

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE R	PAGE OF PAGES 1 9
2. AMENDMENT/MODIFICATION NO. P00039	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO. (If applicable)	
6. ISSUED BY NAVAL SEA SYSTEMS COMMAND STOP 2020 1333 ISAAC HULL AVE SE WASHINGTON NAVY YARD DC 20376-2020	CODE N00024	7. ADMINISTERED BY (If other than Item 6) COMC SAN DIEGO 7675 DAGGET STREET SUITE 200 SAN DIEGO CA 92111-2241		CODE	S0514A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) RAYTHEON COMPANY ██████████ SAN DIEGO CA 92123-1502				9A. AMENDMENT OF SOLICITATION NO.	
				9B. DATE D (SEE ITEM 11)	
				X 10A. MOD. OF CONTRACT/ORDER NO. N00024-06-C-2207	
				X 10B. DATE D (SEE ITEM 13) 01-Nov-2005	
CODE 3J458 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.					
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: (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 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) 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 1 copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: vbagford092520 PR # N00024-09-FR-51020 See attached page(s).					
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	
15B. DATE SIGNED 12 Feb 2009				16B. UNITED STATES OF AMERICA BY <i>[Signature]</i> (Signature of Contracting Officer)	
				16C. DATE SIGNED 2-12-09	

EXCEPTION TO SF 30
APPROVED BY OIRM 11-84

30-105-04

STANDARD FORM 30 (Rev. 10-83)
Prescribed by CSA
FAR (48 CFR) 53.243

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

The purpose of this modification to contract N00024-06-C-2207 is to (1) obligate Award Fee (AF) earned; (2) provide funding under Contract Subline Item (SLIN) 030402; (3) extend the Estimated Period of Performance for Contract Line Items (CLINs) 0204 and 0207; and (4) further extend the Period of Performance for certain non-severable technical instructions, which were previously extended in contract modification P00034. Accordingly, the contract is modified as follows:

1. Obligate Award Fee (AF) earned as follows:

- a. Under Section B, Note B-1, paragraph 2 entitled "Performance -Based Award Fee", revise subparagraph (i) entitled "Evaluation Periods" as follows to reflect the total AF amount earned during the period 1 APR 2008 – 30 SEP 2008:

(i) Evaluation Periods

- (1) With the exception of the event-based award fees, as designated in specific Technical Instructions, the AFEB shall evaluate concurrently the performance on all effort under contract. To the extent earned, this award fee will be payable on a bi-annual basis in accordance with the periods below. *In the event contract performance extends beyond the dates in this chart, additional periods will be added as required, until performance is complete. Chart will be updated at the end of each performance period when the award fee pool is established.*

	Period	Available Pool	Award Fee Earned
1	CA – 31 MAR 2006*		
2	1 APR 2006 – 30 SEP 2006*		
3	1 OCT 2006 – 31 MAR 2007*		
4	1 APR 2007 – 30 SEP 2007*		
5	1 OCT 2007 – 31 MAR 2008*		
6	1 APR 2008 – 30 SEP 2008*		
7	1 OCT 2008 – 31 MAR 2009*		\$TBD
8	1 APR 2009 – Five Years from CA*		\$TBD
	Maximum AF Pool Amount		

* Pool is available if option for performance is exercised.

- b. This AF earned results in the following actions:

SLIN	ACRN	Month	Allotted to Contract	Allotted to Base Fee	Award Fee Earned	FADS
020101	AU					
020201	AE					
020202	AR					
020203	AH					
020204	AT					

020205	AP	
020402	AW	
020403	AX	
020404	AU	
020405	BA	
020406	BC	
020601	AS	
020603	AZ	
020604	AU	
020702	AV	
020703	AZ	
020704	AU	

2. Funding is provided for SLIN 030402 as follows:

a. The funding of 030402 results in the following actions:

SLIN	ACRN	Man-Hours	Allotted to Cost	Allotted to Base Fee	Award Fee Earned	FADS
030402	BK					

b. Under Section B – SUPPLIES OR SERVICES AND PRICES/COSTS, the following Subline Items are hereby revised and/or established for funding purposes only:

030402 FOR USE WITH FY09 OPN FUNDING
(Applicable to Production Liaison and ISE Implementation efforts.)

c. Under Section H – SPECIAL CONTRACT REQUIREMENTS, clause NAVSEA 5252.232-9104, ALLOTMENT OF FUNDS ALTERNATE I (MAY 1993), is restated as shown below. The table also incorporates administrative corrections, which ensure the values in the table accurately reflect all previous modifications and the associated Financial Accounting Data Sheets (FADS):

NAVSEA 5252.232-9104 – ALLOTMENT OF FUNDS ALTERNATE I (MAY 1993)

(a) This contract is incrementally funded with respect to both cost and fee. The amounts presently available and allotted to this contract for payment of base fee, if any, and award fee are set forth below. Base fee amount is subject to the clause entitled “FIXED FEE” (FAR 52.216-8). Award fee amount is subject to the requirements delineated in Section B. The amount(s) presently available and allotted to this contract for payment of cost for incrementally funded CLINs/SLINs is set forth below. As provided in the clause of this contract entitled “LIMITATION OF FUNDS” (FAR 52.232-22), the CLINs/SLINs covered thereby, and the period of performance for which it is estimated the allotted amount(s) will cover are as follows:

CLIN/SLIN	ACRN	Type of Funds	Man-Hours	Allotted to Cost	Allotted to Base Fee	Award Fee Earned	Total	Estimated Period of Performance
0001								31-Mar-07
000101	AD/AE	FY06 SCN LPD24 & FY06 SCN POST LPD17						

000102	AA	FY06 OMN LHA	
000103	AK	FY07 OMN LHA	
0004			31-Dec-06
000402	AA/AF	FY06 OMN LHA & FY06 OMN SSDS	
000404	AG	FY06 OPN SPPT EQUIP	
0006			30-Sep-06
000601	AB/AD	FY05 SCN LPD23 & FY06 SCN LPD24	
000602	AA	FY06 OMN LHA	
0007			31-Dec-06
000701	AB/AD/AE/AH	FY05 SCN LPD23 & FY06 SCN LPD24 & FY06 SCN POST LPD17 & FY06 SCN LPD19	
0010			31-Dec-05
0010	AC	FY06 R&D LPD17	
0101			30-Apr-08
010102	AK	FY07 OMN LHA	
0102			31-Dec-07
010203	AJ	FY05 SCN POST LPD17	

10205	AL	FY07 SCN POST LPD17	
10206	AM/AP	FY07 SCN POST LPD18 & FY07 SCN POST LPD19	
10207	AP	FY07 SCN POST LPD19	
10208	AR	FY06 SCN POST LPD18	31-Dec-07
0104			
010402	AK	FY07 OMN LHA	
010404	AG	FY06 OPN SPPT EQUIP	
010405	AQ	FY07 OPN SHIPS	31-Dec-07
0106			
010601	AD	FY06 SCN LPD24	
010602	AK	FY07 OMN LHA	
010603	AJ	FY05 SCN POST LPD17	
010605	AN	FY07 SCN LPD25	30-Apr-08
0107			
010701	AD	FY06 SCN LPD24	
010702	AK	FY07 OMN LHA	
010705	AN	FY07 SCN	

		LPD25		28-Sep-08
01				
		FY08 OMN LPD17		
0101	AU	INSERV		31-Mar-09
02				
		FY06 SCN POST LPD17		
20201	AE			
		FY06 SCN POST LPD18		
20202	AR			
		FY06 SCN POST LPD19		
20203	AH			
		FY06 SCN POST LPD20		
20204	AT			
		FY07 SCN POST LPD19		
20205	AP			30-Apr-09
0204				
		FY08 OMN LPD17		
020401	AV			
		FY08 OPN LPD17 - Hardware		
020402	AW			
		FY08 OPN LPD17 - Install		
020403	AX			
		FY08 OMN LPD17 INSERV		
020404	AU			
		FY08 RDTE		
020405	BA			
		FY08 OPN		
020406	BC			31-Dec-08
0206				
		FY99 SCN FULL FND LPD18		
020601	AS			
		FY06		
020602	AH			

		SCN POST LPD19	
020603	AZ	FY08 SCN FULL FND LPD25	
020604	AU	FY08 OMN LPD17 INSERV	
0207			28-Feb-09
020701	AS	FY99 SCN FULL FND LPD18	
020702	AV	FY08 OMN LPD17	
020703	AZ	FY08 SCN LPD25	
020704	AU	FY08 OMN LPD17 INSERV	
0301			12 Months After Option Exercise
030101	BF	FY09 OMN LPD 17 INSERV	
0302			26-Sep-09
030201	BE	FY07 SCN LPD 20 PD	
030202	BJ	FY09 SCN LPD 19 PD	
030203	BH	FY09 SCN LPD 20 PD	
0304			26-Sep-09
030401	BF	FY09 OMN LPD 17 INSERV	
030402	BK	FY09 OPN	
0306			12 Months After Option

			Exercise
030601	BD	FY00 SCN LPD 20	
030602	BF	FY09 OMN LPD17 INSERV	
0307			12 Months After Option Exercise
030701	BD	FY00 SCN LPD 20	
030702	BG	FY09 OMN	
TOTAL			

(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, 020704, 030101, 030201, 030202, 030203, 030401, 030402, 030601, 030602, 030701, and 030702 (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 030402.

3. Extend the Estimated Period of Performance for Contract Line Items (CLINs) 0202, 0204, and 0207 as follows:

a. An extension of the Estimated Period of Performance for CLIN 0202 through 31 MAR 2009, CLIN 0204 through 30 APR 2009, and for CLIN 0207 through 28 FEB 2009 is incorporated in the NAVSEA 5252.232-9104 ALLOTMENT OF FUNDS – ALTERNATE I (MAY 1993) paragraph (a) above.

4. As follows, further extend the Period of Performance for certain non-severable technical instructions, which were previously extended in contract modification P00034:

a. Under Section F – Deliveries or Performance, the period of performance for the following technical instructions under CLINs 0204 and 0207 are hereby extended as specified below:

CLIN 0204 TI Period of Performance

TI 0204-14 28 FEB 2009

<u>CLIN 0207 TI</u>	<u>Period of Performance</u>
TI 0207-17	28 FEB 2009

5. The attached FADS:

- a. Obligate funding in the total amount of [REDACTED] under SLIN 030402.
- b. Obligate funding to CLINs 0201, 0202, 0204, 0206 and 0207 in the amount of [REDACTED] for earned award fee.

6. 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) N0002406C2207		2. SPIIN (CRITICAL) P000		3. MOD (CRITICAL) 39		4. PR NUMBER N0002409FR51021.00										
5. CLIN/SLIN	6. LINE OF ACCOUNTING													7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN	
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLASS	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. TT	J. PAA	K. COST CODE					
	PROJ UNIT	MCC	PDLI & SUF													
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AWARD FEE EARNED																
													PAGE TOTAL:			
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PREPARED/AUTHORIZED BY:										COMPTROLLER APPROVAL : INA R WATSON //S// By Direction of . COMPTROLLER/DEPUTY COMMANDER						
										DATE : 09-FEB-2009						

**CONTRACT
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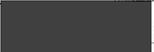
GRAND TOTAL:

PREPARED/AUTHORIZED BY:

COMPTROLLER APPROVAL : **INA R WATSON //S//**
By Direction of .
COMPTROLLER/DEPUTY COMMANDER

DATE : 09-FEB-2009

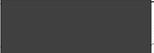
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														GRAND TOTAL:	
PREPARED/AUTHORIZED BY:								COMPTROLLER APPROVAL : ADELE J WILLIAMS-SIKES //S// By Direction of . COMPTROLLER/DEPUTY COMMANDER							
DATE : 12-FEB-2009															

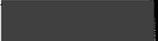
**CONTRACT
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1. CONTRACT NUMBER (CRITICAL) N0002406C2207			2. SPIIN (CRITICAL) P000			3. MOD (CRITICAL) 39			4. PR NUMBER N0002409FR51021.00				7. AMOUNT (CRITICAL)		7. NAVY INTERNAL USE ONLY REF DOC/ACRN		
5. CLIN/SLIN	6. LINE OF ACCOUNTING													7. AMOUNT (CRITICAL)	7. NAVY INTERNAL USE ONLY REF DOC/ACRN		
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											PROJ UNIT	MCC	PDLI & SUF				
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0206 01	AS	17 9 1711	2317	252	WA	WTB	0	068342	2D	000000	23168	200	0000		N0002499AF22317		
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PREPARED/AUTHORIZED BY:										COMPROLLER APPROVAL : ERIN M CAFFREY //S// By Direction of . COMPROLLER/DEPUTY COMMANDER							
															DATE : 30-JAN-2009		

**CONTRACT
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	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLASS	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. TT	J. PAA	K. COST CODE				
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PREPARED/AUTHORIZED BY:								COMPTROLLER APPROVAL : LAURA D. THOMPSON //S// By Direction of . COMPTROLLER/DEPUTY COMMANDER							
DATE : 12-FEB-2009															

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PREPARED/AUTHORIZED BY:								COMPTROLLER APPROVAL : LAURA D. THOMPSON //S// By Direction of . COMPTROLLER/DEPUTY COMMANDER							
								DATE : 12-FEB-2009							

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											PAGE TOTAL:				
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PREPARED/AUTHORIZED BY:								COMPTROLLER APPROVAL : ADELE J WILLIAMS-SIKES //S// By Direction of . COMPTROLLER/DEPUTY COMMANDER							
								DATE : 11-FEB-2009							

**CONTRACT
FINANCIAL ACCOUNTING DATA SHEET**

1. CONTRACT NUMBER (CRITICAL)		2. SPIIN (CRITICAL)		3. MOD (CRITICAL)		4. PR NUMBER		5.					7.	NAVY INTERNAL USE ONLY			
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A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLASS	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)		I. TT	PROJ UNIT	MCC		PDI & SUF				
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PREPARED/AUTHORIZED BY:

COMPTROLLER APPROVAL : LAURA D. THOMPSON //S//
By Direction of .
COMPTROLLER/DEPUTY COMMANDER

DATE : 12-FEB-2009