

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 4
2. AMENDMENT/MODIFICATION NO. 81	3. EFFECTIVE DATE MAR 19 2012	4. REQUISITION/PURCHASE REQ. NO. See Block 12	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 Debbie R. Matthews Procurement Office Marshall Space Flight Center, AL 35812	CODE MSFC
AUTOMATED INVOICE PAYMENT INFORMATION: (256) 644-5566			

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code) WILL TECHNOLOGY INC Attn: Crystal Shell 1570 The Boardwalk HUNTSVILLE, AL 35816-000		(x)	9A. AMENDMENT OF SOLICITATION NO.
CODE 1RCM0 FACILITY CODE			9B. DATED (SEE ITEM 11)
		X	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, 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)
4200430532/\$100,040.00 and 4200429600/\$59,561.00

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

	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: MUTUAL AGREEMENT AND FAR 52.243-2 CHANGES-COST REIMBURSEMENT
	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is 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.)

See Page 2 for Modification 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) (b)(4)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Sherry K. Fenn, Contracting Officer
15B. CONTRACTOR/VEHICLE (b)(4)	15C. DATE SIGNED 3-19-12
16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 3-19-2012

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

The purpose of this modification is to definitize the following proposals:

- A) Will Technology detailed cost proposal WTI-030212 dated March 2, 2012. This proposal was submitted in response to NASA/MSFC Request for Proposal dated March 1, 2012.
- B) Will Technology detailed cost proposal WTI-030812 dated March 8, 2012. This proposal was submitted in response to NASA/MSFC Request for Proposal dated March 8, 2012. Cost proposal WTI-030812R1 dated March 15, 2012 was submitted to reflect the revised start date of March 19, 2012.

Revise Section B, Clause B.2, Estimated Cost and Fees, Table B-1, Estimated Cost and Incentive Fees (IF) to separate Estimated Cost and Fee from CLIN 5, Option IV, Mission Services and CLIN 5a, IDIQ Summation of Task Order Values Option, Year 5 for the period of April 1, 2011 through March 31, 2012 to a new CLIN 6, Option IV, Mission Services and CLIN 6a, IDIQ Summation of Task Order Values Option IV, Year 6 for the period of April 1, 2012 through March 31, 2013. Based on the value negotiated for the proposal described above, the contract is hereby revised in the following particulars:

- A. Under Section B, Clause B.2, Estimated Cost and Fees, Table B-1, Estimated Cost and Incentive Fees (IF), is revised as follows:
 - 1. CLIN 5, Option IV, Mission Services, Year 5 is revised to reflect the decrease from Option IV, Mission Services, Year 5 to Option IV, Mission Services, Year 6, Estimated Cost by (\$2,540,399) (from \$5,661,503 to \$3,121,104), Target Cost by (\$2,105,399) (from \$4,876,503 to \$2,771,104), Target Cost Incentive Fee by (\$31,188) (from \$72,754 to \$41,566), Maximum Cost Incentive Fee by (\$62,376) (from \$122,941 to \$60,565), Maximum Performance Incentive Fee by (\$93,563) (from \$218,263 to \$124,700) and Potential Total Value by (\$2,665,150) (from \$5,952,520 to \$3,287,370).
 - 2. CLIN 5.a, IDIQ Summation of Task Order Values, is revised to reflect the decrease from CLIN 5.a, IDIQ Summation of Task Order Values Option IV, Year 5 to CLIN 6.a, IDIQ Summation of Task Order Values Option IV, Year 6, Estimated Cost by (\$253,358) (from \$764,538 to \$511,180) Target Cost by (\$253,358) (from \$764,538 to \$511,180), Target Cost Incentive Fee by (\$3,800) (from \$11,468 to \$7,668), Maximum Cost Incentive Fee by (\$5,812) (from \$17,202 to \$11,390), Maximum Performance Incentive Fee by (\$11,401) (from \$34,405 to \$23,004) and Potential Total Value by (\$268,559) (from \$810,411 to \$541,852).

(b)(4)



3. **CLIN 5.a, IDIQ Summation of Task Order Values Option IV, Year 5 is revised to reflect the increase in Estimated Cost by \$19,641 (from \$511,180 to \$530,821), Incentive Fee by \$1,179 (from \$30,672 to \$31,851), and Potential Total Value by \$20,820 (from \$541,852 to \$562,672). This fee increase is appropriately allocated between Target Cost Incentive Fee, Maximum Cost Incentive Fee, and Maximum Performance Incentive Fee.**
 4. **CLIN 6.a, IDIQ Summation of Task Order Values Option IV, Year 6 is revised to reflect the increase in Estimated Cost by \$399,566 (from \$253,358 to \$652,924), Incentive Fee by \$23,975 (from \$15,201 to \$39,176), and Potential Total Value by \$423,541 (from \$268,559 to \$692,100). This fee increase is appropriately allocated between Target Cost Incentive Fee, Maximum Cost Incentive Fee, and Maximum Performance Incentive Fee.**
 5. **Increase Total Funds Allotted in the amount of \$159,601, from to \$24,548,035.84 to \$24,707,636.84. The anticipated fund through date is changed from February 17, 2012 to March 9, 2012.**
- B. Under Section B, Clause B.3, Indefinite Delivery/Indefinite Quantity (IDIQ), Table B-3, IDIQ Minimum and Maximum Values, is revised to reflect changes to IDIQ CLIN 5.a, IDIQ Summation of Task Order Values Option IV, Year 5.**
- C. Under Section B, Clause B.3, Indefinite Delivery/Indefinite Quantity (IDIQ), Table B-3, IDIQ Minimum and Maximum Values, is revised to reflect changes to Option IV for IDIQ CLIN 6.a, IDIQ Summation of Task Order Values Option IV, Year 6.**

- D. 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, NNM07AA77C. Either bolded text or a vertical change bar included in the right margin indicates the specific area(s) of change.

Page(s) Deleted

B-2 (Mod 80)

B-7 (Mod 79)

Page(s) Added

B-2 (Mod 81)

B-7 (Mod 81)

E. 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.

Contract Change Identification: Modification 81

Contractor Proposal: WTI-030212, dated March 2, 2012 and Contractor Proposal WTI-030812, dated March 8, 2012 and Revision WTI-030812 R1 dated March 15, 2012.

- F. All other terms and conditions of contract NNM07AA77C remain unchanged.

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	\$93,876	\$179,491	\$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	\$13,378	\$25,579	\$630,259
4.	Option III, Mission Services	4/1/2010 through 03/31/2011	\$4,584,221	\$4,259,221	\$63,889	\$95,780	\$191,666	\$95,780	\$188,024	\$4,839,776
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	\$11,647	\$22,852	\$548,722
5.	Option IV, Mission Services, Year 5	4/1/2011 through 03/31/2012	\$3,121,104	\$2,771,104	\$41,566	\$60,565	\$124,700	TBD	TBD	\$3,287,370
5.a. (See Table B-3)	IDIQ Summation of Task Order Values Option IV, Year 5	4/1/2011 through 03/31/2012	\$530,821	\$530,821	\$7,963	\$11,979	\$23,888	TBD	TBD	\$562,672
6.	Option V, Mission Services, Year 6	4/1/2012 through 03/31/2013	\$2,540,399	\$2,105,399	\$31,188	\$62,376	\$93,563	TBD	TBD	\$2,665,150
6.a. (See Table B-3)	IDIQ Summation of Task Order Values Option V, Year 6	4/1/2012 through 03/31/2013	\$652,924	\$652,924	\$9,794	\$17,799	\$29,382	TBD	TBD	\$692,100

Unused IDIQ – Base and all Options \$29,465,630
 Total Maximum Potential Value \$ 6,229,252
 \$35,694,882

(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

-All Options have been exercised
 (End-of-Clause)

evidence and information requested pursuant to the Notice and Assistance Regarding Patent and Copyright Infringement clause;

(iv) The purchase and maintenance of additional insurance not in the target cost and required by the Contracting Officer, or claims for reimbursement for liabilities to third persons pursuant to the Insurance Liability to Third Persons clause;

(v) Any claim, loss, or damage resulting from a risk for which the Contractor has been relieved of liability by the Government Property clause; or

(vi) Any claim, loss, or damage resulting from a risk defined in the contract as unusually hazardous or as a nuclear risk and against which the Government has expressly agreed to indemnify the Contractor.

(5) All other allowable costs are included in "total allowable cost" for fee adjustment in accordance with this paragraph (e), unless otherwise specifically provided in this contract.

(f) *Contract modification.* The total allowable cost and the adjusted fee determined as provided in this clause shall be evidenced by a modification to this contract signed by the Contractor and the Contracting Officer.

(g) *Inconsistencies.* In the event of any language inconsistencies between this clause and the provisioning documents or Government options under this contract, compensation for spare parts or other supplies and services ordered under such documents shall be determined in accordance with this clause.

(End of clause)

B.6 CONTRACT FUNDING (NFS 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 allocated by the Government to this contract is **\$23,309,088.09**. This allotment is for the **Center-wide Office of Human Capital Support Services effort described in Attachment J-1, Performance Work Statement**, and covers the following estimated period of performance: **April 1, 2007 – March 9, 2012**.

(b) An additional amount of **\$1,398,548.75** is obligated under this contract for payment of fee.

Mission & IDIQ Estimated Cost	\$23,158,521.11	\$150,566.98	\$23,309,088.09
Provisional Performance incentive Fee	\$1,042,135.79	\$6,775.51	\$1,048,911.30
Provisional Cost Incentive Fee	\$347,378.95	\$2,258.50	\$349,637.45
Total Sum Allotted	\$24,548,035.84	\$159,601.00	\$24,707,636.84