

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

2. AMENDMENT/MODIFICATION NO. P00002 3. EFF. DATE 05/11/2009 4. REQUISITION/PURCHASE REQ. NO. 0020043412 5. PROJECT NO. (If applicable)

6. ISSUED BY CODE 7014 7. ADMINISTERED BY (If other than Item 6) CODE
 Department of Homeland Security Dept of Homeland Security
 Customs and Border Protection Customs and Border Protection
 1300 Pennsylvania Ave NW Procurement Directorate - NP 1310
 NP 1310 1300 Pennsylvania Ave. NW
 Washington DC 20229 Washington DC 20229

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code)
 GENERAL ATOMICS AERONAUTICAL SYS
 14200 KIRKHAM WAY
 POWAY CA 92064
 CODE 824684229 FACILITY CODE
 9A. AMENDMENT OF SOLICITATION NO.
 9B. DATED (SEE ITEM 11)
 10A. MODIFICATION OF CONTRACT/ORDER NO.
 X HSBP1008D01990 /
 10B. DATED (SEE ITEM 13) 09/30/2008

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)
 Not Applicable

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 data, 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: FAR 43.103(a)(3)
 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.)
 See Attached

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)
 (b) (6)
 Sr. Contracts Administrator
 15B. (b) (6)
 (Signature of person authorized to sign)
 15C. DATE SIGNED
 5/11/09
 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)
 Stephanie Alexander
 Contracting Officer
 16B. UNITED STATES OF AMERICA
 (b) (6)
 (Signature of Contracting Officer)
 16C. DATE SIGNED
 5/12/09

21

ATTACHMENT INFORMATION
FOR
AWARD HSBP1008D01990, MODIFICATION P00002

The purpose of this modification to contract HSBP1008D01990 is for the following:

Under Section J "List of Attachments," make the following changes:

1. Replace Attachment 1, UAS Statement of Work in its entirety with the revised SOW attached hereto, which incorporate COMSEC requirements.
2. Incorporate attachment 5, DD 254 Contract Security Classification Specification form for the UAS Hardware contract, attached hereto.
3. Replace Attachment 9, Spares Equipment List page No. 2 with revised list attached hereto, which incorporates a part number change for the Technicians Tool Box (ELIN A013). The new part number is UGI92008-1.
4. This modification results in no increase or decrease to the contract.
5. Except as modified above, all other terms and conditions remain unchanged and in full force and effect.

**DEPARTMENT OF DEFENSE
CONTRACT SECURITY CLASSIFICATION SPECIFICATION**
*(The requirements of the DoD Industrial Security Manual apply
to all security aspects of this effort.)*

1. CLEARANCE AND SAFEGUARDING	
a. FACILITY CLEARANCE REQUIRED	SECRET
b. LEVEL OF SAFEGUARDING REQUIRED	SECRET

2. THIS SPECIFICATION IS FOR: <i>(X and complete as applicable)</i>		3. THIS SPECIFICATION IS: <i>(X and complete as applicable)</i>	
<input checked="" type="checkbox"/> a. PRIME CONTRACT NUMBER HSBP1008D01990	<input checked="" type="checkbox"/> a. ORIGINAL <i>(Complete date in all cases)</i> DATE (YYYYMMDD) 20090423	<input type="checkbox"/> b. SUBCONTRACT NUMBER	<input type="checkbox"/> b. REVISED <i>(Supersedes all previous specs)</i> REVISION NO. DATE (YYYYMMDD)
<input type="checkbox"/> c. SOLICITATION OR OTHER NUMBER	DUE DATE (YYYYMMDD)	<input type="checkbox"/> c. FINAL <i>(Complete Item 5 in all cases)</i>	DATE (YYYYMMDD)

4. IS THIS A FOLLOW-ON CONTRACT? YES NO. If Yes, complete the following:
Classified material received or generated under HSBP1005D00994 *(Preceding Contract Number)* is transferred to this follow-on contract.

5. IS THIS A FINAL DD FORM 254? YES NO. If Yes, complete the following:
In response to the contractor's request dated _____, retention of the classified material is authorized for the period of _____

6. CONTRACTOR *(Include Commercial and Government Entity (CAGE) Code)*

a. NAME, ADDRESS, AND ZIP CODE General Atomics – Aeronautical Systems, Inc 14200 Kirkham Way Poway, CA 92064	b. CAGE CODE 0YJB5	c. COGNIZANT SECURITY OFFICE <i>(Name, Address, and Zip Code)</i> Defense Security Service (S41SD) 11770 Bernardo Plaza Court, suite 450 San Diego, CA 92128-2426
---	-----------------------	--

7. SUBCONTRACTOR

a. NAME, ADDRESS, AND ZIP CODE	b. CAGE CODE	c. COGNIZANT SECURITY OFFICE <i>(Name, Address, and Zip Code)</i>
--------------------------------	--------------	---

8. ACTUAL PERFORMANCE

a. LOCATION General Atomics – Aeronautical Systems, Inc 14200 Kirkham Way Poway, CA 92064	b. CAGE CODE 0YJB5	c. COGNIZANT SECURITY OFFICE <i>(Name, Address, and Zip Code)</i> Defense Security Service 11770 Bernardo Plaza Court, suite 450 San Diego, CA 92128-2426
--	-----------------------	--

9. GENERAL IDENTIFICATION OF THIS PROCUREMENT
This procurement is for the acquisition of Unmanned Aircraft Systems (UAS) which includes aircraft, ground control systems, data links and other UAS related support equipment.

10. CONTRACTOR WILL REQUIRE ACCESS TO:		YES	NO	11. IN PERFORMING THIS CONTRACT, THE CONTRACTOR WILL:		YES	NO
a. COMMUNICATIONS SECURITY (COMSEC) INFORMATION		<input checked="" type="checkbox"/>	<input type="checkbox"/>	a. HAVE ACCESS TO CLASSIFIED INFORMATION ONLY AT ANOTHER CONTRACTOR'S FACILITY OR A GOVERNMENT ACTIVITY		<input type="checkbox"/>	<input checked="" type="checkbox"/>
b. RESTRICTED DATA		<input type="checkbox"/>	<input checked="" type="checkbox"/>	b. RECEIVE CLASSIFIED DOCUMENTS ONLY		<input type="checkbox"/>	<input checked="" type="checkbox"/>
c. CRITICAL NUCLEAR WEAPON DESIGN INFORMATION		<input type="checkbox"/>	<input checked="" type="checkbox"/>	c. RECEIVE AND GENERATE CLASSIFIED MATERIAL		<input type="checkbox"/>	<input checked="" type="checkbox"/>
d. FORMERLY RESTRICTED DATA		<input type="checkbox"/>	<input checked="" type="checkbox"/>	d. FABRICATE, MODIFY, OR STORE CLASSIFIED HARDWARE	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. INTELLIGENCE INFORMATION		<input type="checkbox"/>	<input type="checkbox"/>	e. PERFORM SERVICES ONLY	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(1) Sensitive Compartmented Information (SCI)		<input type="checkbox"/>	<input checked="" type="checkbox"/>	f. HAVE ACCESS TO U.S. CLASSIFIED INFORMATION OUTSIDE THE U.S., PUERTO RICO, U.S. POSSESSIONS AND TRUST TERRITORIES	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(2) Non-SCI		<input type="checkbox"/>	<input checked="" type="checkbox"/>	g. BE AUTHORIZED TO USE THE SERVICES OF DEFENSE TECHNICAL INFORMATION CENTER (DTIC) OR OTHER SECONDARY DISTRIBUTION CENTER	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f. SPECIAL ACCESS INFORMATION		<input type="checkbox"/>	<input checked="" type="checkbox"/>	h. REQUIRE A COMSEC ACCOUNT	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. NATO INFORMATION		<input type="checkbox"/>	<input checked="" type="checkbox"/>	i. HAVE TEMPEST REQUIREMENTS	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
h. FOREIGN GOVERNMENT INFORMATION		<input type="checkbox"/>	<input checked="" type="checkbox"/>	j. HAVE OPERATIONS SECURITY (OPSEC) REQUIREMENTS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i. LIMITED DISSEMINATION INFORMATION		<input type="checkbox"/>	<input checked="" type="checkbox"/>	k. BE AUTHORIZED TO USE THE DEFENSE COURIER SERVICE	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
j. FOR OFFICIAL USE ONLY INFORMATION		<input checked="" type="checkbox"/>	<input type="checkbox"/>	l. OTHER <i>(Specify)</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
k. OTHER <i>(Specify)</i>		<input type="checkbox"/>	<input checked="" type="checkbox"/>	See block 13 remarks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

12. PUBLIC RELEASE. Any information (classified or unclassified) pertaining to this contract shall not be released for public dissemination except as provided by the Industrial Security Manual or unless it has been approved for public release by appropriate U.S. Government authority. Proposed public releases shall be submitted for approval prior to release Direct Through (Specify)

NONE AUTHORIZED Designated Contracting Officer; U.S. Customs and Border Protection
1300 Pennsylvania Avenue NW, Suite 1310, Washington, DC 20229

to the Directorate for Freedom of Information and Security Review, Office of the Assistant Secretary of Defense (Public Affairs)* for review.
*In the case of non-DoD User Agencies, requests for disclosure shall be submitted to that agency.

13. SECURITY GUIDANCE. The security classification guidance needed for this classified effort is identified below. If any difficulty is encountered in applying this guidance or if any other contributing factor indicates a need for changes in this guidance, the contractor is authorized and encouraged to provide recommended changes; to challenge the guidance or the classification assigned to any information or material furnished or generated under this contract, and to submit any questions for interpretation of this guidance to the official identified below. Pending final decision, the information involved shall be handled and protected at the highest level of classification assigned or recommended. (Fill in as appropriate for the classified effort. Attach, or forward under separate correspondence, any documents/guides/extracts referenced herein. Add additional pages as needed to provide complete guidance.)

Reference 10a and 11j: The Contractor shall be required to receive, store, repair, and/or process the ARC-210 and DoD Enhanced GPS Inertial (EGI) Navigation System. The Contractor shall develop and define the Operations Security Program that will provide essential protection of information, equipment, data, material, processes, procedures or operations from those not authorized access to this information or material. The Operations Security Program shall meet or exceed the provisions of DHS Management Directive 11060.1 dated 9/25/2006.

Reference 10j: The Contractor shall comply with the provisions of DHS Management Directive MD Number 11042.1, "Safeguarding Sensitive But Unclassified (For Official Use Only) Information" dated Jan 6, 2005.

Reference 11h: The contractor shall maintain a Communication Security (COMSEC) Account to enable crew members to communicate on all civilian and military frequencies in a secure manner by way of applicable encryption processes.

Reference 11i: For any classified visits to Customs and Border Protection or Department of Defense facilities in the performance of this contract, the Contractor shall provide written identification, including names, social security numbers, security clearance held, and birth dates to the Contracting Officer of record so that a visit authorization request may be processed.

Upon completion of contract performance, the Contractor shall contact the Contracting Officer of record for classified information disposition instructions.

14. ADDITIONAL SECURITY REQUIREMENTS. Requirements, in addition to ISM requirements, are established for this contract. Yes No
(If Yes, identify the pertinent contractual clauses in the contract document itself, or provide an appropriate statement which identifies the additional requirements. Provide a copy of the requirements to the cognizant security office. Use Item 13 if additional space is needed.)

The Operations Security Program shall meet or exceed the provisions of DHS Management Directives System, MD Number: 11060.1 dated 09/25/2006. Guidance for safeguarding and handling Sensitive But Unclassified Information will be provided by DHS MD 11042.1.

15. INSPECTIONS. Elements of this contract are outside the inspection responsibility of the cognizant security office. Yes No
(If Yes, explain and identify specific areas or elements carved out and the activity responsible for inspections. Use Item 13 if additional space is needed.)

16. CERTIFICATION AND SIGNATURE. Security requirements stated herein are complete and adequate for safeguarding the classified information to be released or generated under this classified effort. All questions shall be referred to the official named below.

a. TYPED NAME OF CERTIFYING OFFICIAL (b) (6)	b. TITLE Program Manager, Industrial Security Program	c. TELEPHONE (Include Area Code) (b) (6)
--	--	--

d. ADDRESS (Include Zip Code)
799 9th Street, NW
Mint Annex, Fourth Floor

W
e
(b) (6)

17. REQUIRED DISTRIBUTION

- a. CONTRACTOR
- b. SUBCONTRACTOR
- c. COGNIZANT SECURITY OFFICE FOR PRIME AND SUBCONTRACTOR
- d. U.S. ACTIVITY RESPONSIBLE FOR OVERSEAS SECURITY ADMINISTRATION
- e. ADMINISTRATIVE CONTRACTING OFFICER
- f. OTHERS AS NECESSARY

CLIN 0006 AA Ground Support Equipment - Aircraft
 GACP# 8082-117, Ver. 5

10/01/2008

ELIN #	PART NUMBER	GA ASI DESCRIPTION	QTY	UNIT PRICE	TOTAL EXT. PRICE
A001	(b) (4)	JACK,2 TON, SINGLE STAGE HYDRAULIC	(b) (4)	(b) (4)	(b) (4)
A002		PULLER SET,SPLINE ADAPTER,TURBOPROP			
A003		HOSE, NOSE STRUT & TIRES SERVICING			
A004		QD FOR SERVICE HOSE			
A005		DIGITAL INCLINOMETER			
A006		JIB CRANE,4000LB,FORKLIFT,TELESCOPING			
A007		BEAM,LIFTING,1/2 TON CAP,12 FT SPREAD			
A008		SUPPORT JACK			
A009		COVER,ALPHA VANE TIE-DOWN			
A010		COVER,HEATED PITOT			
A011		CABLE ASSY,GPM TO GSP,DY4 RCM			
A012		SLING,11500 LBS CAP,15 FT LONG,4" WIDE			
A013		AVIONICS TECH TOOL KIT			
A014		CABLE ASSY,A/C GROUND SUPPORT POWER(W7011)			
A015		CABLE ASSY,GND SUPPORT BAT1,3,5 CHARGING(W7081)			
A016		CABLE ASSY,GND SUPPORT BAT 2,4,6 CHARGING(W7082)			
A017		CABLE ASSY,ESM TO BUS1 BAT JUNCTION PWR(W3051)			
A018		CABLE ASSY,MTS-B TURRET CONTROL TEST (W095)			
A019		STANDOFF,ENGINE EXHAUST,GROUND RUN,COWL REMOVED			
A020		PIN,RIG,PROP PITCH CONTROL			
A021		GAUGE ASSEMBLY,NOSE STRUT SERVICE			
A022		TOOL,ADJUSTMENT PROP GOVERNOR,DEEC			
A023		WRENCH,MAIN LANDING GEAR			
A024		STAND ASSY,FUSELAGE,AFT			
A025		STAND ASSY,FUSELAGE,FORWARD			
A026		PULLER ASSY,WING PIN			
A027		CRADLE ASSY,WING LIFT,INBRD LH			
A028		CRADLE ASSY,WING LIFT,OUTBRD LH			
A029		CRADLE ASSY,WING LIFT,INBRD RH			
A030		CRADLE ASSY,WING LIFT,OUTBRD RH			
A031		SUPPORT, STABILIZING TEE, FORWARD FUSELAGE			
A032		SUPPORT, STABILIZING TEE, AFT FUSELAGE			
A033		CART ASSY,RADOME			
A034		TAIL CART ASSEMBLY,DIAGONAL/VERTICAL			
A035		JACK,WING LIFT AND INSTALLATION			
A036		TURN TABLE ASSEMBLY			
A037		KIT,PROPELLER BALANCE,PREDATOR B			
A038		HOBART STARTER,AVIONICS POWER BOX KIT			
A039		CABLE ASSY,SSIU & SCC SOFTWARE LOADER			
A040		CABLE ASSY,GENERIC PAYLOAD 1,2 LOOP BACK TEST CONN			
A041		CABLE ASSY,GENERIC PAYLOAD 2 LOOP BACK TEST CONN			
A042		OBSOLETE(SEE UHK92205-1)			
A043		KIT,AIRCRAFT WEIGHT AND BALANCE			
A044		KIT,TEST,NEGATIVE TORQUE SYSTEM			
A045		CABLE,FLASH PROGRAMMING ASSY (W700)			
A046		DEAD WEIGHT,PAYLOAD,5 LBS(1/4" THK)			
A047		DEAD WEIGHT,PAYLOAD,20 LBS(1" THK)			
A048		DEAD WEIGHT,PAYLOAD,50 LBS(2-1/2 THK)			
A049		BATTERY CHARGER & MISC MATERIAL (BAG & TAG)			
A050		BATTERY CHARGER,MODIFIED			
A051		WASTE COOLANT DRAIN ASSY			
A052		WASTE OIL DRAIN ASSY			
A053		TEST ASSY KIT,SERIES POWER			
A054		CABLE ASSY,DIRECT-CONNECT (W103)			
A055		CABLE ASSY,INTERCOM (W110)			
A056		CABLE,INTERCOM EXTENSION,100FT (W171)			
A057		CABLE,INTERCOM EXTENSION,150FT (W172)			
A058		GCS,SINGLE BAY STATION (PRED B)			
A059		CABLE ASSY,UPS 1 INPUT POWER (W250-1)			

Attachment (9): Spares Equipment List