

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   4
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2. AMENDMENT/MODIFICATION NO. P00013	3. EFF. DATE 20 Nov 2009	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. <i>(if applicable)</i>
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6. ISSUED BY Department of Homeland Security Customs and Border Protection 1300 Pennsylvania Ave NW Room 7.2C Washington DC 20229	7. ADMINISTERED BY <i>(if other than item 6)</i> Dept of Homeland Security Customs and Border Protection SBI Acquisition Office Room 7.2C 1300 Pennsylvania Ave. NW Washington DC 20229
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8. NAME AND ADDRESS OF CONTRACTOR <i>(No., street, county, State and Zip Code)</i> THE BOEING COMPANY DBA/BOEING 1215 SOUTH CLARK ST STE 600 ARLINGTON VA 22202-3259	9A. AMENDMENT OF SOLICITATION NO.
	9B. DATED <i>(SEE ITEM 11)</i>
	10A. MODIFICATION OF CONTRACT/ORDER NO. / HSBP1206J21892
CODE 807414318 FACILITY CODE	10B. DATED <i>(SEE ITEM 13)</i> 06/25/2008

**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 B 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)***

**13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

X	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: <i>(Specify authority)</i> THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. FAR Clause 52-243-2 Alternate II Changes-Cost Reimbursement
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES <i>(Such as changes in paying office, appropriation data, etc.)</i> 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 <i>(Specify type of modification and authority)</i>

E. IMPORTANT: Contractor  is not  is required to sign this document and return \_\_\_\_\_ copies to issuing office.

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

A. The purpose of this modification is to:

- (1) Extend the end date of the period of performance to May 27, 2010 to accommodate TUS-1 and AJO-1 deployments;
- (2) Change the type of task order from a Cost Plus Incentive Fee (CPIF) to a hybrid of CPIF for cost incentive; and Cost Plus Award Fee (CPAF) for schedule/performance incentives;
- (3) Incorporate the revised Statement of Work dated October 23, 2009. Changes are indicated by strike-thrus and underlines;

(Continued on Page 2)

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 <i>(Type or print)</i> (b) (6) Contract Administrator, The Boeing Co.	16A. NAME AND TITLE OF CONTRACTING OFFICER <i>(Type or print)</i> BARBARA A. JANITIS Contracting Officer
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15B. (b) (6) <i>(Authorized to sign)</i>	15C. DATE SIGNED 18 Nov 2009	16B. (b) (6) BY	16C. DATE SIGNED 20 Nov 2009
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14. (Continued)

- (4) Revise the Data Item Description (DID) for System Acceptance Plan
- (5) Incorporate two new Data Item Descriptions; one for a Quality Control Plan and one for a Detailed Test Plan;
- (6) Incorporate the Performance Evaluation Plan for award fee;
- (7) Reallocate (b) (4) from CLIN 00020 to CLIN 00030 to fund additional material; reallocate (b) (4) from CLIN 00070 to CLIN 00050 to fund tower payloads.

B. The cost and fee are estimated thru March 31, 2010; and revised in accordance with Boeing's cost model submitted with Disclosure 18 dated September 16, 2009 and adjusted to include incentive fee pool adjustments, award fee adjustment and EVM alignment:

	<u>Est Cost</u>	<u>Fee</u>	<u>Total</u>
<u>CLIN 00010</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 00020</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 00030</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 00040</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 00050</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 00060</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)

CLIN 00070  
Changed From:  
**Changed By:**  
Changed To:

(b) (4)

(b) (4)

(b) (4)

TOTAL  
Changed From:  
**Changed By:**  
Changed To:

(b) (4)

(b) (4)

(b) (4)

C. As a result of this modification the total contract value of \$86,237,992 is increased by \$28,792,765 for a new task order amount of \$115,030,757

D. Period of Performance end date is changed from March 31, 2010 to May 27, 2010.

E. The task order is incrementally funded thru November 15, 2009 as follows:

	<u>Est Cost</u>	<u>Fee</u>	<u>Total</u>
<u>CLIN 0010</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 0020</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 0030</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 0040</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 0050</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)
<u>CLIN 0060</u> Changed From: <b>Changed By:</b> Changed To:	(b) (4)	(b) (4)	(b) (4)

CLIN 0070

Changed From:

Changed By:

Changed To:

(b) (4)

(b) (4)

(b) (4)

Total

Changed From:

Changed By:

Changed To:

F. Section B pages 4 thru 11 of the Basic Task Order is hereby replaced with the attached Section B pages 4 through 12 (9 pages). Changes are indicated by strikethroughs and underlines.

G. Due to change in fee structure, the less than amount of (b) (4) is changed to (b) (4) shown in FAR Clause 52.216-10 Incentive Fee (Mar 1997). Changes are indicated by strike-throughs and underlines on the attached replacement pages 1-24 for FAR and HSAR Clauses.