

<b>2. Amendment/Modification No.</b> P00239	<b>3. Effective Date</b> 2004OCT28	<b>4. Requisition/Purchase Req No.</b> SEE SCHEDULE	<b>5. Project No. (If applicable)</b>
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<b>6. Issued By</b> TACOM WARREN AMSTA-AQ-AHLB H. TAYLOR BURLESON (586)574-8825 WARREN, MICHIGAN 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL EMAIL: BURLESOH@TACOM.ARMY.MIL	<b>Code</b>	W56HZV	<b>7. Administered By (If other than Item 6)</b> DCMA NORTHERN CALIFORNIA P.O. BOX 232 700 EAST ROTH ROAD, BLDG 330 FRENCH CAMP CA 95231-0232	<b>Code</b>	S0507A
			SCD A PAS NONE ADP PT HQ0339		

<b>8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)</b> UNITED DEFENSE, L.P. GROUND SYSTEMS 1205 COLEMAN AVENUE PO BOX 58123 SANTA CLARA, CA. 95052-4368  TYPE BUSINESS: Large Business Performing in U.S.	<input type="checkbox"/>	<b>9A. Amendment Of Solicitation No.</b>
	<input type="checkbox"/>	<b>9B. Dated (See Item 11)</b>
	<input checked="" type="checkbox"/>	<b>10A. Modification Of Contract/Order No.</b> DAAE07-01-C-M011
<b>Code</b> 80212 <b>Facility Code</b>		<b>10B. Dated (See Item 13)</b> 2000DEC28

**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 amendments; (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 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)**  
ACRN: GE NET INCREASE: \$157,000.00

**13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS**

KIND MOD CODE: 6 **It Modifies The Contract/Order No. As Described In Item 14.**

<input type="checkbox"/>	A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A.	The Changes Set Forth In Item 14 Are Made In
<input type="checkbox"/>	B. The Above Numbered Contract/Order Is Modified To Reflect The Administrative Changes (such as changes in paying office, appropriation data, etc.) Set Forth In Item 14, Pursuant To The Authority of FAR 43.103(b).	
<input type="checkbox"/>	C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of:	
<input checked="" type="checkbox"/>	D. Other (Specify type of modification and authority) Exercise Option	

**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 SECOND PAGE FOR DESCRIPTION

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>15A. Name And Title Of Signer (Type or print)</b>	<b>16A. Name And Title Of Contracting Officer (Type or print)</b> VITO ZUCCARO ZUCCAROV@TACOM.ARMY.MIL (586)574-7076
<b>15B. Contractor/Offeror</b>  (Signature of person authorized to sign)	<b>15C. Date Signed</b>
	<b>16B. United States Of America</b>  By _____ /SIGNED/ (Signature of Contracting Officer)
	<b>16C. Date Signed</b> 2004OCT28

<b>CONTINUATION SHEET</b>	<b>Reference No. of Document Being Continued</b>	<b>Page 2 of 9</b>
	PIIN/SIIN DAAE07-01-C-M011	MOD/AMD P00239

**Name of Offeror or Contractor:** UNITED DEFENSE, L.P.

SECTION A - SUPPLEMENTAL INFORMATION

1. This document is contract modification P00239 to Contract DAAE07-01-C-M011 which exercises an option for 1,040 hours pursuant to Special Provision H.40.

2. This modification impacts the contract amount. For funding, administrative and page substitution purposes, this modification follows prior Modification P00238. This modification increases funding for CLIN(s) 0001. This action increases the total contract amount by \$157,000 from the prior amount of \$332,275,394 to a new total of \$332,432,394.

	Prior	This Change	Total
Estimated Cost	\$301,718,339	\$ 144,780	\$301,863,119
Fixed Fee	\$ 30,557,055	\$ 12,220	\$ 30,569,275
Cost Plus Fixed Fee	\$332,275,394	\$ 157,000	\$332,432,394

3. This modification acquires STS-15 man-hours of effort for performing and evaluating engineering studies pertaining to the M1A1 and the M1A1 FOV.

4. This modification serves as written notice pursuant to Special Provision H.40, that the Government is acquiring 1,040 man-hours of systems technical support. These hours are being acquired on the following SubCLIN:

SubCLIN	Prior	This Change	Total
0001AA			
Hours	1,498,167	1,040	1,499,207
Estimated Cost	\$168,992,492	\$144,780	\$169,137,272
Fixed Fee	\$ 16,628,524	\$ 12,220	\$ 16,640,744
Cost Plus Fixed Fee	\$185,621,016	\$157,000	\$185,778,016

0001FX is a funding subCLIN for 0001AA

Hours	N/A	N/A	N/A
Estimated Cost	\$0	\$0	\$0
Fixed Fee	\$0	\$0	\$0
Cost Plus Fixed Fee	\$0	\$157,000	\$157,000

Special Provisions B.7 and H.40 allow the Government added man-hours of support for this option period provided:

- a. Such hours do not exceed a maximum of 3,458,505.
- b. The option is exercised prior to 26 November 2004.

5. This action exercises the following option for 1,040 hours. Although provisions B.7 and H.40 call for exercises of options during this period at a rate of \$139.71 (\$127.96 for estimated costs, and \$11.75 for the contractors fixed fee), the parties agree that the work set forth in the supporting work directive(s) and summary work package authorization(s) will be performed at a higher skill level than that represented by the negotiated composite rate. Therefore, the parties further agree that the estimated hourly rate for this modification will be higher than the negotiated composite rate, at \$150.96 per hour. As a result, a total of \$157,000 is obligated on this action, including a variance from the negotiated composite rate in a total amount of \$11,702.00.

This revision varies from the estimated hourly rate for the following reasons: estimated hourly rate is a composite rate developed in the year 2000 that includes several skill levels for UDLP labor and for two subcontractors (GDLS and Butler Services) and the labor added by this revision is entirely for a new subcontractor, Science Application International Corporation (SAIC). SAIC was not included in the year 2000 composite rate calculation and there is no correlation between the estimated hourly rate in the contract and the hourly rate proposed by SAIC.

6. The parties to this agreement acknowledge that the contract is changed as set forth below:
  - a. Paragraph B.7, B.8 and CLIN(s) 0001AA are revised. CLIN(s) 0001FX is added in support of 0001AA.
  - b. Section G is revised to add the appropriation and administrative data for this action.

\*\*\* END OF NARRATIVE A 239 \*\*\*

CONTINUATION SHEET

Reference No. of Document Being Continued  
 PIIN/SIIN DAAE07-01-C-M011 MOD/AMD P00239

Name of Offeror or Contractor: UNITED DEFENSE, L.P.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS				
0001	SECURITY CLASS: Unclassified				
0001AA	<u>SERVICES LINE ITEM</u>				\$ 36,069,918.00
	NOUN: UDLP ENGR CONTRACT 15 PRON: 721026SS72 PRON AMD: 12 ACRN: AA AMS CD: 311028				
	START OF WORK: 04 DEC 2000 COMPLETION DATE: 26 NOV 2004 LEVEL OF EFFORT: 1,499,207 Hours			Estimated Cost:	\$169,137,272
	Modification: P00028, 37, 42, 46, 47, 49, 50, 51, 52, 56, 66, 74, ,76, 77, 79, 87, 91, 96, 98, 104, 105, 106, 112, 127, 133, 160, 162, 169, 171, 172, 173, 174, 179, 185, 188, 197, 198, 200,207, 219, 229, 236, 239			Fixed Fee:	\$ 16,640,744
				CPFF:	\$185,778,016
	(End of narrative C001)				
	<u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination				
	<u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD QUANTITY DATE</u>				
	001 0 26-NOV-2004				
	\$ 36,069,918.00				

CONTINUATION SHEET

Reference No. of Document Being Continued  
 PIIN/SIIN DAAE07-01-C-M011 MOD/AMD P00239

Name of Offeror or Contractor: UNITED DEFENSE, L.P.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0001FX	<p><u>SERVICES LINE ITEM</u></p> <p>NOUN: PM CS SAIC SUPPORT                      PRON: 473MAS0147 PRON AMD: 01 ACRN: GE                      AMS CD: 31206453021</p> <p>SubCLIN for funding purposes in support of                      CLIN 0001AA</p> <p>Modification P00239</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u>                      INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>0</td> <td>26-NOV-2004</td> </tr> </table> <p>\$ 157,000.00</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	0	26-NOV-2004				\$ 157,000.00
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	0	26-NOV-2004												

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**PIIN/SIN** DAAE07-01-C-M011

**MOD/AMD** P00239

**Name of Offeror or Contractor:** UNITED DEFENSE, L.P.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT

**Name of Offeror or Contractor:** UNITED DEFENSE, L.P.

B.1 to B.3 RESERVED

B.4 APPLICABILITY OF FEDERAL EXCISE TAX

Federal Excise Tax (FET) is not applicable to the contract items listed elsewhere in Section B of the contract. FET is not to be included in any prices under the contract.

B.5 CONTRACT DATA PRICE

The cost for data requirements of the contract is included within the cost plus fixed fee amounts for each CLIN.

B.6 BASIC - The Government Basic Award shall be 186,495 hours.

Estimated Hourly Cost	Hourly Fixed Fee
\$118.11	\$10.83

B.7 OPTION - ADDITIONAL SYSTEM TECHNICAL SUPPORT

In accordance with Paragraph H.40, the Government shall have the option to increase the number of system technical support hours by a maximum of 3,458,505.

Hours optioned to date are 2,562,021, leaving 896,484 available for future option exercise.

The hourly fixed fee listed below will remain in effect for option hours exercised in the specified time periods. The estimated hourly costs are for planning and budgetary purposes only and will vary from work directive to work directive. The funded amount for each work directive will be determined by the labor mix and Other Direct Costs (ODCs) for that specific effort.

	FROM	Through	Estimated Hourly Cost	Hourly Fixed Fee	
a)	Basic Contract Award	30 November 2001	\$118.11	\$10.83	
b)	01 December 2001	30 November 2002	\$118.11	\$10.83	
c)	01 December 2002	30 November 2003	\$128.83	\$11.84	
d)	01 December 2003	26 November 2004	\$127.96	\$11.75	
e)	16 January 2004	26 November 2004	\$127.96	\$ 7.50	ONLY: CLIN(s) 0001EX, 0008AA, 0008AB
f)	01 December 2004	26 November 2005	\$130.25	\$11.96	

Solely for purpose of determining the Estimated hourly rates the most likely usage rates follow. The Government reserves the right to divert from these estimates.

a)	Basic Contract Award	30 November 2001	438,505 man-hours
b)	01 December 2001	30 November 2002	735,000 man-hours
c)	01 December 2002	30 November 2003	775,000 man-hours
d)	01 December 2003	26 November 2004	740,000 man-hours
e)	01 December 2004	26 November 2005	805,000 man-hours

For informational purposes, listed are the actual hours, by CLIN and Work Directive, optioned for Years 1 and 2 of the contract:

CLIN	CUM HOURS EXERCISED YEAR 1 AND YEAR 2	FEE	MOD	CUM HOURS EXERCISED YEAR 3	FEE	MOD
0001AA	611,583	\$10.83	169	704,418	11.84	
0001AB	265,697	\$10.83	131,166	265,697	N/A	
0001AC	89,891	\$10.83		100,550	11.84	
0001AF	120,288	\$10.83	169	120,288	N/A	
0001AG	12,430	\$10.83		12,430	N/A	
0001AK	36,047	\$10.83		48,658	N/A	
0001AL	2,056	\$10.83		2,056	N/A	
0001AN	1,500	\$10.83		1,500	N/A	
0001AP	2,265	\$10.83		2,265	N/A	
0001AS	23,984	\$10.83		23,984	N/A	
0001AT	0	\$10.83		0	N/A	
0001AU	15,586	\$10.83		24,561	11.84	
0001BG	577	\$10.83		577	N/A	
0001BH	1,200	\$10.83		1,500	11.84	
0001BJ	17,650	\$10.83		17,650	N/A	
0001BK	6,861	\$10.83		6,861	N/A	



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	PIIN/SIIN DAAE07-01-C-M011		MOD/AMD P00239		

**Name of Offeror or Contractor:** UNITED DEFENSE, L.P.

0001	W44-000-000-06	22,314	10.83	09	24,578	11.84	
0001	W45-000-000-36	394,602	10.83	169	51 463,077	11.84	
0001	W46-000-000-07	113,999	10.83	07	113,999	N/A	
0001	W47-000-000-14	153,165	10.83	17	189,687	11.84	
0001	W48-001-000-02	598	10.83	02	598	N/A	
0001	W48-002-000-06	17,884	10.83	11	12,398	11.84	
0001	W49-000-000-05	86,119	10.83	05	86,119	N/A	
0004	W53-A00-000-00	N/A	N/A	00	30,900	11.84	
0004	W53-B00-000-00	N/A	N/A	00	0	11.84	
0004	W53-300-000-01	2,330	10.83	01	2,330	N/A	
0004	W53-500-000-00	1,784	10.83	00	1,784	N/A	
0004	W53-600-000-02	370	10.83	04	420	11.84	
0004	W53-700-000-00	330	10.83	00	330	11.84	
0004	W53-800-000-00		N/A	00	296	11.84	
0004	W53-900-000-00		N/A	00	83	11.84	
0001	W79-000-000-01	14,800	10.83	03	14,800	11.84	
0001	W81-000-000-00	9,270	10.83	01	9,810	11.84	
0001	W82-000-000-02	18,000	10.83	11	70,577	11.84	
0001	W83-000-000-01	10,750	10.83	11	55,661	11.84	
0005	W94-000-000-02	N/A	N/A	02	36,215	11.84	
0005	W97-100-000-00	N/A	N/A	00	9,187	9.13	
0005	W97-200-000-00	N/A	N/A	01	4,134	9.13	
TOTAL YEAR 1 AND YEAR 2 WDs		1,543,972		112	TOTAL YEAR 3	1,845,385	171

**B.7.1 OPTION - ADDITIONAL SYSTEM TECHNICAL SUPPORT FOR THE M113 FOV (ADDED BY CONTRACT MODIFICATION P00138)**

Modification P00138 transfers 55,535 hours at the currently negotiated rates noted below from contract DAAE07-99-C-M036 to contract DAAE07-01-C-M011. In addition, Modification P00138 extends the option expiration date for these hours to 26 November 2004 to parallel the expiration date for option expiration of STS hours on gaining contract DAAE07-01-C-M011. Modification P00032 on contract DAAE07-99-C-M036 ceases all further option STS hours in support of the M113 FOV on contract DAAE07-99-C-M036.

Modification P00200 moved 35,000 hours from Bradley (B.7) to M113 (B.7.1). This action increases the available option hours for M113 to 90,535. All M113 option hours will be at the currently negotiated rates noted below.

B.7.1.1	Remaining Available Hours:	19,125	
B.7.1.2	Total Estimated Cost:	\$ 5,537,394.85	\$ 99.71/hour
B.7.1.3	Fixed Fee:	\$ 507,034.55	\$ 9.13/hour
B.7.1.4	Total CPFF	\$ 6,044,429.40	\$ 108.84/hour

**B.8 The Contractor shall bill for fee only for hours incurred by the Prime Contractor and the following SubContractors:**

- Butler Services, Inc.
- General Dynamics Land Systems
- Kelly Services (and other Ft. Hood, TX area manpower agencies at \$7.50/hour fee)
- Brown International Corporation at \$7.50/hour fee
- Science Application International Corporation (SAIC)

\*\*\* END OF NARRATIVE B 001 \*\*\*

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**Reference No. of Document Being Continued**

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**PIIN/SIIN** DAAE07-01-C-M011

**MOD/AMD** P00239

**Name of Offeror or Contractor:** UNITED DEFENSE, L.P.

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ <u>ITEM</u> <u>MIPR</u>	ACRN	OBLG STAT/ <u>JOB ORD NO</u>	<u>PRIOR AMOUNT</u>	<u>INCREASE/DECREASE</u> <u>AMOUNT</u>	<u>CUMULATIVE</u> <u>AMOUNT</u>
0001FX	473MAS0147 31206453021 A13P30212R47	GE	1 3GAAUS	0.00 \$	157,000.00 \$	157,000.00
				NET CHANGE	\$ 157,000.00	

<u>SERVICE</u> <u>NAME</u>	<u>NET CHANGE</u> <u>BY ACRN</u>	<u>ACCOUNTING CLASSIFICATION</u>	<u>ACCOUNTING</u> <u>STATION</u>	<u>INCREASE/DECREASE</u> <u>AMOUNT</u>
Army	GE	21 32033000035R5R02P31206425FB S20113	W56HZV	\$ 157,000.00
				NET CHANGE \$ 157,000.00

	<u>PRIOR AMOUNT</u> <u>OF AWARD</u>	<u>INCREASE/DECREASE</u> <u>AMOUNT</u>	<u>CUMULATIVE</u> <u>OBLIG AMT</u>
NET CHANGE FOR AWARD:	\$ 332,275,394.00	\$ 157,000.00	\$ 332,432,394.00