

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. 000043	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)	
6. ISSUED BY NASA/Marshall Space Flight Center Procurement Office Marshall Space Flight Center AL 35812	CODE MSFC	7. ADMINISTERED BY (If other than Item 6) NASA/Marshall Space Flight Center Audrey McMillan Procurement Office/PS33 Marshall Space Flight Center AL 35812	CODE MSFC	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) WILL TECHNOLOGY INC Attn: Crystal Shell 1570 The Boardwalk HUNTSVILLE AL 35816-0000		(x)	9A. AMENDMENT OF SOLICITATION NO.	
CODE 1RCMO		FACILITY CODE	9B. DATED (SEE ITEM 11)	
			10A. MODIFICATION OF CONTRACT/ORDER NO. NNM07AA77C	
			10B. DATED (SEE ITEM 13) 03/20/2007	

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. 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).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR Clause 52.243-2 Changes-Cost Reimbursement
	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not required to sign this document and return 2 copies to the issuing office.

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

1) The purposes of this modification are to:

(a) Increase support by (b)(4) under PWS 6.2 in the amount of (b)(4) for Option III; and (b)(4) for Option IV from the date of award through March 31, 2012; These changes result in an overall increase in the cumulative current contract value for Option III in the amount of \$42,944, from \$22,311,942 to \$22,354,886; and an increase in the potential contract value for Option IV in the amount of \$56,784, from \$6,098,033 to \$6,154,817; thereby increasing the total potential contract value by \$99,728, from \$35,219,406 to \$35,319,134; and

(b) update Table B-1, Estimated Cost and Incentive Fees to reflect the changes described.

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) (b)(4)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Audrey R. McMillan	
15B. (b)(4)	15C. DATE SIGNED 6-4-10	16B. UNITED STATES OF AMERICA <i>Audrey Renee McMillan</i> (Signature of Contracting Officer)	16C. DATE SIGNED 06-04-2010

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
NNM07AA77C/000043

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NAME OF OFFEROR OR CONTRACTOR
WILL TECHNOLOGY INC

ITEM NO (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>2. The following paragraph(s) has/have been modified. Slip-sheets to the contract are provided with sidebars indicating change.</p> <p>Clause B.1, Table B-1, Estimated Cost and Incentive Fees</p> <p>3. Contractor's Statement of Release In consideration of the modification(s) agreed to herein as complete equitable adjustment for all claims arising out of or attributable to the issuance of the contract change(s) and/or contractor proposal(s) listed below, the contractor hereby releases the Government from any and all liability under this contract for further equitable adjustments attributable to such facts or circumstances giving rise to said contract change(s) and/or contractor proposal(s), and for such additional obligations as may be required by this modification.</p> <p>Contract Change Identification: Modification No. 43 Contractor Proposal Number: WTI-052510, dated May 28, 2010.</p> <p>4. Except as provided herein, all terms and conditions of this contract remain unchanged and in full force and effect.</p> <p>LIST OF CHANGES:</p> <p>Reason for Modification : Supplemental Agreement for work within scope Total Amount for this Modification: \$99,728.00 New Total Amount for this Award: \$35,319,134.00 Total Amount for Mission Services Option 3 changed from \$5,442,102.00 to \$5,485,046.00 Total Amount for Mission Services & IDIQ Option 4 changed from \$6,098,033.00 to \$6,154,817.00</p>				

TABLE B-1, ESTIMATED COST AND INCENTIVE FEES (IF)

CLIN	DESCRIPTION	PERIOD COVERED	ESTIMATED COST	TARGET COST	TARGET COST IF	MAXIMUM COST IF	MAXIMUM PERFORMANCE IF	COST IF EARNED	PERFORMANCE IF EARNED	POTENTIAL TOTAL VALUE
1.	Mission Services, Base Year (BY)	4-01-07 through 3-31-08	\$5,140,997	\$4,065,997	\$60,543	\$90,814	\$181,630	\$80,965	\$178,395	\$5,383,170
1.a. (See Table B-3)	IDIQ Summation of Task Order Values BY	4-01-07 through 3-31-08	\$275,257	\$255,257	\$4,129	\$6,195	\$12,386	\$6,195	\$11,199	\$291,772
2.	Option I, Mission Services	4-01-08 through 3-31-09	\$4,541,721	\$4,266,721	\$63,774	\$95,660	\$191,319	\$95,660	\$183,085	\$4,796,814
2.a. (See Table B-3)	IDIQ Summation of Task Order Values Option I	4-01-08 through 3-31-09	\$986,058	\$986,058	\$14,791	\$22,186	\$44,374	\$22,186	\$42,312	\$1,045,223
3.	Option II, Mission Services	4-01-09 through 3-31-10	\$4,472,266	\$4,172,266	\$62,584	\$93,876	\$187,752	TBD	TBD	\$4,722,602
3.a. (See Table B-3)	IDIQ Summation of Task Order Values Option II	4-01-09 through 3-31-10	\$594,584	\$594,584	\$8,919	\$13,378	\$26,756	TBD	TBD	\$630,259
4	Option III, Mission Services	4/1/2010 through 03/31/2011	\$4,677,736	\$4,309,792	\$64,647	\$96,970	\$193,941	TBD	TBD	\$4,936,324
4.a. (See Table B-3)	IDIQ Summation of Task Order Values Option III	4/1/2010 through 03/31/2011	\$517,662	\$517,662	\$7,765	\$11,647	\$23,295	TBD	TBD	\$548,722

(d) If the Government exercises any of its Options pursuant to the terms of the contract, the estimated costs and fees for each Mission Services CLIN shall be as set forth in Table B-2 below.

TABLE B-2, MISSION SERVICES & IDIQ SUMMATION – OPTION VALUES

CLIN	DESCRIPTION	PERIOD COVERED	ESTIMATED COST	TARGET COST	TARGET COST IF	MAXIMUM COST IF	MAXIMUM PERFORMANCE IF	COST IF EARNED	PERFORMANCE IF EARNED	POTENTIAL TOTAL VALUE
5	Option IV, Mission Services	4/1/2011 through 03/31/2012	\$5,303,481	\$4,896,697	\$73,450	\$110,176	\$220,351	TBD	TBD	\$5,597,283
5.a. (See Table B-3)	IDIQ Summation of Task Order Values Option IV	4/1/2011 through 03/31/2012	\$525,975	\$525,975	\$7,890	\$11,834	\$23,669	TBD	TBD	\$557,534

(End-of-Clause)