

**AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT**

1. Contract ID Code  
Firm Fixed Price

Page 1 Of 8

2. Amendment/Modification No. P00122	3. Effective Date 2014APR30	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
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6. Issued By U.S. ARMY CONTRACTING COMMAND ANDREW HOOVEN WARREN, MICHIGAN 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL  EMAIL: ANDREW.HOOVEN@US.ARMY.MIL	Code W56HZV	7. Administered By (If other than Item 6) DCMA DETROIT 35803 MOUND ROAD STERLING HEIGHTS MI 48310	Code S2305A
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8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)  L-3 COMMUNICATIONS CORPORATION 76 S GETTY ST MUSKEGON, MI 49442-1242	<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. W56HZV-09-C-0098
	<input type="checkbox"/>	10B. Dated (See Item 13) 2008OCT31
Code 02978	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)**

SEE SECTION G (IF APPLICABLE)

**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 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 checked="" type="checkbox"/>	C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of:	43.103(a)(3)
<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

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) SHANARI N. GOOLSBY NARI.GOOLSBY@US.ARMY.MIL (586)282-8056		
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 2014APR30

**CONTINUATION SHEET****Reference No. of Document Being Continued****Page 2 of 8****PIIN/SIIN** W56HZV-09-C-0098**MOD/AMD** P00122**Name of Offeror or Contractor:** L-3 COMMUNICATIONS CORPORATION

## SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: ANDREW HOOVEN  
 Buyer Office Symbol/Telephone Number: CCTA-AHL-B/(586)282-5830  
 Type of Contract: Firm Fixed Price  
 Kind of Contract: Service Contracts  
 Type of Business: Large Business Performing in U.S.  
 Surveillance Criticality Designator: A  
 Weapon System: No Identified Army Weapons Systems  
 Contract Expiration Date: 2014NOV30  
 FMS REQUIREMENT

\*\*\* End of Narrative A0000 \*\*\*

CONTRACT W56HZV-09-C-0098  
 MODIFICATION P00122

PREVIOUS CONTRACT AMOUNT: \$ 202,472,561.90  
 AMOUNT OF THIS ACTION: \$ 10,533,875.00  
 CURRENT CONTRACT AMOUNT: \$ 213,006,436.90

Modification P00122 follows Modification P00119.

1. The purpose of this modification is to:

- A) Add/fund 3 Work Directives (WD) under CLINs 0601AC, 0601AD and 0601AE.
- B) Update the running total of Option Hours, Total Costs, Fixed Fee and CPFF for Labor under CLIN 0701AA.

2. As a result of this modification, the following sections of the contract are updated as follows:

A) Section B - Supplies and Services

i) Award WD 8.48 Rev 0 under existing CLIN 0601AC as follows:

WDs	Hours	TOTAL COST	FEE	CPFF
T-8.30 Rev0	680	\$ 148,946	\$ 13,440	\$ 162,386
T-8.31 Rev0	960	\$ 199,304	\$ 17,827	\$ 217,131
T-8.48 Rev0*	19,363	\$7,073,839	\$634,487	\$7,708,326
<b>CLIN Total</b>	<b>21,003</b>	<b>\$7,422,089</b>	<b>\$665,754</b>	<b>\$8,087,843</b>

\* Awarded by this Modification, P00122

ii) Award WD 8.47 Rev 0 under newly established CLIN 0601AD as follows:

WDs	Hours	TOTAL COST	FEE	CPFF
T-8.47 Rev0	6,830	\$2,478,025	\$221,805	\$2,699,830
<b>CLIN Total</b>	<b>6,830</b>	<b>\$2,478,025</b>	<b>\$221,805</b>	<b>\$2,699,830</b>

iii) Award WD 8.42 Rev 0 under newly established CLIN 0601AE as follows:

WDs	Hours	TOTAL COST	FEE	CPFF
T-8.42 Rev0	559	\$ 115,329	\$ 10,390	\$ 125,719

**CONTINUATION SHEET****Reference No. of Document Being Continued****Page 3 of 8****PIIN/SIIN** W56HZV-09-C-0098**MOD/AMD** P00122**Name of Offeror or Contractor:** L-3 COMMUNICATIONS CORPORATION

CLIN Total 559 \$ 115,329 \$ 10,390 \$ 125,719

iv) Update CLIN 0701AA as follows:

	Hours	Cost	Fee	CPFF
Starting	110,975	\$17,772,646	\$ 1,589,162	\$19,361,808
Mod P00110	37,948	\$ 6,077,373	\$ 543,414	\$ 6,620,787
Mod P00122	26,752	\$ 4,284,333	\$ 383,089	\$ 4,667,422
Remaining	46,275	\$ 7,410,940	\$ 662,659	\$ 8,073,599

3. As a result of this modification, the total value of the contract is increased by \$10,533,875 from \$ 202,472,561.90 to \$ 213,006,436.90.

4. The Master Subcontracting Plan (Modification 7), submitted on 29 April 2014, is hereby approved and incorporated into the contract by reference.

5. This modification constitutes the complete equitable adjustment for the matters covered by this modification. The contractor releases the Government from any and all liability under this contract for any equitable adjustment attributable to or related to the facts or circumstances giving rise to the changes in this Modification P00122.

6. All other terms and conditions remain unchanged.

\*\*\* END OF NARRATIVE A0130 \*\*\*

CONTINUATION SHEET

Reference No. of Document Being Continued  
 PIIN/SIIN W56HZV-09-C-0098 MOD/AMD P00122

Name of Offeror or Contractor: L-3 COMMUNICATIONS CORPORATION

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																				
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS																								
0601	THOR STS - BFV R&D FUNDED																								
0601AC	<u>THOR STS - BFV R&amp;D FUNDED</u>	1	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ 7,422,089.00 \$ 665,754.00 \$ 8,087,843.00																				
	SERVICE REQUESTED: THOR STS - BFV R&D FUNDED CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 724203RD72 PRON AMD: 02 ACRN: CD PSC: 9999																								
	THOR SYSTEMS TECHNICAL SUPPORT																								
	TRANSMISSION SYSTEMS TECHNICAL SUPPORT																								
	<table border="0"> <thead> <tr> <th>WDs</th> <th>Hours</th> <th>TOTAL COST</th> <th>FEE</th> <th>CPFF</th> </tr> </thead> <tbody> <tr> <td>T-8.30 Rev0</td> <td>680</td> <td>\$ 148,946</td> <td>\$ 13,440</td> <td>\$ 162,386</td> </tr> <tr> <td>T-8.31 Rev0</td> <td>960</td> <td>\$ 199,304</td> <td>\$ 17,827</td> <td>\$ 217,131</td> </tr> <tr> <td>T-8.48 Rev0*</td> <td>19,363</td> <td>\$7,073,839</td> <td>\$634,487</td> <td>\$7,708,326</td> </tr> </tbody> </table>	WDs	Hours	TOTAL COST	FEE	CPFF	T-8.30 Rev0	680	\$ 148,946	\$ 13,440	\$ 162,386	T-8.31 Rev0	960	\$ 199,304	\$ 17,827	\$ 217,131	T-8.48 Rev0*	19,363	\$7,073,839	\$634,487	\$7,708,326				
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	* Added by Mod P00122.																								
	(End of narrative B001)																								
	<u>Inspection and Acceptance</u>																								
	INSPECTION: Origin ACCEPTANCE: Origin																								
	<u>Deliveries or Performance</u>																								
	DLVR SCH			PERF COMPL																					
	<u>REL CD</u>	<u>QUANTITY</u>		<u>DATE</u>																					
	001	1		30-APR-2015																					
	\$ 8,087,843.00																								

CONTINUATION SHEET

Reference No. of Document Being Continued  
 PIIN/SIIN W56HZV-09-C-0098 MOD/AMD P00122

Name of Offeror or Contractor: L-3 COMMUNICATIONS CORPORATION

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																									
0601AD	<p><u>THOR STS - PIM FUNDED</u></p> <p>SERVICE REQUESTED: THOR STS - PIM FUNDED                      CLIN CONTRACT TYPE:                      Cost Plus Fixed Fee                      PRON: 7246D00772 PRON AMD: 01 ACRN: CE</p> <p>THOR SYSTEMS TECHNICAL SUPPORT</p> <p>TRANSMISSION SYSTEMS TECHNICAL SUPPORT</p> <table border="0"> <tr> <td>Wds</td> <td>Hours</td> <td>TOTAL COST</td> <td>FEE</td> <td>CPFF</td> </tr> <tr> <td>T-8.47 Rev0</td> <td>6,830</td> <td>\$2,478,025</td> <td>\$221,805</td> <td>\$2,699,830</td> </tr> <tr> <td>CLIN TOTAL</td> <td>6,830</td> <td>\$2,478,025</td> <td>\$221,805</td> <td>\$2,699,830</td> </tr> </table> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u>                      INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> </tr> <tr> <td>001</td> <td>1</td> </tr> <tr> <td></td> <td><u>DATE</u></td> </tr> <tr> <td></td> <td>31-MAR-2015</td> </tr> </table> <p>\$ 2,699,830.00</p>	Wds	Hours	TOTAL COST	FEE	CPFF	T-8.47 Rev0	6,830	\$2,478,025	\$221,805	\$2,699,830	CLIN TOTAL	6,830	\$2,478,025	\$221,805	\$2,699,830	DLVR SCH	PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	001	1		<u>DATE</u>		31-MAR-2015	1	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ 2,478,025.00 \$ 221,805.00 \$ 2,699,830.00
Wds	Hours	TOTAL COST	FEE	CPFF																										
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Reference No. of Document Being Continued  
 PIIN/SIIN W56HZV-09-C-0098 MOD/AMD P00122

Name of Offeror or Contractor: L-3 COMMUNICATIONS CORPORATION

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																					
0601AE	<p><u>THOR STS JAPAN FUNDED</u></p> <p>SERVICE REQUESTED: THOR STS JAPAN FUNDED                      CLIN CONTRACT TYPE:                      Cost Plus Fixed Fee                      PRON: J537X096EH PRON AMD: 01 ACRN: CF                      AMS CD: 9XXXXX                      FMS COUNTRY/CASE: JA/XKG</p> <p>THOR SYSTEMS TECHNICAL SUPPORT</p> <p>TRANSMISSION SYSTEMS TECHNICAL SUPPORT</p> <table border="0"> <tr> <td>WDs</td> <td>Hours</td> <td>TOTAL COST</td> <td>FEE</td> <td>CPFF</td> </tr> <tr> <td>T-8.42 Rev0</td> <td>559</td> <td>\$115,329</td> <td>\$ 10,390</td> <td>\$125,719</td> </tr> <tr> <td>CLIN TOTAL</td> <td>559</td> <td>\$115,329</td> <td>\$ 10,390</td> <td>\$125,719</td> </tr> </table> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u>                      INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>30-JUN-2015</td> </tr> </table> <p>\$ 125,719.00</p>	WDs	Hours	TOTAL COST	FEE	CPFF	T-8.42 Rev0	559	\$115,329	\$ 10,390	\$125,719	CLIN TOTAL	559	\$115,329	\$ 10,390	\$125,719	DLVR SCH	PERF COMPL	<u>REL CD</u>	<u>DATE</u>	001	30-JUN-2015	1	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ 115,329.00 \$ 10,390.00 \$ 125,719.00
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**Name of Offeror or Contractor:** L-3 COMMUNICATIONS CORPORATION

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																									
0701	STS HOURS REMAINING																													
0701AA	<p><u>STS HOURS REMAINING</u></p> <p>SERVICE REQUESTED: STS HOURS REMAINING CLIN CONTRACT TYPE:     No Cost PSC: 9999</p> <p>----- THOR SYSTEMS TECHNICAL SUPPORT OPTION FOR COST PLUS FIXED FEE LEVEL OF SUPPORT</p> <p>Labor Hours: Mod P00110 adds 110,975 Option Hours to the contract at a maximum estimated Labor CPPF amount of \$19,361,808. In addition, Mod P00122 exercises 26,752 hours. Below are a running total of Option Hours, Total Costs, Fixed Fee and CPPF for Labor only:</p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"></th> <th style="text-align: right;">Hours</th> <th style="text-align: right;">Cost</th> <th style="text-align: right;">Fee</th> <th style="text-align: right;">CPPF</th> </tr> </thead> <tbody> <tr> <td>Starting</td> <td style="text-align: right;">110,975</td> <td style="text-align: right;">\$17,772,646</td> <td style="text-align: right;">\$ 1,589,162</td> <td style="text-align: right;">\$19,361,808</td> </tr> <tr> <td>Mod P00110</td> <td style="text-align: right;">-37,948</td> <td style="text-align: right;">-\$ 6,077,373</td> <td style="text-align: right;">-\$ 543,414</td> <td style="text-align: right;">-\$ 6,620,787</td> </tr> <tr> <td>Mod P00122</td> <td style="text-align: right;">-26,752</td> <td style="text-align: right;">-\$ 4,284,333</td> <td style="text-align: right;">-\$ 383,089</td> <td style="text-align: right;">-\$ 4,667,422</td> </tr> <tr> <td>Remaining</td> <td style="text-align: right;">46,275</td> <td style="text-align: right;">\$ 7,410,940</td> <td style="text-align: right;">\$ 662,659</td> <td style="text-align: right;">\$ 8,073,599</td> </tr> </tbody> </table> <p style="text-align: center;">(End of narrative B001)</p> <p>OPTION QUANTITY, PURSUANT TO THE CLAUSE ENTITLED OPTION FOR INCREASED QUANTITY--- SEPARATELY PRICED LINE ITEM (52.217-4001).</p> <p>The quantity stated for the option CLIN DOES NOT Form a part of the basic contractual quantity. Part or all of it may, however, be added to the contract by exercise of the option clause, at the discretion of the Government.</p> <p style="text-align: center;">(End of narrative B002)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin      ACCEPTANCE: Origin</p>		Hours	Cost	Fee	CPPF	Starting	110,975	\$17,772,646	\$ 1,589,162	\$19,361,808	Mod P00110	-37,948	-\$ 6,077,373	-\$ 543,414	-\$ 6,620,787	Mod P00122	-26,752	-\$ 4,284,333	-\$ 383,089	-\$ 4,667,422	Remaining	46,275	\$ 7,410,940	\$ 662,659	\$ 8,073,599	1	LO		\$ <u>                    </u> <b>** NSP **</b>
	Hours	Cost	Fee	CPPF																										
Starting	110,975	\$17,772,646	\$ 1,589,162	\$19,361,808																										
Mod P00110	-37,948	-\$ 6,077,373	-\$ 543,414	-\$ 6,620,787																										
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Remaining	46,275	\$ 7,410,940	\$ 662,659	\$ 8,073,599																										

**CONTINUATION SHEET**

**Reference No. of Document Being Continued**

**Page 8 of 8**

**PIIN/SIIN** W56HZV-09-C-0098

**MOD/AMD** P00122

**Name of Offeror or Contractor:** L-3 COMMUNICATIONS CORPORATION

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ MIPR/ GFEBBS ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0601AC	724203RD72	1	A.0009261.2.3.3.1	CD \$	379,517.00 \$	7,708,326.00 \$	8,087,843.00
0601AD	7246D00772	1	A.0008732.2.4.1.3	CE \$	0.00 \$	2,699,830.00 \$	2,699,830.00
0601AE	J537X096EH 9XXXXX 011	2	F.0000367.2.1.2.1	CF \$	0.00 \$	125,719.00 \$	125,719.00
NET CHANGE						\$ 10,533,875.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
CD	021 201420152040 A5XGJ 273735371RU08	2550 L035393071 A.0009261.2.3.3.1 021001 \$ 7,708,326.00
CE	021 201420152040 A5XGJ 654854516FPHB	2550 L035781425 A.0008732.2.4.1.3 021001 \$ 2,699,830.00
CF	097 2010XXXX8242 A60EE XKG002B	252G L033499456 F.0000367.2.1.2.1 021001 \$ 125,719.00
NET CHANGE		\$ 10,533,875.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	202,472,561.90	\$ 10,533,875.00	\$ 213,006,436.90

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	EDITION	AMOUNT	EDITION
0601AC	CD	021 201420152040 A5XGJ 273735371RU08	2550	L035393071 A.0009261.2.3.3.1	021001
0601AD	CE	021 201420152040 A5XGJ 654854516FPHB	2550	L035781425 A.0008732.2.4.1.3	021001
0601AE	CF	097 2010XXXX8242 A60EE XKG002B	252G	L033499456 F.0000367.2.1.2.1	021001