

2. Amendment/Modification No. P00002	3. Effective Date 2004SEP27	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
---	--------------------------------	---	--------------------------------

6. Issued By TACOM WARREN AMSTA-AQ-ABGB JOSEPH H. SMITH (586)574-6987 WARREN, MICHIGAN 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL EMAIL: SMITHJH@TACOM.ARMY.MIL	Code W56HZV	7. Administered By (If other than Item 6) DCMA BOSTON 495 SUMMER STREET BOSTON, MA 02210-2138	Code S2206A
---	----------------	--	----------------

SCD C PAS NONE ADP PT HQ0337

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) MAGNOLIA OPTICAL TECHNOLOGIES, INC 52B CUMMINGS PARK, SUITE 314 WOBURN, MA. 01801-2123 TYPE BUSINESS: Small Disadvantaged Business Performing in U.S.	<input type="checkbox"/>	9A. Amendment Of Solicitation No.
	<input type="checkbox"/>	9B. Dated (See Item 11)
	<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. DAAE07-03-C-L001
	<input type="checkbox"/>	10B. Dated (See Item 13) 2002DEC27

Code 1WHC1 Facility Code

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: AB NET INCREASE: \$11,953.00

13. THIS ITEM ONLY APPLIES 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: The Contract/Order No. In Item 10A.	The Changes Set Forth In Item 14 Are Made In
<input checked="" 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 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 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

Contract Expiration Date: 2004DEC20

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)	16A. Name And Title Of Contracting Officer (Type or print) WYMAN E. YOUNG II YOUNGE@TACOM.ARMY.MIL (586)574-8093		
15B. Contractor/Offeror (Signature of person authorized to sign)	15C. Date Signed	16B. United States Of America By _____ /SIGNED/ (Signature of Contracting Officer)	16C. Date Signed 2004SEP27

Name of Offeror or Contractor: MAGNOLIA OPTICAL TECHNOLOGIES, INC

SECTION A - SUPPLEMENTAL INFORMATION

CONTRACT For: SBIR PHASE II, Low Power Highly Integrated Packaging Schemes for High-Speed Transceiver

Purpose of This Modification: To Provide Cost Growth Funding to the Contract and to Correct the Period of Performance Date of the Contract

Previous Amount Obligated: \$718,046.00
 Amount Obligated This Action: \$ 11,953.00
 Total Amount Obligated: \$729,999.00

Prior Contract Value: \$718,046.00
 Amount This Action: \$ 11,953.00
 Total Contract Value: \$729,999.00

A. This Unilateral Modification P00001 incorporates the following into the contract.

1. The Government desires to provide funding to the contract resulting from a Cost Growth experienced under the contract, in accordance with the Limitation of Funds clause, FAR 52.232-22, of the contract as follows:

- a. The Government increases the amount obligated on contract for CLIN 0001 by \$11,953.00 from \$718,046.00 to \$729,999.00.
- b. This funding of \$11,953.00 is added to Section B under CLIN 000103, ACR: AB, as shown in this Modification.
- c. The Contract Values in Section B for CLIN 0001 are changed as follows:

	PRIOR CONTRACT VALUES	VALUES <u>INCREASE</u>	CURRENT CONTRACT VALUES
Estimated Cost:	\$661,793.00	\$11,953.00	\$673,746.00
Fixed Fee:	\$ 56,253.00	\$ 0.00	\$ 56,253.00
Total Amount:	\$718,046.00	\$11,953.00	\$729,999.00

2. The performance completion date shown under CLIN 0001 in Section B is changed from 31-DEC-2004 to 26-DEC-2004 to reflect the correct completion date of the contract which corresponds to 24 months after award of the contract, as shown in the Section B page of this modification. The period of performance completion date in Section F, paragraph F.2, Period of Performance, is changed from 20 Dec 2004 to 26 Dec 2004 to correspond to the correct completion date for 24 months after award, as shown in the attached page of Section F.

B. As a result, the contract is modified as follows:

- 1. In Section B, Supplies or Services and Prices/Costs: Under paragraph B.4 of the contract, increase the Funds Allotted, to this contract, by \$11,953.00 from \$718,046.00 to \$729,999.00.
- 2. In Section G, Contract Administration Data: The Section G page is added to the contract to reflect the appropriate accounting and administration data for the increase in contract funding.

C. As a result of this Modification P00002, the Total Obligated Amount and the Total Contract Value of the contract are increased by \$11,953.00 from \$718,046.00 to \$729,999.00. Except as provided herein, all terms and conditions of Contract DAAE07-03-C-L001 remain unchanged and in full force and effect.

Name of Offeror or Contractor: MAGNOLIA OPTICAL TECHNOLOGIES, INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0001	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>SBIR PHASE II BASIC EFFORT</u></p> <p>NOUN: LOW POWER HIGH INTEG PACK SCH SECURITY CLASS: Unclassified</p> <p>Contractor shall furnish all the supplies and services to accomplish the task specified in Section C, "Scope of Work".</p> <p>ESTIMATED COST: \$673,746.00 * FIXED FEE: \$ 56,253.00 TOTAL AMOUNT: \$729,999.00 *</p> <p>* CHANGED BY MOD P00002</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>1</td> <td>26-DEC-2004</td> </tr> </table> <p style="text-align: right;">\$ 729,999.00</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	1	26-DEC-2004	1	LO		\$ 729,999.00
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	1	26-DEC-2004												
000101	<p><u>SBIR PHASE II BASIC EFFORT</u></p> <p>NOUN: FY03 PHII SBIR MAGNOLIA OPTIC PRON: E132C111EH PRON AMD: 03 ACRN: AA AMS CD: 665502M4055 (AMOUNT: \$ 378,214.00)</p>													
000102	<p><u>SBIR PHASE II BASIC EFFORT</u></p> <p>NOUN: FY03 PHII SBIR MAGNOLIA OPTIC PRON: E132C111EH PRON AMD: 03 ACRN: AA AMS CD: 665502M4055 (AMOUNT: \$ 339,832.00)</p>													

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN DAAE07-03-C-L001 MOD/AMD P00002

Name of Offeror or Contractor: MAGNOLIA OPTICAL TECHNOLOGIES, INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
000103	<p><u>SBIR PHASE II BASIC EFFORT</u></p> <p>NOUN: FY04 ONGOING PHII SBIR MAGNOL PRON: R342C422R3 PRON AMD: 01 ACRN: AB AMS CD: 665502M4055 (AMOUNT: \$ 11,953.00)</p>				

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 5 of 6****PIIN/SIIN** DAAE07-03-C-L001**MOD/AMD** P00002**Name of Offeror or Contractor:** MAGNOLIA OPTICAL TECHNOLOGIES, INC

SECTION F - DELIVERIES OR PERFORMANCE

F.1 HARDWARE and DATA DELIVERY:

F.1.1 DATA DELIVERY: The Contractor shall provide to the Government, electronically by email, all data as required in Section C, Exhibit A, the Contracts Data Requirements List (CDRL) and Exhibit B, the Data Item Descriptions of this contract.

F.1.2 HARDWARE DELIVERY: The contractor shall deliver all the demonstratable hardware defined in Scope of Work, Paragraph C.2.1.2 of this contract to the COTR, at the following address:

US ARMY Tank-Automotive and Armaments Command
Attn: AMSTA-TR-R/MS264, Mr. Mitchell Cross
Warren, MI 48397-5000

F.2 PERIOD OF PERFORMANCE:

The contractor shall complete the entire contractual effort, including the delivery of the Technical Data and the Final Technical Report, and all hardware, by 26 Dec 2004.*

* Changed by Mod P00002

*** END OF NARRATIVE F 001 ***

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN DAAE07-03-C-L001

MOD/AMD P00002

Name of Offeror or Contractor: MAGNOLIA OPTICAL TECHNOLOGIES, INC

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ <u>ITEM</u> <u>MIPR</u>	<u>ACRN</u>	<u>OBLG STAT/</u> <u>JOB ORD NO</u>	<u>PRIOR AMOUNT</u>	<u>INCREASE/DECREASE</u> <u>AMOUNT</u>	<u>CUMULATIVE</u> <u>AMOUNT</u>
000103	R342C422R3 665502M4055	AB	2 42C422	0.00 \$	11,953.00 \$	11,953.00
				NET CHANGE \$	11,953.00	

<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	AB	21 42040000046N6N7EP665502255Y S20113	W56HZV	\$ 11,953.00
				NET CHANGE \$ 11,953.00

	<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:	\$ 718,046.00	\$ 11,953.00	\$ 729,999.00