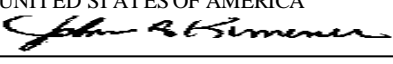


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE R	PAGE OF PAGES 1 5
2. AMENDMENT/MODIFICATION NO. P00032	3. EFFECTIVE DATE 07-Aug-2008	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO.(If applicable)
6. ISSUED BY NAVAL SEA SYSTEMS COMMAND STOP 2020 1333 ISAAC HULL AVE SE WASHINGTON NAVY YARD DC 20376-2020	CODE N00024	7. ADMINISTERED BY (If other than item 6) DCMC 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 ENSE SYSTEMS 8680 BALBOA AVENUE SAN DIEGO CA 92123-1502			9A. AMENDMENT OF SOLICITATION NO.	
			9B. DATED (SEE ITEM 11)	
			X 10A. MOD. OF CONTRACT/ORDER NO. N00024-06-C-2207	
			X 10B. DATED (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.				
<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) 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) In accordance with Section H Clause, "Allotment of Funds."				
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.) Modification Control Number: vbagford089224 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) JOHN A. KIMENER / SEA 022 - CONTRACT SPECIALIST TEL: 202-781-2908 EMAIL: John.Kimener@navy.mil	
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY 	16C. DATE SIGNED 07-Aug-2008
(Signature of person authorized to sign)			(Signature of Contracting Officer)	

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION G - CONTRACT ADMINISTRATION DATA

Accounting and Appropriation

Summary for the Payment Office

[REDACTED] n, the total funded amount for this document was increased by [REDACTED]

SUBCLIN 020404:

[REDACTED]

SECTION H - SPECIAL CONTRACT REQUIREMENTS

The following have been modified:

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- Allotted to	Allotted to	Award Fee	Estimated Period of Performanc e
0001						
000101	AD/AE	FY06 SCN LPD24 & FY06 SCN POST LPD17				31-Mar-07
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		
000701	AB/AD/ AE/AH	FY05 SCN LPD23 & FY06 SCN LPD24 & FY06 SCN POST LPD17 & FY06 SCN LPD19
0010		
0010	AC	FY06 R&D LPD17
0101		
010102	AK	FY07 OMN LHA
0102		
010203	AJ	FY05 SCN POST LPD17
010205	AL	FY07 SCN POST LPD17
010206	AM/AP	FY07 SCN POST LPD18 & FY07 SCN POST LPD19
010207	AP	FY07 SCN POST LPD19
010208	AR	FY06 SCN POST LPD18
0104		
010402	AK	FY07 OMN LHA
010404	AG	FY06 OPN SPPT EQUIP
010405	AQ	FY07 OPN SHIPS
0106		
010601	AD	FY06 SCN LPD24
010602	AK	FY07 OMN LHA
010603	AJ	FY05 SCN POST LPD17
010605	AN	FY07 SCN LPD25
0107		
010701	AD	FY06 SCN LPD24
010702	AK	FY07 OMN LHA
010705	AN	FY07 SCN LPD25
0201		
020101	AU	FY08 OMN LPD17 INSERV

31-Dec-06

31-Dec-05

30-Apr-08

31-Dec-07

31-Dec-07

31-Dec-07

30-Apr-08

28-Sep-08

0202			28-Sep-08
020201	AE	FY06 SCN POST LPD17	
020202	AR	FY06 SCN POST LPD18	
020203	AH	FY06 SCN POST LPD19	
020204	AT	FY06 SCN POST LPD20	
020205	AP	FY07 SCN POST LPD19	
0204			28-Sep-08
020401	AV	FY08 OMN LPD17	
020402	AW	FY08 OPN LPD17 - Hardware	
020403	AX	FY08 OPN LPD17 - Install	
020404	AU	FY08 OMN LPD17 INSERV	
020405	BA	FY08 RDTE	
020406	BC	FY08 OPN	
0206			28-Sep-08
020601	AS	FY99 SCN FULL FND LPD18	
020602	AH	FY06 SCN POST LPD19	
020603	AZ	FY08 SCN FULL FND LPD25	
020604	AU	FY08 OMN LPD17 INSERV	
0207			28-Sep-08
020701	AS	FY99 SCN FULL FND LPD18	
020702	AV	FY08 OMN LPD17	
020703	AZ	FY08 SCN LPD25	
020704	AU	FY08 OMN LPD17 INSERV	
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, 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.

(End of Summary of Changes)