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|---|--|-------------------------------|--|--------------------------------|------|
| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | | PAGE OF PAGES 1 1 | |
| 2. AMENDMENT/MODIFICATION NO. P00017 | | 3. EFF. DATE See Block 16C | 4. REQUISITION/PURCHASE REQ. NO. 0020051154 | 5. PROJECT NO. (if applicable) | |
| 6. ISSUED BY DHS - Customs & Border Protection Customs and Border Protection Intech Two, Suite 100 6650 Telecom Drive Indianapolis IN 46278 | | CODE 70050800 | 7. ADMINISTERED BY (if other than item 6) DHS - Customs & Border Protection Customs and Border Protection Intech Two, Suite 100 6650 Telecom Drive Indianapolis IN 46278 | | CODE |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) IBM CORP 1755 JEFFERSON DAVIS HWY SUITE 504 ARLINGTON VA 22202 | | | 9A. AMENDMENT OF SOLICITATION NO. | | |
| CODE 000030000 | | | 9B. DATED (SEE ITEM 11) | | |
| FACILITY CODE | | | 10A. MODIFICATION OF CONTRACT/ORDER NO. / HS&P1010P00171 | | |
| | | | 10B. DATED (SEE ITEM 13) 07/01/2010 | | |

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 10, 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)

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 43.101 (b). | |
| <input checked="" type="checkbox"/> C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF FAR 52.243-4 Changes | |
| 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 copies to issuing office. | |

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

- The purpose of this modification is to change the period of performance from 5/1/2012 - 9/30/2012 to 5/1/2012 - 9/29/2012.
- The total contract funding/celling does not change and remains at \$32,331,070.75.
- All other terms and conditions remain in effect.

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) (4), (b) (6) Negotiations Executive | | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) SARAH DRZHMALA CONTRACTING OFFICER | |
| DATE, SIGNED (b) (4), (b) (6) 1/16/12 | | DATE SIGNED (b) (4), (b) (6) 8/17/12 | |
| BY | | BY | |

**ATTACHMENT INFORMATION
FOR
AWARD/ORDER/IA MODIFICATION: HSBP1010F00171P00017**

I.1 3052.209-70 PROHIBITION ON CONTRACTS WITH CORPORATE EXPATRIATES (JUN 2006)

(a) Prohibitions.

Section 835 of the Homeland Security Act, 6 U.S.C. 395, prohibits the Department of Homeland Security from entering into any contract with a foreign incorporated entity which is treated as an inverted domestic corporation as defined in this clause, or with any subsidiary of such an entity. The Secretary shall waive the prohibition with respect to any specific contract if the Secretary determines that the waiver is required in the interest of national security.

(b) Definitions. As used in this clause:

Expanded Affiliated Group means an affiliated group as defined in section 1504(a) of the Internal Revenue Code of 1986 (without regard to section 1504(b) of such Code), except that section 1504 of such Code shall be applied by substituting 'more than 50 percent' for 'at least 80 percent' each place it appears.

Foreign Incorporated Entity means any entity which is, or but for subsection (b) of section 835 of the Homeland Security Act, 6 U.S.C. 395, would be, treated as a foreign corporation for purposes of the Internal Revenue Code of 1986.

Inverted Domestic Corporation. A foreign incorporated entity shall be treated as an inverted domestic corporation if, pursuant to a plan (or a series of related transactions)—

- (1) The entity completes the direct or indirect acquisition of substantially all of the properties held directly or indirectly by a domestic corporation or substantially all of the properties constituting a trade or business of a domestic partnership;
- (2) After the acquisition at least 80 percent of the stock (by vote or value) of the entity is held—
 - (i) In the case of an acquisition with respect to a domestic corporation, by former shareholders of the domestic corporation by reason of holding stock in the domestic corporation; or
 - (ii) In the case of an acquisition with respect to a domestic partnership, by former partners of the domestic partnership by reason of holding a capital or profits interest in the domestic partnership; and
- (3) The expanded affiliated group which after the acquisition includes the entity does not have substantial business activities in the foreign country in which or under the law of which the entity is created or organized when compared to the total business activities of such expanded affiliated group.

Person, domestic, and foreign have the meanings given such terms by paragraphs (1), (4), and (5) of section 7701(a) of the Internal Revenue Code of 1986, respectively.

(c) Special rules. The following definitions and special rules shall apply when determining whether a foreign incorporated entity should be treated as an inverted domestic corporation.

- (1) *Certain stock disregarded.* For the purpose of treating a foreign incorporated entity as an inverted domestic corporation these shall not be taken into account in determining ownership:
 - (i) Stock held by members of the expanded affiliated group which includes the foreign incorporated entity; or
 - (ii) Stock of such entity which is sold in a public offering related to an acquisition described in section 835(b)(1) of the Homeland Security Act, 6 U.S.C. 395(b)(1).
- (2) *Plan deemed in certain cases.* If a foreign incorporated entity acquires directly or indirectly substantially all of the properties of a domestic corporation or partnership during the 4-year period beginning on the date which is 2 years

before the ownership requirements of subsection (b)(2) are met, such actions shall be treated as pursuant to a plan.

(3) *Certain transfers disregarded.* The transfer of properties or liabilities (including by contribution or distribution) shall be disregarded if such transfers are part of a plan a principal purpose of which is to avoid the purposes of this section.

(d) *Special rule for related partnerships.* For purposes of applying section 835(b) of the Homeland Security Act, 6 U.S.C. 395 (b) to the acquisition of a domestic partnership, except as provided in regulations, all domestic partnerships which are under common control (within the meaning of section 482 of the Internal Revenue Code of 1986) shall be treated as a partnership.

(e) Treatment of Certain Rights.

(1) Certain rights shall be treated as stocks to the extent necessary to reflect the present value of all equitable interests incident to the transaction, as follows:

- (i) warrants;
- (ii) options;
- (iii) contracts to acquire stock;
- (iv) convertible debt instruments; and
- (v) others similar interests.

(2) Rights labeled as stocks shall not be treated as stocks whenever it is deemed appropriate to do so to reflect the present value of the transaction or to disregard transactions whose recognition would defeat the purpose of section 835.

(f) *Disclosure.* The offeror under this solicitation represents that [Check one]:

it is not a foreign incorporated entity that should be treated as an inverted domestic corporation pursuant to the criteria of (HSAR) 48 CFR 3009.108-7001 through 3009.108-7003;

it is a foreign incorporated entity that should be treated as an inverted domestic corporation pursuant to the criteria of (HSAR) 48 CFR 3009.108-7001 through 3009.108-7003, but it has submitted a request for waiver pursuant to 3009.108-7004, which has not been denied; or

it is a foreign incorporated entity that should be treated as an inverted domestic corporation pursuant to the criteria of (HSAR) 48 CFR 3009.108-7001 through 3009.108-7003, but it plans to submit a request for waiver pursuant to 3009.108-7004.

(g) A copy of the approved waiver, if a waiver has already been granted, or the waiver request, if a waiver has been applied for, shall be attached to the bid or proposal.

(End of Clause)

I.2 SCHEDULE OF SUPPLIES/SERVICES

| ITEM # | DESCRIPTION | QTY | UNIT | UNIT PRICE | EXT. PRICE |
|--------|---|-------|------|------------|------------|
| 10 | Mod IBM OASAP FY10 1004F02623 | 1.000 | AU | (b) (4) | (4) |
| 20 | Mod IBM OASAP FY10 1004F02623 | 1.000 | AU | | |
| 30 | Mod IBM OASAP O&M Support 1010F00171 | 1.000 | AU | | |
| 40 | Mod IBM OASAP-ESTA Support 1010F00171 | 1.000 | AU | | |
| 50 | Mod IBM OASAP-BudUpgrd Supp 1010F00171 | 1.000 | AU | | |
| 60 | Mod IBM OASAP-BudUpgrd Supp 1010F00171 | 1.000 | AU | | |
| 70 | Mod IBM OASAP-BudUpgrd Supp 1010F00171 | 1.000 | AU | | |
| 80 | Mod IBM 1010F00171-SAPO&M-AM CRs | 1.000 | AU | | |

| ITEM # | DESCRIPTION | QTY | UNIT | UNIT PRICE | EXT. PRICE |
|--------|--|-------|------|----------------|------------|
| 90 | Mod IBM 1010F00171-SAPO&M-FMEDash | 1.000 | AU | (b) (4) | (4) |
| 100 | Mod HSBP1010F00171 IBM-SAP O&M-Nov2010 | 1.000 | AU | | |
| 110 | Mod 1010F00171 IBM SAP O&M-Feb11 | 1.000 | AU | | |
| 120 | Mod 1010F00171 for IBM SAP O&M FY11 CR | 1.000 | AU | | |
| 130 | Mod 1010F00171 for IBMSAP O&M FY11-12 | 1.000 | AU | | |
| 140 | Mod1010F00171 for IBMSAP O&M FY11-12 b | 1.000 | AU | | |
| 150 | Mod1010F00171 IBMSAP-TRIRIGA Support | 1.000 | AU | | |
| 160 | Mod1010F00171 IBMSAP Support FY11-12 | 1.000 | AU | | |
| 170 | Mod1010F00171 IBMSAP-TRIRIGA Support | 1.000 | AU | | |
| 180 | Mod1010F00171 IBMSAP FY12 3Mnths | 1.000 | AU | | |
| 190 | Mod1010F00171 IBMSAP FY12 Increment 2 | 1.000 | AU | | |
| 200 | Mod1010F00171 IBMSAP FY12 TRIRIGA Train | 1.000 | AU | | |
| 210 | Mod1010F00171 IBMSAP FY12 TRIRIGA Train | 1.000 | AU | | |
| 220 | Mod1010F00171 IBMSAP FY12 TRIRIGA Train | 1.000 | AU | | |
| 230 | Mod1010F00171 IBMSAP FY12 TRIRIGA Train | 1.000 | AU | | |
| 240 | Mod1010F00171 IBMSAP FY12 May-Sep SAPO&M | 1.000 | AU | | |
| 250 | Mod1010F00171 IBMSAP-ESTA FY12 | 1.000 | AU | | |

Total Funded Value of Award:

\$32,331,070.75

I.3 ACCOUNTING and APPROPRIATION DATA

| ITEM # | ACCOUNTING and APPROPRIATION DATA | AMOUNT |
|--------|--|----------------|
| 10 | 6100.2573USCSGLCS0928020300ZQ4Q10400HQ01 100422573 | (b) (4) |
| 20 | 6999.3155USCSGLCS0928020300ZH5310400HQ01 100423155 | |
| 30 | 6100.2573USCSGLCS0928020300ZQ4Q10400HQ01 100422573 | |
| 40 | 6999.3155USCSGLCS0928020300ZQ5Q10400HQ01 100423155 | |
| 50 | 6999.3155USCSGLCS0928020300ZQ5Q10400BN01 100423155 | |
| 60 | 6999.3155USCSGLCS0928020300ZQ5Q10400AP09 100423155 | |
| 70 | 6999.3155USCSGLCS0928020300ZQ5Q10400BN05 100423155 | |
| 80 | 6100.2573USCSGLCS0928020300ZQ4Q10400HQ01 100422573 | |
| 90 | 6100.2573USCSGLCS0928040000ZDSH08129HQ01 100602573 | |
| 100 | 6100.2573USCSGLCS0928020300ZQ4Q11400HQ01 100422573 | |
| 110 | 6100.2573USCSGLCS0928020300ZQ4Q11400HQ01 100422573 | |
| 120 | 6100.2573USCSGLCS0928020300ZQ4Q11400HQ01 100422573 | |
| 130 | 6100.2573USCSGLCS0928020300ZQ4Q11400BN01 100422573 | |
| 140 | 6100.2573USCSGLCS0928020300ZQ4Q11400HQ01 100422573 | |
| 150 | 6100.2573USCSGLCS0928040141Z48J08129HQ01 105542573 | |
| 160 | 6100.2573USCSGLCS0928020300ZQ4Q11400HQ01 100422573 | |
| 170 | 6100.2573USCSGLCS0928040141Z48J08129HQ01 105542573 | |
| 180 | 6100.2573USCSGLCS0928020300ZQ4Q12400HQ0106057200 100422573 | |
| 190 | 6100.2573USCSGLCS0928020300ZQ4Q12400HQ0106057200 100422573 | |
| 200 | 6100.2525USCSGLCS0928040141Z48J12139FM0205040400 105542525 | |
| 210 | 6100.2525USCSGLCS0928040141Z48J12139FM0205040500 105542525 | |

| ITEM # | ACCOUNTING and APPROPRIATION DATA | AMOUNT |
|--------|--|---------|
| 220 | 6100.2525USCSGLCS0928040141Z48J12139FM0205040600 105542525 | (b) (4) |
| 230 | 6100.2525USCSGLCS0928040141Z48J12139FM0205040700 105542525 | |
| 240 | 6100.2573USCSGLCS0928020300ZQ4Q12400HQ0106057200 100422573 | |
| 250 | 6100.2573USCSGLCS0928020300Z00012633AP0103021900 100422573 | |

I.4 DELIVERY SCHEDULE

| DELIVER TO: | ITEM # | QTY | DELIVERY DATE |
|---|--------|-------|---------------|
| Customs and Border Protection 1331 Pennsylvania Avenue N W Washington, DC 20004 | 10 | 1.000 | 10/31/2010 |
| | 20 | 1.000 | 10/31/2010 |
| | 30 | 1.000 | 10/31/2010 |
| | 40 | 1.000 | 10/31/2010 |
| | 50 | 1.000 | 09/30/2011 |
| | 60 | 1.000 | 09/30/2011 |
| | 70 | 1.000 | 09/30/2011 |
| | 80 | 1.000 | 09/30/2011 |
| | 90 | 1.000 | 09/30/2011 |
| | 100 | 1.000 | 11/30/2010 |
| | 110 | 1.000 | 02/25/2011 |
| | 120 | 1.000 | 03/31/2011 |
| | 130 | 1.000 | 06/30/2011 |
| | 140 | 1.000 | 06/30/2011 |
| | 150 | 1.000 | 07/15/2011 |
| | 160 | 1.000 | 08/12/2011 |
| | 170 | 1.000 | 09/17/2011 |
| | 180 | 1.000 | 10/30/2011 |
| | 190 | 1.000 | 02/29/2012 |
| | 200 | 1.000 | 05/18/2012 |
| | 210 | 1.000 | 04/24/2012 |
| | 220 | 1.000 | 04/24/2012 |
| | 230 | 1.000 | 04/24/2012 |
| | 240 | 1.000 | 05/04/2012 |
| | 250 | 1.000 | 05/04/2012 |