57,701.98
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Noun: JS/MA LABOR HOURS (PROC FUNDS - FY04 3010 BP 11) -
OPTION PERIOD 1

ACRN: BE
PRIMIPR: GJSXB046800462 \$57,701.98

Contract type: Z - LABOR HOUR

Start Date: ASREQ

Completion Date: 31 MAR 2004

Descriptive Data:

See Parent CLIN descriptive data.

Funded SubCLIN ceiling is as set forth in total amount above.

0028	CLIN Change		
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Noun: TRAVEL (PROC FUNDS) - OPTION PERIOD 1

Descriptive Data:

A. The Contractor shall provide Travel in support of CLIN 0026 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.

B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).

C. SubCLINs under this Parent CLIN will be funded by Procurement funds.

D. The Period of Performance is from 01 April 2003 to 31 March 2004.

E. The contractor shall not exceed the amount obligated on this task order at any time.

F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$20,175.00 by \$15,500.00 to \$35,675.00. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.

G. Proposed ceiling for this CLIN is \$63,792.11 . Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0028AC	CLIN Establish		\$15,500.00
	<i>Noun:</i>	JS/MA TRAVEL HOURS (PROC FUNDS - FY04 3010 BP 11) - OPTION PERIOD 1	
	<i>ACRN:</i>	BE	
	<i>PR/MIPR:</i>	GJSXB046800462	\$15,500.00
	<i>Contract type:</i>	Z - LABOR HOUR	
	<i>Start Date:</i>	ASREQ	
	<i>Completion Date:</i>	31 MAR 2004	
	<i>Descriptive Data:</i>	See Parent CLIN descriptive data. Funded SubCLIN ceiling is as set forth in total amount above.	

C. SECTION G - CONTRACT ADMINISTRATION/PAYMENT DATA:

1. Paragraph 3, change to read as follows:

Pursuant to paragraph 8.a. of BPA F19628-02-A-0028, the Functional Area Evaluators (FAEs) for this Task Order are as follows. These individuals are delegated only the authorities set forth in paragraph 8.b. of the above referenced BPA, namely inspection, acceptance and rejection of work.

- a. PRIMARY: Ms. Teresa Conrad (ESC/JSO), Phone 781-377-4873
- b. ALTERNATE: Mr. Edward J. Barden (ESC/JSO), Phone 781-377-8377

2. Paragraph 4, change information to read as follows:

Basic Period \$1,242,961.75 (\$1,110,974.08 labor; \$96,787.67 travel; \$35,200.00 ODC)
 Option Period 1 \$1,817,748.57 (\$1,610,460.88 labor; \$154,487.69 travel; \$52,800.00 ODC)
 Option Period 2 \$1,986,969.60 - Not Yet Exercised
 Option Period 3 \$2,044,992.50 - Not Yet Exercised
 Option Period 4 \$1,533,744.37 - Not Yet Exercised

3. Paragraph 5, change information to read as follows:

Basic Period \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
 Option Period 1 \$1,714,897.96 (\$1,558,297.96 labor; \$117,000.00 travel; \$39,600.00 ODC)
 Option Period 2 \$0 -Not Yet Exercised
 Option Period 3 \$0 -Not Yet Exercised
 Option Period 4 \$0 -Not Yet Exercised

4. Change ACRN BD and establish ACRNs AC, BE, MB, RB to read as follows:

SCHEDULE OF CHANGES

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
AC	ACRN Establish 57 43600 294 3650 670003 000000 00000 27581F 503000 F78100 New ACRN Amount: \$112,510.01 Funding breakdown: On CLIN 002104: +\$91,510.01 On CLIN 002304: +\$21,000.00 PRIMIPR: GJSXB046800460 \$112,510.01	\$112,510.01
BD	ACRN Change 57 33010 113 3650 10E08B 010100 00000 27581F 503000 F78100 New ACRN Amount: \$407,180.45 Funding breakdown: On CLIN 0026AA: +\$46,923.21 PRIMIPR: GJSXB046800473 \$46,923.21	+\$46,923.21
BE	ACRN Establish 57 43010 114 3650 11E08B 000000 00000 27581F 503000 F78100 New ACRN Amount: \$73,201.98 Funding breakdown: On CLIN 0026AC: +\$57,701.98 On CLIN 0028AC: +\$15,500.00 PRIMIPR: GJSXB046800462 \$73,201.98	\$73,201.98
MB	ACRN Establish 57 43600 294 3650 675064 000000 00000 27449F 503000 F78100 New ACRN Amount: \$87,855.68 Funding breakdown: On CLIN 002105: +\$78,355.68 On CLIN 002305: +\$9,500.00 PRIMIPR: GMAXB046800470 \$87,855.68	\$87,855.68
RB	ACRN Establish 57 43600 294 3650 675065 000000 00000 27449F 503000 F78100 New ACRN Amount: \$17,200.00 Funding breakdown: On CLIN 002104: +\$0.00 On CLIN 002306: +\$4,000.00 On CLIN 002402: +\$13,200.00 PRIMIPR: GMAXB046800467 \$17,200.00	\$17,200.00

D. SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS:

Change entry for Attachment 2 to read as follows:

DOCUMENT	PGS	DATE	TITLE
ATTACHMENT 2	5	18 Nov 2003	LABOR RATES AND CATEGORIES, REVISION 7

III. RELEASE OF CLAIMS

SCHEDULE OF CHANGES

A. This supplemental agreement constitutes full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE
Z - LH

PAGE OF PAGES
1 of 2

2. AMENDMENT/MODIFICATION NO.
P00008

3. EFFECTIVE DATE

4. REQUISITION/PURCHASE REQ.NO.

5. PROJECT NO. (If applicable)

6. ISSUED BY ESC/JSK CODE FA8708

7. ADMINISTERED BY (If other than Item 6) CODE S2206A

ELECTRONIC SYSTEMS CENTER
AIR FORCE MATERIEL COMMAND, USAF
HANSCOM AFB, MA 01731-2119
JEFF W. BURHART 781-377-3999
jeff.burhart@hanscom.af.mil

DCMA BOSTON
495 SUMMER ST
BOSTON MA 02210-2138

MAILING DATE
FEB 06 2004

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)
P3I, INCORPORATED
77 MAIN STREET
3RD FLOOR
HOPKINTON MA 01748
(508) 435-7882

9A. AMENDMENT OF SOLICITATION NO.

9B. DATED (SEE ITEM 11)

10A. MODIFICATION OF CONTRACT/ORDER NO.
GS35F0247L F19628-02-F-8229

10B. DATED (SEE ITEM 13)
27 SEP 2002

CODE 1QHC4 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 or 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)

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

(X) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.

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).

X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
Mutual Agreement of the Parties

D. OTHER (Specify type of modification and authority)

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 incorporate Attachment 3, Revision 1 of the DD Form 254 and FAR Clause 52.243-3 (Changes-Time and Materials or Labor Hours) by reference. There is no change to the contract value.
Effective date of this modification is the stamped mail date.

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)
JANICE P. GOY, PRESIDENT

16A. NAME AND TITLE OF SIGNER (Type or print)
SHARLENE BEGLEY
Contracting Officer

15B. CONTRACTOR/OFFEROR

15C. DATE SIGNED
2 Feb 2004

16B. UNITED STATES OF AMERICA

16C. DATE SIGNED
04 FEB 05

(Signature of person authorized to sign)

(Signature of Contracting Officer)

SCHEDULE OF CHANGES

I. Purpose:

The purpose of this modification is to incorporate Attachment 3, Revision 1, which adds a performance location to the DD Form 254. The added location is the Alliance Ground Surveillance Support Staff in Brussels, Belgium. Also, FAR Clause 52.243-3 (Changes-Time and Materials or Labor Hours) is incorporated by reference.

II. Order F19628-02-F-8229 is amended as follows:

A. SECTION I - CONTRACT CLAUSES

Add the following to paragraph two:

52.243-3 CHANGES-TIME-AND-MATERIALS OR LABOR HOURS (SEPT 2000)

B. SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS:

Change entry for Attachment 3 to read as follows:

<u>DOCUMENT</u>	<u>PGS</u>	<u>DATE</u>	<u>TITLE</u>
ATTACHMENT 3	10	26 Sept 2003	DD FORM 254, CONTRACT SECURITY CLASSIFICATION SPECIFICATION, REVISION 1

III. RELEASE OF CLAIMS

A. This supplemental agreement constitutes full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE Z-LH	PAGE OF PAGES 1 of 10
2. AMENDMENT/MODIFICATION NO. P00009	3. EFFECTIVE DATE FAB708	4. ACQUISITION/PURCHASE REG. NO. SEE SCHEDULE		5. PROJECT NO. (if applicable)
6. ISSUED BY: ESOJ8K ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIAL COMMAND, USAF HANSCOM AFB, MA 01731-2118 JEFF W. BURHART 781-377-3998 jeff.burhart@hancom.af.mil		7. ADMINISTERED BY (if other than Item 4) OCMA BOSTON 495 SUMMER ST BOSTON MA 02210-2138		8. PROJECT NO. (if applicable) 82200A
8. NAME AND ADDRESS OF CONTRACTOR (No, street, county, State and ZIP Code) P3I, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (608) 435-7882			MAILING DATE FEB 26 2004	
9A. AMENDMENT OF SOLICITATION NO.			9B. DATED (SEE ITEM 11)	
10A. MODIFICATION OF CONTRACT/ORDER NO. G836F0247L F19628-02-F-8228			10B. DATED (SEE ITEM 13) 27 SEP 2002	
CODE: 1QHCA	FACILITY CODE		11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS	
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 or 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) SEE SCHEDULE				
13. THIS ITEM APPLIES ONLY TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.				
(X) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A. 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 43.102(b). X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Funding/Celling action IAW the terms of the order. D. OTHER (Specify type of modification and authority)				
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 1 copies to the issuing office. 14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF action headings, including solicitation/contract subject matter where feasible.) The purpose of this modification is to increase funding and ceiling for Option Year 1 by \$45,183.54 and adjust CLIN proposed ceiling values, as reflected in section B descriptive data, for the base year and option years 1-4. Effective date of this modification is the stamped mail date.				
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.				
15A. NAME AND TITLE OF SIGNER (Type or print) James P. Guy, President		15B. NAME AND TITLE OF SIGNER (Type or print) SHARLENE BEGLEY Contracting Officer		15C. DATE SIGNED
15B. CONTRACTOR/OFFEROR James P. Guy (Signature of person authorized to sign)		15C. DATE SIGNED 24 Feb 2004		15D. UNITED STATES OF AMERICA
		BY: Sharlene Begley (Signature of Contracting Officer)		15E. DATE SIGNED 25 FEB 2004

SCHEDULE OF CHANGES

I. PURPOSE:

The purpose of this modification is to increase funding and ceiling for Option Year 1 by \$45,183.54. CLIN 0021 ceiling is increased by \$1,035.75 and CLIN 0026 is decreased by \$1,035.75 for a zero net change and CLINs 0003, 0009, 0041, 0046, 0061, 0066, 0081, 0086 are adjusted to reflect prior proposed ceiling adjustments. These adjustments align the total proposed CLIN ceiling values and section G, paragraph 4 ceiling values. There is a correction to ceilings in CLINS 0021 and 0026. P00007 erroneously increased ceilings for CLIN 0021 and 0026, by \$33,395.56 and \$24,743.32 respectively, when they should have been decreased by those amounts. Therefore CLIN 0021 is reduced by \$66,791.12 and CLIN 0026 is reduced by \$49,486.64 to correct the error (these corrections are included in the net changes to those CLINs reflected above).

II. Order F19628-02-F-8229 is amended as follows:

A. SECTION A - CONTRACT FORM:

DD1155, Block 25, is changed as follows:

FROM:	\$2,849,757.47	(P00007)
BY:	\$45,183.54	
TO:	\$2,894,941.01	(P00009)

B. SECTION B - SUPPLIES OR SERVICES:

a. Change CLIN 0003, 0009, 0021, 0026, 0041, 0046, 0061, 0066, 0081, 0086 and establish sub-CLIN 002106 to read as follows:

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0003	CLIN Change		+\$0.00

Noun: TRAVEL (R&D FUNDS) - BASIC PERIOD
Total Item Amount: \$45,615.61
ACRN: 9
Contract type: S - COST
Start Date: ASREQ
Completion Date: 31 MAR 2003

Descriptive Data:

- A. The Contractor shall provide Travel in support of CLIN 0001 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.
- B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 August 2002 to 31 March 2003.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling is \$45,615.61.
- G. Proposed ceiling for this CLIN is decreased from \$65,991.86 by \$3,200.00 to \$62,791.86. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0009

CLIN Change

Noun:

NSN:

Descriptive Data:

OTHER DIRECT COSTS (PROC FUNDS) - BASIC PERIOD

N - Not Applicable

A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0006 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.

B. SubCLINs under this Parent CLIN will be funded by Procurement funds.
C. The contractor shall not exceed the amount obligated on this task order at any time.

D. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.

E. Proposed ceiling for this CLIN decreased from \$14,400.00 by \$14,400.00 to \$0.00. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0021	CLIN Change		+\$45,183.54
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Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 1
New Total Item Amount: \$1,122,733.85
ACRN: 9
Contract type: Z - LABOR HOUR
Start Date: ASREQ
Completion Date: 31 MAR 2004
Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 April 2003 to 31 March 2004.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$1,077,550.31 by \$45,183.54 to \$1,122,733.85.
- G. Proposed ceiling for this CLIN decreases from \$1,188,489.22 by \$65,755.37 to \$1,122,733.85. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

002106	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	DC	+\$45,183.54
	<i>PRIMIPR:</i>	GMAXB046801063	\$45,183.54
	<i>Descriptive Data:</i>		
	PR Complete		

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0026	<p>CLIN Change</p> <p><i>Noun:</i> JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 1</p> <p><i>Descriptive Data:</i></p> <p>A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.</p> <p>B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.</p> <p>C. SubCLINs under this Parent CLIN will be funded by Procurement funds.</p> <p>D. The Period of Performance is from 01 April 2003 to 31 March 2004.</p> <p>E. The contractor shall not exceed the amount obligated on this task order at any time.</p> <p>F. Contract funding and ceilings for SubCLINs under this CLIN is \$480,747.65. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.</p> <p>G. Proposed ceiling for this CLIN is decreased from \$538,249.42 by \$50,522.39 to \$487,727.03. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.</p>		

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0041 OPTION CLIN (service)

Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 2

Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 April 2004 to 31 March 2005.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$0 by \$0 to \$0.
- G. Proposed ceiling for this CLIN decreased from **\$1,248,382.08** by **\$13,627.10** to **\$1,234,754.98**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0046 OPTION CLIN (service)

Noun: JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 2

Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. SubCLINs under this Parent CLIN will be funded by Procurement funds.
- D. The Period of Performance is from 01 April 2004 to 31 March 2005.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
- G. Proposed ceiling for this CLIN decreased from **\$643,105.92** by **\$113,925.12** to **\$529,180.70**. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0061 OPTION CLIN (service)

Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 3

Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 April 2005 to 31 March 2006.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$0 by \$0 to \$0.
- G. Proposed ceiling for this CLIN decreased from \$1,285,845.58 by \$14,050.64 to \$1,271,794.94. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0066 OPTION CLIN (service)

Noun: JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 3

Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. SubCLINs under this Parent CLIN will be funded by Procurement funds.
- D. The Period of Performance is from 01 April 2005 to 31 March 2006.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
- G. Proposed ceiling for this CLIN decreased from \$662,405.30 by \$117,350.32 to \$545,054.98. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0081 OPTION CLIN (service)

Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 4

Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 April 2006 to 31 December 2006.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling increases from \$0 by \$0 to \$0.
- G. Proposed ceiling for this CLIN **decreased from \$964,384.19 by \$10,537.98 to \$953,846.21**. Additionalunds may be added to this CLIN to accommodate In-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

0086 OPTION CLIN (service)

Noun: JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 4

Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. SubCLINs under this Parent CLIN will be funded by Procurement funds.
- D. The Period of Performance is from 01 April 2006 to 31 December 2006.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.
- G. Proposed ceiling for this CLIN **decreased from \$496,803.97 by \$88,012.74 to \$408,791.23**. Additional funds may be added to this CLIN to accommodate In-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

SCHEDULE OF CHANGES

C. SECTION G - CONTRACT ADMINISTRATION/PAYMENT DATA:

1. Paragraph 1, sub-paragraph b(4), change to read as follows:

D-series DARPA/US Army/CAESAR/NATO R&D/OSD Funds

2. Paragraph 5, change information to read as follows:

Basic Period \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
Option Period 1 \$1,760,081.50 (\$1,603,481.50 labor; \$117,000.00 travel; \$39,600.00 ODC)
Option Period 2 \$0 -Not Yet Exercised
Option Period 3 \$0 -Not Yet Exercised
Option Period 4 \$0 -Not Yet Exercised

3. Establish ACRN DC to read as follows:

<u>ACRN</u>	<u>Appropriation/Lmt Subhead/Supplemental Accounting Data</u>	<u>Obligation Amount</u>
DC	ACRN Establish	\$45,183.54
	57 43600 294 4750 69320G 000000 00000 401000 503000 F78100	
	New ACRN Amount: \$45,183.54	
	Funding breakdown: On CLIN 002106: +\$45,183.54	
	PRIMIPR: GMAXB046801083 \$45,183.54	

D. SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS:

Change entry for Attachment 2 to read as follows:

<u>DOCUMENT</u>	<u>PGS</u>	<u>DATE</u>	<u>TITLE</u>
ATTACHMENT 2	5	31 Jan 2004	LABOR RATES AND CATEGORIES, REVISION 8

III. RELEASE OF CLAIMS

A. This supplemental agreement constitutes full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE
Z - LH

PAGE OF PAGES
1 of 2

2. AMENDMENT/MODIFICATION NO.
P00010

3. EFFECTIVE DATE
FA8708

4. REQUISITION/PURCHASE REQ. NO.

5. PROJECT NO. (If applicable)

6. ISSUED BY ESC/JSK CODE FA8708

ELECTRONIC SYSTEMS CENTER
AIR FORCE MATERIAL COMMAND, USAF
HANSCOM AFB, MA 01731-2119
JEFF W. BURHART 781-377-3999
jeff.burhart@hanscom.af.mil

7. ADMINISTERED BY (If other than Item 6) CODE S2206A

DCMA BOSTON
495 SUMMER ST
BOSTON MA 02210-2138

MAILING DATE

MAR 23 2004

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

P3I, INCORPORATED
77 MAIN STREET
3RD FLOOR
HOPKINTON MA 01748
(508) 435-7882

9A. AMENDMENT OF SOLICITATION NO.

9B. DATED (SEE ITEM 11)

10A. MODIFICATION OF CONTRACT/ORDER NO.
GS35F0247L F19628-02-F-8229

10B. DATED (SEE ITEM 13)
27 SEP 2002

CODE 1QHC4 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 or 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)

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

(X) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.

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).

X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Paragraph 9 of BPA F19628-02-A-0069

D. OTHER (Specify type of modification and authority)

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 establish the new labor category, " " for Option Years 1-4.

Effective date of this modification is the stamped mail date.

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) JAWICE P. GUY, President	16A. NAME AND TITLE OF SIGNER (Type or print) SHARLENE BEGLEY Contracting Officer
15B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA
15C. DATE SIGNED 19 Mar 2003	16C. DATE SIGNED 04 MAR 22
(Signature of person authorized to sign)	BY (Signature of Contracting Officer)

SCHEDULE OF CHANGES

I. PURPOSE:

The purpose of this modification is to establish the new labor category of, designated by . The new category has no affect on funding and ceiling as funding and ceiling have been moved from the . category to support the change in personnel. The moves are as follows:

- Option Year 1 from) to
- Option Year 2 from to
- Option Year 3 from to
- Option Year 4 from

Attachment two has been updated to reflect the new labor category in Option years 1-4.

II. Order F19628-02-F-8229 is amended as follows:

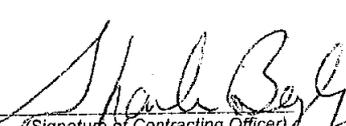
SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS:

Change entry for Attachment 2 to read as follows:

DOCUMENT	PGS	DATE	TITLE
ATTACHMENT 2	5	8 Mar 2004	LABOR RATES AND CATEGORIES, REVISION 9

III. RELEASE OF CLAIMS

A. This supplemental agreement constitutes full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE Z - LH	PAGE OF PAGES 1 of 11
2. AMENDMENT/MODIFICATION NO. P00011		3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO. (If applicable)
ISSUED BY ESC/JSK CODE		FA8708	7. ADMINISTERED BY (If other than Item 6)		CODE S2206A
ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIAL COMMAND, USAF HANSCOM AFB, MA 01731-2119 JEFF W. BURHART 781-377-3999 jeff.burhart@hanscom.af.mil			DCMA BOSTON 495 SUMMER ST BOSTON MA 02210-2138		MAILING DATE MAR 31 2004
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)				(X)	
P3I, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (508) 435-7882				9A. AMENDMENT OF SOLICITATION NO.	
				9B. DATED (SEE ITEM 11)	
				X	
				10A. MODIFICATION OF CONTRACT/ORDER NO. GS35F0247L F19628-02-F-8229	
				10B. DATED (SEE ITEM 13) 27 SEP 2002	
CODE 1QHC4		FACILITY CODE			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 or 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) SEE SCHEDULE					
13. THIS ITEM APPLIES ONLY TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A.					
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).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) Unilateral option exercise IAW FAR 52.217-09 Option to Extend the Term of the Contract					
E. IMPORTANT: Contractor <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return _____ 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 exercise Option 2 for the Period of Performance from 1 April 2004 to 31 March 2005 and includes initial funding in the amount of \$1,277,627.20 for task period. Attached is a revised ATTACHMENT 2 to reflect funding of Option 2 exercise. The effective date of this modification is the stamped mail date.					
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.					
15A. NAME AND TITLE OF SIGNER (Type or print)			16A. NAME AND TITLE OF SIGNER (Type or print)		
			SHARLENE BEGLEY Contracting Officer		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
					30 MAR 2004
(Signature of person authorized to sign)			BY  (Signature of Contracting Officer)		

I. Purpose

The purpose of this Modification P00011 is to exercise Option 2 for the Period of Performance from 1 April 2004 to 31 March 2005. It provides initial funding in the amount of \$1,277,627.20 and incorporates a revised ATTACHMENT 2 to reflect funding of Option 2 exercise.

II. AMENDMENT OF CONTRACT:

Task Order F19628-02-F-8229 is amended as follows:

A. SECTION A - CONTRACT FORM:

DD 1155, Block 25, is changed as follows:

FROM: \$2,894,941.00 (P00009)
BY: \$1,277,627.20
TO: \$4,172,568.20 (P00011)

B. SECTION B - SUPPLIES OR SERVICES:

Change CLINS 0041, 0042, 0043, 0044, 0046, 0047, 0048, 0049 and establish sub CLINS 004101, 004102, 004103, 004104, 004105, 004301, 004302, 004303, 004401, 0046AA, 0046AB, 0048AA, 0048AB as follows:

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0041	CLIN Establish		\$833,621.34
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Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 2
Contract type: Z - LABOR HOUR
Start Date: ASREQ
Completion Date: 31 MAR 2004
Descriptive Data:

A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
 B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
 C. This CLIN will be funded by R&D funds.
 D. The Period of Performance is from 01 April 2004 to 31 March 2005.
 E. The contractor shall not exceed the amount obligated on this task order at any time.
 F. Contract funding and ceiling increases from \$0 by \$833,621.34 to \$833,621.34.
 G. Proposed ceiling for this CLIN is \$1,234,754.98. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

004101	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AC	+\$315,823.49
	<i>PRIMIPR:</i>	GJSXB046801635	\$315,823.49

004102	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AD	+\$10,821.12
	<i>PRIMIPR:</i>	GJSXB046801558	\$10,821.12

004103	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RB	+\$48,002.39
	<i>PRIMIPR:</i>	GMAXB046801595	\$48,002.39

004104	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	MB	+\$288,521.54
	<i>PRIMIPR:</i>	GMAXB046801603	\$288,521.54

004105	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	DC	+\$170,452.80
	<i>PRIMIPR:</i>	GMAXB046801599	\$170,452.80

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0042	CLIN Establish	1 Lot	NSP NSP
	<p><i>Noun:</i> DATA FOR CLIN 0041 (R&D FUNDS) - OPTION PERIOD 2</p> <p><i>ACRN:</i> U</p> <p><i>NSN:</i> N - Not Applicable</p> <p><i>Contract type:</i> Z - LABOR HOUR</p> <p><i>Inspection:</i> DESTINATION</p> <p><i>Acceptance:</i> DESTINATION</p> <p><i>FOB:</i> DESTINATION</p> <p><i>Descriptive Data:</i></p> <p>A. The Contractor shall furnish Data in support of CLIN 0041, in accordance with Exhibit A, Contract Data Requirements List (CDRL), DD Form 1423.</p> <p>B. Place of Delivery is the Addressee(s) on the Exhibit.</p> <p>C. Completion Date: As required in accordance with Exhibit A.</p> <p>D. This CLIN is Not Separately Priced (NSP). The cost of the data, including all costs of preparing, formatting, reproducing, and delivering data in accordance with the task order requirements shall be included in CLIN 0041.</p> <p>E. The Period of Performance is from 01 April 2004 to 31 March 2005.</p>		
0043	CLIN Establish		\$41,900.00
	<p><i>Noun:</i> TRAVEL (R&D FUNDS) - OPTION PERIOD 2</p> <p><i>Contract type:</i> S - COST</p> <p><i>Start Date:</i> ASREQ</p> <p><i>Completion Date:</i> 31 MAR 2004</p> <p><i>Descriptive Data:</i></p> <p>A. The Contractor shall provide Travel in support of CLIN 0041 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.</p> <p>B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).</p> <p>C. This CLIN will be funded by R&D funds.</p> <p>D. The Period of Performance is from 01 April 2004 to 31 March 2005.</p> <p>E. The contractor shall not exceed the amount obligated on this task order at any time.</p> <p>F. Contract funding and ceiling increases from \$0 by \$41,900.00 to \$41,900.00.</p> <p>G. Proposed ceiling for this CLIN is \$112,354.39. Additional funds may be added to this CLIN to accommodate in -scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.</p>		
004301	CLIN Establish		
	<p><i>Noun:</i> Funding Info Only</p> <p><i>ACRN:</i> AC +\$20,750.00</p> <p><i>PRIMIPR:</i> GJSXB046801635 \$20,750.00</p>		

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
004302	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PRIMIPR:</i>	Funding Info Only RB GMAXB046801595	+ \$750.00 \$750.00
004303	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PRIMIPR:</i>	Funding Info Only MB GMAXB046801603	+ \$20,400.00 \$20,400.00
0044	CLIN Establish <i>Noun:</i> <i>NSN:</i> <i>Contract type:</i> <i>Inspection:</i> <i>Acceptance:</i> <i>FOB:</i> <i>Descriptive Data:</i>	1 Lot OTHER DIRECT COSTS (R&D FUNDS) - OPTION PERIOD 2 N - Not Applicable S - COST DESTINATION DESTINATION DESTINATION	\$50,400.00 \$50,400.00
	<p>A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0041 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.</p> <p>B. This CLIN will be funded by R&D funds.</p> <p>C. The Period of Performance is from 01 April 2004 to 31 March 2005.</p> <p>D. The contractor shall not exceed the amount obligated on this task order at any time.</p> <p>E. Contract funding and ceiling increases from \$0 by \$50,400.00 to \$50,400.00.</p> <p>F. Proposed ceiling for this CLIN is \$52,800.00. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.</p>		
004401	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PRIMIPR:</i>	Funding Info Only DC GMAXB046801599	+ \$50,400.00 \$50,400.00

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0046	CLIN Establish <i>Noun:</i> <i>Descriptive Data:</i>	JS/MA LABOR HOURS (PROC FUNDS) - OPTION PERIOD 2	
	<p>A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.</p> <p>B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.</p> <p>C. SubCLINs under this Parent CLIN will be funded by Procurement funds.</p> <p>D. The Period of Performance is from 01 April 2004 to 31 March 2005.</p> <p>E. The contractor shall not exceed the amount obligated on this task order at any time.</p> <p>F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$334,605.86 to \$334,605.86. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.</p> <p>G. Proposed ceiling for this CLIN is \$529,180.70. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.</p>		
0046AA	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PRIMIPR:</i> <i>Contract type:</i> <i>Start Date:</i> <i>Completion Date:</i>	Funding Info Only BD GJSXB046801624 \$123,475.42 Z - LABOR HOUR ASREQ 25 MAR 2004	\$123,475.42
0046AB	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PRIMIPR:</i> <i>Contract type:</i> <i>Start Date:</i> <i>Completion Date:</i>	Funding Info Only BE GJSXB046801608 \$211,130.44 Z - LABOR HOUR ASREQ ASREQ	\$211,130.44

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0047	CLIN Establish	1 Lot	NSP NSP
	<p><i>Noun:</i> DATA FOR CLIN 0046 (PROC FUNDS) - OPTION PERIOD 2</p> <p><i>ACRN:</i> U</p> <p><i>NSN:</i> N - Not Applicable</p> <p><i>DD1423 is Exhibit:</i> A</p> <p><i>Contract type:</i> Z - LABOR HOUR</p> <p><i>Inspection:</i> DESTINATION</p> <p><i>Acceptance:</i> DESTINATION</p> <p><i>FOB:</i> DESTINATION</p> <p><i>Descriptive Data:</i></p> <p>A. The Contractor shall furnish Data in support of CLIN 0001, in accordance with Exhibit A, Contract Data Requirements List (CDRL), DD Form 1423.</p> <p>B. Place of Delivery is the Addressee(s) on the Exhibit.</p> <p>C. Completion Date: As required in accordance with Exhibit A.</p> <p>D. This CLIN is Not Separately Priced (NSP). The cost of the data, including all costs of preparing, formatting, reproducing, and delivering data in accordance with the task order requirements shall be included in CLIN 0046.</p> <p>E. The Period of Performance is from 01 April 2004 to 31 March 2005.</p>		
0048	CLIN Establish		
	<p><i>Noun:</i> TRAVEL (PROC FUNDS) - OPTION PERIOD 2</p> <p><i>DD1423 is Exhibit:</i> A</p> <p><i>Descriptive Data:</i></p> <p>A. The Contractor shall provide Travel in support of CLIN 0046 on a cost-reimbursable basis only as required, to include, but not limited to, meetings, briefings, lectures, symposiums, mandatory training, and deployment support at both local and remote locations.</p> <p>B. No profit or fee shall be payable in support of this CLIN. All allowable and allocable "permanent" relocation costs (in accordance with FAR 31.205-35 and FAR 31.205-44(1)), when authorized by the Government, are recoverable costs under this CLIN. All Other Direct Costs associated with these orders shall be reimbursed in accordance with Section H Special Contract Requirement No. (7).</p> <p>C. SubCLINs under this Parent CLIN will be funded by Procurement funds.</p> <p>D. The Period of Performance is from 01 April 2004 to 31 March 2005.</p> <p>E. The contractor shall not exceed the amount obligated on this task order at any time.</p> <p>F. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$17,100.00 to \$17,100.00. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.</p> <p>G. Proposed ceiling for this CLIN is \$57,879.53. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.</p>		

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0048AA	CLIN Establish		\$4,900.00
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	BD	
	<i>PRIMIPR:</i>	GJSXB046801624	\$4,900.00
	<i>Contract type:</i>	S - COST	
	<i>Start Date:</i>	ASREQ	
	<i>Completion Date:</i>	ASREQ	
0048AB	CLIN Establish		\$12,200.00
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	BE	
	<i>PRIMIPR:</i>	GJSXB046801608	\$12,200.00
	<i>Contract type:</i>	S - COST	
	<i>Start Date:</i>	ASREQ	
	<i>Completion Date:</i>	ASREQ	
0049	CLIN Establish		
	<i>Noun:</i>	OTHER DIRECT COSTS (PROC FUNDS) - OPTION PERIOD 2	
	<i>NSN:</i>	N - Not Applicable	
	<i>Descriptive Data:</i>		
	<p>A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0046 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.</p> <p>B. SubCLINs under this Parent CLIN will be funded by Procurement funds.</p> <p>C. The Period of Performance is from 01 April 2004 to 31 March 2005.</p> <p>D. The contractor shall not exceed the amount obligated on this task order at any time.</p> <p>E. Contract funding and ceilings for SubCLINs under this CLIN increase from \$0 by \$0 to \$0. The total of all SubCLINs associated with this CLIN will not exceed the ceiling of this CLIN.</p> <p>F. Proposed ceiling for this CLIN is \$0. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.</p>		

C. SECTION F - DELIVERIES OR PERFORMANCE

SCHEDULE OF CHANGES

ITEM	SUPPLIES SCHEDULE DATA	QTY	SHIP TO	MARK FOR	TRANS PRI	DATE
0042		1	FA8708			ASREQ
	<p><i>Noun:</i> DATA FOR CLIN 0041 (R&D FUNDS) - OPTION PERIOD 2</p> <p><i>ACRN:</i> U</p> <p><i>Descriptive Data:</i> A. All data shall be delivered in accordance with Exhibit A, Contract Data Requirements List. See DD Form 1423 for electronic recipient (e-mail) addresses.</p>					
0044		1	FA8708			31 Mar 2005
	<p><i>Noun:</i> OTHER DIRECT COSTS (R&D FUNDS) - OPTION PERIOD 2</p> <p><i>Descriptive Data:</i> A. Material shall be delivered as required.</p>					
0047		1	FA8708			ASREQ
	<p><i>Noun:</i> DATA FOR CLIN 0046 (PROC FUNDS) - OPTION PERIOD 2</p> <p><i>ACRN:</i> U</p> <p><i>Descriptive Data:</i> A. All data shall be delivered in accordance with Exhibit A, Contract Data Requirements List. See DD Form 1423 for electronic recipient (e-mail) addresses.</p>					

D. SECTION G - CONTRACT ADMINISTRATION/PAYMENT DATA:

a. Change Paragraph 4 to read as follows:

Basic Period \$1,242,961.75 (\$1,110,974.08 labor; \$96,787.67 travel; \$35,200.00 ODC)
 Option Period 1 \$1,817,748.57 (\$1,610,460.88 labor; \$154,487.69 travel; \$52,800.00 ODC)
 Option Period 2 \$1,986,969.60 (\$1,763,935.68 labor; \$170,233.92 travel; \$52,800.00 ODC)
 Option Period 3 \$2,044,992.50 - Not Yet Exercised
 Option Period 4 \$1,533,744.37 - Not Yet Exercised

b. Change Paragraph 5 to read as follows:

Basic Period \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
 Option Period 1 \$1,760,081.50 (\$1,603,481.50 labor; \$117,000.00 travel; \$39,600.00 ODC)
 Option Period 2 \$1,277,627.20 (\$1,168,227.20 labor; \$59,000.00 travel; \$50,400.00 ODC)
 Option Period 3 \$0-Not Yet Exercised
 Option Period 4 \$0-Not Yet Exercised

b. Change ACRNs AC, BD, BE, DC, MB, RB and establish ACRN AD as follows:

SCHEDULE OF CHANGES

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
AC	ACRN Change 57 43600 294 3650 670003 000000 00000 27581F 503000 F78100 New ACRN Amount: \$449,083.50 Funding breakdown: On CLIN 004101: +\$315,823.49 On CLIN 004301: +\$20,750.00 PRIMIPR: GJSXB046801635 \$336,573.49	+\$336,573.49
AD	ACRN Establish 57 43600 294 3650 675045 000000 00000 27448F 503000 F78100 New ACRN Amount: \$10,821.12 Funding breakdown: On CLIN 004102: +\$10,821.12 PRIMIPR: GJSXB046801558 \$10,821.12	\$10,821.12
BD	ACRN Change 57 33010 113 3650 10E08B 010100 00000 27581F 503000 F78100 New ACRN Amount: \$535,555.87 Funding breakdown: On CLIN 0046AA: +\$123,475.42 On CLIN 0048AA: +\$4,900.00 PRIMIPR: GJSXB046801624 \$128,375.42	+\$128,375.42
BE	ACRN Change 57 43010 114 3650 11E08B 000000 00000 27581F 503000 F78100 New ACRN Amount: \$296,532.42 Funding breakdown: On CLIN 0046AB: +\$211,130.44 On CLIN 0048AB: +\$12,200.00 PRIMIPR: GJSXB046801608 \$223,330.44	+\$223,330.44
DC	ACRN Change 57 43600 294 4750 69320G 000000 00000 401000 503000 F78100 New ACRN Amount: \$266,036.34 Funding breakdown: On CLIN 004105: +\$170,452.80 On CLIN 004401: +\$50,400.00 PRIMIPR: GMAXB046801599 \$220,852.80	+\$220,852.80
MB	ACRN Change 57 43600 294 3650 675064 000000 00000 27449F 503000 F78100 New ACRN Amount: \$396,777.22 Funding breakdown: On CLIN 004104: +\$288,521.54 On CLIN 004303: +\$20,400.00 PRIMIPR: GMAXB046801603 \$308,921.54	+\$308,921.54

SCHEDULE OF CHANGES

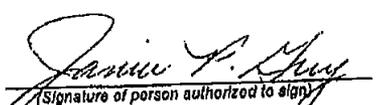
ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
RB	ACRN Change	+\$48,752.39
	57 43600 294 3650 675065 000000 00000 27449F 503000 F78100	
	New ACRN Amount: \$65,952.39	
	Funding breakdown: On CLIN 004103: +\$48,002.39	
	On CLIN 004302: +\$750.00	
	PRIMIPR: GMAXB046801595 \$48,752.39	

E. SECTION J - ATTACHMENTS/EXHIBITS:

Change Attachment 2 to read:

1.	<u>Document</u>	<u>Pgs</u>	<u>Date</u>	<u>Title</u>
	Attachment 2	6	17 Mar 2004	Labor Rates and Categories, Rev 10

III. This Supplemental Agreement constitutes a full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE Z - LH	PAGE OF PAGES 1 of 6
2. AMENDMENT/MODIFICATION NO. P00012		3. EFFECTIVE DATE FA8708		4. REQUISITION/PURCHASE REQ.NO. SEE SCHEDULE	
6. ISSUED BY EESC/JSK CODE		7. ADMINISTERED BY (If other than Item 6) DCMA BOSTON 495 SUMMER ST BOSTON MA 02210-2138		5. PROJECT NO. (If applicable) CODE S2206A	
ELECTRONIC SYSTEMS CENTER AIR FORCE MATERIEL COMMAND, USAF HANSCOM AFB, MA 01731-2119 JEFF W. BURHART 781-377-3899 jeff.burhart@hanscom.af.mil					
8. NAME AND ADDRESS OF CONTRACTOR (No. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100) P3I, INCORPORATED 77 MAIN STREET 3RD FLOOR HOPKINTON MA 01748 (508) 435-7882			<div style="border: 2px solid black; padding: 5px; display: inline-block;"> MAILING DATE JUN 16 2004 </div>		
9A. AMENDMENT OF SOLICITATION NO.					
9B. DATED (SEE ITEM 11)			10A. MODIFICATION OF CONTRACT/ORDER NO. GS36F0247L F19828-02-F-8229		
10B. DATED (SEE ITEM 13) 27 SEP 2002					
CODE 1GHC4		FACILITY CODE			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 or 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) SEE SCHEDULE					
13. THIS ITEM APPLIES ONLY TO MODIFICATION 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: () THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. ITEM 10A. <input type="checkbox"/> 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: The respective GSA FSS, ESC BPA and this order. <input type="checkbox"/> D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> 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 deobligate \$25,755.67 and obligate \$12,160.00. The effective date of this modification is the stamped mail date.					
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.					
16A. NAME AND TITLE OF SIGNER (Type or print) JANICE P. GUY, PRESIDENT			16A. NAME AND TITLE OF SIGNER (Type or print) BLAKE W. ROBERTSON Contracting Officer		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED 26 May 2004		16B. UNITED STATES OF AMERICA	
 (Signature of person authorized to sign)		 BY (Signature of Contracting Officer)		15 JUN 04	

SCHEDULE OF CHANGES

I. Purpose

The purpose of this Modification P00012 is to deobligate \$25,755.57 due to a discount at the time of invoice. Also, \$12,150.00 are obligated to fully fund CLIN 0024. A revised attachment two is incorporated to reflect the changes. Additionally, this mod corrects an administrative error on a PR obligated in ACRN AD on P00011. The PR was added as GJSXB046801558, and it should be GJSXB046801588. This administrative change results in no change to the contract price.

II. AMENDMENT OF CONTRACT:

Task Order F19628-02-F-8229 is amended as follows:

A. SECTION A - CONTRACT FORM:

DD 1155, Block 25, is changed as follows:

FROM: \$4,172,568.20 (P00011)
BY: \$ (13,605.57)
TO: \$4,158,962.63 (P00012)

B. SECTION B - SUPPLIES OR SERVICES:

Change CLINS 0021, 0024, Sub-CLINs 002102, 002103, 002402, 04102 and establish Sub-CLIN 002403 as follows:

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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0021	CLIN Change		-\$15,855.57
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Noun: JS/MA LABOR HOURS (R&D FUNDS) - OPTION PERIOD 1
New Total Item Amount: \$1,106,878.28
ACRN: 9
Contract type: Z - LABOR HOUR
Start Date: ASREQ
Completion Date: 31 MAR 2004
Descriptive Data:

- A. The Contractor shall furnish non-personal advisory & assistance services Labor in support of the Joint STARS and MC2A System Program Offices (SPOs) to accomplish tasks as identified in Task Order Attachment No. 1, Statement of Work (SOW), in accordance with GSA Schedule GS-35F-0247L and BPA F19628-02-A-0028, and other terms and conditions of this Task Order.
- B. This Task Order will be billed at the hourly rates listed in the schedule at Attachment No. 2, Labor Rates and Categories. Labor Rates include wages, fringe benefits, overhead, inflation, general and administrative expenses, and profit.
- C. This CLIN will be funded by R&D funds.
- D. The Period of Performance is from 01 April 2003 to 31 March 2004.
- E. The contractor shall not exceed the amount obligated on this task order at any time.
- F. Contract funding and ceiling decreases from \$1,122,733.85 by \$15,855.57 to \$1,106,878.28.
- G. Proposed ceiling for this CLIN is \$1,122,733.85. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.

002102	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	MA	-\$8,417.19
	<i>PR/MIPR:</i>	GMAXB036803192	-\$8,417.19

002103	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RA	-\$7,438.38
	<i>PR/MIPR:</i>	GMAXB036803196	-\$7,438.38

SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
0024	CLIN Change		\$41,850.00
		Lot	+\$2,250.00
	<i>Noun:</i>	OTHER DIRECT COSTS (R&D FUNDS) - OPTION PERIOD 1	
	<i>Total Quantity:</i>	1	
	<i>New Total Item Amount:</i>	\$41,850.00	
	<i>ACRN:</i>	9	
	<i>NSN:</i>	N - Not Applicable	
	<i>Contract type:</i>	S - COST	
	<i>Inspection:</i>	DESTINATION	
	<i>Acceptance:</i>	DESTINATION	
	<i>FOB:</i>	DESTINATION	
	<i>Descriptive Data:</i>		
	A. The Contractor shall provide Other Direct Costs (ODCs) in support of CLIN 0021 on a cost-reimbursable basis only, as required. Material contemplated under this CLIN does not include administrative supplies normally consumed and included as part of general and administrative expenses. See Section H, Special Contract Requirement No's. (6) and (7) for guidance on Items authorized for purchase under this CLIN. No profit or fee shall be paid in support of this CLIN.		
	B. This CLIN will be funded by R&D funds.		
	C. The Period of Performance is from 01 April 2003 to 31 March 2004.		
	D. The contractor shall not exceed the amount obligated on this task order at any time.		
	E. Contract funding and ceiling increases from \$39,600.00 by \$2,250.00 to \$41,850.00.		
	F. Proposed ceiling for this CLIN is \$52,800.00. Additional funds may be added to this CLIN to accommodate in-scope increases in effort under this CLIN which were projected but not funded or ordered at the inception of work under this CLIN.		

002402	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	RB	-\$9,900.00
	<i>PR/MIPR:</i>	GMAXB046800467	-\$9,900.00
002403	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	DC	+\$12,150.00
	<i>PR/MIPR:</i>	GMAXB046802210	\$12,150.00
004102	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AD	+\$0.00
	<i>PR/MIPR:</i>	GJSXB046801588	\$10,821.12
		GJSXB046801558	-\$10,821.12

D. SECTION G - CONTRACT ADMINISTRATION/PAYMENT DATA:

SCHEDULE OF CHANGES

a. Change Paragraph 5 to read as follows:

From: Basic Period \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
 Option Period 1 \$1,760,081.50 (\$1,603,481.50 labor; \$117,000.00 travel; \$39,600.00 ODC)
 Option Period 2 \$1,277,627.20 (\$1,168,227.20 labor; \$59,000.00 travel; \$50,400.00 ODC)
 Option Period 3 \$0-Not Yet Exercised
 Option Period 4 \$0-Not Yet Exercised

TO: Basic Period \$1,134,859.51 (\$1,023,458.53 labor; \$76,200.98 travel; \$35,200.00 ODC)
 Option Period 1 \$1,746,475.93 (\$1,587,825.93 labor; \$117,000.00 travel; \$41,850.00 ODC)
 Option Period 2 \$1,277,627.20 (\$1,168,227.20 labor; \$59,000.00 travel; \$50,400.00 ODC)
 Option Period 3 \$0-Not Yet Exercised
 Option Period 4 \$0-Not Yet Exercised

b. Change ACRNs, AD, DC, MA, RA and RB as follows:

<u>ACRN</u>	<u>Appropriation/Lmt Subhead/Supplemental Accounting Data</u>	<u>Obligation Amount</u>
AD	ACRN Change 57 43600 294 3650 675045 000000 00000 27448F 503000 F78100 Total ACRN Amount: \$10,821.12 Funding breakdown: On CLIN 004102: +\$0.00 PR/MIPR: GJSXB046801588 \$10,821.12 GJSXB046801558 -\$10,821.12	+\$0.00
DC	ACRN Change 57 43600 294 4750 68320G 000000 00000 401000 503000 F78100 New ACRN Amount: \$278,186.34 Funding breakdown: On CLIN 002403: +\$12,150.00 PR/MIPR: GMAXB046802210 \$12,150.00 Descriptive data: PR/MIPR Complete	+\$12,150.00
MA	ACRN Change 57 33600 293 3650 675064 000000 00000 27449F 503000 F78100 New ACRN Amount: \$304,477.65 Funding breakdown: On CLIN 002102: -\$8,417.19 PR/MIPR: GMAXB036803192 -\$8,417.19 Descriptive data: PR/MIPR Complete	-\$8,417.19

SCHEDULE OF CHANGES

<u>ACRN</u>	<u>Appropriation/Lmt Subhead/Supplemental Accounting Data</u>	<u>Obligation Amount</u>
RA	ACRN Change 57 33600 293 3650 675065 000000 00000 27449F 503000 F78100 <i>New ACRN Amount:</i> \$462,324.11 <i>Funding breakdown:</i> On CLIN 002103: -\$7,438.38 <i>PR/MIPR:</i> GMAXB036803196 -\$7,438.38 <i>Descriptive data:</i> PR/MIPR COMPLETE.	-\$7,438.38
RB	ACRN Change 57 43600 294 3650 675065 000000 00000 27449F 503000 F78100 <i>New ACRN Amount:</i> \$56,052.39 <i>Funding breakdown:</i> On CLIN 002402: -\$9,900.00 <i>PR/MIPR:</i> GMAXB046800467 -\$9,900.00 <i>Descriptive data:</i> PR/MIPR Complete	-\$9,900.00

E. SECTION J - ATTACHMENTS/EXHIBITS:

Change Attachment 2 to read:

1.	<u>Document</u>	<u>Pgs</u>	<u>Date</u>	<u>Title</u>
	Attachment 2	6	17 May 2004	Labor Rates and Categories, Rev 11

III. This Supplemental Agreement constitutes a full, complete, and final settlement of any and all rights to equitable adjustment under any provision of this contract arising out of or related to the changes contained herein.