

| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT  |                                |  |  | 1. CONTRACT ID CODE   | PAGE OF PAGES |
|---|--------------------------------|--|--|---|---------------|
|   |                                |  |  | R   | 1   5         |
| 2. AMENDMENT/MODIFICATION NO.<br>P00035   | 3. EFFECTIVE DATE<br>30 SEP 08 | 4. REQUISITION/PURCHASE REQ. NO.<br>SEE SCHEDULE   |  | 5. PROJECT NO. (If applicable)  |               |
| 6. ISSUED BY<br>NAVAL SEA SYSTEMS COMMAND<br>STOP 2020 1333 ISAAC HULL AVE SE<br>WASHINGTON NAVY YARD DC 20376-2020   | CODE<br>N00024                 | 7. ADMINISTERED BY (If other than item 6)<br>DCMG SAN DIEGO<br>7675 DAGGETT STREET<br>SUITE 200<br>SAN DIEGO CA 92111-2241 |  | CODE<br>S0514A  |               |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code)<br>RAYTHEON COMPANY<br>INTEGRATED DEFENSE SYSTEMS<br>8660 BALBOA AVENUE<br>SAN DIEGO CA 92123-1502  |                                |  |  | 9A. AMENDMENT OF SOLICITATION NO.   |               |
|   |                                |  |  | 9B. DATED (SEE ITEM 11)   |               |
|   |                                |  |  | X 10A. MOD. OF CONTRACT/ORDER NO.<br>N00024-06-C-2207   |               |
| CODE 3J458  |                                |  |  | X 10B. DATED (SEE ITEM 13)<br>01-Nov-2005   |               |
| 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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended.   |                                |  |  |   |               |
| <p>Offer 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:</p> <p>(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.</p> |                                |  |  |   |               |
| 12. ACCOUNTING AND APPROPRIATION DATA (If required)<br><b>See Schedule</b>  |                                |  |  |   |               |
| 13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.  |                                |  |  |   |               |
| A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN 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).   |                                |  |  |   |               |
| C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:  |                                |  |  |   |               |
| X D. OTHER (Specify type of modification and authority)<br>MUTUAL AGREEMENT OF THE PARTIES  |                                |  |  |   |               |
| E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.   |                                |  |  |   |               |
| 14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)<br>Modification Control Number: vbagford0811827<br>See attached page(s).<br>FR#N00024-08-FR-51064   |                                |  |  |   |               |
| 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 CONTRACTING OFFICER (Type or print)  |               |
|   |                                |  |  | Kimberly Bagford, Contracting Officer   |               |
| 15C. DATE SIGNED<br>30 Sept 08  |                                |  |  | 16B. UNITED STATES OF AMERICA<br>BY <i>Kimberly Bagford</i><br>(Signature of Contracting Officer) |               |
|   |                                |  |  | 16C. DATE SIGNED<br>9-30-08   |               |



|             |                 |  |  |                  |
|-------------|-----------------|--|--|------------------|
| 000101      | AD/AE           | FY06 SCN<br>LPD24 & FY06<br>SCN POST<br>LPD17  |  |                  |
| 000102      | AA              | FY06 OMN<br>LHA  |  |                  |
| 000103      | AK              | FY07 OMN<br>LHA  |  |                  |
| <b>0004</b> |                 |  |  | <b>31-Dec-06</b> |
| 000402      | AA/AF           | FY06 OMN<br>LHA & FY06<br>OMN SSDS   |  |                  |
| 000404      | AG              | FY06 OPN<br>SPPT EQUIP   |  |                  |
| <b>0006</b> |                 |  |  | <b>30-Sep-06</b> |
| 000601      | AB/AD           | FY05 SCN<br>LPD23 & FY06<br>SCN LPD24  |  |                  |
| 000602      | AA              | FY06 OMN<br>LHA  |  |                  |
| <b>0007</b> |                 |  |  | <b>31-Dec-06</b> |
| 000701      | AB/AD<br>/AE/AH | FY05 SCN<br>LPD23 & FY06<br>SCN LPD24 &<br>FY06 SCN<br>POST LPD17 &<br>FY06 SCN<br>LPD19 |  |                  |
| <b>0010</b> |                 |  |  | <b>31-Dec-05</b> |
| 0010        | AC              | FY06 R&D<br>LPD17  |  |                  |
| <b>0101</b> |                 |  |  | <b>30-Apr-08</b> |
| 010102      | AK              | FY07 OMN<br>LHA  |  |                  |
| <b>0102</b> |                 |  |  | <b>31-Dec-07</b> |
| 010203      | AJ              | FY05 SCN<br>POST LPD17   |  |                  |
| 010205      | AL              | FY07 SCN<br>POST LPD17   |  |                  |
| 010206      | AM/AP           | FY07 SCN<br>POST LPD18 &<br>FY07 SCN<br>POST LPD19                                       |  |                  |
| 010207      | AP              | FY07 SCN<br>POST LPD19   |  |                  |
| 010208      | AR              | FY06 SCN<br>POST LPD18   |  |                  |
| <b>0104</b> |                 |  |  | <b>31-Dec-07</b> |
| 010402      | AK              | FY07 OMN<br>LHA  |  |                  |
| 010404      | AG              | FY06 OPN<br>SPPT EQUIP   |  |                  |
| 010405      | AQ              | FY07 OPN   |  |                  |

| SHIPS       |    |                                 |                  |
|-------------|----|---------------------------------|------------------|
| <b>0106</b> |    |                                 | <b>31-Dec-07</b> |
| 010601      | AD | FY06 SCN<br>LPD24               |                  |
| 010602      | AK | FY07 OMN<br>LHA                 |                  |
| 010603      | AJ | FY05 SCN<br>POST LPD17          |                  |
| 010605      | AN | FY07 SCN<br>LPD25               |                  |
| <b>0107</b> |    |                                 | <b>30-Apr-08</b> |
| 010701      | AD | FY06 SCN<br>LPD24               |                  |
| 010702      | AK | FY07 OMN<br>LHA                 |                  |
| 010705      | AN | FY07 SCN<br>LPD25               |                  |
| <b>0201</b> |    |                                 | <b>28-Sep-08</b> |
| 020101      | AU | FY08 OMN<br>LPD17 INSERT        |                  |
| <b>0202</b> |    |                                 | <b>31-Dec-08</b> |
| 020201      | AE | FY06 SCN<br>POST LPD17          |                  |
| 020202      | AR | FY06 SCN<br>POST LPD18          |                  |
| 020203      | AH | FY06 SCN<br>POST LPD19          |                  |
| 020204      | AT | FY06 SCN<br>POST LPD20          |                  |
| 020205      | AP | FY07 SCN<br>POST LPD19          |                  |
| <b>0204</b> |    |                                 | <b>31-Dec-08</b> |
| 020401      | AV | FY08 OMN<br>LPD17               |                  |
| 020402      | AW | FY08 OPN<br>LPD17 -<br>Hardware |                  |
| 020403      | AX | FY08 OPN<br>LPD17 - Install     |                  |
| 020404      | AU | FY08 OMN<br>LPD17 INSERT        |                  |
| 020405      | BA | FY08 RDTE                       |                  |
| 020406      | BC | FY08 OPN                        |                  |
| <b>0206</b> |    |                                 | <b>31-Dec-08</b> |
| 020601      | AS | FY99 SCN<br>FULL FND<br>LPD18   |                  |
| 020602      | AH | FY06 SCN<br>POST LPD19          |                  |
| 020603      | AZ | FY08 SCN<br>FULL FND<br>LPD25   |                  |
| 020604      | AU | FY08 OMN                        |                  |

|              |    |                               |  |  |  |
|--------------|----|-------------------------------|--|--|--|
|              |    | LPD17 INSERV                  |  |  |  |
| <b>0207</b>  |    |                               |  |  | <b>31-Dec-08</b>                           |
| 020701       | AS | FY99 SCN<br>FULL FND<br>LPD18 |  |  |  |
| 020702       | AV | FY08 OMN<br>LPD17             |  |  |  |
| 020703       | AZ | FY08 SCN<br>LPD25             |  |  |  |
| 020704       | AU | FY08 OMN<br>LPD17 INSERV      |  |  |  |
| <b>0306</b>  |    |                               |  |  | <b>12 Months After<br/>Option Exercise</b> |
| 030601       | BD | FY00 SCN LPD<br>20            |  |  |  |
| <b>0307</b>  |    |                               |  |  | <b>12 Months After<br/>Option Exercise</b> |
| 030701       | BD | FY00 SCN LPD<br>20            |  |  |  |
| <b>TOTAL</b> |    |                               |  |  |  |

(b) The parties contemplate that the Government will allot additional amounts to this contract from time to time for the incrementally funded CLINs/SLINs by unilateral contract modification, and any such modification shall state separately the amount(s) allotted for cost, the amount(s) allotted for fee, the CLINs/SLINs covered thereby, and the period of performance which the amount(s) are expected to cover.

(c) CLINs/SLINs 000101, 000102, 000103, 000402, 000404, 000601, 000602, 000701, 0010, 010102, 010203, 010205, 010206, 010207, 010208, 010402, 010404, 010405, 010601, 010602, 010603, 010605, 010701, 010702, 010705, 020101, 020201, 020202, 020203, 020204, 020205, 020401, 020402, 020403, 020404, 020405, 020406, 020601, 020602, 020603, 020604, 020701, 020702, 020703, and 020704 (estimated hours) are fully funded and performance under these CLINs/SLINs is subject to the clause of this contract entitled "LIMITATION OF COST" (FAR 52.232-20) or "LIMITATION OF COST (FACILITIES)" (FAR 52.232-21), as applicable.

(d) The Contractor shall segregate costs for the performance of incrementally funded CLINs/SLINs from the costs of performance of fully funded CLINs/SLINs.

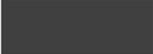
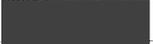
d. Funding Data is provided on the attached Financial Accounting Data Sheets. Total contract funding is increased by [REDACTED] as a result of funding SLIN 020701.

3. The attached FADS:

a. Obligate funding in the total amount of [REDACTED]

4. Except as modified above, all other terms and conditions of contract N00024-06-C-2207 remain unchanged and in full force and effect.

**CONTRACT  
FINANCIAL ACCOUNTING DATA SHEET**

|   |                       |                                    |                          |                                |            |   |  |                      |           |               |              |   |  |   |                        |
|---|-----------------------|------------------------------------|--------------------------|--------------------------------|------------|---|--|----------------------|-----------|---------------|--------------|---|--|---|------------------------|
| 1. CONTRACT NUMBER (CRITICAL)<br><b>N0002406C2207</b> |                       | 2. SPIIN (CRITICAL)<br><b>P000</b> |                          | 3. MOD (CRITICAL)<br><b>35</b> |            | 4. PR NUMBER<br><b>N0002408FR51064.00</b> |  |                      |           |               |              |   |  |   |                        |
| 5.<br>CLIN/SLIN                                       | 6. LINE OF ACCOUNTING |                                    |                          |                                |            |   |  |                      |           |               |              | 7.<br>AMOUNT (CRITICAL)   | NAVY INTERNAL USE ONLY<br>REF DOC/ACRN |   |                        |
|   | A.<br>ACRN (CRITICAL) | B.<br>APPROPRIATION (CRITICAL)     | C.<br>SUBHEAD (CRITICAL) | D.<br>OBJ CLASS                | E.<br>PARM | F.<br>RFM                                 | G.<br>SA   | H.<br>AAA (CRITICAL) | I.<br>TT  | J.<br>PAA     | K. COST CODE |   |  |   |                        |
|   | PROJ UNIT             | MCC                                | PDLI & SUF               |                                |            |   |  |                      |           |               |              |   |  |   |                        |
| <b>0207 01</b>  | <b>AS</b>             | <b>17 9 1711</b>                   | <b>2317</b>              | <b>252</b>                     | <b>WA</b>  | <b>WTB</b>                                | <b>0</b>   | <b>068342</b>        | <b>2D</b> | <b>000000</b> | <b>23168</b> | <b>200</b>  | <b>0000</b>                            |  | <b>N0002499AF22317</b> |
|   |                       |                                    |                          |                                |            |   |  |                      |           |               | PAGE TOTAL:  |  |  |   |                        |
|   |                       |                                    |                          |                                |            |   |  |                      |           |               | GRAND TOTAL: |  |  |   |                        |
| PREPARED/AUTHORIZED BY:                               |                       |                                    |                          |                                |            |   | COMPTROLLER APPROVAL : <b>RUTH H SLADE //S//</b><br>By Direction of<br><b>COMPTROLLER/DEPUTY COMMANDER</b> |                      |           |               |              |   |  |   |                        |
|   |                       |                                    |                          |                                |            |   | DATE : <b>30-SEP-2008</b>  |                      |           |               |              |   |  |   |                        |