

**AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT**

1. Contract ID Code  
Firm Fixed Price

Page 1 Of 9

2. Amendment/Modification No. P00001	3. Effective Date 2014JAN23	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
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6. Issued By U.S. ARMY CONTRACTING COMMAND THOMAS D. BASHUR JR WARREN, MICHIGAN 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL  EMAIL: THOMAS.BASHURJR@US.ARMY.MIL	Code W56HZV	7. Administered By (If other than Item 6) DCMA BOSTON - AFCC 495 SUMMER STREET BOSTON MA 02210-2138	Code S2206A
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8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) D 2 INCORPORATED 19 COMMERCE PK RD POCASSET, MA 02559-2298	<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-12-C-0213
	<input type="checkbox"/>	10B. Dated (See Item 13) 2012JUL16
Code 4EKX8	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: \$49,943.00

**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 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)	SUPPLEMENTAL AGREEMENT

**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) PAMELA L. GROZDON PAMELA.L.GROZDON@US.ARMY.MIL (586)282-9700		
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 2014JAN23

<b>CONTINUATION SHEET</b>	<b>Reference No. of Document Being Continued</b>	<b>Page 2 of 9</b>
	PIIN/SIIN W56HZV-12-C-0213      MOD/AMD P00001	

**Name of Offeror or Contractor:** D 2 INCORPORATED

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: THOMAS D. BASHUR JR  
 Buyer Office Symbol/Telephone Number: CCTA-ADEA/(586)282-7073  
 Type of Contract: Firm Fixed Price  
 Kind of Contract: Research and Development Contracts  
 Type of Business: Other Small Business Performing in U.S.  
 Surveillance Criticality Designator: C  
 Weapon System: No Identified Army Weapons Systems  
 Contract Expiration Date: 2014MAY16

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

MODIFICATION P00001

PROGRAM: D-2 INCORPORATED, SBIR PH I

PURPOSE: EXERCISE OPTION & UPDATE LANGUAGE

PREVIOUS CONTRACT AMOUNT:           \$ 99,201.00  
 AMOUNT OF THIS ACTION:             \$ 49,943.00  
 TOTAL CONTRACT AMOUNT:            \$149,144.00

1. This is a bilateral modification pursuant to mutual agreement.
2. The purpose of this modification is to exercise option CLIN 0005 as described in paragraphs B.1, C.4, C.5, F.3, H.1, and change language within Section H.
3. SECTION B SUPPLIES OR SERVICES AND PRICES /COST
  - a. CLIN 0001AD is established and funded in the amount of \$24,297.50
  - b. CLIN 0001AE is established and funded in the amount of \$24,297.50
4. SECTION H SPECIAL CONTRACT REQUIREMENTS
  - a. Changed the timeframe to exercise option CLIN 0005 from ten (10) months to twenty (20) months after contract award
5. Except as provided herein, all other terms and conditions of contract W56HZV-12-C-0213 remain unchanged and in full force and effect.

\*\*\* END OF NARRATIVE A0001 \*\*\*

CONTINUATION SHEET

Reference No. of Document Being Continued  
 PIIN/SIIN W56HZV-12-C-0213 MOD/AMD P00001

Name of Offeror or Contractor: D 2 INCORPORATED

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT												
0001	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS																
0001AD	<p>EXERCISED OPTION</p> <p><u>INTERIM ADDENDUM TO FINAL TECHNICAL REPORT</u></p> <p>SERVICE REQUESTED: EXERCISED OPTION                      CLIN CONTRACT TYPE:                      Firm Fixed Price                      PRON: R33SB049R3 PRON AMD: 01 ACRN: AB</p> <p>Option Effort (ref. B.1, C.4, C.5, F.3, and H.1)</p> <p>The period of performance for the option effort will be a maximum of four months following the date of option exercise.</p> <p>The Contractor shall submit an Interim Addendum to the Final Technical Report in accordance with the requirements of Exhibit A, Contract Data Requirements List (DD Form 1423) Data Item A002. Acceptance of the Final Addendum will constitute completion of the option period.</p> <p>CLIN 0001AD (INTERIM ADDENDUM) is established and funded in the amount of \$24,297.50. Contractor payment shall occur after the second (2nd) month following commencement of the option performance period.</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" data-bbox="261 1472 771 1606"> <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>24-MAR-2014</td> </tr> <tr> <td></td> <td>\$ 24,971.50</td> <td></td> </tr> </table>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	1	24-MAR-2014		\$ 24,971.50		1	LO		\$ 24,971.50
DLVR SCH		PERF COMPL															
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>															
001	1	24-MAR-2014															
	\$ 24,971.50																
0001AE	<p><u>FINAL ADDENDUM TO FINAL TECHNICAL REPORT</u></p> <p>SERVICE REQUESTED: EXERCISED OPTION                      CLIN CONTRACT TYPE:                      Firm Fixed Price                      PRON: R33SB049R3 PRON AMD: 01 ACRN: AB</p> <p>Option Effort (ref. B.1, C.4, C.5, F.3, and H.1)</p>	1	LO		\$ 24,971.50												

CONTINUATION SHEET

Reference No. of Document Being Continued  
 PIIN/SIIN W56HZV-12-C-0213 MOD/AMD P00001

Name of Offeror or Contractor: D 2 INCORPORATED

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																
0005	<p>The period of performance for the option effort will be a maximum of four months following the date of option exercise.</p> <p>The Contractor shall submit a Final Addendum to the Final Technical Report in accordance with the requirements of Exhibit A, Contract Data Requirements List (DD Form 1423) Data Item A002. Acceptance of the Final Addendum will constitute completion of the option period.</p> <p>CLIN 0001AE (FINAL ADDENDUM) is established and funded in the amount of \$24,297.50. Contractor payment shall occur after the fourth (4th) month following commencement of the option performance period.</p> <p style="text-align: center;">(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" style="width: 100%;"> <tr> <td style="width: 15%;">DLVR SCH</td> <td style="width: 35%;"></td> <td style="width: 15%;">PERF COMPL</td> <td style="width: 35%;"></td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> <td></td> </tr> <tr> <td>001</td> <td style="text-align: center;">1</td> <td>29-APR-2014</td> <td></td> </tr> <tr> <td></td> <td style="text-align: right;">\$</td> <td style="text-align: right;">24,971.50</td> <td></td> </tr> </table> <p><u>EXERCISED OPTION</u></p> <p>SERVICE REQUESTED: OPTION                      PSC: AZ11                      CLIN CONTRACT TYPE:                          Firm Fixed Price</p> <p>In accordance with Section B.1, SubCLINs 0001AD &amp; 0001AE have been established and funded to exercise option CLIN 0005.</p> <p>CLIN 0001AD (INTERIM ADDENDUM) is established and funded in the amount of \$24,297.50. Contractor payment shall occur after the second (2nd) month following commencement of the option performance period.</p> <p>CLIN 0001AE (FINAL ADDENDUM) is established and funded in the amount of \$24,297.50. Contractor payment shall occur after the fourth (4th) month following commencement of the option performance period.</p> <p style="text-align: center;">(End of narrative B002)</p>	DLVR SCH		PERF COMPL		<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>		001	1	29-APR-2014			\$	24,971.50		1	LO		\$ 49,943.00
DLVR SCH		PERF COMPL																			
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>																			
001	1	29-APR-2014																			
	\$	24,971.50																			



<b>CONTINUATION SHEET</b>	<b>Reference No. of Document Being Continued</b> <b>PIIN/SIIN</b> W56HZV-12-C-0213 <b>MOD/AMD</b> P00001	<b>Page</b> 6 <b>of</b> 9
<b>Name of Offeror or Contractor:</b> D 2 INCORPORATED		

B.1 The payments under this contract are to be in accordance with the SubCLINs. SubCLINs 0001AA, 0001AB and 0001AC are set up to pay the contractor at the 2nd, 4th and 6th month, respectively, after contract award. If Option CLIN 0005 is exercised (ref. C.4, C.5 & H.1), two SubCLINs will be established to pay the contractor in payments of \$24,971.50 and \$24,971.50 respectively, after the second (2nd) and fourth (4th) month following commencement of the option performance period. All payments are contingent upon the Contracting Officer's Representative (COR) receiving and approving a DD Form 250. Payment will be made by the office indicated in Block 12 on the face page of the contract.

\*\*\* END OF NARRATIVE B0001 \*\*\*

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MOD/AMD P00001

**Name of Offeror or Contractor:** D 2 INCORPORATED

## SECTION F - DELIVERIES OR PERFORMANCE

F.1 Delivery

F.1.1 All items other than data (if any) called for in the contract shall be delivered FOB destination to:

US Army Tank Automotive Research, Development and  
Engineering Center (TARDEC)  
ATTN: Jill Tebbe, RDTA-DP, MS 110  
6501 E. 11 Mile Rd.  
Warren, MI 48397-5000

F.1.2 Delivery of data set forth in the contract shall be in accordance with the Contract Data Requirements List (CDRL), DD Form 1423 (Exhibit A).

F.2 Performance - CLINs 0001 and 0002

F.2.1 The period of performance shall be six (6) months from the date of award, including submission of the Final Technical Report.

F.2.2 The Contractor shall prepare and submit a Final Technical Report in Contractor format addressing all of the work performed against the Scope of Work during the contract in accordance with the requirements of Exhibit A, Contract Data Requirements List (DD Form 1423) Data Item A002. Acceptance of the Final Technical Report will constitute completion of the basic contract period.

F.3 Performance - Option Effort (ref. C.4, C.5, and H.1)

F.3.1 The period of performance shall be a maximum of four months following the end of the basic contract period, unless the option is exercised more than six months after the date of contract award, in which case the period of performance for the option effort will be a maximum of four months following the date of option exercise.

F.3.2 If the option is exercised by the contracting officer, then unless otherwise instructed in the option modification, The Contractor shall submit an Interim Addendum and a final Addendum to the Final Technical Report in accordance with the requirements of Exhibit A, Contract Data Requirements List (DD Form 1423) Data Item A002. Acceptance of the Final Addendum will constitute completion of the option period.

F.4 Project Summary Report: The Contractor shall prepare and submit a Project Summary Report in accordance with the requirements of Exhibit A, CDRL, Data Item Number A001.

F.5 Contractor Manpower Report - CLIN 0003

F.5.1 The Contractor shall submit Contractor manpower reporting data in accordance with C-2, TACOM clause 52.237-4000. The report shall be entered on the following website by 31 October each year:

\\*HYPERLINK "https://cmra.army.mil"<https://cmra.army.mil>

F.6 Final Patent Report - CLIN 0004

F.6.1 The Contractor shall submit a Report of Inventions and Subcontracts, Form DD882, within three (3) months after contract completion to the Contracting Officer's Representative (COR) and the Contract Specialist.

\*\*\* END OF NARRATIVE F0001 \*\*\*

**CONTINUATION SHEET**

**Reference No. of Document Being Continued**

**PIIN/SIIN** W56HZV-12-C-0213

**MOD/AMD** P00001

**Name of Offeror or Contractor:** D 2 INCORPORATED

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
0001AD	R33SB049R3	2	R.0008576.1.1	AB \$	0.00 \$	24,971.50 \$	24,971.50
0001AE	R33SB049R3	2	R.0008576.1.1	AB \$	0.00 \$	24,971.50 \$	24,971.50
					NET CHANGE \$	49,943.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AB	021 201320142040 A60FL 665502M40RL03 2550 L035336307 R.0008576.1.1	021001 \$ 49,943.00
		NET CHANGE \$ 49,943.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	99,201.00	\$ 49,943.00	\$ 149,144.00

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	CUMULATIVE OBLIG AMT
0001AD	AB	021 201320142040 A60FL 665502M40RL03 2550 L035336307 R.0008576.1.1	021001
0001AE	AB	021 201320142040 A60FL 665502M40RL03 2550 L035336307 R.0008576.1.1	021001

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**Name of Offeror or Contractor:** D 2 INCORPORATED

SECTION H - SPECIAL CONTRACT REQUIREMENTS

SPECIAL PROVISIONS

H.1      Option CLIN

H.1.1      The Government shall have the unilateral right to exercise an option for the effort referenced in Section C.4 and C.5. The Government may exercise this option in whole or in part, and in one or more increments, at any time after contract award but no later than twenty (20) months after contract award. If exercised, the option effort will be awarded on a firm-fixed price basis for \$49,943. The period of performance of the option effort will be as set forth in F.3.1 above.

H.2      Government-Furnished Property (GFP)

H.2.1      The Government may furnish such items of Government-owned property as deemed necessary to assist the Contractor in the performance of the contract requirements.

H.2.2      Upon completion of the contract or in the event of the termination of the contract, either partial or complete, all Government-owned property, including both property furnished to the Contractor and property acquired by the Contractor on the account of the Government, which will have become surplus or excess to any remaining contract requirements, shall be reported immediately by the Contractor to the Contracting Officer at the US Army Contracting Command, TACOM Contracting Center, ATTN: CCTA-ASG-B, Warren, MI 48397-5000 for redistribution, shipping instructions, release for disposal, or other actions.

H.2.3      Specific Government-Furnished Property to be provided is/are as follows:

<u>Item</u>	<u>Qty</u>	<u>Serial No./NSN (if applicable)</u>	<u>Acquisition Value</u>
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None

\*\*\* END OF NARRATIVE H0001 \*\*\*