

2. AMENDMENT/MODIFICATION NO. P00047	3. EFF. DATE 06/23/2008	4. REQUISITION/PURCHASE REQ. NO. 0020034405	5. PROJECT NO. (If applicable)
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6. ISSUED BY Department of Homeland Security Customs & Border Protection 1300 Pennsylvania Ave NW NP 1310 Washington DC 20229	7. ADMINISTERED BY (If other than Item 6) Dept of Homeland Security Customs & Border Protection Office of Procurement - NP 1310 1300 Pennsylvania Ave. NW Washington DC 20229
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8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) VF SOLUTIONS 545 MARRIOTT DR NASHVILLE TN 37214-0995 CODE 004048013 FACILITY CODE	9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. X HSBP1004C00346 / 10B. DATED (SEE ITEM 13) 09/17/2001
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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 page 2

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).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of the Parties
D.	OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not is required to sign this document and return 2 copies to issuing office.

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

The following changes are hereby incorporated into Contract No. HSBP1004C00346:

BEGINNING WITH THE EFFECTIVE DATE OF THIS MODIFICATION, THE FOLLOWING CHANGES ARE MADE:

- The first purpose of this modification is to increase the negotiated price of Option Period III by \$11,878,000.00. The total negotiated contract price for Option Period III has increased from \$37,809,742.32 to \$49,687,742.32.
- The second purpose of this modification is to fund the contract in the amount

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) <i>JIM TEUMER VP SALES</i>	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) James Lieberman Contracting Officer
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15B. b(6)	15C. DATE SIGNED 6-23-08	16B. UNITED STATES OF AMERICA b(6)	16C. DATE SIGNED 6/25/08
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AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT - Continuation

1. CONTRACT ID CODE

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14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
of \$11,878,000.00. Therefore, Option Period III funding has increased from \$28,741,154.37 to \$40,619,154.37. The Total Cumulative Obligated Amount of the contract is increased from \$174,694,849.29 to \$186,572,849.29.

3. Based on items 2 and 3, B.1 SCHEDULE OF PRICE/COST is amended to reflect the below changes:

-CLIN 302 Option Year 3 - Uniform Schedule negotiated and obligated price has been increased by \$11,350,000.00 from \$33,183,800.00 to \$44,533,800.00 and from \$24,412,289.09 to \$35,762,289.09 respectively. (See paragraph 4 for details)

-CLIN 302F Option Year 3 - FPS Uniforms negotiated and obligated price has been increased by \$303,000.00 from \$490,250.00 to \$793,250.00

-CLIN 302L Option Year 3 - OFO Expansion Program negotiated and obligated price has been increased by \$225,000.00 from \$37,000.00 to \$262,000.00.

4. The additional funds in the amount of \$11,350,000.00 covers the allowance increase authorized by the U.S. Customs and Border Protection for its uniform personnel effective fiscal year 2008.

5. Based on the changes cited above, the current B.1 Schedule of Price/Cost is hereby deleted and replaced with the revised version contained in Attachment 1 to this document.

6. All other terms and conditions of Contract No. HSBP1004C00346 remain unchanged and in full force and effect.

HSBP1004C00346, Modification P00047			
B.1 SCHEDULE OF PRICE/COSTS			
CLIN	DESCRIPTION	NEGOTIATED PRICE	OBLIGATED PRICE
0001	Year One (1) Management Services	b(4)	
0001A	Incentives Year One		
0001B	Uniform Schedule - Winter Olympics	\$54,000.00	\$54,000.00
0001C	Uniform Schedule	\$14,417.50	\$14,417.50
	Replacement Items for WTC attack		
001D	Uniform Schedule - Tan Flight Suits	\$594,374.00	\$594,374.00
002A	Year Two (2) Management Services	b(4)	
003	Uniform Schedule for Year One (NTE)	\$6,104,906.52	\$6,104,906.52
004	Uniform Schedule for Year Two (NTE)	\$21,954,593.79	\$21,436,358.24
004A	Incentives Year Two	b(4)	
004F	FDA Uniform Program	\$198,000.00	\$176,246.88
004G	CBP Patches for Field Offices	\$272,640.00	\$272,640.00
004H	DHS New Dress Uniform Roll Out	\$18,841.01	\$18,841.01
004I	Post Production Vendor Attached Patches	\$1,000.00	\$1,000.00
004J	Roll Out Freight Chrages for Phase 1-3	\$200,000.00	\$200,000.00
004K	Stripping of Class 2 Pants	\$44,000.00	\$44,000.00
005	CBP Uniform Schedule for Year Three	\$16,383,485.46	\$16,383,485.46
005A	Year Three (3) Incentives	b(4)	
005B	Year Three (3) Management Services		
005D-1	CBP Badges	\$956,340.13	\$956,340.13
005D-2	Other Direct Costs for Badges	\$962.87	\$962.87
005D-3	CBP Badges Die	b(4)	
005F	FDA Uniform Program	\$99,000.00	\$99,000.00
005G	FEMA Uniform Program	\$884,904.25	\$0.00
015	BP Uniform Schedule for Year Three	\$4,556,222.00	\$4,556,222.00
006	Uniform Schedule for Year Four	\$12,993,679.00	\$12,993,679.00
006A	AMO Uniforms	\$900,000.00	\$900,000.00
006B	Immigration Uniforms User Fees	\$1,950,000.00	\$1,950,000.00
006C	BP Uniforms	\$7,201.27	\$7,201.27
006D	BP insignia & Ornaments	\$5,000.00	\$5,000.00
006E	Uniforms Expansion Program	\$257,685.00	\$257,685.00
006F	FDA Uniform Program	\$99,000.00	\$99,000.00
006G	FEMA Uniform Program	\$1,754,678.00	\$853,206.76
006H	FEDERAP PROTECTIVE SERVICES	\$50,000.00	\$50,000.00
006I	Citizenship & Immigration (CIS)	\$800,000.00	\$800,000.00
006J	Detention & Removal Office (DRO)	\$1,424,999.00	\$1,424,999.00
006K	Customs & Border Protection Uniforms	\$1,113,062.00	\$1,113,062.00
006L	b(4) Boots	\$25,000.00	\$25,000.00
006M	COBRA	\$206,976.00	\$206,976.00
006N	AMO Uniforms	\$650,000.00	\$650,000.00
006O	Border Patrol Positions/Allowances	\$414,000.00	\$414,000.00
006P	FEMA Uniform Program	\$767,723.00	\$767,723.00
007	Year Two Cancellation Ceiling	\$0.00	\$0.00
008	Year Three Cancellation Ceiling	\$0.00	\$0.00
009	Year Four Cancellation Ceiling	\$0.00	\$0.00
TOTAL BASE MULTIYEAR VALUE		b(4)	
101	Option Year 1 - Management Services		
102	Option Year 1 - Uniform Schedule	\$4,372,320.75	

102A	AMO Uniforms	\$900,000.00	\$900,000.00
102D	BP insignia & Ornaments	\$1,800.00	\$1,800.00
102F	FDA Uniform Program	\$80,000.00	\$80,000.00
102G	FEMA Uniform Program	\$719,186.00	\$719,186.00
102I	Citizenship & Immigration (CIS)	\$800,000.00	\$800,000.00
102J	Detention & Removal Office (DRO)	\$4,053,628.00	\$4,053,628.00
102K	Customs & Border Protection Uniforms	\$12,993,679.00	\$12,993,679.00
102M	COBRA	\$42,504.00	\$42,504.00
102Q	BP Supplemental Funding	\$2,769,900.00	\$2,769,900.00
102R	Public Affairs Jackets	\$1,290.00	\$1,290.00
102S	User Fees	\$3,287,509.23	\$3,287,509.23
102T	BDU Web Gear Funding	\$7,500,000.00	\$7,500,000.00
102U	EI Centro Honor Guard Coat	\$12,940.00	\$12,940.00
102V	Air 850 Laser Safety Lens	\$212,500.00	\$212,500.00
102W	BP Hurricane Katrina Replacement	\$6,000.00	\$6,000.00
102X	AMO Cold Weather Gear	\$12,798.00	\$12,798.00
102Y	AMO Additional Uniform Requirements	\$2,300,000.00	\$2,300,000.00
TOTAL OPTION YEAR ONE VALUE		b(4)	
201	Option Year 2 - Management Services	b(4)	
202	Option Year 2 - Uniform Schedule	\$25,787,500.00	\$23,741,173.50
202A	Option Year 2 - Incentives	b(4)	
202B	CBP A&M Uniform	\$5,383,935.00	\$5,383,935.00
202C	OBP Uniform	\$416,500.00	\$416,500.00
202D	Federal Protective Service (FPS)	\$259,000.00	\$259,000.00
202E	Office/Special Buys	\$69,833.68	\$69,833.68
202F	FDA Uniform Program	\$78,200.00	\$78,200.00
202G	FEMA Uniform Program	\$118,400.50	\$118,400.50
202H	OFO New York Honor Guard Uniform	\$6,900.00	\$6,900.00
202I	OBP Honor Guard Uniform	\$50,000.00	\$50,000.00
202J	ICE Honor Guard Uniform	\$49,438.00	\$49,438.00
202K	OTD Video Uniform	\$7,431.86	\$7,431.86
202L	OFO Class 1 Uniforms	\$27,342.00	\$27,342.00
202M	BORSTAR Patches	\$65,000.00	\$65,000.00
202N	New Uniforms Agricultural Specialist	\$75,000.00	\$75,000.00
202O	Special Operations BDU	\$341,655.00	\$341,655.00
202P	Detention & Removal Office (DRO)	\$4,500,000.00	\$4,500,000.00
202Q	Citizenship & Immigration (CIS)	\$620,000.00	\$620,000.00
TOTAL OPTION YEAR TWO VALUE		b(4)	
301	Option Year 3 - Management Services	b(4)	
301A	Option Year 3 - Quartermaster Operations	b(4)	
302	Option Year 3 - Uniform Schedule	\$44,533,800.00	\$35,762,289.09
302A	Option Year 3 - Incentives	b(4)	
302B	Office/Special Buys	\$6,112.92	\$6,112.92
302C	OFO Branding Initiative	\$1,680,000.00	\$1,680,000.00
302D	OFO Miami Honor Guard Uniform	\$8,400.00	\$8,400.00
302E	OBP Uniform Supplies	\$50,000.00	\$50,000.00
302F	FPS Uniforms	\$793,250.00	\$793,250.00
302G	A&M Supplemental	\$550,105.00	\$550,105.00
302H	FEMA Uniform Program	\$32,753.20	\$32,753.20
302I	OFO New York Honor Guard Uniform	\$2,443.00	\$2,443.00
302J	FDA Uniform Program	\$130,000.00	\$130,000.00
302K	BP Marine Uniforms	\$530,000.00	\$530,000.00

302L	OFO Expansion Program	\$262,000.00	\$262,000.00
TOTAL OPTION YEAR THREE VALUE		b(4)	
401	Option Year 4 - Management Services	b(4)	
401A	Option Year 4 - Quartermaster Operations		
402	Option Year 4 - Uniform Schedule	\$4,707,019.95	
501	Option Year 5 - Management Services	b(4)	
501A	Option Year 5 - Quartermaster Operations		
502	Option Year 5 - Uniform Schedule	\$4,832,566.17	
601	Option Year 6 - Management Services	b(4)	
601A	Option Year 6 - Quartermaster Operations		
602	Option Year 6 - Uniform Schedule	\$4,958,057.60	
Overall Total		\$219,990,451.71	\$186,572,849.29

For purposes of this contract, each Year set forth in Section B.1 is considered to be Program Year.