AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT	1. CONTRACT ID CODE	PAGE OF PAGES 1 2

2. AMENDMENT/MODIFICATION NO. P00046	3. EFF. DATE 06/03/2008	4. REQUISITION/PURCHASE REQ. NO. 0020034405	5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE 7014

Department of Homeland Security
Customs & Border Protection
1300 Pennsylvania Ave NW
NP 1310
Washington DC 20229

7. ADMINISTERED BY *(If other than Item 6)* CODE

Dept of Homeland Security
Customs & Border Protection
Office of Procurement - NP 1310
1300 Pennsylvania Ave. NW
Washington DC 20229

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and Zip Code)*

VF SOLUTIONS

545 MARRIOTT DR

NASHVILLE TN 37214-0995

CODE 004048013 FACILITY CODE

9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

☒ 10A. MODIFICATION OF CONTRACT/ORDER NO.
HSBP1004C00346 /

10B. DATED *(SEE ITEM 13)* 09/17/2001

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 page 2

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).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of the Parties
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☐ is not ☒ 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.)*

The following changes are hereby incorporated into Contract No. HSBP1004C00346:

BEGINNING WITH THE EFFECTIVE DATE OF THIS MODIFICATION, THE FOLLOWING CHANGES ARE MADE:

1. The first purpose of this modification is to increase the negotiated price of Option Period III by $1,282,301.20. The total negotiated contract price for Option Period III has increased from $36,527,441.12 to $37,809,742.32.

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)* JIM TEWMEY, VP SALES	16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)* James Lieberman Contracting Officer

15B. b(6)	15C. DATE SIGNED 6-10-08	16B. UNITED STATES OF AMERICA B b(6)	16C. DATE SIGNED 6/16/08

NSN
PREV

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA FAR (48 CFR) 53.243

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT - Continuation			1. CONTRACT ID CODE	
2. AMENDMENT/MODIFICATION NO. P00046	3. EFF. DATE 06/03/2008	4. REQUISITION/PURCHASE REQ. NO. 0020034405	PAGE 2	OF PAGES 2

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

of $2,816,222.45. Therefore, Option Period III funding has increased from $25,924,931.92 to $28,741,154.37. The Total Cumulative Obligated Amount of the contract is increased from $171,878,626.84 to $174,694,849.29.

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 $24,412,289.09.
-CLIN 302A Option Year 3 - Incentives obligated price has increased by b(4) from b(4) to b(4).
-CLIN 302G Option Year 3 - A&M Supplemental is hereby added to the contract in the negotiated and obligated amount of $550,105.00.
-CLIN 302H Option Year 3 - FEMA Uniform Program is hereby added to the contract in the negotiated and obligated amount of $32,753.20 (see Attachment 2 for details).
-CLIN 302I Option Year 3 - OFO New York Honor Guard Uniform is hereby added to the contract in the negotiated and obligated amount of $2,443.00.
-CLIN 302J Option Year 3 - FDA Uniform Program is hereby added to the contract in the negotiated and obligated amount of $130,000.00 (see Attachment 3 for details).
-CLIN 302K Option Year 3 - BP Marine Uniforms is hereby added to the contract in the negotiated and obligated amount of $530,000.00.
-CLIN 302L Option Year 3 - OFO Expansion Program is hereby added to the contract in the negotiated and obligated amount of $37,000.00.

4. 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.

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

HSBP1004C00346, Modification P00046

B.1 SCHEDULE OF PRICE/COSTS

		NEGOTIATED	OBLIGATED
CLIN	**DESCRIPTION**	**PRICE**	**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 Patchs 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 Patchs	$1,000.00	$1,000.00
004J	Roll Out Freight Chrages 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
TOTAL BASE MULTIYEAR VALUE		b(4)	
101	Option Year 1 - Management Services		

Revised 06/02/08 per Modification P00046

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	El 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
TOTAL OPTION YEAR ONE VALUE		b(4) [redacted]	[redacted]
201	Option Year 2 - Management Services	[redacted]	[redacted]
202	Option Year 2 - Uniform Schedule	$25,787,500.00	$23,741,173.50
202A	Option Year 2 - Incentives	b(4) [redacted]	[redacted]
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
TOTAL OPTION YEAR TWO VALUE		b(4) [redacted]	[redacted]
301	Option Year 3 - Management Services	[redacted]	[redacted]
301A	Option Year 3 - Quartermaster Operations	[redacted]	[redacted]
302	Option Year 3 - Uniform Schedule	$33,183,800.00	$24,412,289.09
302A	Option Year 3 - Incentives	b(4) [redacted]	[redacted]
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
302G	A&M Supplemental	$550,105.00	$550,105.00
302H	FEMA Uniform Program	$32,753.20	$32,753.20
302I	OFO New York Honor Guard Uniform	$2,443.00	$2,443.00

302J	FDA Uniform Program	$130,000.00	$130,000.00
302K	BP Marine Uniforms	$530,000.00	$530,000.00
302L	OFO Expansion Program	$37,000.00	$37,000.00
TOTAL OPTION YEAR THREE VALUE		b(4)	[redacted]
401	Option Year 4 - Management Services	b(4)	
401A	Option Year 4 - Quartermaster Operations		
402	Option Year 4 - Uniform Schedule	$4,707,019.95	
501	Option Year 5 - Management Services	b(4)	
501A	Option Year 5 - Quartermaster Operations		
502	Option Year 5 - Uniform Schedule	$4,832,566.17	
601	Option Year 6 - Management Services	b(4)	
601A	Option Year 6 - Quartermaster Operations		
602	Option Year 6 - Uniform Schedule	$4,958,057.60	
Overall Total		**$208,112,451.71**	**$174,694,849.29**

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

Attachment 2

[redacted]
DHS/FEMA Short Sleeve shirts w/patch
SIZE: SMALL
FUNDING/REQ NO: 3: b(4) FN00131Y2008T

0010 188.00 ea b(4)
DHS/FEMA Short Sleeve shirts w/patch
SIZE: MEDIUM
FUNDING/REQ NO: 3: b(4) FN00131Y2008T
FUNDING/REQ NO: 4: FN00186Y2008T

0011 214.00 ea b(4)
DHS/FEMA Short Sleeve shirts w/patch
SIZE: LARGE
FUNDING/REQ NO: 4: b(4) FN00186Y2008T

0012 156.00 ea b(4)
DHS/FEMA Short Sleeve shirts w/patch
SIZE: X-LARGE
FUNDING/REQ NO: 4: b(4) FN00186Y2008T

0013 45.00 ea b(4)
DHS/FEMA Short Sleeve shirts w/patch
SIZE: XX-LARGE
FUNDING/REQ NO: 4: b(4) FN00186Y2008T

0014 85.00 ea b(4)
DHS/FEMA Short Sleeve shirts w/patch
SIZE: XXX-LARGE
FUNDING/REQ NO: 4: b(4) FN00186Y2008T

0015 2.00 ea b(4)
DHS/FEMA Short Sleeve shirts w/patch
SIZE: 4X-LARGE
FUNDING/REQ NO: 4: b(4) FN00186Y2008T

0016 15.00 ea b(4)
DHS/FEMA Short Sleeve shirts w/patch
SIZE: 5X-LARGE
FUNDING/REQ NO: 4: b(4) FN00186Y2008T

0017 170.00 ea b(4)
FEMA Baseball Caps
ONE SIZE FITS ALL
FUNDING/REQ NO: 4: b(4) FN00186Y2008T

0018 100.00 ea b(4)
FEMA Wool Beanies
ONE SIZE FITS ALL
FUNDING/REQ NO: 4: b(4) FN00186Y2008T

GRAND TOTAL --- $32,753.20

ACCOUNTING AND APPROPRIATION DATA:

Attachment 2

[redacted]

CONTINUATION PAGE

A.1 PRICE/COST SCHEDULE

ITEM NO.	DESCRIPTION OF SUPPLIES/SERVICES	QTY	UNIT	UNIT PRICE	AMOUNT
0001	DHS/FEMA Long Sleeve Shirts w/patch Size: SMALL FUNDING/REQ NO: 1: b(4) CN00007Y2008T	60.00	ea	b(4)	
0002	DHS/FEMA Long Sleeve Shirts w/patch Size: MEDIUM FUNDING/REQ NO: 1: b(4) CN00007Y2008T	137.00	ea	b(4)	
0003	DHS/FEMA Long Sleeve Shirts w/patch Size: LARGE FUNDING/REQ NO: 1: b(4) CN00007Y2008T FUNDING/REQ NO: 2: CN00107Y2008T	144.00	ea	b(4)	
0004	DHS/FEMA Long Sleeve Shirts w/patch Size: X LARGE FUNDING/REQ NO: 1: b(4) CN00007Y2008T FUNDING/REQ NO: 2: CN00107Y2008T FUNDING/REQ NO: 3: FN00131Y2008T	139.00	ea	b(4)	
0005	DHS/FEMA Long Sleeve Shirts w/patch Size: XX LARGE FUNDING/REQ NO: 1: b(4) CN00007Y2008T	92.00	ea	b(4)	
0006	DHS/FEMA Long Sleeve Shirts w/patch SIZE: XXX-LARGE FUNDING/REQ NO: 3: b(4) FN00131Y2008T	68.00	ea	b(4)	
0007	DHS/FEMA Long Sleeve Shirts w/patch SIZE: 4X-LARGE FUNDING/REQ NO: 3: b(4) FN00131Y2008T	25.00	ea	b(4)	
0008	DHS/FEMA Long Sleeve Shirts w/patch SIZE: 5X-LARGE FUNDING/REQ NO: 3: b(4) FN00131Y2008T	35.00	ea	b(4)	
0009		237.00	ea	b(4)	

Attachment 3

FDA Product List with FY07 & FY08 Pricing

Lot Number	Description	FY07 Price	FY08 Price
Shirts-Dark Navy			
FA1000	Male Long Sleeve	b(4) [redacted]	[redacted]
FA1001	Male Short Sleeve	[redacted]	[redacted]
FA1002	Female Long Sleeve	[redacted]	[redacted]
FA1003	Female Short Sleeve	[redacted]	[redacted]
FA5000	Navy Unisex Short Sleeve Pique Knit	[redacted]	[redacted]
FA5002	White Unisex Short Sleeve Pique Knit	[redacted]	[redacted]
Shirts-White		[redacted]	[redacted]
FA1006	Male Long Sleeve	[redacted]	[redacted]
FA1007	Male Short Sleeve	[redacted]	[redacted]
FA1008	Female Long Sleeve	[redacted]	[redacted]
FA1009	Female Short Sleeve	[redacted]	[redacted]
Trousers-Skirt-Shorts		[redacted]	[redacted]
FA2000	Male 4-Pocket Trouser	[redacted]	[redacted]
FA2001	Female 4-Pocket Trouser	[redacted]	[redacted]
FA2002	Skirt	[redacted]	[redacted]
CU2101	Male 6-Pocket Cargo Trouser	[redacted]	[redacted]
CU2105	Female 6-Pocket Cargo Trouser	[redacted]	[redacted]
FA2003	Male 6-Pocket Cargo Short	[redacted]	[redacted]
FA2004	Female 6-Pocket Cargo Short	[redacted]	[redacted]
Outerwear		[redacted]	[redacted]
FA3000	Unisex Jacket/Thinsulate® Liner	[redacted]	[redacted]
FA3001	Unisex Windbreaker/Hollofil® Liner	[redacted]	[redacted]
FA3002	Unisex Parka	[redacted]	[redacted]
FA5001	Unisex Cardigan Sweater	[redacted]	[redacted]
Accessories		[redacted]	[redacted]
FA7000	Belt	[redacted]	[redacted]
FA7001	Hat	[redacted]	[redacted]
FA7002	Tie- 15"	[redacted]	[redacted]
FA7003	Tie- 18"	[redacted]	[redacted]
FA7004	Tie- 20"	[redacted]	[redacted]
Maternity		[redacted]	[redacted]
FA2005	Maternity Pants	[redacted]	[redacted]
FA1004	Maternity Long Sleeve Shirt	[redacted]	[redacted]
FA1005	Maternity Short Sleeve Shirt	[redacted]	[redacted]
100% Cotton		[redacted]	[redacted]
HS2310	Male 100% Cotton Trouser	[redacted]	[redacted]
HS2311	Female 100% Cotton Trouser	[redacted]	[redacted]
FA1010B/(FA2006B)	Male 100% Cotton SS Shirt	[redacted]	[redacted]
FA1011B/(FA2007B)	Male 100% Cotton LS Shirt	[redacted]	[redacted]

The FY08 pricing reflects a b(4) [redacted]% increase.
This pricing goes into effect on Oct. 1, 2007.