

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE	PAGE 1 OF 3 PAGES
2. AMENDMENT/MODIFICATION NO. P00031	3. EFFECTIVE DATE 03/26/10	4. REQUISITION/PURCHASE REQ. NO. 0020034599	5. PROJECT NO. (If applicable)	
6. ISSUED BY CODE	7014	7. ADMINISTERED BY (If other than Item 6) CODE		
Department of Homeland Security Customs and Border Protection 1300 Pennsylvania Ave, NW Room 7.2A-B Washington, DC 20229		Department of Homeland Security Customs and Border Protection SBI Acquisition Office Room 7.2C 1300 Pennsylvania Ave. NW, Washington, DC 20229		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) The Boeing Company, DBA/Boeing 1215 South Clark St. STE 600 Arlington, VA, 22202-3259			(X)	9A. AMENDMENT OF SOLICITATION NO.
				9B. DATED (SEE ITEM 11)
				10A. MODIFICATION OF CONTRACT/ORDER NO. HSBP1208J19363
				10B. DATED (SEE ITEM 11) 12/07/07
CODE 807414318	FACILITY CODE			

**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 ACKNOWLEDGMENT 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 your 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 ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS.  
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

CHECK ONE	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).
<b>X</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 \_\_\_\_\_ copies to the issuing office.

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

SEE CONTINUATION PAGE

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.

(b) (6) (b) (6)	15A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Contracts Manager	(b) (6) (b) (6)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Contracting Officer
	15C. DATE SIGNED 3/25/10		16C. DATE SIGNED 3/25/10

The purpose of this modification is to:

A. Incorporate by reference the Government’s Award Fee letter dated February 5, 2010. Pursuant to the February 5, 2010 Award Fee Letter, the Government has awarded the Contractor (b) (4) in Award Fee as follows:

- (b) (4) for Award Fee Period 2 performance; and
- (b) (4) for performance against the (b) (4) carryover amount from Award Fee Period 1.

The contractor is authorized to invoice task order HSBP1208J19363, CLIN 0006, for Award Fee earned in the amount of (b) (4)

B. Re-align \$797,746 in funding from CLIN 0006 to CLIN 0008 as a result of the Award Fee earned, calculated as follows:

Award Fee Funding (P00027)	(b) (4)
Less Period 2 Award Fee	(b) (4)
Less Rollover Award	
Amount available to re-align	\$797,746

C. Extend the period of performance, at no additional cost to the Government, for the RAD/JAD effort CLIN 0007, definitized pursuant to P00022, currently from July 31, 2009 through March 25, 2010 to the new period of performance of March 25, 2010, through May 27, 2010.

D. Extend the period of performance for the C3I O&M effort, CLIN 0008, under task order HSBP1208J19363 currently from August 7, 2009 through March 25, 2010 to the new period of performance of August 7, 2009 through May 27, 2010 at an increase of (b) (4) labor hours from (b) (4) to (b) (4)

E. Increase CLIN 0008 funding and value from \$12,091,071 by \$3,059,677 to \$15,150,748, calculated as follows:

CLIN 0008 Funding and Value from P00030	\$12,091,071
Increase due to Re-alignment of Funding and Value from CLIN 0006 (Paragraph B)	\$797,746
Increase due to Additional Incremental Funding and Value	\$2,261,931
New CLIN 0008 Funding and Value	\$15,150,748

- F. Increase Task Order funding from \$75,985,958 by \$2,261,931 to \$78,247,889, calculated as follows:

TO Funding from P00030	\$75,985,958
Increase due to CLIN 0008 Incremental Funding and Value from Paragraph E	<u>\$2,261,931</u>
New Task Order funding	\$78,247,889

- G. Increase Task Order value from \$66,595,796 by \$2,261,931 to \$68,857,727, calculated as follows:

TO Value from P00030	\$66,595,796
Increase due to CLIN 0008 Incremental Funding and Value from Paragraph E	<u>\$2,261,931</u>
New Task Order value	\$68,857,727

- H. The Contractor agrees to immediately implement a reduction in labor burn rate to reduce the Contractor's burn rate to a goal of 1,834/week. The Contractor will provide to the Government, at the Thursday weekly meeting, documentation demonstrating the Contractor's overall burn rate reduction plan, tasks the Contractor is no longer working on as a result of the reduction plan, tasks the Contractor is continuing to work on, but at a reduced effort, and estimated burn rate saved for each task eliminated or reduced.
- I. All other terms and conditions remain unchanged.