

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
Cost Plus Fixed Fee Page 1 Of 9

2. Amendment/Modification No. P00263 3. Effective Date 2014APR21 4. Requisition/Purchase Req No. SEE SCHEDULE 5. Project No. (If applicable)

6. Issued By Code W56HZV 7. Administered By (If other than Item 6) Code S3915A
 U.S. ARMY CONTRACTING COMMAND
 SHANE C. STREHLER
 WARREN, MICHIGAN 48397-5000
 HTTP://CONTRACTING.TACOM.ARMY.MIL
 EMAIL: SHANE.C.STREHLER@US.ARMY.MIL
 DCMA PHILADELPHIA
 700 ROBBINS AVENUE, BLDG 4-A
 P.O. BOX 11427
 PHILADELPHIA PA 19111-0427

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)
 BAE SYSTEMS LAND & ARMAMENTS L.P.
 1100 BAIRS RD
 YORK, PA 17408-8975
 9A. Amendment Of Solicitation No.
 9B. Dated (See Item 11)
 10A. Modification Of Contract/Order No.
 W56HZV-07-C-0256
 10B. Dated (See Item 13)
 2007APR13
 Code 06085 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: GK NET INCREASE: \$1,180,910.00

**13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
 It Modifies The Contract/Order No. As Described In Item 14.**

A. This Change Order is Issued Pursuant To: _____ 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 data, etc.) Set Forth In Item 14, Pursuant To The Authority of FAR 43.103(b).
 C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of:
 D. Other (Specify type of modification and authority) FAR 52.243-2 Alt II

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.

15A. Name And Title Of Signer (Type or print) 16A. Name And Title Of Contracting Officer (Type or print)
 RAENA SWANSON
 RAENA.SWANSON@US.ARMY.MIL (586)282-7087
 15B. Contractor/Offeror 15C. Date Signed 16B. United States Of America 16C. Date Signed
 By _____ /SIGNED/ 2014APR21
 (Signature of person authorized to sign) (Signature of Contracting Officer)

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 2 of 9
	PIIN/SIIN W56HZV-07-C-0256	MOD/AMD P00263	
Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS L.P.			

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: SHANE C. STREHLER
 Buyer Office Symbol/Telephone Number: CCTA-AHR-A/(586)282-7192
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Other
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: B
 Weapon System: Recovery Vehicle, M51/M74/M88

*** End of Narrative A0000 ***

Contract: W56HZV-07-C-0256
 Modification: P00263

Modification P00263 is awarded after Modification P00264 and before Modification P00256 and P00262

Previous Contract Amount: \$511,091,135.00
 Amount via Modification: \$1,180,910.00
 New Contract Amount: \$512,272,045.00

1. The purpose of Modification P00263 to Contract W56HZV-07-C-0256 is to perform the follow actions:

a. Incorporate Work Directive STS-P-14-05 for the Paladin Integrated Management (PIM) Objective Underbelly Kit. This Work Directive exercises 7,530 option labor hours and material/other direct costs (ODCs) in the amount of \$1,180,910 broken out as follows:

	Prior	This Change	Total
Hours	0	7,530	7,530
Labor Cost	\$ 0	\$ 653,228	\$ 653,228
Material/ODCs	\$ 0	\$ 428,842	\$ 428,842
Material/ODCs FCCM	\$ 0	\$ 39	\$ 39
Total Cost	\$ 0	\$ 1,082,109	\$ 1,082,109
Labor Fee	\$ 0	\$ 59,562	\$ 59,562
Material Fee	\$ 0	\$ 39,239	\$ 39,239
Total Fee	\$ 0	\$ 98,801	\$ 98,801
Total Cost Plus Fixed Fee (CPFF)	\$ 0	\$ 1,180,910	\$ 1,180,910

2. Section B is revised as follows:

a. CLIN 0160AA is established and funded in the amount of \$1,180,910.

3. Section B.4 and B.5 are revised to reflect the exercise of labor hours and material/ODC dollars noted in 1.a. above. Section B.4 and B.5 were last updated via Modification P00264.

Section B.4 is revised as follows:

From:

Post-Base year M109/M992 STS Hours optioned under H.7.2 Option Additional Hours as of Modification P00264 are 1,070,001 leaving 846,993 available for future exercise.

To:

Post-Base year M109/M992 STS Hours optioned under H.7.2 Option Additional Hours as of Modification P00263 are 1,077,531 leaving 839,463 available for future exercise.

Section B.5 is revised as follows:

From:

Post-Base year STS Material/ODCs expended for the M109/M992/M9ACE programs as of Modification P00264 to this contract are \$116,901,436 leaving \$35,853,237 available for future expenditure.

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MOD/AMD P00263

Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS L.P.

To:

Post-Base year STS Material/ODCs expended for the M109/M992/M9ACE programs as of Modification P00263 to this contract are \$117,369,517 leaving \$35,385,156 available for future expenditure.

4. Section J is revised as follows:

a. Incorporate Contract Data Requirement List (CDRL) C073, Technical Data Package (TDP).

b. Incorporate Attachment 0011, TDP Option Selection Worksheet.

c. Incorporate Attachment 0012, PIM Developmental Test Schedule.

5. Modification P00263 increases the total contract amount by \$1,180,910 from \$511,091,135.00 to \$512,272,045.00, broken out as follows:

	Prior	This Change	Total
Estimated Cost	\$466,160,499	\$ 1,082,109	\$467,242,608
Fixed Fee	\$ 44,930,636	\$ 98,801	\$ 45,029,437
Total CPFF	\$511,091,135	\$ 1,180,910	\$512,272,045

6. All other terms and conditions remain in full force and effect.

*** END OF NARRATIVE A0254 ***

CONTINUATION SHEET**Reference No. of Document Being Continued**

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MOD/AMD P00263

Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS L.P.

B.1 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.2 CONTRACT DATA PRICE - The cost for data requirements of the contract is included within the cost plus fixed fee amounts for each CLIN.

B.3 BASIC - The Government Basic Award shall be 6,225 hours and \$100,147 in Materials/ODCs.

	Estimated Hourly Cost	Hourly Fixed Fee	Total Cost
M88 Family of Vehicles STS	\$ 72.21	\$ 6.52	\$ 78.73
M88 RESET	\$ 37.75	\$ 3.43	\$ 41.18
OCONUS FSR	\$ 62.12	\$ 5.65	\$ 67.77
M109/M992 STS	\$ 69.67	\$ 6.36	\$ 76.03
M9ACE STS	\$ 59.25	\$ 5.40	\$ 64.65
CONUS FSR	\$ 68.28	\$ 6.24	\$ 74.52

B.4 OPTION - ADDITIONAL SYSTEM TECHNICAL SUPPORT - In accordance with Paragraph H.7.1 and H.7.2, the Government shall have the option to increase the number of system technical support hours by a maximum of 1,950,000 manhours for the M88 FOV and 2,000,000 manhours for the M109/M992 and M9ACE programs. The allocation of these hours is as follows:

-- BASE YEAR H.7.1 M88 option hours exercised were 72,415, leaving 317,585 base year option hours. The 317,585 M88 hours remaining available after the base year period of performance are transferred to the M88 post-base year available hours via Modification P00264.

-- BASE YEAR H.7.2 M109 option hours exercised were 83,006, leaving 416,994 base year option hours. The 416,994 M109 hours remaining available after the base year period of performance are transferred to the M109 post-base year available hours via Modification P00264.

-- Post-Base year M88 STS Hours optioned under H.7.1 Option Additional Hours as of Modification P00264 are 1,073,612 leaving 445,942 available for future exercise.

*-- Post-Base year M109/M992 STS Hours optioned under H.7.2 Option Additional Hours as of Modification P00263 are 1,077,531 leaving 839,463 available for future exercise.

The hourly fixed fees 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.

Basic

	FROM	Through	Estimated Hourly Cost	Hourly Fixed Fee	Total Cost
a)	Basic Contract Award	31 Dec 2007			
	and base year option				
	M88 Family of Vehicles		\$ 72.21	\$ 6.52	\$ 78.73
	M88 RESET		\$ 37.75	\$ 3.43	\$ 41.18
	OCONUS FSR		\$ 62.12	\$ 5.65	\$ 67.77
	M109/M992 STS		\$ 69.67	\$ 6.36	\$ 76.03
	M9ACE STS		\$ 59.25	\$ 5.40	\$ 64.65
	CONUS FSR		\$ 68.28	\$ 6.24	\$ 74.52

Option #1

	FROM	Through	Estimated Hourly Cost	Hourly Fixed Fee	Total Cost
b)	01 Jan 2008	31 Dec 2008			
	M88 Family of Vehicles		\$ 76.48	\$ 6.90	\$ 83.38
	M88 RESET		\$ 40.44	\$ 3.68	\$ 44.12
	OCONUS FSR		\$ 66.43	\$ 6.04	\$ 72.47
	M109/M992 STS		\$ 73.36	\$ 6.69	\$ 80.05
	M9ACE STS		\$ 62.34	\$ 5.68	\$ 68.02
	CONUS FSR		\$ 69.96	\$ 6.39	\$ 76.35

Option #2

	FROM	Through	Estimated Hourly Cost	Hourly Fixed Fee	Total Cost
c)	01 Jan 2009	31 Dec 2009			
	M88 Family of Vehicles		\$ 79.96	\$ 7.21	\$ 87.17
	M88 RESET		\$ 42.84	\$ 3.90	\$ 46.74
	OCONUS FSR		\$ 70.32	\$ 6.39	\$ 76.71
	M109/M992 STS		\$ 80.86	\$ 7.37	\$ 88.23
	M9ACE STS		\$ 68.68	\$ 6.26	\$ 74.94
	CONUS FSR		\$ 74.65	\$ 6.82	\$ 81.47

Option #3

	FROM	Through	Estimated Hourly Cost	Hourly Fixed Fee	Total Cost
d)	01 Jan 2010	31 Dec 2010			
	M88 Family of Vehicles		\$ 82.51	\$ 7.44	\$ 89.95
	M88 RESET		\$ 44.18	\$ 4.02	\$ 48.20
	OCONUS FSR		\$ 72.60	\$ 6.60	\$ 79.20
	M109/M992 STS		\$ 84.34	\$ 7.69	\$ 92.03
	M9ACE STS		\$ 71.72	\$ 6.54	\$ 78.26
	CONUS FSR		\$ 78.42	\$ 7.16	\$ 85.58

Option #4

	FROM	Through	Estimated Hourly Cost	Hourly Fixed Fee	Total Cost
e)	01 Jan 2011	31 Dec 2014			
	M88 Family of Vehicles		\$ 85.09	\$ 7.67	\$ 92.76
	M88 RESET		\$ 45.54	\$ 4.14	\$ 49.68
	OCONUS FSR		\$ 74.91	\$ 6.81	\$ 81.72
	M109/M992 STS		\$ 86.75	\$ 7.91	\$ 94.66
	M9ACE STS		\$ 74.06	\$ 6.75	\$ 80.81
	CONUS FSR		\$ 80.52	\$ 7.36	\$ 87.88

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

a)	Base Year Option	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)
b)	Option Year 1	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)
c)	Option Year 2	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)
d)	Option Year 3	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)
e)	Option Year 4	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)

B.5 The Contractor may propose material and other direct costs plus additives to this contract based on support within the work directives. The estimated costs at the time of work directive award will have a fixed fee attached as 9.10% of costs for the M88 FOV and 9.15% for the M109/M992/M9ACE programs. The other direct/material cost shall be a maximum of \$215,000,000 for the M88FOV and \$159,830,000 for the M109/M992/M9ACE programs, and shall not exceed those totals.

-- BASE YEAR Material/ODCs expended for the M88 FOV were \$5,916,685, leaving \$37,083,315 base year Material/ODC dollars for the M88 FOV. The \$37,083,315 M88 Material/ODC dollars remaining available after the base period of performance are transferred to the M88 post-base year available dollars via Modification P00264.

-- BASE YEAR Material/ODCs expended for the M109/M992/M9ACE programs were \$7,075,327, leaving \$5,424,673 base year Material/ODC dollars for the M109/M992/M9ACE programs. The \$5,424,673 M109 Material/ODC dollars remaining available after the base period of performance are transferred to the M109 post-base year available dollars via Modification P00264.

-- Post-Base year STS Material/ODCs expended for the M88 FOV as of Modification P00264 to this contract are \$168,768,372 leaving \$40,296,943 available for future expenditure.

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Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS L.P.

*-- Post-Base year STS Material/ODCs expended for the M109/M992/M9ACE programs as of Modification P00263 to this contract are \$117,369,517 leaving \$35,385,156 available for future expenditure.

*Updated through Modification P00263

*** END OF NARRATIVE B0001 ***

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W56HZV-07-C-0256

MOD/AMD P00263

Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS L.P.

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ MIPR/ <u>ITEM</u>	OBLG <u>STAT</u>	JO NO/ <u>ACCT ASSIGN</u>	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0160AA	7236D06272	2	A.0008732.2.2.3.32	GK \$	0.00 \$	1,180,910.00 \$	1,180,910.00
					NET CHANGE \$	1,180,910.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
GK	021 201320142040 A5XGJ 654854516FPHB 2550 L035842107 A.0008732.2.2.3.32	021001 \$ 1,180,910.00
		NET CHANGE \$ 1,180,910.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 511,091,135.00	\$ 1,180,910.00	\$ 512,272,045.00

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	
0160AA	GK	021 201320142040 A5XGJ 654854516FPHB	2550 L035842107 A.0008732.2.2.3.32 021001

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 9 of 9****PIIN/SIIN** W56HZV-07-C-0256**MOD/AMD** P00263**Name of Offeror or Contractor:** BAE SYSTEMS LAND & ARMAMENTS L.P.

SECTION J - LIST OF ATTACHMENTS

<u>List of</u> <u>Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number</u> <u>of Pages</u>	<u>Transmitted By</u>
Exhibit H	CDRL C073 TECHNICAL DATA PACKAGE (TDP)	11-APR-2014	002	
Attachment 0011	TDP OPTION SELECTION WORKSHEET	11-APR-2014	001	EMAIL
Attachment 0012	PIM DEVELOPMENTAL TEST SCHEDULE	11-FEB-2014	001	EMAIL

DD FORM 1423, FEB 2001

CONTRACT DATA REQUIREMENT LIST, PREVIOUS EDITION MAY BE USED Form Approval OMB No. 0704-0188

The public reporting burden for this collection of information is estimated to average 110 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Department of Defense, Executive Services Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.

A. CONTRACT LINE ITEM NO.: CLIN XXXX
B. EXHIBIT: A
C. CATEGORY:
TDP X TM _____ OTHER _____
D. SYSTEM/ITEM: Paladin Integrated Management (PIM)
E. CONTRACT/PR NO.: W56HZV-07-C-0256
F. CONTRACTOR: BAE Systems

1. DATA ITEM NO: C073
2. TITLE: Technical Data Package (TDP)
3. SUBTITLE:
4. AUTHORITY: DI-CMAN-80776(T)
5. CONTRACT REFERENCE: Work Directive STS-P-14-05, C.5, D.2.3, E.4, Attachment 0011 TDP Option Selection Worksheet
6. REQUIRING OFFICE: SFAE-GCS-HBCT-Q
7. DD250 REQ: N/A
8. APP CODE: N/A
9. DIST. STATEMENT REQ: D
10. FREQUENCY: Once
11. AS OF DATE: 15 May 2015
12. DATE OF FIRST SUBMISSION: 15 May 2015
13. DATE OF SUBS. SUBMISSION: N/A
14. DISTRIBUTION: See Line 16
A. ADDRESSEE: See Line 16
B. COPIES: See Line 16
DRAFT:
FINAL:
REG REPRO:
15. TOTAL COPIES:
16. REMARKS:

The TDP shall be submitted in accordance with Attachment 0011 TDP Option Selection Worksheet and DI-CMAN-80775(T) which shall be tailored as follows:

Block 4:

- a. TDP, consisting of the following items per MIL-STD-31000 and supporting ASME commercial standards:
- (1) 3D models and 2D drawings:
 - (a) Product drawings/models and associated lists;
 - (b) Engineering Bill of Material (GBLs/Drawing Lists/As Built Documentation)
 - (g) Critical Items List
 - (2) Specifications:

Block 9: In addition to Distribution "D", all technical documents that contain export-controlled technical data shall be marked "WARNING--This document contains technical data whose export is restricted by the Arms Export Control Act (Title 22, U.S.C., Sec 2751, et.seq.) or the Export Administration Act of 1979, as amended, Title 50, U.S.C., App. 2401 et.seq. Violations of these export laws are subject to severe criminal penalties. Disseminate in accordance with provisions of DoD Directive 5230.25." Distribution Statement shall be based on Configuration Management Plan requirements for individual components of TDP.

Blocks 10, 11, 12, and 13: The contractor shall submit via direct upload into PDMLink Windchill. The contractor shall contact the TACOM EDI Office at (586) 282-8170 with questions related to file types, index extensions or similar matters. The Government will perform Engineering Release Records (ERR) submittal processing through Windchill PDMLink and provide feedback to the contractor. The Government shall review and comment on submission no later than 30 calendar days after acknowledgement of receipt. The contractor shall have 15

calendar days to address all comments and incorporate changes. Final delivery shall be no later than 60 calendar days prior to the Engineering Release Record (ERR) in accordance with the IMS.

Block 14: Electronic Submissions of data requirements shall be uploaded for the PIM Data Manager's review within the Governments Integrated Data Environment (IDE).

Block 16: Wherein contractor format is utilized on any documents, drawings, models, or data, the contractor shall seek format approval by the Government prior to delivery.

17. PRICE GROUP:

18. ESTIMATED TOTAL PRICE:

G. PREPARED BY: Dameon Gabriel

H: DATE: 16 September 2013

I: APPROVED BY:

J: DATE: