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|--|----------------------------|---|--|------------------------|
| <b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>  |                            |   | 1. CONTRACT ID CODE  | PAGE OF PAGES<br>1   2 |
| 2. AMENDMENT/MODIFICATION NO.<br>P00045  | 3. EFF. DATE<br>03/28/2008 | 4. REQUISITION/PURCHASE REQ. NO.<br>0020034405  | 5. PROJECT NO. (If applicable)   |                        |
| 6. ISSUED BY CODE 7014<br>Department of Homeland Security<br>Customs & Border Protection<br>1300 Pennsylvania Ave NW<br>NP 1310<br>Washington DC 20229   |                            | 7. ADMINISTERED BY (If other than Item 6) CODE<br>Dept of Homeland Security<br>Customs & Border Protection<br>Office of Procurement - NP 1310<br>1300 Pennsylvania Ave. NW<br>Washington DC 20229 |  |                        |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code)<br>VF SOLUTIONS<br><br>545 MARRIOTT DR<br><br>NASHVILLE TN 37214-0995<br><br>CODE 004048013 FACILITY CODE  |                            |   | 9A. AMENDMENT OF SOLICITATION NO.<br><br>9B. DATED (SEE ITEM 11)<br><br>10A. MODIFICATION OF CONTRACT/ORDER NO.<br>X HSBP1004C00346 /<br><br>10B. DATED (SEE ITEM 13) 09/17/2001 |                        |
| 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:<br>(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)<br>See page 2  |                            |   |  |                        |
| 13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS,<br>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).   |                            |   |  |                        |
| X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:<br>Mutual Agreement of the Parties  |                            |   |  |                        |
| 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 2 copies to issuing office.  |                            |   |  |                        |
| 14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)<br>The following changes are hereby incorporated into Contract No. HSBP1004C00346:<br><br>BEGINNING WITH THE EFFECTIVE DATE OF THIS MODIFICATION, THE FOLLOWING CHANGES ARE MADE:<br><br>1. The first purpose of this modification is to increase the negotiated price of Option Period III by \$2,228,650.00. The total negotiated contract price for Option Period III has increased from \$34,298,791.12 to \$36,527,441.12.<br><br>2. The second purpose of this modification is to fund the contract in the amount  |                            |   |  |                        |
| 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)<br><br>JIM TENNEY, VP SALES  |                            |   | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)<br>James Lieberman<br>Contracting Officer   |                        |
| 15B. DATE SIGNED<br>3-31-2008  |                            |   | 16B. DATE SIGNED<br>4/3/08   |                        |
| NSI<br>PRI   |                            |   | STANDARD FORM 30 (REV. 10-83)<br>Prescribed by GSA FAR (48 CFR) 53.243   |                        |

|  |                            |  |                     |            |
|--|----------------------------|--|---------------------|------------|
| <b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT - Continuation</b> |                            |  | 1. CONTRACT ID CODE |            |
| 2. AMENDMENT/MODIFICATION NO.<br>P00045                                  | 3. EFF. DATE<br>03/28/2008 | 4. REQUISITION/PURCHASE REQ. NO.<br>0020034405 | PAGE OF<br>2        | PAGES<br>2 |

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)  
of \$8,678,552.00. Therefore, Option Period III funding has increased from \$17,246,379.92 to \$25,924,931.92. The Total Cumulative Obligated Amount of the contract is increased from \$163,200,074.84 to \$171,878,626.84.

3. Based on items 2 and 3, B.1 SCHEDULE OF PRICE/COST is amended to reflect the below changes:

- CLIN 301 Option Year 3 - Management Service Fee obligated price has increased by b(4) from b(4) to b(4).
- CLIN 301A Option Year 3 - Quartermaster Operations obligated price has increased by b(4) from b(4) to b(4).
- CLIN 302 Option Year 3 - Uniform Schedule obligated price has increased by b(4) from b(4) to \$22,927,968.28.
- CLIN 302A Option Year 3 - Incentives obligated price has increased by b(4) from b(4) to b(4).
- CLIN 302C Option Year 3 - OFO Branding Initiative is hereby added to the contract in the negotiated and obligated amount of \$1,680,000.00.
- CLIN 302D Option Year 3 - OFO Miami Honor Guard Uniform is hereby added to the contract in the negotiated and obligated amount of \$8,400.00,
- CLIN 302E Option Year 3 - OBP Uniform Supplies is hereby added to the contract in the negotiated and obligated amount of \$50,000.00.
- CLIN 302F Option Year 3 - FPS Uniforms is hereby added to the contract in the negotiated and obligated amount of \$490,250.00 (see Item 4 for breakdown).

4. Uniforms for Uniformed Police Training Program (FLETC Basic Police Training Course): \$19,000.00. Personnel Uniforms: \$461,250.00. Uniforms -All Other: \$10,000.00.

5. Based on the changes cited above, the current B.1 Schedule of Price/Cost is hereby deleted and replaced with the revised version contained in Attachment 1 to this document.

6. All other terms and conditions of Contract No. HSBP1004C00346 remain unchanged and in full force and effect.

| HSBP1004C00346, Modification P00045 |   |                  |                 |
|-------------------------------------|---|------------------|-----------------|
| B.1 SCHEDULE OF PRICE/COSTS         |   |                  |                 |
| CLIN                                | DESCRIPTION                             | NEGOTIATED PRICE | OBLIGATED PRICE |
| 0001                                | Year One (1) Management Services        | b(4)             |                 |
| 0001A                               | Incentives Year One                     |                  |                 |
| 0001B                               | Uniform Schedule - Winter Olympics      | \$54,000.00      | \$54,000.00     |
| 0001C                               | Uniform Schedule                        | \$14,417.50      | \$14,417.50     |
|                                     | Replacement Items for WTC attack        |                  |                 |
| 001D                                | Uniform Schedule - Tan Flight Suits     | \$594,374.00     | \$594,374.00    |
| 002A                                | Year Two (2) Management Services        | b(4)             |                 |
| 003                                 | Uniform Schedule for Year One (NTE)     | \$6,104,906.52   | \$6,104,906.52  |
| 004                                 | Uniform Schedule for Year Two (NTE)     | \$21,954,593.79  | \$21,436,358.24 |
| 004A                                | Incentives Year Two                     | b(4)             |                 |
| 004F                                | FDA Uniform Program                     | \$198,000.00     | \$176,246.88    |
| 004G                                | CBP Patches for Field Offices           | \$272,640.00     | \$272,640.00    |
| 004H                                | DHS New Dress Uniform Roll Out          | \$18,841.01      | \$18,841.01     |
| 004I                                | Post Production Vendor Attached Patches | \$1,000.00       | \$1,000.00      |
| 004J                                | Roll Out Freight Chrges for Phase 1-3   | \$200,000.00     | \$200,000.00    |
| 004K                                | Stripping of Class 2 Pants              | \$44,000.00      | \$44,000.00     |
| 005                                 | CBP Uniform Schedule for Year Three     | \$16,383,485.46  | \$16,383,485.46 |
| 005A                                | Year Three (3) Incentives               | b(4)             |                 |
| 005B                                | Year Three (3) Management Services      |                  |                 |
| 005D-1                              | CBP Badges                              | \$956,340.13     | \$956,340.13    |
| 005D-2                              | Other Direct Costs for Badges           | \$962.87         | \$962.87        |
| 005D-3                              | CBP Badges Die                          | b(4)             |                 |
| 005F                                | FDA Uniform Program                     | \$99,000.00      | \$99,000.00     |
| 005G                                | FEMA Uniform Program                    | \$884,904.25     | \$0.00          |
| 015                                 | BP Uniform Schedule for Year Three      | \$4,556,222.00   | \$4,556,222.00  |
| 006                                 | Uniform Schedule for Year Four          | \$12,993,679.00  | \$12,993,679.00 |
| 006A                                | AMO Uniforms                            | \$900,000.00     | \$900,000.00    |
| 006B                                | Immigration Uniforms User Fees          | \$1,950,000.00   | \$1,950,000.00  |
| 006C                                | BP Uniforms                             | \$7,201.27       | \$7,201.27      |
| 006D                                | BP insignia & Ornaments                 | \$5,000.00       | \$5,000.00      |
| 006E                                | Uniforms Expansion Program              | \$257,685.00     | \$257,685.00    |
| 006F                                | FDA Uniform Program                     | \$99,000.00      | \$99,000.00     |
| 006G                                | FEMA Uniform Program                    | \$1,754,678.00   | \$853,206.76    |
| 006H                                | FEDERAP PROTECTIVE SERVICES             | \$50,000.00      | \$50,000.00     |
| 006I                                | Citizenship & Immigration (CIS)         | \$800,000.00     | \$800,000.00    |
| 006J                                | Detention & Removal Office (DRO)        | \$1,424,999.00   | \$1,424,999.00  |
| 006K                                | Customs & Border Protection Uniforms    | \$1,113,062.00   | \$1,113,062.00  |
| 006L                                | b(4) Boots                              | \$25,000.00      | \$25,000.00     |
| 006M                                | COBRA                                   | \$206,976.00     | \$206,976.00    |
| 006N                                | AMO Uniforms                            | \$650,000.00     | \$650,000.00    |
| 006O                                | Border Patrol Positions/Allowances      | \$414,000.00     | \$414,000.00    |
| 006P                                | FEMA Uniform Program                    | \$767,723.00     | \$767,723.00    |
| 007                                 | Year Two Cancellation Ceiling           | \$0.00           | \$0.00          |
| 008                                 | Year Three Cancellation Ceiling         | \$0.00           | \$0.00          |
| 009                                 | Year Four Cancellation Ceiling          | \$0.00           | \$0.00          |
| <b>TOTAL BASE MULTIYEAR VALUE</b>   |   | b(4)             |                 |
| 101                                 | Option Year 1 - Management Services     |                  |                 |

|                                      |  |                 |                 |
|--------------------------------------|--|-----------------|-----------------|
| 102                                  | Option Year 1 - Uniform Schedule         | \$4,372,320.75  |                 |
| 102A                                 | AMO Uniforms                             | \$900,000.00    | \$900,000.00    |
| 102D                                 | BP insignia & Ornaments                  | \$1,800.00      | \$1,800.00      |
| 102F                                 | FDA Uniform Program                      | \$80,000.00     | \$80,000.00     |
| 102G                                 | FEMA Uniform Program                     | \$719,186.00    | \$719,186.00    |
| 102I                                 | Citizenship & Immigration (CIS)          | \$800,000.00    | \$800,000.00    |
| 102J                                 | Detention & Removal Office (DRO)         | \$4,053,628.00  | \$4,053,628.00  |
| 102K                                 | Customs & Border Protection Uniforms     | \$12,993,679.00 | \$12,993,679.00 |
| 102M                                 | COBRA                                    | \$42,504.00     | \$42,504.00     |
| 102Q                                 | BP Supplemental Funding                  | \$2,769,900.00  | \$2,769,900.00  |
| 102R                                 | Public Affairs Jackets                   | \$1,290.00      | \$1,290.00      |
| 102S                                 | User Fees                                | \$3,287,509.23  | \$3,287,509.23  |
| 102T                                 | BDU Web Gear Funding                     | \$7,500,000.00  | \$7,500,000.00  |
| 102U                                 | EI Centro Honor Guard Coat               | \$12,940.00     | \$12,940.00     |
| 102V                                 | Air 850 Laser Safety Lens                | \$212,500.00    | \$212,500.00    |
| 102W                                 | BP Hurricane Katrina Replacement         | \$6,000.00      | \$6,000.00      |
| 102X                                 | AMO Cold Weather Gear                    | \$12,798.00     | \$12,798.00     |
| 102Y                                 | AMO Additional Uniform Requirements      | \$2,300,000.00  | \$2,300,000.00  |
| <b>TOTAL OPTION YEAR ONE VALUE</b>   |  | <b>b(4)</b>     |                 |
| 201                                  | Option Year 2 - Management Services      |                 |                 |
| 202                                  | Option Year 2 - Uniform Schedule         | \$25,787,500.00 | \$23,741,173.50 |
| 202A                                 | Option Year 2 - Incentives               | <b>b(4)</b>     |                 |
| 202B                                 | CBP A&M Uniform                          | \$5,383,935.00  | \$5,383,935.00  |
| 202C                                 | OBP Uniform                              | \$416,500.00    | \$416,500.00    |
| 202D                                 | Federal Protective Service (FPS)         | \$259,000.00    | \$259,000.00    |
| 202E                                 | Office/Special Buys                      | \$69,833.68     | \$69,833.68     |
| 202F                                 | FDA Uniform Program                      | \$78,200.00     | \$78,200.00     |
| 202G                                 | FEMA Uniform Program                     | \$118,400.50    | \$118,400.50    |
| 202H                                 | OFO New York Honor Guard Uniform         | \$6,900.00      | \$6,900.00      |
| 202I                                 | OBP Honor Guard Uniform                  | \$50,000.00     | \$50,000.00     |
| 202J                                 | ICE Honor Guard Uniform                  | \$49,438.00     | \$49,438.00     |
| 202K                                 | OTD Video Uniform                        | \$7,431.86      | \$7,431.86      |
| 202L                                 | OFO Class 1 Uniforms                     | \$27,342.00     | \$27,342.00     |
| 202M                                 | BORSTAR Patches                          | \$65,000.00     | \$65,000.00     |
| 202N                                 | New Uniforms Agricultural Specialist     | \$75,000.00     | \$75,000.00     |
| 202O                                 | Special Operations BDU                   | \$341,655.00    | \$341,655.00    |
| 202P                                 | Detention & Removal Office (DRO)         | \$4,500,000.00  | \$4,500,000.00  |
| 202Q                                 | Citizenship & Immigration (CIS)          | \$620,000.00    | \$620,000.00    |
| <b>TOTAL OPTION YEAR TWO VALUE</b>   |  | <b>b(4)</b>     |                 |
| 301                                  | Option Year 3 - Management Services      |                 |                 |
| 301A                                 | Option Year 3 - Quartermaster Operations |                 |                 |
| 302                                  | Option Year 3 - Uniform Schedule         | \$33,183,800.00 | \$22,927,968.28 |
| 302A                                 | Option Year 3 - Incentives               | <b>b(4)</b>     |                 |
| 302B                                 | Office/Special Buys                      | \$6,112.92      | \$6,112.92      |
| 302C                                 | OFO Branding Initiative                  | \$1,680,000.00  | \$1,680,000.00  |
| 302D                                 | OFO Miami Honor Guard Uniform            | \$8,400.00      | \$8,400.00      |
| 302E                                 | OBP Uniform Supplies                     | \$50,000.00     | \$50,000.00     |
| 302F                                 | FPS Uniforms                             | \$490,250.00    | \$490,250.00    |
| <b>TOTAL OPTION YEAR THREE VALUE</b> |  | <b>b(4)</b>     |                 |
| 401                                  | Option Year 4 - Management Services      | <b>b(4)</b>     |                 |
| 401A                                 | Option Year 4 - Quartermaster Operations | <b>b(4)</b>     |                 |

|                      |  |                         |                         |
|----------------------|--|-------------------------|-------------------------|
| 402                  | Option Year 4 - Uniform Schedule         | \$4,707,019.95          |                         |
| 501                  | Option Year 5 - Management Services      | b(4)                    |                         |
| 501A                 | Option Year 5 - Quartermaster Operations | b(4)                    |                         |
| 502                  | Option Year 5 - Uniform Schedule         | \$4,832,566.17          |                         |
| 601                  | Option Year 6 - Management Services      | b(4)                    |                         |
| 601A                 | Option Year 6 - Quartermaster Operations | b(4)                    |                         |
| 602                  | Option Year 6 - Uniform Schedule         | \$4,958,057.60          |                         |
| <b>Overall Total</b> |  | <b>\$206,830,150.51</b> | <b>\$171,878,626.84</b> |

For purposes of this contract, each Year set forth in Section B.1 is considered to be Program Year.