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

2. AMENDMENT/MODIFICATION NO.	3. EFF. DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
P00002	12-15-2010	0020052095	

6. ISSUED BY CODE 70050800
DHS - Customs & Border Protection
Department of Homeland Security
1300 Pennsylvania Ave, NW
Procurement Directorate - NP 1310
Washington DC 20229

7. ADMINISTERED BY (If other than Item 6) CODE
DHS - Customs & Border Protection
Department of Homeland Security
1300 Pennsylvania Ave, NW
Procurement Directorate - NP 1310
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. HSBP1010C00026 /

10B. DATED (SEE ITEM 13) 05/21/2010

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 ACCOUNTING AND APPROPRIATION DATA

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: 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.)

The purpose of this modification to Contract HSBP1010C00026 is to (1) convert Aircraft CBP159 into the Guardian Configuration in accordance with Engineering Change Proposal (ECP) GACP 8101-006R1 and (2) order Provisioned Item Order (PIO) IP Backhaul Spares and Ku Dishes. Accordingly, said contract is modified as follows:

1. Under SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS, make changes to CLIN 0001 as follows to reflect the Guardian Configuration for Aircraft CBP159. This configuration increases the price of Aircraft CBP159 by (b) (4) from (b) (4) to (b) (4)

-Part# is changed to read: UHS97000-7, UHS16076-1, and UHK16018-1
-Description is changed to read: Predator B Guardian Aircraft

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)	15C. DATE SIGNED	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)	16C. DATE SIGNED
(b) (4) Sr. Contracts Admin.		STEPHANIE ALEXANDER CONTRACTING OFFICER	
(b) (6) (to sign)	12/16/10	16B. UNITED STATES OF AMERICA BY (b) (6)	12-17-10

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT - Continuation			1. CONTRACT ID CODE	
2. AMENDMENT/MODIFICATION NO. P00002	3. EFF. DATE 12-15-2010	4. REQUISITION/PURCHASE REQ. NO. 0020052095	PAGE 2	OF PAGES 2

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

-Unit Price and Extended Price is changed to read: (b) (4)

To further effect this change, replace Page 5, "PART I - THE SCHEDULE", with the revised PART I – THE SCHEDULE attached hereto.

2. In accordance with SECTION H, SPECIAL CONTRACT REQUIREMENTS, Clause H.12 "Provisioned Item Ordering", incorporate and deliver Exhibits A and G PIO Spares at the listed negotiated prices attached hereto, for the delivery of IP Backhaul Components and Ku Antenna Satellite Dishes. Exhibit A, IP Backhaul components increases the contract amount by (b) (4) Exhibit G, Ku Antenna Satellite Dishes increases the contract amount by (b) (4)

3. Under SECTION J - LIST OF ATTACHMENTS, replace Attachment (1), UAS SOW (Quickbuy) in its entirety with the revised Attachment (1), UAS SOW (Quickbuy), attached hereto.

4. Due to the high occurrence of part number changes as a result of parts obsolescence and manufacturing design improvements, part number changes from the items stated under this contract are acceptable without contract modification in order to process DD250's for prompt delivery, receipt and payment. This shall apply only to part number rolls and Class II changes where form, fit and function are not altered.

5. This modification increases the total contract value by $2,877,401 from $13,684,992 to $16,562,393.

6. Except as modified above, all other terms and conditions are in full force and effect.

PART I – THE SCHEDULE
SECTION B – SUPPLIES OR SERVICES AND PRICES/COSTS

This is Firm Fixed Price Contract, for the procurement of one (1) Unmanned Aircraft Systems (UAS) Predator B aircraft to be delivered in accordance with the terms and conditions stated herein. This effort will include the production, testing and delivery of UAS aircraft, communications systems, mission payloads, support systems, spares, ground support equipment, and data. The Contractor shall perform the work as specified in Section C as set forth in the Statement of Work and as described in the updated proposal GACP 8092-190 dated April 13, 2010. CLIN 0010 is a Cost Reimbursable CLIN to cover Shipping Costs for the UAS Hardware Items.

The period of performance is twenty-four months (05/27/2010 – 05/26/2012)

CLIN	DESCRIPTION	QTY	UNIT	UNIT PRICE	EXTENDED AMOUNT
	UNMANNED AIRCRAFT SYSTEM (UAS)				
0001	Predator B Aircraft (UHS97000-7, UHK16076-1, UHK16018-1)	1	Each	(b) (4) [redacted]	(b) (4) [redacted]
0002	Lynx SAR Block 20 (LNXD 20000-006)	1	Each		
0003	Aircraft Shipping Container (UHK91100-1) w/CWmod	1	Each		
0004	Propeller Shipping Container (UHK91101-1)	1	Each		
0005	Spare Part	1	Lot		
0006	North Dakota Ground Support Equipment	1	Lot		
0007	Southeastern Border Ground Support Equipment	1	Lot		
0008	MTS-B (4980990-1)	1	Each		
0009	MTS-B (4980990-1)	1	Each		
0010	Shipping (Cost Reimbursable)			Est. Cost:	
0011	Data Deliverables			NSP	NSP
0012	Provisioned Item Orders (PIO) *(See Exhibits)*				(b) (4) [redacted]
	TOTAL				**$16,562,393**

NSP: Not Separately Priced

SECTION B SUPPLIES OR SERVICES & PRICES OR COSTS

B.1 SCHEDULE OF SUPPLIES/SERVICES

ITEM #	DESCRIPTION	QTY	UNIT	UNIT PRICE	EXT. PRICE
10	Air Vehicle (UHS97000-5)w/center hardpts	1.000	AU	(b) (4)	
30	SAR w/GMTI (LNXD 2000-006)	1.000	AU		
40	Shipping Container (UHK91100-1)w/CWmod	1.000	AU		
50	Shipping Container (UHK91101-1)	1.000	AU		
60	Spare Parts	1.000	AU		
70	Ground Support Equipment Lot A	1.000	AU		
80	Ground Support Equipment Lot B	1.000	AU		
90	EO/IR Sensor w/Laser Illum MTS-B w/H Fil	1.000	AU		
100	EO/IR Sensor w/Laser Illum MTS-B w/H Fil	1.000	AU		
110	Shipping (T&M)	1.000	AU		
120	ECP for CBP 159 Maritime Mod	1.000	AU		
130	AVSIM / UHS95924	1.000	AU		
140	IP Backhaul / TBD 1	1.000	AU		
150	IP Backhaul / TBD 2	1.000	AU		
160	DC Power Supplies / UHK13380-1 (CBP 119)	1.000	AU		
170	DC Power Supplies / UHK13380-1 (CBP119)	1.000	AU		
180	DC Power Supplies / UHK13380-1 (CBP110)	1.000	AU		
190	DC Power Supplies / UHK13380-1 (CBP110)	1.000	AU		
200	Radar Power Inverter / P07713 (CBP113)	1.000	AU		
210	7.2 Meter KU Dish	1.000	AU		
220	additional funding for 7.2 Meter KU Dish	1.000	AU		
230	4.6 Meter KU Dish	1.000	AU		

Total Funded Value of Award: **$16,562,393.00**

B.2 ACCOUNTING and APPROPRIATION DATA

ITEM #	ACCOUNTING and APPROPRIATION DATA	AMOUNT
10	6999.3113USCSGLCS0922100100Z00009109AM01 OM0093113	(b) (4)
30	6999.3113USCSGLCS0922100100Z00009109AM01 OM0093113	
40	6999.3113USCSGLCS0922100100Z00009109AM01 OM0093113	
50	6999.3113USCSGLCS0922100100Z00009109AM01 OM0093113	
60	6100.2652USCSGLCS0922100100Z00009109AM01 OM0092652	
70	6999.3113USCSGLCS0922202050Z00007109AM01 OM0403113	
80	6999.3113USCSGLCS0922100100Z00009109AM01 OM0093113	
90	6999.3113USCSGLCS0922100100Z00009109AM01 OM0093113	
100	6999.3113USCSGLCS0922100100Z00009109AM01 OM0093113	
110	6100.2525USCSGLCS0922100100Z00009109AM01 OM0092525	
120	6100.2575USCSGLCS0922105000Z00010455AM01 FO0712575	
130	6100.311CUSCSGLCS0922105000Z00009109AM01 OM009311C	
140	1750.3113USCSGLCS0922105000Z00009109AM01 OM0093113	
150	1750.3113USCSGLCS0922105000Z00009109AM01 OM0093113	
160	6100.311CUSCSGLCS0922105000Z00009109AM01 OM009311C	
170	6100.311CUSCSGLCS0922105000Z00009109AM01 OM009311C	
180	6100.311CUSCSGLCS0922105000Z00009109AM01 OM009311C	
190	6100.311CUSCSGLCS0922105000Z00009109AM01 OM009311C	
200	1750.3113USCSGLCS0922105000Z00009109AM01 OM0093113	
210	6999.3113USCSGLCS0922105000Z00010109AM01 FO0173113	

ITEM #	ACCOUNTING and APPROPRIATION DATA	AMOUNT
220	6999.3113USCSGLCS0922105000Z00010109AM01 FO0713113	(b) (4)
230	6999.3113USCSGLCS0922105000Z00010109AM01 FO0713113	

B.3 DELIVERY SCHEDULE

DELIVER TO:	ITEM #	QTY	DELIVERY DATE
Customs and Border Protection 1300 Pennsylvania Avenue N W Washington, DC 20229	10	1.000	02/01/2011
	30	1.000	08/01/2011
	40	1.000	10/01/2010
	50	1.000	10/01/2011
	60	1.000	12/01/2011
	70	1.000	12/01/2011
	80	1.000	12/01/2011
	90	1.000	10/01/2011
	100	1.000	12/01/2011
	110	1.000	05/07/2010
	120	1.000	01/31/2011
	130	1.000	12/01/2011
	140	1.000	01/31/2011
	150	1.000	01/31/2011
	160	1.000	02/28/2011
	170	1.000	02/28/2011
	180	1.000	02/28/2011
	190	1.000	02/28/2011
	200	1.000	02/28/2011
	210	1.000	01/31/2011
	220	1.000	01/31/2011
	230	1.000	12/01/2011

HSBP1010C00026-Quickbuy
PIO Recommended Spares
Procurement List

ITEM NO.	PART NUMBER	NOMENCLATURE	QTY	PRICE	ORDERED
A0001	(b) (4)	AV SIM	(b) (4) EA	(b) (4)	P00002
A0002		IP BACKHAUL HARDWARE	EA		P00002
A0003		DC POWER SUPPLIES	EA		P00002
A0004		RADAR POWER INVERTER	EA		P00002
		TOTAL FIRM FIXED PRICE		(b) (4)	

Exhibit A

HSBP1010C00026-Quickbuy
PIO Recommended Ku Antenna Spares
Procurement List

ITEM NO.	PART NUMBER	NOMENCLATURE	QTY	PRICE	ORDERED
G0001	(b) (4) [redacted]	7.0 M KU GROUND TERMINAL (SMOKING DEAL)	[redacted] EA	(b) (4) [redacted]	N/A
G0002		4.6 M KU ANTENNA DISH (USED)	[redacted] EA		P00002
G0003		7.2 M KU ANTENNA DISH (USED)	[redacted] EA		P00002

Exhibit G