

2. AMENDMENT/MODIFICATION NO. P00004	3. EFF. DATE 12-03-2010	4. REQUISITION/PURCHASE REQ. NO. 0020054171	5. PROJECT NO. (If applicable)
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6. ISSUED BY DHS - Customs & Border Protection Department of Homeland Security 1300 Pennsylvania Ave, NW Procurement Directorate - NP 1310 Washington DC 20229	CODE 7014	7. ADMINISTERED BY (If other than Item 6) DHS - Customs & Border Protection Department of Homeland Security 1300 Pennsylvania Ave, NW Procurement Directorate - NP 1310 Washington DC 20229	CODE
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8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) GENERAL ATOMICS AERONAUTICAL SYS 14200 KIRKHAM WAY POWAY CA 92064 CODE 824684229 FACILITY CODE	9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. HSBP1010C00071 / 10B. DATED (SEE ITEM 13) 06/28/2010
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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 ATTACHED ACCOUNTING AND APPROPRIATION DATA

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: 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 1 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 to Contract HSBP1010C00071 is to de-obligate funds from line items were requirements have been reduced with the intention of realigning funds to other within scope efforts. Accordingly, said contract is modified as follows:

1. Under SECTION B- SCHEDULE OF SUPPLIES/SERVICES, de-obligate funds as follows:

Line Item 30, CLIN 0003, Repair Services is decreased by \$600,000 from \$800,000 to \$200,000.
Line Item 70, CLIN 0006, AMOC & Other is decreased by \$30,000 from \$50,000 to \$20,000.
Line Item 90, CLIN 0011, Repairs (Consumables & Parts) is decreased by \$1,000,000 from \$1,800,000 to \$800,000.
To further effect this change, the revised Section B, Schedule of Supplies/Services is attached hereto.

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) (6) Sr. Contracts Admin.	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) STEPHANIE ALEXANDER Contracting Officer
15C. DATE SIGNED 12/03/10	16C. DATE SIGNED (b) (6) 12-3-10



AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT - Continuation

1. CONTRACT ID CODE

2. AMENDMENT/MODIFICATION NO. P00004	3. EFF. DATE 12-03-2010	4. REQUISITION/PURCHASE REQ. NO. 0020054171	PAGE OF 2	PAGES 2
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14. DESCRIPTION OF AMENDMENT/MODIFICATION (*Organized by UCF section headings, including solicitation/contract subject matter where feasible.*)

2. This modification decreases the total obligated amount of \$10,050,476.00 by \$1,630,000.00 to \$8,420,476.00. Therefore, the amount in Block 15G of the SF26 is hereby changed to read \$8,420,476.00.

3. It should be noted that the amount of funds de-obligated under this modification are anticipated to be obligated or realigned to various Contract Line Item Numbers (CLINs) under the subsequent modification. Funding will be reallocated amongst the established CLINs to satisfy the change in required efforts.

4. For Informational Purposes, the "Attachment Information" attached hereto provides a list of Items funded under this contract to date along with the Accounting and Appropriation Data and Delivery Schedule of each Item.

5. Except as modified herein, all other terms and conditions remains unchanged and in full force and effect.

SECTION B SUPPLIES OR SERVICES & PRICES OR COSTS

B.1 SCHEDULE OF SUPPLIES/SERVICES

ITEM #	DESCRIPTION	QTY	UNIT	UNIT PRICE	EXT. PRICE
10	CLIN 0001 Program Management & Training	1.000	AU	(b) (4)	(4)
20	CLIN 0002 Engineering Services	1.000	AU		
30	CLIN 0003 Repair Services	1.000	AU		
40	CLIN 0004 Deployment - Ft. Huachuca	1.000	AU		
50	CLIN 0005 Deployment - Northern Border	1.000	AU		
60	CLIN 0007 Deployment - Southeast Border	1.000	AU		
70	CLIN 0006 Deployment - AMOC & Other	1.000	AU		
80	CLIN 0008 Emergency deployments/OPs	1.000	AU		
90	CLIN 0011 Repairs (Consumables & Parts)	1.000	AU		
100	CLIN 0012 Travel	1.000	AU		
110	CLIN 0013 Subcontract Services	1.000	AU		
120	CLIN 0014 UND Services	1.000	AU		
130	CLIN 0011 Repairs (Consumables & Parts)	1.000	AU		

Total Funded Value of Award:

\$8,420,476.00

B.2 ACCOUNTING and APPROPRIATION DATA

ITEM #	ACCOUNTING and APPROPRIATION DATA	AMOUNT
10	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	(b) (4)
20	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
30	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
40	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
50	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
60	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
70	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
80	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
90	1516.2655USCSGLCS0922105000Z00010109AM01 FO0712655	
100	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
110	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
120	6100.2575USCSGLCS0922105000Z00010109AM01 FO0712575	
130	1516.2655USCSGLCS0922105000ZAJA10104R0AM01 FO0142655	

B.3 DELIVERY SCHEDULE

DELIVER TO:	ITEM #	QTY	DELIVERY DATE
Customs and Border Protection 1300 Pennsylvania Avenue N W Washington, DC 20229	10	1.000	12/31/2010
	20	1.000	12/31/2010
	30	1.000	12/31/2010
	40	1.000	12/31/2010
	50	1.000	12/31/2010
	60	1.000	12/31/2010
	70	1.000	12/31/2010
	80	1.000	12/31/2010
	90	1.000	12/31/2010
	100	1.000	12/31/2010
	110	1.000	12/31/2010
	120	1.000	12/31/2010

HSBP1010C00071P00004

DELIVER TO:	ITEM #	QTY	DELIVERY DATE
	130	1.000	12/31/2010

B.4 CONTRACT TYPE (OCT 2008)

This is a Time and Material contract, order, or BPA.

[End of Clause]

THE SCHEDULE

SUPPLIES OR SERVICES AND PRICE/COSTS

This a Time and Material (T&M) contract, for the procurement of operational and maintenance support and integration services for CBP's Unmanned Aircraft Systems (UAS). The Contractor shall perform the work as specified in the Statement of Work and as described in Time and Material work authorizations issued by the Contracting Officer.

BASE YEAR (Date of Award through 31 December 2010)-Funded

TIME CLIN	DESCRIPTION	QTY	UNIT	COMPOSITE RATE	EXTENSION
0001	Program Management including Training	(b) (4)	Hours	(b) (4)	(b) (4)
0002	Engineering Services	(b) (4)	Hours	(b) (4)	(b) (4)
0003	Repair Services	(b) (4)	Hours	(b) (4)	(b) (4)
0004	Deployment-Fort Huachuca	(b) (4)	Hours	(b) (4)	(b) (4)
0005	Deployment-Northern Border Region	(b) (4)	Hours	(b) (4)	(b) (4)
0006	Deployment-AMOC and Others	(b) (4)	Hours	(b) (4)	(b) (4)
0007	Deployment-Southeast Border Region	(b) (4)	Hours	(b) (4)	(b) (4)
0008	Emergency Operations	(b) (4)	Hours	(b) (4)	(b) (4)
0009	OPTION: Surge Activities (Unfunded)	(b) (4)	Hours	(b) (4)	(b) (4)
0010	Data Deliverables	(b) (4)		(b) (4)	(b) (4)
TOTAL BASE YEAR (LEVEL OF EFFORT)		(b) (4)	Hours		\$6,850,000.00

MATERIALS CLIN	DESCRIPTION	QTY	UNIT		EXTENSION
0011	Repairs (Inc. Consumables and Replacement Parts)	1.0	LOT	NTE	(b) (4)
0012	Travel	1.0	LOT	NTE	
0013	Subcontract Services	1.0	LOT	NTE	
0014	UND Services	1.0	LOT	NTE	
0015	Data Deliverables	1.0	LOT	NSP	
TOTAL BASE YEAR (MATERIAL)					\$3,200,476.00

TOTAL TIME AND MATERIALS (BASE YR) **\$10,050,476.00**

NTE = Not to Exceed

NSP = Not Separately Priced

Note: The Total Level of Effort has been estimated at best effort for the established performance period. Due to uncertainties, labor hours and ceiling prices may be realigned (via contract modification) amongst the above CLINs based on agency needs, however; this flexibility does not allow the total number of hours or costs to be exceeded. Any performance by the Contractor beyond the Total Time and Material Ceiling Price above shall be at its own risk.

THE SCHEDULE

SUPPLIES OR SERVICES AND PRICE/COSTS

This a Time and Material (T&M) contract, for the procurement of operational and maintenance support and integration services for CBP's Unmanned Aircraft Systems (UAS). The Contractor shall perform the work as specified in the Statement of Work and as described in Time and Material work authorizations issued by the Contracting Officer.

OPTION YEAR 1 (January 1, 2011 through 31 December 2011)-Unfunded

TIME CLIN	DESCRIPTION	QTY	UNIT	COMPOSITE RATE	EXTENSION
1001	Program Management including Training	(b) (4)	Hours	(b) (4)	(b) (4)
1002	Engineering Services	(b) (4)	Hours	(b) (4)	(b) (4)
1003	Repair Services	(b) (4)	Hours	(b) (4)	(b) (4)
1004	Deployment-Fort Huachuca	(b) (4)	Hours	(b) (4)	(b) (4)
1005	Deployment-Northern Border Region	(b) (4)	Hours	(b) (4)	(b) (4)
1006	Deployment-AMOC and Others	(b) (4)	Hours	(b) (4)	(b) (4)
1007	Deployment-Southeast Border Region	(b) (4)	Hours	(b) (4)	(b) (4)
1008	Emergency Operations	(b) (4)	Hours	(b) (4)	(b) (4)
1009	OPTION: Surge Activities	(b) (4)	Hours	(b) (4)	(b) (4)
1010	Data Deliverables	(b) (4)	Hours	(b) (4)	(b) (4)
TOTAL OPTION YEAR 1 (LEVEL OF EFFORT)		(b) (4)	Hours		\$41,454,615.00

MATERIALS CLIN	DESCRIPTION	QTY	UNIT	EXTENSION
1011	Repairs (Inc. Consumables and Replacement Parts)	1.0	LOT	(b) (4)
1012	Travel	1.0	LOT	(b) (4)
1013	Subcontract Services	1.0	LOT	(b) (4)
1014	UND Services	1.0	LOT	(b) (4)
1015	Data Deliverables	1.0	LOT	(b) (4)
TOTAL OPTION YEAR 1 (MATERIAL)				\$16,085,695.00

TOTAL TIME AND MATERIALS (OPTION YEAR 1) \$57,540,310.00

NTE = Not to Exceed
NSP = Not Separately Priced

Note: The Total Level of Effort has been estimated at best effort for the established performance period. Due to uncertainties, labor hours and ceiling prices may be realigned (via contract modification) amongst the above CLINs based on agency needs, however; this flexibility does not allow the total number of hours or costs to be exceeded. Any performance by the Contractor beyond the Total Time and Material Ceiling Price above shall be at its own risk.

Order of Services

In accordance with Clause H.2, "Ordering of as Needed Services", the following services are hereby authorized to be performed at the estimated number of hours and materials funded as follows:

TIME:

<u>CLIN</u>	<u>Description</u>	<u>Estimated Hours</u>	<u>Funding</u>	<u>Funding Item#</u>
0001	Program Management	(b) (4)	(b) (4)	10
0002	Engineering Services	(b) (4)	(b) (4)	20
0003	Repair Services	(b) (4)	(b) (4)	30
0004	Deployment-Fort Huachuca	(b) (4)	(b) (4)	40
0005	Deployment-Northern Border	(b) (4)	(b) (4)	50
0006	Deployment-AMOC and Others	(b) (4)	(b) (4)	70
0007	Deployment-Southeast Border Region	(b) (4)	(b) (4)	60
0008	Emergency Operations	(b) (4)	(b) (4)	80
Total Order Amount(TIME)		(b) (4)	(b) (4)	

MATERIALS:

<u>CLIN</u>	<u>Description</u>	<u>Funding</u>	<u>Funding Item#</u>
0011	Repairs	(b) (4)	90,130
0012	Travel	(b) (4)	100
0013	Subcontract Services	(b) (4)	110
0014	UND Services (Cost Reimbursable)	(b) (4)	120
Total Order Amount (MATERIAL)		(b) (4)	

T&M Order

\$8,420,476

The Government has only authorized the performance of those hours and material dollar amounts which have been identified under this clause. Additional T&M hours and dollar amounts that the Government requires will be authorized on an as needed basis, via contract modifications. Any performance by the Contractor beyond the Total Time and Materials Ceiling Price shall be at its own risk.