

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE <b>12</b>	PAGE OF PAGES <b>1</b>   <b>3</b>
---	--	----------------------------------	--------------------------------------

2. AMENDMENT/MODIFICATION NO. <b>85</b>	3. EFFECTIVE DATE <b>August 29, 2006</b>	4. REQUISITION/PURCHASE REQ. NO. <b>N/A</b>	5. PROJECT NO. (If applicable)
6. ISSUED BY Procurement Office George C. Marshall Space Flight Center National Aeronautics and Space Administration Marshall Space Flight Center, AL 35812		7. ADMINISTERED BY (If other than Item 6) <b>Jeffrey S. Jackson</b> (256) 544-8935 Phone (256) 544-3223 Fax	

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code)  Science Applications International Corporation (SAIC) Company 6, Technology Services Company 10260 Campus Point Drive San Diego, CA 92121 c/o 6725 Odyssey Drive, Huntsville, AL 35806	<input checked="" type="checkbox"/>	9A. AMENDMENT OF SOLICITATION NO.
		9B. DATED (SEE ITEM 11)
	<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO. <b>NNM04AA02C</b>
		10B. DATED (SEE ITEM 13) <b>1/1/04</b>

CODE CAGE- 0T5L1      FACILITY CODE SAP- 103429

**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 amendment; (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)  
N/A

**13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) 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:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) <b>FAR 43.103(b) and Mutual Agreement</b>

**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.)						
	Negotiated	Shared				
	Estimated Cost	Savings Fee	Award Fee Earned	Potential Award Fee	Contract Value	Total Sum Allotted
Prev. Base Total	\$681,892,945	\$0	\$17,620,863	\$22,132,015	\$721,645,823	\$571,594,036
This Modification	\$0	\$0	\$0	\$0	\$0	\$0
Rev. Base Total	\$681,892,945	\$0	\$17,620,863	\$22,132,015	\$721,645,823	\$571,594,036

**SEE PAGE 2 FOR DESCRIPTION OF AMENDMENT/MODIFICATION**

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) <b>Jeffrey S. Jackson, Contracting Officer</b>	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
_____ (Signature of person authorized to sign)		BY <b>/s/ Jeffrey S. Jackson</b> _____ (Signature of Contracting Officer)	August 29, 2006

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT  
(continued)

The purpose of this modification is to reallocate Estimated Cost and Potential Award Fee between the Option Period 1 Potential Award Fee periods of January 1, 2007 to June 30, 2007 and July 1, 2007 to December 31, 2007. This reallocation results from the exercise of Option period 1 as Modification No. 83 dated August 22, 2006, and the anticipated expenditure of higher costs during the first six months of Option Period 1 in support of the Goddard Space Flight Center (GSFC). This would result in an increased variance against cost performance measurement for the Performance Evaluation Board activities. Accordingly, NNM04AA02C is modified as follows:

- A. Under Section B, Clause B.2, ESTIMATED COST AND AWARD FEE, is revised in order to increase the amounts allocated to both Estimated Cost and Potential Award Fee for the period 1/1/07 to 6/30/07 and to decrease the amounts allocated to both Estimated Cost and Potential Award Fee for the period 7/1/07 to 12/31/07. Therefore, these reallocations are made as follows:

<u>Period</u>	<u>From</u>	<u>To</u>
1/1/07 to 6/30/07		
Estimated Cost	\$89,797,610	\$91,244,157
Potential Award Fee	\$ 5,390,217	\$ 5,477,010
7/1/07 to 12/31/07		
Estimated Cost	\$89,797,610	\$88,351,064
Potential Award Fee	\$ 5,390,216	\$5,303,424

- B. Under Section B, Clause B.3, AWARD FEE FOR SERVICE CONTRACTS, is revised in order to increase the amount allocated to Potential Award Fee for the period 1/1/07 to 6/30/07 and to decrease the amount allocated to Potential Award Fee for the period 7/1/07 to 12/31/07. Therefore, these reallocations are made as follows:

<u>Period</u>	<u>From</u>	<u>To</u>
1/1/07 to 6/30/07		
Potential Award Fee	\$ 5,390,217	\$ 5,477,010
7/1/07 to 12/31/07		
Potential Award Fee	\$ 5,390,216	\$5,303,424

C. The modification(s) made above are reflected in total on the change page(s) enclosed herewith. In order to reflect the change(s) made, the page(s) listed below are hereby deleted from, or added to, NNM04AA02C. Changes are indicated in either bolded text or by a vertical line in the right margin to indicate the specific area(s) of change.

Page(s) Deleted

B-2  
B-5

Page(s) Added

B-2  
B-5

D. All other terms and conditions of NNM04AA02C remain unchanged.

B.2 ESTIMATED COST AND AWARD FEE

(a) The estimated cost and contract fees are as follows:

Contract Year	Period Covered	Estimated Cost	Shared Savings Fee	Earned Award Fee	Potential Award Fee
Base Year 1	1/1/04-6/30/04	\$ 47,472,018		\$2,696,331	\$0
Base Year 1	7/1/04 - 12/31/04	\$ 86,792,101		\$4,851,221	\$0
Base Year 2	1/1/05-6/30/05	\$ 87,948,919		\$4,910,402	\$0
Base Year 2	7/1/05 - 12/31/05	\$ 90,970,318		\$5,162,909	
Base Year 3	1/1/06-6/30/06	\$ 94,048,190			\$ 5,645,252 AF (\$4,290,392 SF) (\$1,354,860 OF)
Base Year 3	7/1/06 - 12/31/06	\$ 95,066,179			\$ 5,706,330 AF (\$4,336,811 SF) (\$1,369,519 OF)
Option Year 1	1/1/07-6/30/07	\$91,244,157			\$ 5,477,010 AF (\$4,162,528 SF) (\$1,314,482 OF)
Option Year 1	7/1/07 - 12/31/07	\$88,351,064			\$ 5,303,424 (\$4,030,602 SF) (\$1,272,822 OF)
Option Year 2	1/1/08-6/30/08				
Option Year 2	7/1/08 - 12/31/08				
	TOTAL	\$681,892,945		\$17,620,863	\$22,132,015

\* AF denotes Award Fee  
 \*\* SF denotes Subjective Fee  
 \*\*\*OF denotes Objective Fee

(b) The estimated cost and award fees applicable to the base period and each option period are as follows:

CLIN	Qty.	Unit	Estimated Cost	Award Fee
<b>BASIC PERIOD (January 1, 2004 thru December 31, 2006)</b>				
001****	1	Job	\$502,297,725	\$28,972,445
			<u>Estimated Amount</u>	<u>Maximum Amount</u>
002	1	ID/R	\$0	\$1,500,000

\*\*\*\*The total of Estimated Cost, Earned Award Fee, and Potential Award Fee associated with CLIN 001 shall not be exceeded unless revised by bilateral contract modification.

(i) The amount of award fee which has been awarded pursuant to this clause, the potential award fee available for the period, and the period to which said fee applies is set forth below:

<b>Contract Year</b>	<b>Period Covered</b>	<b>Earned Award Fee</b>	<b>Potential Award Fee</b>
Base Year 1	1/1/04- 3/30/04	\$270,275	\$275,791 (1/1/04 to 3/30/04)
	3/31/04- 6/30/04	\$2,426,056	\$ 2,572,649 AF * (3/30/04 to 6/30/04) (\$1,955,213 SF)** (\$617,436 OF)***
Base Year 1	7/1/04 - 12/31/04	\$4,851,221	\$ 5,207,408 AF (\$3,957,630 SF) (\$1,249,778 OF)
Base Year 2	1/1/05-6/30/05	\$4,910,402	\$ 5,270,936 AF (\$4,005,911 SF) (\$1,265,025 OF)
Base Year 2	7/1/05 - 12/31/05	\$5,162,909	\$ 5,453,009 AF* (\$4,144,287 SF**) (\$1,308,722 OF***)
Base Year 3	1/1/06-6/30/06		\$ 5,645,252 AF (\$4,290,392 SF) (\$1,354,860 OF)
Base Year 3	7/1/06 - 12/31/06		\$ 5,706,330 AF (\$4,336,811 SF) (\$1,369,519 OF)
Option Year 1	1/1/07-6/30/07		\$ 5,477,010 AF (\$4,162,528 SF) (\$1,314,482 OF)
Option Year 1	7/1/07 - 12/31/07		\$ 5,303,424 (\$4,030,602 SF) (\$1,272,822 OF)
Option Year 2	1/1/08-6/30/08		
Option Year 2	7/1/08 - 12/31/08		

\* AF denotes Award Fee  
 \*\* SF denotes Subjective Fee  
 \*\*\*OF denotes Objective Fee

(End of Clause)

**B.4 ALLOWABLE ITEMS OF COST (MSFC 52.242-90) (FEB 2001)**

(a) In accordance with advance agreement between the Government and the Contractor for this contract, allowable costs for the items listed below are subject to the ceilings shown:

Ceilings on General And Administrative Costs-

