

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1 CONTRACT ID CODE	PAGE OF PAGES 1 3	
2. AMENDMENT/MODIFICATION NO P00037	3 EFF. DATE 07/31/2009	4. REQUISITION/PURCHASE REQ. NO. 0020034405	5 PROJECT NO (If applicable)		
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	CODE		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) VF SOLUTIONS 545 MARRIOTT DR NASHVILLE TN 37214-0995 CODE (00401801) 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		

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

<input type="checkbox"/>	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
<input type="checkbox"/>	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
<input type="checkbox"/>	D OTHER (Specify type of modification and authority)

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)

The purpose of this modification is to add, deobligate, and increase the negotiated funding to the subject contract as follows:

- The first purpose of this modification is to fund the contract in the total amount of \$12,357,245.32.
- The second purpose of this modification is to deobligate CLIN402B Option Year 4 - DRO/ICE Uniform Program by \$2,558,082.00 from \$7,198,607.00 to \$4,640,525.00.
- The third purpose is to increase the negotiated price by \$738,483.88 from \$63,743,516.25 to \$64,482,000.13.

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 Tawney</i>		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) James Lieberman Contracting Officer	
15B. CONTRACTING OFFICER b(6)	15C. DATE SIGNED 8-06-09	16B. CONTRACTING OFFICER b(6)	16C. DATE SIGNED 8/7/09

b(6)

b(6)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT - Continuation			1. CONTRACT ID CODE	
2. AMENDMENT/MODIFICATION NO. P00057	3. EFF. DATE 07/31/2009	4. REQUISITION/PURCHASE REQ. NO. 0020034405	PAGE OF 2	PAGES 3

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

4. The cumulative result of the actions above increases the contract value by \$9,799,163.32. Therefore, Option Period IV obligated price is hereby increased from \$54,443,697.46 to \$64,242,860.78. The Total Cumulative Obligated Amount of the contract is increased from \$254,670,645.90 to \$264,469,809.22. The Total Cumulative Negotiated Price is increased by \$738,483.88 from \$283,319,833.80 to \$284,058,317.68.

5. B.1 SCHEDULE OF PRICE/COST is amended to reflect the below changes:

- CLIN 401 Option Year 4 - Management Service Fee obligated price is increased by **b(4)** from **b(4)** to **b(4)**. Funds in the amount of **b(4)** are obligated for the subject modification.
- CLIN 401A Option Year 4 - Quartermaster Operations obligated price is increased by **b(4)** from **b(4)** to **b(4)**. Funds in the amount of \$46,793.77 are obligated for the subject modification.
- CLIN 402 Option Year 4 - Uniform Schedule obligated price is increased by **b(4)** from **b(4)** to \$51,765,200.00. Funds in the amount of **b(4)** are obligated for the subject modification.
- CLIN 402A Option Year 4 - Incentives obligated price is unchanged.
- CLIN402B Option Year 4 - DRO-ICE Uniform Program is decreased due to deobligation by \$2,558,082.00 from \$7,198,607.00 to \$4,640,525.00.
- CLIN402L Option Year 4 - OFO San Diego Honor Guard Uniform is created and obligated in the amount of \$1,245.00.
- CLIN402M Option Year 4 - OFO Chicago Leather Gear is created and obligated in the amount of \$12,608.64. See item 6 below for delivery address. See Attachment 2.
- CLIN402N Option Year 4 - FY 09 Spend Plan is created and obligated in the amount of \$2,374,775.56.
- CLIN402O Option Year 4 - OBP El Paso Bike Patrol Uniforms is created and obligated in the amount of \$14,058.00. See item 7 below for delivery address. See Attachment 3.
- CLIN402P Option Year 4 - Supplemental Del Rio BPAM Uniforms is created and obligated in the amount of \$23,878.68. See item number 8 below for more information and delivery address.
- CLIN402Q Option Year 4 - A&M Uniform Trench Coats is created and obligated in the amount of \$770,000.00.

6. The delivery address for OFO Chicago Leather Gear shall be:

Area Port of Chicago
9915 Bryn Mawr Avenue
Rosemont, IL 60018

7. The delivery address for the El Paso Bike Patrol uniforms shall be:

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

8037 Lockheed
El Paso, TX 79925

8. Funding in the amount of \$23,878.68 is hereby provided to add supplemental BPAM uniforms in the Del Rio sector. The amount covers uniforms for 72 agents. The delivery address for these uniforms shall be:

2401 Dodson Avenue
Del Rio, TX 78840

9. Based on the changes cited in items 1 - 4, the current B.1. Schedule of Price/Cost is hereby deleted and replaced with the revised version contained in Attachment 1 to this document.

10. All other terms and conditions of contract HSBP1004C00346 remain unchanged and in full force and effect.

HSBP1004C00346, Modification P00057			
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 Charges 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	El 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			
201	Option Year 2 - Management Services		
202	Option Year 2 - Uniform Schedule	\$25,787,500.00	\$23,741,173.50
202A	Option Year 2 - Incentives		
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			
301	Option Year 3 - Management Services		
301A	Option Year 3 - Quartermaster Operations		
302	Option Year 3 - Uniform Schedule	\$39,418,395.72	\$39,418,395.72
302A	Option Year 3 - Incentives		
302B	Office/Special Buys	\$31,340.08	\$31,340.08
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	\$5,192,155.00	\$5,192,155.00
302H	FEMA Uniform Program	\$32,753.20	\$32,753.20
302I	OFO New York Honor Guard Uniform	\$2,793.00	\$2,793.00
302J	FDA Uniform Program	\$130,000.00	\$130,000.00
302K	BP Marine Uniforms	\$830,000.00	\$830,000.00

302L	OFO Expansion Program	\$279,500.00	\$279,500.00
302M	CIS Uniform Program	\$712,602.00	\$712,602.00
302N	OTD Webgear	\$180,625.00	\$180,625.00
302O	Northern Border Cold Weather Gear	\$12,813.99	\$12,813.99
302P	FY 08 Buy Out	\$1,594,343.05	\$1,594,343.05
302Q	Honor Guard Jackets (OFO, OBP, A&M)	\$107,355.00	\$107,355.00
302R	FY 08 OFO Buy Out	\$691,067.61	\$691,067.61
302S	FY 08 A&M Buy Out	\$173,016.83	\$173,016.83
302T	Extreme Cold Weather Gear	\$984,567.84	\$984,567.84
302U	OFO New Shoulder Emblems	\$28,000.00	\$28,000.00
302V	Moisture Management Shirts (BORSTAR)	\$105,930.00	\$105,930.00
302W	SAMS Uniforms	\$57,267.00	\$57,267.00
302X	b(4) Replacement Lens	\$68,200.00	\$68,200.00
TOTAL OPTION YEAR THREE VALUE		b(4)	
401	Option Year 4 - Management Services	b(4)	
401A	Option Year 4 - Quartermaster Operations	b(4)	
402	Option Year 4 - Uniform Schedule	\$51,765,200.00	\$51,765,200.00
402A	Option Year 4 - Incentives	b(4)	
402B	DRO/ICE Uniform Program	\$4,640,525.00	\$4,640,525.00
402C	FDA Uniform Program	\$280,000.00	\$280,000.00
402D	OFO Boston Honor Guard Uniform	\$18,774.00	\$18,774.00
402E	OFO New Orleans Honor Guard Uniform	\$3,237.00	\$3,237.00
402F	FPS Uniform Program	\$846,000.00	\$846,000.00
402G	OFO New York Honor Guard Uniform	\$1,000.00	\$1,000.00
402H	OFO Seattle Honor Guard Uniform	\$1,245.00	\$1,245.00
402I	OBP Honor Guard Uniform	\$51,000.00	\$51,000.00
402J	OBP Inauguration Jackets	\$12,775.00	\$12,775.00
402K	Office of Investigations (ICE) Uniform Program	\$2,500,000.00	\$2,500,000.00
402L	OFO San Diego Honor Guard Uniform	\$1,245.00	\$1,245.00
402M	OFO Leather Gear	\$12,608.64	\$12,608.64
402N	FY 09 Spend Plan	\$2,374,775.56	\$2,374,775.56
402O	OBP El Paso Bike Patrol Uniforms	\$14,058.00	\$14,058.00
402P	Supplemental Del Rio BPAM Uniforms	\$23,878.68	\$23,878.68
402Q	A&M Uniform Trench Coats	\$770,000.00	\$770,000.00
TOTAL OPTION YEAR FOUR VALUE		b(4)	
501	Option Year 5 - Management Services	b(4)	
501A	Option Year 5 - Quartermaster Operations	b(4)	
502	Option Year 5 - Uniform Schedule	\$4,832,566.17	
601	Option Year 6 - Management Services	b(4)	
601A	Option Year 6 - Quartermaster Operations	b(4)	
602	Option Year 6 - Uniform Schedule	\$4,958,057.60	
Overall Total		\$284,058,317.68	\$264,469,809.22

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

Chicago Field Office FY09 Leather Gear Order

LOT	Description	Price	Qty	Extended
7927	Female River Belt	\$	21	\$
7926	Female Trouser Belt	\$	21	\$
7924	Male River Belt	\$	57	\$
7923	Male Trouser Belt	\$	57	\$
7925	Keepers pack of 4	\$	78	\$
7084	Magazine Pouch	\$	21	\$
	CBP Leather Cuff Cases	\$	26	\$

b(4)

b(4)

El Paso Sector FY09 Bike Patrol Order

LOT	Description	Size	Price	Qty	Extended
2130	Bicycle Patrol Uniform Pants Men's	MEDIUM	\$	26	\$
2130	Bicycle Patrol Uniform Pants Men's	LARGE	\$	3	\$
2130	Bicycle Patrol Uniform Pants Men's	X-LARGE	\$	6	\$
2130	Bicycle Patrol Uniform Pants Men's	SMALL	\$	12	\$
2130	Bicycle Patrol Uniform Pants Women's	MEDIUM	\$	3	\$
5175	Bicycle Patrol Unif. Polo Shirt Long Sleeve	MEDIUM	\$	26	\$
5175	Bicycle Patrol Unif. Polo Shirt Long Sleeve	LARGE	\$	3	\$
5175	Bicycle Patrol Unif. Polo Shirt Long Sleeve	X-LARGE	\$	6	\$
5175	Bicycle Patrol Unif. Polo Shirt Long Sleeve	SMALL	\$	12	\$
5175	Bicycle Patrol Unif. Polo Shirt Long Sleeve Women's	MEDIUM	\$	3	\$
5176	Bicycle Patrol Uniform Polo Shirt Short Sleeve	MEDIUM	\$	27	\$
5176	Bicycle Patrol Uniform Polo Shirt Short Sleeve	LARGE	\$	3	\$
5176	Bicycle Patrol Uniform Polo Shirt Short Sleeve	X-LARGE	\$	6	\$
5176	Bicycle Patrol Uniform Polo Shirt Short Sleeve	SMALL	\$	12	\$
5176	Bicycle Patrol Uniform Fleece Liner	MEDIUM	\$	3	\$
3141	Bicycle Patrol Uniform Polar Fleece Jacket Liner	MEDIUM	\$	6	\$
3141	Bicycle Patrol Uniform Polar Fleece Jacket Liner	LARGE	\$	1	\$
3141	Bicycle Patrol Uniform Polar Fleece Jacket Liner	X-LARGE	\$	2	\$
3141	Bicycle Patrol Uniform Polar Fleece Jacket Liner	SMALL	\$	4	\$
3141	Bicycle Patrol Uniform Polar Fleece Jacket Liner Women's	MEDIUM	\$	1	\$
3140	Nylon Lightweight Jacket	MEDIUM	\$	6	\$
3140	Nylon Lightweight Jacket	LARGE	\$	1	\$
3140	Nylon Lightweight Jacket	X-LARGE	\$	2	\$
3140	Nylon Lightweight Jacket	SMALL	\$	4	\$
3140	Nylon Lightweight Jacket Women's	MEDIUM	\$	1	\$
2132	Bicycle Patrol Uniform Shorts Men's	MEDIUM	\$	27	\$
2132	Bicycle Patrol Uniform Shorts Men's	LARGE	\$	3	\$
2132	Bicycle Patrol Uniform Shorts Men's	X-LARGE	\$	6	\$
2132	Bicycle Patrol Uniform Shorts Men's	SMALL	\$	12	\$
2132	Bicycle Patrol Uniform Shorts Women's	MEDIUM	\$	3	\$

b(4)

b(4)