

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE 12	PAGE OF PAGES 1 4	
2. AMENDMENT/MODIFICATION NO. 126		3. EFFECTIVE DATE September 26, 2007		4. REQUISITION/PURCHASE REQ. NO. N/A	
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) Jeffrey S. Jackson (256) 544-8935 Phone (256) 544-8993 Fax Jeffrey.S.Jackson@nasa.gov	
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		9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11)		10A. MODIFICATION OF CONTRACT/ORDER NO. NNM04AA02C	
9C. DATED (SEE ITEM 13)		10B. DATED (SEE ITEM 13) 1/1/04		11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS	
CODE	CAGE- 0T5L1	FACILITY CODE	SAP- 103429		

[] 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.
<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: FAR 43.103(a), the "Changes" clause, the "Limitation of Funds" clause, and Mutual Agreement
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor [] is not, [X] is required to sign this document and return 3 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

	Negotiated Estimated Cost	Base Fee	Award Fee Earned	Potential Award Fee	Contract Value	Total Sum Allotted
Prev. Base Total	(b)(4)		\$33,967,189	(b)(4)		\$809,270,414
This Modification			\$0			\$0
Rev. Base Total			\$33,967,189			\$809,270,414

SEE PAGE 2 FOR DESCRIPTION OF AMENDMENT/MODIFICATION

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) Jill C. Watkins, Senior Contracts Manager		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jeffrey S. Jackson, Contracting Officer	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
<u>/s/ Jill C. Watkins</u> (Signature of person authorized to sign)	Sept. 26, 2007	BY <u>/s/ Jeffrey S. Jackson</u> (Signature of Contracting Officer)	Sept. 26, 2007

**AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT
(continued)**

The purpose of this modification is to definitize SAIC proposal SAIC-P-035 entitled "Marshall Space Flight Center (MSFC) Pager Services, Cellular Telephone and Wireless Communication Services Transition Credit Proposal" and dated September 13, 2007. This proposal was submitted in response to NASA/MSFC letter request for proposal PS31-J/AA02C-07-265 dated July 17, 2007. Because this proposal is for a credit to the UNITEs contract, those costs negotiated will be removed from contract value. In addition, FAR clause 52.204-10, Reporting Subcontract Awards, is incorporated by reference. Accordingly, NNM04AA02C is modified as follows:

- A. Under Section B, Clause B.2, Estimated Cost and Award Fee, the total potential Estimated Cost is decreased by (b)(4). This decrease consists of (b)(4) (from (b)(4)) for Option Year 1 as reflected in paragraph (a) and as CLIN 003 in paragraph (b), and (b)(4) (from \$(b)(4)) for Option Year 2 as reflected in CLIN 005 in paragraph (b). The total Potential Award Fee is decreased by (b)(4). This decrease consists of (b)(4) (from (b)(4)) for Option Year 1 reflected in paragraph (a) and as CLIN 003 in paragraph (b), and (b)(4) (from \$(b)(4) to \$(b)(4)) for Option Year 2 reflected as CLIN 005 in paragraph (b). These amounts are based on the following breakouts:

Paragraph (a)

	<u>Estimated Cost</u>	<u>Potential Award Fee</u>
12/01/07 - 12/31/07	(b)(4)	(b)(4)
01/01/08 - 06/30/08	(b)(4)	(b)(4)
07/01/08 - 12/31/08	(b)(4)	(b)(4)

Paragraph (b)

	<u>Estimated Cost</u>	<u>Potential Award Fee</u>
CLIN 003	(b)(4)	(b)(4)
CLIN 005	(b)(4)	(b)(4)

- B. Under Section B, Clause B.3, Award Fee for Service Contracts, paragraph (i) is revised to reflect the adjusted Potential Award Fee pools for the periods affected by this definitization modification.
- C. Under Section B, Clause B.6, Contract Funding, an amount of (b)(4) is reallocated from Provisional Award Fee to Estimated Cost in order to provisionally fund (b)(4) of the Potential Award Fee for the periods 7/1/07 to 12/31/07 and 1/1/08 to 6/30/08. Contractor billing of provisional award fee for any period shall not exceed (b)(4) of the Potential Award Fee pool available for that period. Balance of fee shall be paid upon allocation of Earned Award Fee as determined by the UNITEs Fee Determination Official. This action will not result in a revised coverage date.
- D. Section I, Contract Clauses, Part A, Federal Acquisition Regulation (48 CFR Chapter 1) Clauses, is hereby revised in order to incorporate by reference FAR clause 52.204-10, Reporting Subcontract Awards. This clause is required by the pilot program implemented by the Federal Funding and Accountability and Transparency Act of 2006 (Public Law No. 109-282) for all contracts in excess of \$500,000,000.
- E. Attachment J-1, Performance Work Statement, is revised to revise PWS Section 5.4.1, Telephone Service, Part (f) (Page J-1-73) based on the definitization of SAIC proposal SAIC-P-035.
- F. On the Standard Form 26, Award/Contract, Block 15G, the total contract value is decreased by \$(b)(4) (from (b)(4) to (b)(4)) in recognition of the actions taken in (A) above.
- G. 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.

<u>Page(s) Deleted</u>	<u>Page(s) Added</u>
B-2 (Mod. 122)	B-2 (Mod. 126)
B-3 (Mod. 122)	B-3 (Mod. 126)
B-5 (Mod. 122)	B-5 (Mod. 126)
B-8 (Mod. 125)	B-8 (Mod. 126)
J-1-73 (Mod. 102)	J-1-73 (Mod. 126)

- H. In recognition of the modification(s) agreed to herein as complete equitable adjustments for the Contractor's "proposal(s) for adjustment" listed below, the Contractor hereby releases the Government from any and all liability under this contract for further equitable adjustment(s) attributable to such facts or circumstances giving rise to the "proposal(s) for adjustment."

Contract
Change Identification

NASA/MSFC
letter Request for Proposal
PS31-J/AA02C-07-265
dated July 17, 2007

Contractor
Proposal Number

SAIC proposal
SAIC-P-035
dated September 13, 2007
and submitted via SAIC letter
SAIC-07-098 dated
September 13, 2007

- I. 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	Base Fee	Earned Award Fee	Potential Award Fee
Base Year 1	1/1/04 - 6/30/04	(b)(4)		\$2,696,331	(b)(4)
Base Year 1	7/1/04 - 12/31/04			\$4,851,221	
Base Year 2	1/1/05 - 6/30/05			\$4,910,402	
Base Year 2	7/1/05 - 12/31/05			\$5,162,909	
Base Year 3	1/1/06 - 6/30/06			\$5,301,669	
Base Year 3	7/1/06 - 12/31/06			\$5,385,246	
TOTAL Base				\$28,307,778	
Option Year 1	1/1/07 - 6/30/07			\$5,659,411	
Option Year 1	7/1/07 - 12/31/07				
TOTAL Opt. 1					
Option Year 2	1/1/08 - 6/30/08				
Option Year 2	7/1/08 - 12/31/08				
TOTAL Opt. 2					
	TOTAL			\$33,967,189	

* 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
BASIC PERIOD (January 1, 2004 thru December 31, 2006)				

001****	1	Job	(b)(4)	
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			Estimated Amount	Maximum Amount
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.

CLIN	Qty.	Unit	Estimated Cost	Award Fee
OPTION PERIOD 1 (Jan. 1, 2007 thru Dec. 31, 2007) (Exercised)				
003	1	Job	(b)(4)	
			<u>Estimated Amount</u>	<u>Maximum Amount</u>
004	1	ID/R	\$0	\$500,000 (Exercised)

CLIN	Qty.	Unit	Estimated Cost	Award Fee
OPTION PERIOD 2 (Jan. 1, 2008 thru Dec. 31, 2008) (Exercised)				
005*	1	Job	(b)(4)	
			<u>Estimated Amount</u>	<u>Maximum Amount</u>
006**/**	1	ID/R	\$0	\$500,000 (Exercised)

* No costs against CLINS 005 and 006 shall be expended prior to 1/1/08.
 **The actual value of CLIN 006 will be the summation of individual task orders issued pursuant to this clause and clauses B.7 and B.8. A reconciliation modification will be issued as required to reflect the current task order summation value in Clause B.2.

(End of clause)

B.3 AWARD FEE FOR SERVICE CONTRACTS

(a) The contractor can earn award fee from a minimum of zero dollars to the maximum stated in **Clause B.2, "ESTIMATED COST AND AWARD FEE"** in this contract.

(b) Beginning 6 months after the effective date of this contract, the Government shall evaluate the Contractor's performance every 6 months to determine the amount of award fee earned by the contractor during the period. The Contractor may submit a self-evaluation of performance for each evaluation period under consideration. These self-evaluations will be considered by the Government in its evaluation. The Government's Fee Determination Official (FDO) will determine the award fee amounts based on the Contractor's performance in accordance with **ATTACHMENT J-5, UNITEs CPAF EVALUATION PLAN**. The plan may be revised unilaterally by the Government prior to the beginning of any rating period to redirect emphasis. Performance evaluation for PWS sections 3.0 and 5.0 will be evaluated against the standards delineated in **ATTACHMENT J-4, PERFORMANCE MEASUREMENT STANDARDS**. Any changes to this ATTACHMENT will be made by bilateral contract modification.

(c) The Government will advise the Contractor in writing of the evaluation results. The NASA/MSFC Financial Management Office, RS23 will make payment based on issuance of a unilateral modification by the Contracting Officer.

(d) The amount of award fee which can be awarded in each evaluation period is limited to the amounts set forth

(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:

Contract Year	Period Covered	Base Fee	Earned Award Fee	Potential Award Fee
Base Year 1	1/1/04- 3/30/04	(b)(4)	\$270,275	(b)(4)
	3/31/04- 6/30/04		\$2,426,056	
Base Year 1	7/1/04 - 12/31/04		\$4,851,221	
Base Year 2	1/1/05-6/30/05		\$4,910,402	
Base Year 2	7/1/05 - 12/31/05		\$5,162,909	
Base Year 3	1/1/06-6/30/06		\$5,301,669	
Base Year 3	7/1/06 - 12/31/06		\$5,385,246	
Option Year 1	1/1/07-6/30/07		\$5,659,411	
Option Year 1	7/1/07 - 12/31/07			
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-

<u>Period</u>	<u>Rate</u>
1/1/04 - 12/31/04	(b)(4)
1/1/05 - 12/31/05	
1/1/06 - 12/31/06	
1/1/07 - 12/31/07	
1/1/08 - 12/31/08	

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>
1/1/04 to 12/31/04	(b)(4)
1/1/05 to 12/31/05	(b)(4)
1/1/06 to 12/31/06	(b)(4)
1/1/07 to 12/31/07	(b)(4)
1/1/08 to 12/31/08	(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 April 11, 2008.

(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)		
Base Fee	(b)(4)		
Provisional Award Fee (Funded at (b)(4))	(b)(4)		
Award Fee Earned	\$33,967,189	\$0	\$33,967,189
Total Sum Allotted	\$809,270,414	\$0	\$809,270,414

(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.

(b) Requirements work is specified as that effort that exceeds the performance bands specified in PWS sections 5.1, MSFC Applications and Web Services, and 3.9.4 and 5.10.4, Maintenance.

SECTION I
CONTRACT CLAUSES

I.1 CLAUSES INCORPORATED BY REFERENCE (52.252-2) (JUN 1988)

This contract incorporates one or more clauses by reference, with the same force and effect as if they were given in full text. Upon request, the Contracting Officer will make their full text available.

(End of clause)

NOTICE: The following clauses are hereby incorporated by reference:

A. FEDERAL ACQUISITION REGULATION (48 CFR CHAPTER 1) CLAUSES

<u>Clause No.</u>	<u>Title</u>
52.202-1	Definitions (Dec 2001)
52.203-3	Gratuities (Apr 1984)
52.203-5	Covenant Against Contingent Fees (Apr 1984)
52.203-6	Restrictions on Subcontractor Sales to the Government (Jul 1995)
52.203-7	Anti-Kickback Procedures (July 1995)
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity (Jan 1997)
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity (Jan 1997)
52.203-12	Limitation on Payments to Influence Certain Federal Transactions (Jun 2003)
52.204-1	Approval of Contract (Dec 1989) [Insert "MSFC Procurement Officer"]
52.204-2	Security Requirements (Aug 1996)
52.204-4	Printed or Copied Double-Sided on Recycled Paper (Aug 2000)
52.204-7	Central Contractor Registration (Oct 2003)
52.204-9	Personal Identify Verification of Contractor Personnel (Jan 2006)
52.204-10	Reporting Subcontract Awards (Sep 2007)
52.209-6	Protecting the Government's Interest when Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (Jul 1995)
52.211-15	Defense Priority and Allocation Requirements (Sep 1990)
52.215-2	Audit - Negotiation (Jun 1999)
52.215-8	Order of Precedence- Uniform Contract Format (Oct 1997)
52.215-9	Changes or Additions to Make-or-Buy Program (Oct 1997)
52.215-11	Price Reduction for Defective Cost and Pricing Data-Modifications (Oct 1997)
52.215-13	Subcontractor Cost and Pricing Data-Modifications (Oct 1997)