

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE PAGE OF PAGES
1 3

2 AMENDMENT/MODIFICATION NO 3 EFFECTIVE DATE 4 REQUISITION/PURCHASE REQ. NO 5 PROJ/ECT NO (if applicable)
000064 See Block 16C

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8 NAME AND ADDRESS OF CONTRACTOR (No street, county, state and ZIP Code)

INPOPRO CORPORATION
Attn: Larry Lawson
6705 ODYSSEY DR
HUNTSVILLE AL 35806-2300

(x) 9A. AMENDMENT OF SOLICITATION NO

9B. DATED (SEE ITEM 11)

X 10A. MODIFICATION OF CONTRACT/ORDER NO
NNM08AR24C

10B. DATED (SEE ITEM 13)
02/12/2008

CODE CAETZ FACILITY CODE

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation/s 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)
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Bilateral Mod: FAR 42.103(a) Mutual Agreement & FAR 52.216-18 Ordering
	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not X 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.)
The Negotiated Estimated Cost increases by (b)(4)
The Provisional Estimated Cost remains unchanged at (b)(4)
Award Fee Earned remains unchanged at \$1,782,324.
The Potential Award Fee increases by (b)(4)
The Total Fee increases by \$7,422 from (b)(4)
The Contract Value increases by \$142,287 from \$74,691,564 to \$74,833,851.
Total Funding Allotted remains unchanged at \$74,653,240.

See Page 2 for further description of modification.
FOB: Destination

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)
Larry F. Lawson, Director of Contracts Roxanne C Melton

15B CONTRACTOR/OFFICER 15C DATE SIGNED 16B UNITED STATES OF AMERICA 16C DATE SIGNED
Larry F. Lawson 10/7/2010 Roxanne C Melton 10/12/10

A. The purpose of this Modification No.64 is to:

1. Update Table B-1, "Estimated Cost and Award Fee," to incorporate the listed Task Orders Plans issued for IDIQ services:

3.4-2010-001 Rev 1	3.4-2010-002 Revs 1 & 2	3.4-2010-003 Rev 2	3.4-2010-014 Rev 1
3.5-2010-011 Rev 2	3.6-2010-008 Rev 1		

2. Update Table J-7-3, Task Order by Reference – Option Year 2 (Contract Year 3) to incorporate the seven Task Order Plans listed above.
3. Update Section B-6. **MSFC 52.222-90 PREMIUMS FOR SCHEDULED OVERTIME (FEB 2001)** to increase the Overtime Premium amount for Option 2 by (b)(4)

B. A recapitulation of the contract value and funding is as follows:

	Negotiated Estimated Cost (a)	Provisional Estimated Cost (b)	Award Fee Earned (c)	Potential Award Fee (d)	Total Fee (c+d)	Contract Value (a+b+c+d)	Total* Funding Allotted
Previous	(b)(4)		\$1,782,324	(b)(4)		\$74,691,564	\$74,653,240
This Mod			\$0			\$142,287	\$0
Revised Total			\$1,782,324			\$74,833,851	\$74,653,240

C. Purchase Request No./Accounting & Appropriation Data:

N/A

D. The following table/sections are deleted in their entirety and the attached added or updated table/sections are substituted in lieu thereof:

	Table/Section Deleted	Table/Section Added or Updated
Section B	B-1 (Mod 59)	B-1 (Mod 64)
	B-6 (Mod 59)	B-6 (Mod 64)
Section J	J-7-3 (Mod 59)	J-7-3-1 thru J-7-3-2 (Mod 64)

E. Contractor's Statement of Release

In consideration of the modification agreed to herein as complete equitable adjustment for the contractor's proposal for adjustment listed below, the contractor hereby releases the Government from any and all liability under this contract for further equitable adjustment attributable to such facts or circumstances giving rise to said contract changes and/or contractor proposals, and for such additional obligations as may be required by this modification.

Contract
Change Identification

Modification 64

Contractor
Proposal Number

<u>IPC TOP Number</u>	<u>Submission Date</u>
3.4-2010-001 Rev 1	10/1/2010
3.4-2010-002 Revs 1 & 2	10/1/2010 10/1/2010
3.4-2010-003 Rev 2	10/1/2010
3.4-2010-014 Rev 1	10/10/2010
3.5-2010-011 Rev 2	10/1/2010
3.6-2010-008 Rev 1	10/1/2010

F. All other terms and conditions remain unchanged and in full force and effect.

TABLE B-1, ESTIMATED COST AND AWARD FEE (AF)

CLIN	PERIOD COVERED	MISSION SERVICES		IDIQ TASK ORDERS		TOTAL							
		ESTIMATED COST	MAXIMUM POTENTIAL AWARD FEE	ESTIMATED COST	MAXIMUM POTENTIAL AWARD FEE	TOTAL ESTIMATED COST	TOTAL PROVISIONAL ESTIMATED COST	TOTAL MAXIMUM POTENTIAL AWARD FEE	TOTAL EARNED AWARD FEE	TOTAL VALUE			
1	BASE YEAR	(b)(4)											
	Fee Period 1*											\$321,839	\$8,439,158
	Fee Period 2*											\$445,609	\$12,597,505
	Total Base											\$767,448	\$21,036,663
2	OPTION YEAR 1	(b)(4)											
	Fee Period 3*											\$495,267	\$14,215,181
	Fee Period 4*											\$519,609	\$12,718,070
	Total Option 1											\$1,014,876	\$26,933,251
3	OPTION YEAR 2	(b)(4)											
	Fee Period 5*											\$0	\$9,946,843
	Fee Period 6*											\$0	\$16,917,094
	Total Option 2											\$0	\$26,863,937
Overall Contract								\$1,782,324	\$74,833,851				

(a) 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 – OPTION VALUES

CLIN	PERIOD COVERED	MISSION SERVICES (BY)		IDIQ SUMMATION OF TASK ORDERS (BY)		TOTAL									
		ESTIMATED COST	MAXIMUM POTENTIAL AWARD FEE	ESTIMATED COST	MAXIMUM POTENTIAL AWARD FEE	TOTAL ESTIMATED COST	TOTAL MAXIMUM POTENTIAL AWARD FEE	TOTAL MAXIMUM POTENTIAL AWARD FEE	TOTAL EARNED AWARD FEE	TOTAL VALUE					
4	OPTION YEAR 3	(b)(4)													
	Fee Period 7*													TBD	\$4,165,564.50
	Fee Period 8*													TBD	\$4,165,564.50
5	OPTION YEAR 4	(b)(4)													
	Fee Period 9*													TBD	\$4,174,475.00
	Fee Period 10*													TBD	\$4,174,475.00

* 6-month evaluation periods

B.6 MSFC 52.222-90 PREMIUMS FOR SCHEDULED OVERTIME (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:

Amount	Period
(b)(4)	Base Period
	Option 1
	Option 2
	Option 3
	Option 4

Note 1 - Overtime premium is defined herein as any payment (for both exempt and non-exempt employees) for time worked exceeding forty hours per week (alternate work schedules will be considered by NASA on a WBS basis). A work week of forty-one hours includes one hour of overtime premium, whether the employee was paid at time-and-a-half, straight time, compensatory time, or as an offset of an earlier thirty-nine hour work week (unless an alternate work schedule has been approved by NASA).

Note 2 - All overtime shall be coordinated with, and concurred in, by the COTR prior to work commencing.

(End of Clause)

B.7 ALLOWABLE ITEMS OF COST (MSFC 52.242-90) (FEB 2001)

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

General and Administrative (G&A) Rate Ceiling (applicable to Mission and IDIQ portions):

InfoPro Corporation	(b)(4)	Period
(b)(4)		Base Period
		Option 1
		Option 2
		Option 3
		Option 4

(b) It is mutually agreed that when indirect cost rate ceilings are specified, the following conditions shall apply: (1) the Government shall not be obligated to pay any additional amount should the final indirect cost rates exceed the negotiated ceiling rates, and (2) in the event the final indirect cost rates are less than the negotiated ceiling rates, the negotiated rates shall be reduced to conform with the lower rates.

(End of Clause)

TASK ORDER BY REFERENCE - Option Year 2
OPTION YEAR 2 CONTRACT YEAR 3 March 1, 2010-Feb 28, 2011

NNM08AA20C

Task Order No.	Rev	Mod #	Initiating Org	Description	Period of Performance	Estimated Cost	Maximum Potential Award Fee	Total Value
3.1-2010-005	0		EM10	MCRF Engineering Technician Test Support	3/1/2010 - 2/28/2011	(b)(4)		\$57,743
3.14-2010-007	0		VP63	XRCF Support	3/1/2010 - 2/28/2011			\$234,902
3.14-2010-012	0		EM20	Nondestructive Evaluation (NDE) Support	3/1/2010 - 2/28/2011			\$324,066
3.14-2010-013	0		EM30	Welding and Manufacturing Support	3/1/2010 - 2/28/2011			\$534,435
3.16-2010-009	0		ET02	Valve and Component Refurbishment	3/1/2010 - 2/28/2011			\$1,578,044
3.17-2010-010	0		ES61	Mechanical Leak Test Technician	3/1/2010 - 2/28/2011			\$130,891
3.3-2010-004	0		ET30	Structural Strength Test Support	3/1/2010 - 2/28/2011			\$474,768
3.3-2010-006	0		ET40	Structural Dynamics Test Facility Technician Support	3/1/2010 - 2/28/2011			\$255,972
3.4-2010-001	0		ES23	MSFC Mechanical Fabrication-2009	3/1/2010 - 2/28/2011			\$2,622,323
3.4-2010-002	0		ES23	CLV Planner/Scheduler/Coordinator & Trades Service Support	3/1/2010 - 2/28/2011			\$607,765
3.4-2010-003	0		ES23	ECLSS STaRs Support	3/1/2010 - 2/28/2011			\$1,558,670
3.5-2010-011	0		ES43	Electrical Test, Fabrication and Assembly Technician	3/1/2010 - 2/28/2011			\$345,612
3.6-2010-008	0		ES01	Instrumentation Calibration	3/1/2010 - 2/28/2011			\$2,091,268
3.4-2010-003	1		ES23	ECLSS STaRs Support	3/1/2010 - 2/28/2011			\$184,267
3.5-2010-011	1		ES43	Electrical Test, Fabrication and Assembly Technician	6/2/2010 - 9/30/2010			\$15,366
3.4-2010-014	0		ES23	Test lab Surface Treatment & Precision Cleaning	5/16/2010 - 9/30/2010			\$46,267
3.14-2010-012	1		EM20	Nondestructive Evaluation (NDE) Support	3/1/2010 - 2/28/2011			\$0
3.18-2010-015	0	59	ET02	Propellants and Pressurants Services	9/1/2010-2/28/2011			\$1,917,710
3.18-2010-016	0	59	ET02	Mechanical Services	9/1/2010-2/28/2011			\$1,218,510
3.18-2010-017	0	59	ET02	Cntl, Instr, & Data Acquisition Services	9/1/2010-2/28/2011			\$2,510,466
3.1-2010-018	0	59	ET02	Trade Services	9/1/2010-2/28/2011	\$1,512,900		
3.4-2010-014	1	64	ES23	Test lab Surface Treatment & Precision Cleaning	10/1/2010-2/28/2011	\$23,734		
3.4-2010-001	1	64	ES23	MSFC Mechanical Fabrication-2009	7/1/2010-2/28/2011	\$71,590		
3.4-2010-002	1	64	ES23	CLV Planner/Scheduler/Coordinator & Trades Service Support	8/1/2010-9/30/2010	-\$178,435		

TASK ORDER BY REFERENCE -- Option Year 2
OPTION YEAR 2 CONTRACT YEAR 3 March 1, 2010-Feb 28, 2011

NNM08AA20C

Task Order No.	Rev.	Mod #	Initiating Org	Description	Period of Performance	Estimated Cost	Maximum Potential Award Fee	Total Value
3.4-2010-002	2	64	ES23	CLV Planner/Scheduler/Coordinator & Trades Service Support	9/1/2010-9/30/2010	(b)(4)		-\$96,624
3.4-2010-003	1	64	ES23	ECLSS STaRs Support	6/1/2010 - 2/28/2011		\$243,021	
3.5-2010-011	2	64	ES43	Electrical Test, Fabrication and Assembly Technician	7/1/2010-2/28/2011		\$29,718	
3.6-2010-008	1	64	ES01	Instrumentation Calibration	9/1/2010 - 2/28/2011		\$49,284	
							\$0	
					TOTALS:			\$18,364,332