

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 2
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2. AMENDMENT/MODIFICATION NO. P00003	3. EFF. DATE 07/31/2012	4. REQUISITION/PURCHASE REQ. NO. 0020066827	5. PROJECT NO. (If applicable)
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6. ISSUED BY DHS - Customs & Border Protection Department of Homeland Security 1300 Pennsylvania Ave, NW NP 1310 Washington DC 20229	CODE 7014	7. ADMINISTERED BY (If other than Item 6) DHS - Customs & Border Protection Department of Homeland Security 1300 Pennsylvania Ave, NW NP 1310 Washington DC 20229	CODE
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8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) REED ELSEVIER INC 1150 18TH ST NW STE 600 D/B/A LEXISNEXIS WASHINGTON DC 20036-3843 CODE 877672683 FACILITY CODE	9A. AMENDMENT OF SOLICITATION NO.
	9B. DATED (SEE ITEM 11)
	10A. MODIFICATION OF CONTRACT/ORDER NO. / HSBP1012F00007
	10B. DATED (SEE ITEM 13) 01/01/2012

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 ACKNOWLEDGEMENT 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 Attached; DUNS 877672683

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

<input type="checkbox"/> 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.
<input type="checkbox"/> 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).
<input checked="" type="checkbox"/> C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF MUTUAL AGREEMENT OF BOTH PARTIES
<input type="checkbox"/> D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not is required to sign this document and return 1 copies to issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

This modification, P00003 to HSBP1012F00007, is hereby issued to LexisNexis for the two purposes outlined below:

1. A minor modification in language of the Statement of Work (SOW) relating to the Security Requirements of this order. This is in response to Internal Affairs' request. The SOW now makes it clear that all work is considered "Unclassified"; therefore, it is more easily recognized that a DD254 is not required.

2. Add (b) (4) user accounts for the Targeting and Analysis Program Office (TASPO) for the Lexis Law Enforcement Package (CLIN 20).

Line item #150 is hereby added to HSBP1012F00007 in the amount of \$1,890.00 in order to fund this effort as outlined below:

(b) (4), (b) (6)

Contract referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

(b) (4), (b) (6)	15C. DATE SIGNED 7/24/12	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) JAGDISH NARAYAN Contracting Officer	C. DATE SIGNED 07/26/12
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AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT - Continuation			1. CONTRACT ID CODE	
2. AMENDMENT/MODIFICATION NO. P00003	3. EFF. DATE 07/31/2012	4. REQUISITION/PURCHASE REQ. NO. 0020066827	PAGE OF	PAGES 2 2

14. DESCRIPTION OF AMENDMENT/MODIFICATION (*Organized by UCF section headings, including solicitation/contract subject matter where feasible.*)

(b) (4) for (b) (4) months (b) (4) for a total of \$1,890.00

The total order value is hereby increased from \$389,648.00 by \$1,890.00 to a new total order value of \$391,538.00.

All other terms and conditions of this delivery order and of contract LC09-D-7027 remain unchanged, and in full force and effect.

Attachments:

- Funding Data Document
- Revised SOW

**ATTACHMENT INFORMATION
FOR
AWARD/ORDER/IA MODIFICATION: HSBP1012F00007P00003**

I.1 SCHEDULE OF SUPPLIES/SERVICES

ITEM #	DESCRIPTION	QTY	UNIT	UNIT PRICE	EXT. PRICE
10	IA Lexis Access	(b) (4)	AU	(b) (4)	(b) (4)
20	Air&Marine Lexis Access	(b) (4)	AU	(b) (4)	(b) (4)
30	OCA Lexis Access	(b) (4)	AU	(b) (4)	(b) (4)
40	OIIL Lexis Access	(b) (4)	AU	(b) (4)	(b) (4)
50	OCC Lexis Access	(b) (4)	AU	(b) (4)	(b) (4)
60	IRC Library Lexis Access	(b) (4)	AU	(b) (4)	(b) (4)
70	OBP Lexis Access	(b) (4)	AU	(b) (4)	(b) (4)
80	NLECC Lexis Access	(b) (4)	AU	(b) (4)	(b) (4)
90	IA additional funds: cost increase FY12	(b) (4)	AU	(b) (4)	(b) (4)
100	OBP additional funds: cost increase FY12	(b) (4)	AU	(b) (4)	(b) (4)
110	ORR Lexis Access	(b) (4)	AU	(b) (4)	(b) (4)
120	IA (b) (4)	(b) (4)	AU	\$900.00	\$900.00
130	OBP (b) (4)	(b) (4)	AU	\$2,192.00	\$2,192.00
140	IA (b) (4)	(b) (4)	AU	\$960.00	\$960.00
150	TASPO (b) (4)	(b) (4)	AU	\$1,890.00	\$1,890.00

Total Funded Value of Award:

\$391,538.00

I.2 ACCOUNTING and APPROPRIATION DATA

ITEM #	ACCOUNTING and APPROPRIATION DATA	AMOUNT
10	6100.2525USCSGLCS0923040000Z00012400HQ0106054800 IU3022525	(b) (4)
20	6100.2577USCSGLCS0923040310Z00012112AM0106054800 IU3022577	(b) (4)
30	6100.2577USCSGLCS0923040310Z63T12400HQ0106054800 IU3022577	(b) (4)
40	6100.2577USCSGLCS0923040310Z63T12400HQ0106054800 IU3022577	(b) (4)
50	6100.2577USCSGLCS0923040310Z63T12400HQ0106054800 IU3022577	(b) (4)
60	6100.2577USCSGLCS0923040310Z63T12400HQ0106054800 IS3012577	(b) (4)
70	6100.2577USCSGLCS0923040310Z00012400BN0106054800 IU3022577	(b) (4)
80	6100.2577USCSGLCS0923020250Z65B12400HQ0106054800 IR1612577	(b) (4)
90	6100.2577USCSGLCS0923040310Z63T12400HQ0106054800 IU3022577	(b) (4)
100	6100.2577USCSGLCS0923040310Z00012400BN0106054800 IU3022577	(b) (4)
110	6100.2577USCSGLCS0923040310Z00012400AP0106054900 IU3022577	(b) (4)
120	6100.2577USCSGLCS0923040310Z63T12400HQ0106054800 IU3022577	\$900.00
130	6100.2577USCSGLCS0923040310Z63T12400BN0106054800 IU3022577	\$2,192.00
140	6100.2577USCSGLCS0923040310Z63T12400HQ0106054800 IU3022577	\$960.00
150	6100.2577USCSGLCS0923040310Z63T12400AP0706054800 IS3012577	\$1,890.00

I.3 52.217-8 OPTION TO EXTEND SERVICES (NOV 1999)

I.4 052.209-70 PROHIBITION ON CONTRACTS WITH CORPORATE EXPATRIATES (JUN 2006)

(a) Prohibitions.

Section 835 of the Homeland Security Act, 6 U.S.C. 395, prohibits the Department of Homeland Security from entering into any contract with a foreign incorporated entity which is treated as an inverted domestic corporation as defined in this clause, or with any subsidiary of such an entity. The Secretary shall waive the prohibition with respect to any specific contract if the Secretary determines that the waiver is required in the interest of national security.

(b) Definitions. As used in this clause:

Expanded Affiliated Group means an affiliated group as defined in section 1504(a) of the Internal Revenue Code of 1986 (without regard to section 1504(b) of such Code), except that section 1504 of such Code shall be applied by substituting 'more than 50 percent' for 'at least 80 percent' each place it appears.

Foreign Incorporated Entity means any entity which is, or but for subsection (b) of section 835 of the Homeland Security Act, 6 U.S.C. 395, would be, treated as a foreign corporation for purposes of the Internal Revenue Code of 1986.

Inverted Domestic Corporation. A foreign incorporated entity shall be treated as an inverted domestic corporation if, pursuant to a plan (or a series of related transactions)—

- (1) The entity completes the direct or indirect acquisition of substantially all of the properties held directly or indirectly by a domestic corporation or substantially all of the properties constituting a trade or business of a domestic partnership;
- (2) After the acquisition at least 80 percent of the stock (by vote or value) of the entity is held—
 - (i) In the case of an acquisition with respect to a domestic corporation, by former shareholders of the domestic corporation by reason of holding stock in the domestic corporation; or
 - (ii) In the case of an acquisition with respect to a domestic partnership, by former partners of the domestic partnership by reason of holding a capital or profits interest in the domestic partnership; and
- (3) The expanded affiliated group which after the acquisition includes the entity does not have substantial business activities in the foreign country in which or under the law of which the entity is created or organized when compared to the total business activities of such expanded affiliated group.

Person, domestic, and foreign have the meanings given such terms by paragraphs (1), (4), and (5) of section 7701(a) of the Internal Revenue Code of 1986, respectively.

(c) Special rules. The following definitions and special rules shall apply when determining whether a foreign incorporated entity should be treated as an inverted domestic corporation.

- (1) *Certain stock disregarded.* For the purpose of treating a foreign incorporated entity as an inverted domestic corporation these shall not be taken into account in determining ownership:
 - (i) Stock held by members of the expanded affiliated group which includes the foreign incorporated entity; or
 - (ii) Stock of such entity which is sold in a public offering related to an acquisition described in section 835(b)(1) of the Homeland Security Act, 6 U.S.C. 395(b)(1).
- (2) *Plan deemed in certain cases.* If a foreign incorporated entity acquires directly or indirectly substantially all of the properties of a domestic corporation or partnership during the 4-year period beginning on the date which is 2 years before the ownership requirements of subsection (b)(2) are met, such actions shall be treated as pursuant to a plan.
- (3) *Certain transfers disregarded.* The transfer of properties or liabilities (including by contribution or distribution) shall be disregarded if such transfers are part of a plan a principal purpose of which is to avoid the purposes of this section.

(d) *Special rule for related partnerships.* For purposes of applying section 835(b) of the Homeland Security Act, 6 U.S.C. 395 (b) to the acquisition of a domestic partnership, except as provided in regulations, all domestic partnerships which are under common control (within the meaning of section 482 of the Internal Revenue Code of 1986) shall be treated as a partnership.

(e) Treatment of Certain Rights.

- (1) Certain rights shall be treated as stocks to the extent necessary to reflect the present value of all equitable interests incident to the transaction, as follows:

- (i) warrants;
- (ii) options;
- (iii) contracts to acquire stock;
- (iv) convertible debt instruments; and
- (v) others similar interests.

(2) Rights labeled as stocks shall not be treated as stocks whenever it is deemed appropriate to do so to reflect the present value of the transaction or to disregard transactions whose recognition would defeat the purpose of section 835.

(f) *Disclosure.* The offeror under this solicitation represents that [Check one]:

it is not a foreign incorporated entity that should be treated as an inverted domestic corporation pursuant to the criteria of (HSAR) 48 CFR 3009.108-7001 through 3009.108-7003;

it is a foreign incorporated entity that should be treated as an inverted domestic corporation pursuant to the criteria of (HSAR) 48 CFR 3009.108-7001 through 3009.108-7003, but it has submitted a request for waiver pursuant to 3009.108-7004, which has not been denied; or

it is a foreign incorporated entity that should be treated as an inverted domestic corporation pursuant to the criteria of (HSAR) 48 CFR 3009.108-7001 through 3009.108-7003, but it plans to submit a request for waiver pursuant to 3009.108-7004.

(g) A copy of the approved waiver, if a waiver has already been granted, or the waiver request, if a waiver has been applied for, shall be attached to the bid or proposal.

(End of Clause)

I.5 52.227-19 COMMERCIAL COMPUTER SOFTWARE LICENSE (DEC 2007)