

**AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT**

1. Contract ID Code  
Cost Plus Fixed Fee

Page 1 Of 9

2. Amendment/Modification No. P00001	3. Effective Date 2013SEP25	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
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6. Issued By U.S. ARMY CONTRACTING COMMAND SEAN P. WALSH WARREN, MICHIGAN 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL  EMAIL: SEAN.WALSH5@US.ARMY.MIL	Code W56HZV	7. Administered By (If other than Item 6) DCMA DALLAS 600 N PEARL STREET SUITE 1630 DALLAS TX 75201-2843	Code S4402A
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8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)  Z SYSTEMS CORPORATION 4802 ROY J SMITH DR KILLEEN, TX 76543-4259	<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-13-C-0368
	<input type="checkbox"/>	10B. Dated (See Item 13) 2013AUG30
Code 64RT0	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:	52-217.9 - Option Clause
<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) MARK E. OTTO MARK.E.OTTO@US.ARMY.MIL (586)282-7190		
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 2013SEP25

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

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PIIN/SIIN W56HZV-13-C-0368

MOD/AMD P00001

**Name of Offeror or Contractor:** Z SYSTEMS CORPORATION

## SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: SEAN P. WALSH  
 Buyer Office Symbol/Telephone Number: CCTA-AH/(586)282-7214  
 Type of Contract: Cost Plus Fixed Fee  
 Kind of Contract: Service Contracts  
 Type of Business: Other Small Business Performing in U.S.  
 Surveillance Criticality Designator: C  
 Weapon System: BFVS(M2, M2A1, M2A2),BFVS(M3, M3A1,M3A2)

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

## Base Award Executive Summary

Contract W56HZV-13-C-0368 is awarded to Z Systems Corporation for the acquisition of Total Package Fielding (TPF). TPF is a service that requires contractor logistics, warehouse facility operations, and material refurbishment for the M1 Abrams Tank Family of Vehicles (FoV), Bradley Fighting Vehicle FoV, M1200 Knight, and M88A2 Hercules.

This is a one year Cost-Plus-Fixed-Fee (CPFF), Level-Of-Effort (LOE) contract. The maximum LOE authorized for this contract is 97,240 hours, and the maximum dollar amount authorized for this contract is \$6,743,015. The base award of contract W56HZV-13-C-0368 authorizes 63,551.8 LOE hours. The authorized dollar amount of the base award is \$4,421,224.17. The CORRECTED base award is executed as follows:

1. CLIN: 0001  
 SubCLIN: 0001AA  
 WD: Bradley 13-01

	Prior	This Change	Total
Hours:	12,704	0.00	12,704
Cost:	\$ 634,144.56	\$ 0.00	\$ 634,144.56
Fee:	\$ 31,707.23	\$ 0.00	\$ 31,707.23
Total CPFF:	\$ 665,851.79	\$ 0.00	\$ 665,851.79
Travel:	\$ 187,240.98	\$ 0.00	\$ 187,240.98
ODCs:	\$ 0.00	\$ 0.00	\$ 0.00
CLIN Total	\$ 853,092.77	\$ 0.00	\$ 853,092.77

2. CLIN: 0002  
 SubCLIN: 0002AA  
 WD: Knight 13-01 (RESET)

	Prior	This Change	Total
Hours:	2,459.5	0.00	2,459.5
Cost:	\$129,587.84	\$ 0.00	\$ 129,587.84
Fee:	\$ 6,479.39	\$ 0.00	\$ 6,479.39
Total CPFF:	\$136,067.23	\$ 0.00	\$ 136,067.23
Travel:	\$ 22,166.00	\$ 0.00	\$ 22,166.00
ODCs:	\$0.00	\$ 0.00	\$ 0.00
CLIN Total	\$158,233.23	\$ 0.00	\$ 158,233.23

3. CLIN: 0002  
 SubCLIN: 0002AB  
 WD: Knight 13-02 (Production)

	Prior	This Change	Total
Hours:	2,459.5	0.00	2,459.5
Cost:	\$129,587.84	\$ 0.00	\$ 129,587.84
Fee:	\$ 6,479.39	\$ 0.00	\$ 6,479.39
Total CPFF:	\$136,067.23	\$ 0.00	\$ 136,067.23
Travel:	\$ 22,166.00	\$ 0.00	\$ 22,166.00
ODCs:	\$ 0.00	\$ 0.00	\$ 0.00
CLIN Total	\$158,233.23	\$ 0.00	\$ 158,233.23

4. CLIN: 0003  
 SubCLIN: 0003AA

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

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PIIN/SIIN W56HZV-13-C-0368

MOD/AMD P00001

**Name of Offeror or Contractor:** Z SYSTEMS CORPORATION

WD: Hercules 13-01

	Prior	This Change	Total
Hours:	1,933.8	0.00	1,933.8
Cost:	\$ 97,016.65	\$ 0.00	\$ 97,016.65
Fee:	\$ 4,850.83	\$ 0.00	\$ 4,850.83
Total CPFF:	\$101,867.48	\$ 0.00	\$ 101,867.48
Travel:	\$ 51,194.00	\$ 0.00	\$ 51,194.00
ODCs:	\$ 0.00	\$ 0.00	\$ 0.00
CLIN Total	\$153,061.48	\$ 0.00	\$ 153,061.48

5. CLIN: 0004

SubCLIN: 0004AA

WD: Abrams 13-01

	Prior	This Change	Total
Hours:	20,244	0.00	20,244
Cost:	\$875,015.71	\$ 0.00	\$ 875,015.71
Fee:	\$ 43,750.79	\$ 0.00	\$ 43,750.79
Total CPFF:	\$918,766.50	\$ 0.00	\$ 918,766.50
Travel:	\$ 68,552.00	\$ 0.00	\$ 68,552.00
ODCs:	\$ 0.00	\$ 0.00	\$ 0.00
CLIN Total	\$987,318.50	\$ 0.00	\$ 987,318.50

6. CLIN: 0005

SubCLIN: 0005AA

WD: Bradley Warehouse 13-01

	Prior	This Change	Total
Hours:	12,990	0.00	12,990
Cost:	\$ 554,423.95	\$ 0.00	\$ 554,423.95
Fee:	\$ 27,721.20	\$ 0.00	\$ 27,721.20
Total CPFF:	\$ 582,145.15	\$ 0.00	\$ 582,145.15
Travel:	\$ 0.00	\$ 0.00	\$ 0.00
ODCs:	\$ 565,597.00	\$ 0.00	\$ 565,597.00
CLIN Total	\$1,147,742.15	\$ 0.00	\$1,147,742.15

7. CLIN: 0005

SubCLIN: 0005AB

WD: Abrams Warehouse 13-02

	Prior	This Change	Total
Hours:	10,474	0.00	10,474
Cost:	\$ 447,038.99	\$ 0.00	\$ 447,038.99
Fee:	\$ 22,351.95	\$ 0.00	\$ 22,351.95
Total CPFF:	\$ 469,390.94	\$ 0.00	\$ 469,390.94
Travel:	\$ 0.00	\$ 0.00	\$ 0.00
ODCs:	\$ 469,981.00	\$ 0.00	\$ 469,981.00
CLIN Total	\$ 939,371.94	\$ 0.00	\$ 939,371.94

8. CLIN: 0005

SubCLIN: 0005AC

WD: Hercules Warehouse 13-03

	Prior	This Change	Total
Hours:	287	0.00	287
Cost:	\$ 12,249.40	\$ 0.00	\$ 12,249.40
Fee:	\$ 612.47	\$ 0.00	\$ 612.47
Total CPFF:	\$ 12,861.87	\$ 0.00	\$ 12,861.87
Travel:	\$ 0.00	\$ 0.00	\$ 0.00
ODCs:	\$ 11,309.00	\$ 0.00	\$ 11,309.00
CLIN Total:	\$ 24,170.87	\$ 0.00	\$ 24,170.87

9. In accordance with option provision H.1 and clause 52.217-9, the Government may exercise an additional 33,688.2 LOE hours at the rates contained in section H.1 of this contract.

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

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PIIN/SIIN W56HZV-13-C-0368

MOD/AMD P00001

**Name of Offeror or Contractor:** Z SYSTEMS CORPORATION

10. The total base award is captured below:

	Prior	This Change	Total
Hours:	63,551.8	0.00	63,551.8
Estimated Cost:	\$ 2,879,064.94	\$ 0.00	\$ 2,879,064.94
Fixed Fee:	\$ 143,953.25	\$ 0.00	\$ 143,953.25
Total CPFF:	\$ 3,023,018.19	\$ 0.00	\$ 3,023,018.19
Travel:	\$ 351,318.98	\$ 0.00	\$ 351,318.98
ODC:	\$ 1,046,887.00	\$ 0.00	\$ 1,046,887.00
Total:	\$ 4,421,224.17	\$ 0.00	\$ 4,421,224.17

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

Modification P00001 to W56HZV-13-C-0368

1. The purpose of Modification P00001 to Contract W56HZV-13-C-0368 is to exercise a total option for 502 Level of Effort (LOE) hours and exercise total funding amount of \$52,103 against the CLINs and Work Directives listed below on a Cost Plus Fixed Fee basis.

2. This Modification creates/revises the following CLINs:

a. CLIN: 0005

SubCLIN: 0005AA

Funding Sub CLIN (FSC): 0005AE

WD: BFVS Warehouse 13-01 Revision 1

	Prior	This Change	Total
Hours:	12,990	0.00	12,990
Cost:	\$ 554,423.95	\$ 0.00	\$ 554,423.95
Fee:	\$ 27,721.20	\$ 0.00	\$ 27,721.20
Total CPFF:	\$ 582,145.15	\$ 0.00	\$ 582,145.15
Travel:	\$ 0.00	\$ 0.00	\$ 0.00
ODCs:	\$ 565,597.00	\$ 9,216.00	\$ 574,813.00
CLIN Total	\$ 1,147,742.15	\$ 9,216.00	\$ 1,156,958.15

b. CLIN: 0005

SubCLIN: 0005AD

WD: M1200 Knight Warehouse 13-04 Revision 0

	Prior	This Change	Total
Hours:	0.00	502	502
Cost:	\$ 0.00	\$ 21,425.36	\$ 21,425.36
Fee:	\$ 0.00	\$ 1,069.26	\$ 1,069.26
Total CPFF:	\$ 0.00	\$ 22,494.62	\$ 22,494.62
Travel:	\$ 0.00	\$ 0.00	\$ 0.00
ODCs:	\$ 0.00	\$ 20,392.00	\$ 20,392.00
CLIN Total	\$ 0.00	\$ 42,886.62	\$ 42,886.62

c. The total contract hours optioned to date are 64,053.8 leaving 33,186.2 available for future option exercise.

d. Rate of \$44.81 (\$42.68 estimated cost and \$2.13 fixed-fee) was applied per Section H of base contract for CLIN 0005.

3. This Modification impacts the contract amount. This contractual action increases the total contract amount set forth below.

	Prior	This Change	Total
Hours:	63,551.8	502	64,053.8
Estimated Cost:	\$ 2,879,064.94	\$ 21,425.36	\$ 2,900,490.30
Fixed Fee:	\$ 143,953.25	\$ 1,069.26	\$ 145,022.51

**CONTINUATION SHEET****Reference No. of Document Being Continued****Page 5 of 9****PIIN/SIIN** W56HZV-13-C-0368**MOD/AMD** P00001**Name of Offeror or Contractor:** Z SYSTEMS CORPORATION

Total CPFF:	\$3,023,018.19	\$	22,494.62	\$3,045,512.81
Travel:	\$ 351,318.98	\$	0.00	\$ 351,318.98
ODC:	\$1,046,887.00	\$	29,608.00	\$1,076,495.00
Total:	\$4,421,224.17	\$	52,102.62	\$4,473,326.79

4. All other terms and conditions of contract W56HZV-13-C-0368 remain unchanged and in full force and effect.

\*\*\* END OF NARRATIVE A0002 \*\*\*

CONTINUATION SHEET

Reference No. of Document Being Continued  
 PIIN/SIIN W56HZV-13-C-0368 MOD/AMD P00001

Name of Offeror or Contractor: Z SYSTEMS CORPORATION

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS				
0005	TPF Warehouse Bradle NSN: 9999-99-999-9999				
0005AA	<p><u>WAREHOUSE - BRADLEY FIGHTING VEHICLE SYSTEM</u></p> <p>GENERIC NAME DESCRIPTION: TPF Warehouse Bradle                      CLIN CONTRACT TYPE:                      Cost Plus Fixed Fee                      PRON: 7236B25072 PRON AMD: 02 ACRN: AF</p> <p>Contract Type: Cost-Plus-Fixed-Fee</p> <p>WORK DIRECTIVE: WAREHOUSE 13-01                      PROGRAM: TOTAL PACKAGE FIELDING                      FOR WAREHOUSE</p> <p>START OF WORK: DATE OF SIGNED CONTRACT                      COMPLETION DATE: 31 AUGUST 2014                      LEVEL OF EFFORT: 12,990 HOURS</p> <p>MODIFICATIONS: P00001</p> <p>FUNDING SUBCLINS: 0005AE</p> <p>P00001 BREAKDOWN:                      Warehouse 13-01 Revision 1 sets funding for                      this work directive based on total estimated                      cost as determined on 17 SEP 2013.</p> <p>FSC: 0005AE</p> <p>Hours: 0.00</p> <p>Estimated Labor Cost: \$ 0.00                      Fixed Fee: \$ 0.00                      Total CPFF: \$ 0.00</p> <p>Travel: \$ 0.00                      ODC: \$ 9,216.00                      Total: \$ 9,216.00</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u>                      INSPECTION: Destination ACCEPTANCE: Destination</p>	1	LO		\$ 1,147,742.15
				Estimated Cost: \$ 554,423.95 Fixed Fee: \$ 27,721.20 CPFF: \$ 582,145.15 ODCs: \$ 574,813.00 Total: \$ 1,156,958.15	



CONTINUATION SHEET

Reference No. of Document Being Continued  
 PIIN/SIIN W56HZV-13-C-0368 MOD/AMD P00001

Name of Offeror or Contractor: Z SYSTEMS CORPORATION

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																														
0005AE	<p>WAREHOUSE 13-01 BFVS</p> <p>GENERIC NAME DESCRIPTION: 36 BII FOR 1/145 AR                      CLIN CONTRACT TYPE:                      Cost Plus Fixed Fee                      PRON: W136C34672 PRON AMD: 02 ACRN: AK                      AMS CD: 113G18NGP2                      PSC: 9999</p> <p>Funding SubCLIN in Support of CLIN 0005AA</p> <p>Modification: P00001</p> <p>P00001 BREAKDOWN:</p> <p>Work Directive: Warehouse 13-01 Rev 1 - BFVS                      increases funding \$9,216.</p> <p>Warehouse 13-01 Rev 1 sets funding for this                      work directive based on final cos as determined                      on 10 SEP 2013.</p> <p>Hours: 0                      Cost: \$ 0                      Fee: \$ 0                      Total CPFF \$ 0                      Travel: \$ 0                      ODCs: \$ 9,216                      CLIN Total \$ 9,216</p> <p>(End of narrative B001)</p> <p><u>Packaging and Marking</u></p> <p><u>Inspection and Acceptance</u>                      INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DOC</td> <td>SUPPL</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td><u>REL CD</u></td> <td><u>MILSTRIP</u></td> <td><u>ADDR</u></td> <td><u>SIG CD</u></td> <td><u>MARK FOR</u></td> <td><u>TP CD</u></td> </tr> <tr> <td>001</td> <td>W56HZV3262D075</td> <td>W90NYA</td> <td>A</td> <td></td> <td>3</td> </tr> <tr> <td><u>DEL REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DEL DATE</u></td> <td></td> <td></td> <td></td> </tr> <tr> <td>001</td> <td>36</td> <td>31-AUG-2014</td> <td></td> <td></td> <td></td> </tr> </table> <p>FOB POINT: Destination</p> <p>SHIP TO:                      (W56HZV) XR W4GG HQ US ARMY TACOM                      6501 EAST 11 MILE ROAD                      ARMY CONTRACTING COMMAND WARREN                      WARREN,MI,48397-5000</p>	DOC	SUPPL					<u>REL CD</u>	<u>MILSTRIP</u>	<u>ADDR</u>	<u>SIG CD</u>	<u>MARK FOR</u>	<u>TP CD</u>	001	W56HZV3262D075	W90NYA	A		3	<u>DEL REL CD</u>	<u>QUANTITY</u>	<u>DEL DATE</u>				001	36	31-AUG-2014				36	LO	\$ 256.00000	\$ 9,216.00
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<u>REL CD</u>	<u>MILSTRIP</u>	<u>ADDR</u>	<u>SIG CD</u>	<u>MARK FOR</u>	<u>TP CD</u>																														
001	W56HZV3262D075	W90NYA	A		3																														
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**CONTINUATION SHEET**

**Reference No. of Document Being Continued**

**PIIN/SIIN** W56HZV-13-C-0368

**MOD/AMD** P00001

**Name of Offeror or Contractor:** Z SYSTEMS CORPORATION

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
0005AD	EH3CR092EH	1	S.0015463.1.4	AJ \$	0.00 \$	42,886.62 \$	42,886.62
0005AE	W136C34672 113G18NGP2	2	S.0009945.2.9	AK \$	0.00 \$	9,216.00 \$	9,216.00
NET CHANGE						\$ 52,102.62	

ACRN	ACCOUNTING CLASSIFICATION				INCREASE/ DECREASE
AJ	021 201320132020	A60EE 123207AMTE	2577 L034664670 S.0015463.1.4		021001 \$ 42,886.62
AK	021 201320132065	A180Y 113G18NGP2	260B L034789530 S.0009945.2.9		021001 \$ 9,216.00
NET CHANGE					\$ 52,102.62

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 4,421,224.17	\$ 52,102.62	\$ 4,473,326.79

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	
0005AD	AJ	021 201320132020	A60EE 123207AMTE 2577 L034664670 S.0015463.1.4 021001
0005AE	AK	021 201320132065	A180Y 113G18NGP2 260B L034789530 S.0009945.2.9 021001