AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE

PAGE 1 OF 2 PAGES

2. AMENDMENT/MODIFICATION NO. P00006

3. EFF. DATE 07-15-2011

4. REQUISITION/PURCHASE REQ. NO. 0020052095

5. PROJECT NO. *(If applicable)*

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:

☒ D. OTHER *(Specify type of modification and authority)*
FAR 43.103(A)(3) AND FAR 52.217-7

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) exercise the option to procure one (1) additional Predator B Aircraft in the amount of (b) (4) [redacted] (as specified and established under modification P00003) and (2) order Provisioned Item Order (PIO) Spares for Customs and Border Protection's Unmanned Aircraft Systems (UAS). Accordingly, said contract is modified as follows:

1. Under SECTION B- SCHEDULE OF SUPPLIES OR SERVICES AND PRICE/COSTS, make the following changes:

-Exercise Option Item CLIN 1001 in the amount of (b) (4) [redacted] in accordance with FAR 52.217-7 "Option for Increased Quantity-Separately Priced Item". As such, revise CLIN 1001 to remove "OPTION ITEM" from the description.

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) [redacted] Sr. Contracts Admin.

(b) (6) [redacted] *(Signature of person authorized to sign)*

15C. DATE SIGNED 07/15/11

16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)*

STEPHANIE ALEXANDER
CONTRACTING OFFICER

16B. UNITED STATES OF AMERICA

BY (b) (6) [redacted] *(Signature of Contracting Officer)*

16C. DATE SIGNED 7-15-11

NSN 7540-01-152-8070
PREVIOUS EDITION UNUSABLE

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

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

-Revise CLIN 0012 Provisioned Item Orders (PIO) to incorporate pricing in the amount of (b) (4) [redacted] to reflect the requirement of PIO Spares provided under Exhibit (2), attached hereto. *Note: Due to an error in requirement identified in the PIO Spares List, an additional (b) (4) [redacted] will be provided on the subsequent modification to cover the price increase resultant of error.*

To further effect these changes, replace Page 5A, "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 Exhibit (2) at the listed prices which were provided in GA-ASI's Proposal GACP# 8101-230B.

3. This modification increases the total obligated amount by $10,344,279 from $32,179,628.00 to $42,523,907.00. The total contract value is increased from $39,460,956.00 by $3,062,951.00 to $42,523,907.00 as a result the PIO Spares Order.

4. Except as modified herein, all other terms and conditions remains unchanged and 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 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]
0013	Predator B Aircraft (UHS97000-7)	1	Each	(b) (4) [redacted]	
0014	Predator B Aircraft (UHS97000-7)	1	Each		
	BASIC PROGRAM TOTAL				
1001	~~**OPTION ITEM:**~~ Predator B Aircraft (UHS97000-7)* *(*Option Exercised July 2011)*	1	Each	(b) (4) [redacted]	
	GRAND TOTAL				**$42,523,907.00**

NSP: Not Separately Priced

Provisioned Item Order (PIO) Buy #2

ELIN	GACP8101-230B	Part Number	Description	Qty	Unit Price	Total Price	Location	P00006 Funding Item
			Aircraft					
D001	Spare CLIN 0005 - A003	(b) (4)	nterim Modem Assembly	(b) (4)			TBD	440 and 450
D002	GA - Item A2*		HD H.264 Encoder (Model 6800R)				TBD	440 and 450
D003	GA - Item A11		MLG Assy, Right				TBD	440 and 450
D004	GA - Item A12		Nose Leg Assembly, 10K, Pressure Feedback				TBD	440 and 450
D005	GA - Item A5		Embedded GPS/INS				TBD	440 and 450
D006	GA - Item A9		Wheel /Tire Assembly, 5.00-5 Tubeless				TBD	440 and 450
D007	GA - Item A19		Payload and Power Distribution Module				TBD	440 and 450
D008	GA - Item A8		Vertical Tail Assembly				TBD	440 and 450
D009	GA - Item A16		Engine Start Module Assembly				TBD	440 and 450
D010	GA - Item A4		Parvus Router Sys-1721A-01				TBD	440 and 450
D011	GA - Item A1		Jet Fuel Flowmeter, 1000PPH				TBD	440 and 450
D012	GA - Item A6		Directional Antenna, C-Band, 10W, 15 DBI, Low Temp				TBD	440 and 450
D013	GA - Item A14		Directional Antenna, C-Band, 10W, 15 DBI, 30 Deg Angle				TBD	440 and 450
D014	GA - Item A13		Alpha/Beta Probe Assembly				TBD	440 and 450
D015	GA - Item A15		EFIU Assembly, Dual Tach				TBD	440 and 450
D016	GA - Item A18		Engine Assy, 900 SHP, DEEC, 3Box, NC				TBD	440 and 450
D017	GA - Item A7		Redundant Permanent Magnet Alternator Mod Kit				TBD	440 and 450
			Sub-Total					
			Ground Control Station					
D018	GA - Item B11		Remote Fiber/GDT Power Enclosure Assy				TBD	440 and 450
D019	GA - Item B2*		HD Radeus Decoders				TBD	440 and 450
D020	GA - Item B4		Door Assy, Dual LCD (MFW Panel)				TBD	440 and 450
D021	GA - Item B3		Intercom Beltpack, Party-line, 1 Channel				TBD	440 and 450
D022	GA - Item B6		UPS, 1.5KVA, 120 VAC In/Out, 2U Rackmount				TBD	440 and 450
D023	GA - Item B13		Computer Assy, MFW, CBP				TBD	440 and 450
D024	GA - Item B8		Stand Assy, GDTFiber, Remote Power				TBD	440 and 450
D025	GA - Item B14		Stand Assy, TFOCA II, Fiber Converter				TBD	440 and 450
D026	GA - Item B5		Interim Link Manager Assembly w Slides, Ku Link if Cable Gp				TBD	440 and 450
			Sub-Total					
			Ancillary/Ground Support Equipment					
D027	GA - Item C5		Propeller Storage/Shipping Container				TBD	440 and 450
D028	GA - Item C15		Avionics Power Box Kit, Hobart Starter				TBD	440 and 450
D029	GA - Item C6		Stand Assy, Fuselage, Aft				TBD	440 and 450
D030	GA - Item C7		Stand Assy, Fuselage, Forward				TBD	440 and 450
D031	GA - Item C8		Cradle Assy, Wing Lift, Inboard Left Hand				TBD	440 and 450
D032	GA - Item C9		Cradle Assy, Wing Lift, Outboard Left Hand				TBD	440 and 450
D033	GA - Item C10		Cradle Assy, Wing Lift, Inboard Right Hand				TBD	440 and 450
D034	GA - Item C11		Cradle Assy, Wing Lift, Outboard Right Hand				TBD	440 and 450
D035	GA - Item C12		Support, Stabilizing Tee, Forward Fuselage				TBD	440 and 450
D036	GA - Item C13		Support, Stabilizing Tee, Aft Fuselage				TBD	440 and 450
D037	GA - Item C14		Jack, Wing Lift and Installation				TBD	440 and 450
D038	GA - Item C20		Stand Assy, Propeller, Turboprop				TBD	440 and 450
			Sub-total					
			EXHIBIT 2 PIO-BUY 2 GRAND TOTAL			(b) (4)		

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		
240	Air Vehicle (UHS97000-7)	1.000	AU		
250	Air Vehicle (UHS97000-7)	1.000	AU		
260	Stand Assembly, TFOCA II, Fiber Converte	1.000	AU		
270	Stand Assembly, GDT Fiber, Remote Pwr	1.000	AU		
280	Stand Assembly, GDT Fiber, Remote Pwr	1.000	AU		
290	Shipping & Storage Container, Engine, CN	1.000	AU		
300	Shipping & Storage Container, Engine, CN	1.000	AU		
310	Go-Jack, Nose	1.000	AU		
320	Go-Jack, Nose	1.000	AU		
330	Go-Jack, MLG	1.000	AU		
340	Go-Jack, MLG	1.000	AU		
350	Go-Jack, MLG	1.000	AU		
360	Go-Jack, MLG	1.000	AU		
370	ILMA w/Slides	1.000	AU		
380	ILMA w/Slides	1.000	AU		
390	Radome Assembly, GDT	1.000	AU		
400	Redundant PMA, Mod Kit	1.000	AU		
410	Redundant PMA, Mod Kit	1.000	AU		
420	Shipping (Cost Reimbursable)	1.000	AU		
430	Air Vehicle (UHS97000-7)	1.000	AU		
440	PIO Spares #2 (Aircraft/GCS/GSE)	1.000	AU		
450	PIO Spares #2 (Aircraft/GCS/GSE)	1.000	AU		

Total Funded Value of Award: **$42,523,907.00**

B.2 ACCOUNTING and APPROPRIATION DATA

ITEM #	ACCOUNTING and APPROPRIATION DATA	AMOUNT
10	6999.3113USCSGLCS0922100100Z00009109AM01 OM0093113	(b) (4) [redacted]
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	
220	6999.3113USCSGLCS0922105000Z00010109AM01 FO0713113	
230	6999.3113USCSGLCS0922105000Z00010109AM01 FO0713113	
240	6999.3113USCSGLCS0922105000Z00010455AM01 FO0713113	
250	6999.3113USCSGLCS0922105000Z00010455AM01 FO0713113	
260	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
270	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
280	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
290	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
300	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
310	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
320	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
330	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
340	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
350	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
360	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
370	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
380	1516.2655USCSGLCS0922105000Z00010455AM01 FO0712655	
390	6999.3113USCSGLCS0922105000Z00010112AM01 FO0803113	
400	6999.3113USCSGLCS0922100100Z00010455AM01 FO0713113	
410	6999.3113USCSGLCS0922100100Z00010455AM01 FO0713113	
420	6100.2525USCSGLCS0922105000Z00011109AM01 FO0712525	
430	6999.3113USCSGLCS0922105000Z00011109AM01 FO0713113	
440	6100.2652USCSGLCS0922105000Z00011109AM01 FO0712652	
450	6100.2652USCSGLCS0922105000Z00010455AM01 FO0712652	

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

DELIVER TO:	ITEM #	QTY	DELIVERY DATE
	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	06/30/2011
	170	1.000	06/30/2011
	180	1.000	06/30/2011
	190	1.000	06/30/2011
	200	1.000	06/30/2011
	210	1.000	01/31/2011
	220	1.000	01/31/2011
	230	1.000	12/01/2011
	240	1.000	01/30/2012
	250	1.000	01/30/2012
	260	1.000	12/31/2011
	270	1.000	12/31/2011
	280	1.000	12/31/2011
	290	1.000	12/31/2011
	300	1.000	12/31/2011
	310	1.000	12/31/2011
	320	1.000	12/31/2011
	330	1.000	12/31/2011
	340	1.000	12/31/2011
	350	1.000	12/31/2011
	360	1.000	12/31/2011
	370	1.000	04/30/2012
	380	1.000	04/30/2012
	390	1.000	10/31/2011
	400	1.000	08/31/2011
	410	1.000	08/31/2011
	420	1.000	01/30/2012
	430	1.000	09/30/2012
	440	1.000	07/31/2012
	450	1.000	07/31/2012

B.4 CONTRACT TYPE (OCT 2008)

This is a Firm Fixed Price contract.

[End of Clause]