

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE 12	PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. 000206	3. EFFECTIVE DATE 12/21/2009	4. REQUISITION/PURCHASE REQ. NO. See Schedule	5. PROJECT NO. (if applicable)	
6. ISSUED BY Office of Procurement George C. Marshall Space Flight Ctr National Aeronautics and Space Administration Marshall Space Flight Center AL 35812	CODE MSFC	7. ADMINISTERED BY (if other than Item 6) NASA/Marshall Space Flight Center Brenda F. Tate (256) 544-7673 (256) 544-8993 Brenda F. Tate@nasa.gov	CODE MSFC	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) SCIENCE APPLICATION INTL CORP Attn: Company 6, Technology Services Comp 10260 Campus Point Drive San Diego CA 92121-1152		(x) 9A. AMENDMENT OF SOLICITATION NO.	9B. DATED (SEE ITEM 11)	
CODE CAGE OT5L1		FACILITY CODE 103429	X 10A. MODIFICATION OF CONTRACT/ORDER NO. NNM04AA02C	10B. DATED (SEE ITEM 13) 1/1/04
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 ACKNOWLEDGEMENT 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 Schedule

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

CHECK ONE	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 date, 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:
X	D. OTHER (Specify type of modification and authority) FAR 43.103 (b) and the Limitation of Funds Clause

E. IMPORTANT: Contractor  is not.  is required to sign this document and return \_\_\_\_\_ 0 \_\_\_\_\_ copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)  
The purpose of this modification is to (1) remove the Provisional Increases in the amount of (b)(4) from the contract value due to the award of the 14-month contract extension and (2) realign (b)(4) in funding (obligated under Modification 205) in order to fund Provisional Award Fee.

A. Clause B.2, Estimated Cost and Award Fee, on Page B-2, is revised in order to reflect the deletion of (b)(4) in Provisional Increases from the contract value, as a result, the Total Contract Value is reduced from (b)(4)

B. Clause B.6, Contract Funding, on Page B-12, is revised in order to reflect the realignment of (b)(4) in funding between Estimated Cost and Provisional Award Fee.  
Continued ...

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) Harry B Craig, Contracting Officer
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED
(Signature of person authorized to sign)	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)
	16C. DATE SIGNED 12/21/2009

**CONTINUATION SHEET**

REFERENCE NO. OF DOCUMENT BEING CONTINUED  
NNM04AA02C/000206

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NAME OF OFFEROR OR CONTRACTOR  
SCIENCE APPLICATION INTL CORP

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)								
	<p>Estimated Cost is reduced by (b)(4) from (b)(4) and Provisional Award Fee is increased by (b)(4) from (b)(4). As a result, the funding coverage date is revised to January 25, 2010.</p> <p>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. Either bolded text or a vertical change bar included in the right margin indicates the specific area(s) of change.</p> <table border="0"> <tr> <td>Page(s) Deleted</td> <td>Page(s) Added</td> </tr> <tr> <td>B-2 (Mod. 202)</td> <td>B-2 (Mod. 206)</td> </tr> <tr> <td>B-3 (Mod. 202)</td> <td>B-3 (Mod. 206)</td> </tr> <tr> <td>B-12 (Mod. 205)</td> <td>B-12 (Mod. 206)</td> </tr> </table> <p>D. All other terms and conditions of contract NNM04AA02C remain unchanged.</p>	Page(s) Deleted	Page(s) Added	B-2 (Mod. 202)	B-2 (Mod. 206)	B-3 (Mod. 202)	B-3 (Mod. 206)	B-12 (Mod. 205)	B-12 (Mod. 206)				
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B-12 (Mod. 205)	B-12 (Mod. 206)												

B.2 ESTIMATED COST AND AWARD FEE

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

Contract Year	Period Covered	Estimated Cost	Base Fee	Earned Award Fee	Potential Award Fee
Base Year 1 CLIN 001	1/1/04- 6/30/04	\$ 47,472,018		\$2,696,331	(b)(4)
Base Year 1 CLIN 001	7/1/04 - 12/31/04	\$ 86,792,101		\$4,851,221	
Base Year 2 CLIN 001	1/1/05- 6/30/05	\$ 87,948,919		\$4,910,402	
Base Year 2 CLIN 001	7/1/05 - 12/31/05	\$ 90,970,318		\$5,162,909	
Base Year 3 CLIN 001	1/1/06- 6/30/06	\$ 94,048,190		\$5,301,669	
Base Year 3 CLIN 001	7/1/06 - 12/31/06	\$ 95,560,482	(b)(4)	\$5,385,246	
TOTAL Base		\$502,792,028		\$28,307,778	
Option Year 1 CLIN 003	1/1/07- 6/30/07	\$102,889,007		\$5,659,411	
Option Year 1 CLIN 003	7/1/07 - 12/31/07	\$104,434,172		\$5,841,558	
TOTAL Opt. 1		\$207,323,179		\$11,500,969	
Option Year 2 CLIN 005	1/1/08- 6/30/08	\$100,557,429		\$5,484,881	
Option Year 2 CLIN 005	7/1/08 - 12/31/08	\$103,874,651		\$5,926,837	
TOTAL Opt. 2		\$204,432,080		\$11,411,718	
11-Month Extension CLIN 007	1/1/09 - 6/30/09	\$110,362,088		\$6,246,604	
11-Month Extension CLIN 007	7/1/09 - 11/30/09	\$91,968,407			
Total 11-Month Extension		\$202,330,495			
14-Month Extension Base CLINs 008, 009, 010, & 011	12/1/09- 07/31/10 & 12/01/09- 01/31/10	\$112,753,118			
14-Month Extension Option 1 CLINs 012, 013, & 015	08/1/10- 08/31/10				
14-Month Extension Option 1 CLINs 014 & 016	02/01/10- 02/28/10				
14-Month Extension Option 2 CLINs 017, 018, & 020	09/1/10- 09/30/10				

14-Month Extension Option 2 CLINs 019 & 021	03/01/10-03/31/10				
14-Month Extension Option 3 CLINs 022, 023, & 025	10/1/10-10/31/10				
14-Month Extension Option 3 CLINs 024 & 026	04/01/10-04/30/10				
14-Month Extension Option 4 CLINs 027, 028, & 030	11/1/10-11/30/10				
14-Month Extension Option 4 CLINs 029 & 031	05/01/10-05/31/10				
14-Month Extension Option 5 CLINs 032, 033, & 035,	12/1/10-12/31/10				
14-Month Extension Option 5 CLINs 034 & 036	06/01/10-06/31/10				
14-Month Extension Option 6 CLINs 037, 038, & 040	1/1/11-1/31/11				
14-Month Extension Option 6 CLINs 039 & 041	07/01/10-07/31/10				
TOTAL		(b)(4)		\$57,467,069	(b)(4)

\* 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</b> (January 1, 2004 thru December 31, 2006)				
001****	1	Job	(b)(4)	
			<u>Estimated Amount</u>	<u>Maximum Amount</u>
002	1	ID/R	(b)(4)	

\*\*\*\*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.

B.5 PREMIUM FOR SCHEDULED OVERTIME (MSFC--52.222-90) (FEB 2001)

Pursuant to the clause entitled "Payment for Overtime Premiums," the amount of overtime premium authorized shall not exceed the amount specified below for the indicated period.

<u>Period</u>	<u>Amount</u>
01/1/04 to 12/31/04	(b)(4)
01/1/05 to 12/31/05	(b)(4)
01/1/06 to 12/31/06	(b)(4)
01/1/07 to 12/31/07	(b)(4)
01/1/08 to 12/31/08	(b)(4)
01/1/09 to 11/30/09	(b)(4)
12/1/09 to 07/31/10	(b)(4)

(End of clause)

B.6 CONTRACT FUNDING (1852.232-81) (JUN 1990)

(a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this contract is (b)(4). This allotment is for performance in all areas and covers the following estimated period of performance: contract award through January 25, 2010.

(b) An additional amount of (b)(4) is obligated under this contract for payment of fees.

(c) Recapitulation of funding is as follows:

	<u>Previous</u>	<u>This Action</u>	<u>Total</u>
Estimated Cost	(b)(4)	(b)(4)	(b)(4)
Base Fee	(b)(4)	(b)(4)	(b)(4)
Provisional Award Fee (Funded at (b)(4))	(b)(4)	(b)(4)	(b)(4)
Award Fee Earned	\$57,467,069	\$0	\$57,467,069
Total Sum Allotted	\$1,217,463,625	\$0	\$1,217,463,625

(End of clause)

B.7 INDEFINITE DELIVERY/REQUIREMENTS

(a) The completion effort (definite quantity) of this contract is considered to be those services negotiated for the estimated cost and fees for the basic contract period and each priced option period. Work that cannot be sufficiently identified, predetermined, or quantified is identified as Requirements work.