

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. Contract ID Code <small>Cost-Plus-Fixed-Fee</small>	Page 1 Of 7
2. Amendment/Modification No. P00035	3. Effective Date SEP 18 2012	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (if applicable) XXXXXXXXXX		
6. Issued By [Redacted]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TENKSURRY 50 APPLE HILL DRIVE W/S T2FR2 TENKSURRY MA 01876-1198		Code S2205A	
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		SCD A FAS NONE ADPPT HQ0337		9A. Amendment Of Solicitation No.	
TYPE BUSINESS: Large Business Performing in U.S. Code 05716 Facility Code		[]		9B. Dated (See Item 11)	
		[X]		10A. Modification Of Contract/Order No. W31P4Q :O C 0003	
				10B. Dated (See Item 13) 2012MAR 7	

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 amendments; (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)
ACRN: AG NET INCREASE: \$94,334.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

KIND MOD CODE #

A. This Change Order is Issued Pursuant To: _____ 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 data, 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:

D. Other (Specify type of modification and authority) _____ Exercise Option

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

6A. Name And Title Of Contracting Officer (Type or print)

[Redacted]

15C. Date Signed _____ Date Signed _____

9/18/12 21/8/12

NSN 75-48-01-152-8070
PREVIOUS EDITIONS UNUSABLE

REV. (8-83)
(48 CFR) 53.243

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 2 of 7
	PHN/SIIN W31P4Q-10-C-0003	MOD/AMD P00035	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

A-1 THE PURPOSE OF THIS MODIFICATION (P00035) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION, PURSUANT TO SECTION H-7 TO THE CONTRACT ENTITLED "OPTIONS" THE US GOVERNMENT HEREBY EXERCISES TOTAL LABOR FROM CLIN 0005.

A-5 AS A RESULT OF THIS MODIFICATION SLINS 0005AC AND 0005AD ARE ESTABLISHED IN THE TOTAL AMOUNT OF [REDACTED] IS ARE REFLECTED AS FOLLOWS:

<u>CLIN</u>	<u>ESM</u>	<u>PCON</u>	<u>HOURS</u>	<u>DOLLAR</u>
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0005AC	PM/CM13-01	4M2J722000	[REDACTED]	[REDACTED]
--------	------------	------------	------------	------------

0005AD	PM/CM13-01	4M2J722000	[REDACTED]	[REDACTED]
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TOTAL				
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FOR THE ACCOMPLISHMENT OF TASKS UNDER THE NEWLY ESTABLISHED SLINS: 0005AC AND 0005AD HAVE A PERIOD OF PERFORMANCE FROM 1 OCTOBER 2012 THROUGH 25 JANUARY 2013.

A-6 THE BREAKOUT OF ASSOCIATED COSTS FOR SLINS 0005AC AND 0005AD ARE REFLECTED IN SECTION B OF THIS MODIFICATION.

A-7 AS A RESULT OF THIS MODIFICATION, THE TOTAL CONTRACT OBLIGATED AMOUNT IS INCREASED BY \$94,334 FROM \$8,346,997 TO \$8,441,331.

A-8 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0035 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIN/SHN W31P4Q-10-C-0003 MOD/AMD P00035	Page 3 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																													
0005	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY13 OPTION PERIOD JLENS ENG SRVS</u></p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>FY13</u></th> <th style="text-align: center;"><u>Labor</u></th> <th style="text-align: center;"><u>Material</u></th> <th style="text-align: center;"><u>Total</u></th> </tr> </thead> <tbody> <tr> <td>PCL COST</td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td>G&A</td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td>TCL COST (W/O COM)</td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td><u>FEE</u></td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td>CPFF</td> <td colspan="3" style="background-color: black;"></td> </tr> </tbody> </table> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Description</u></th> <th style="text-align: center;"><u>Hours</u></th> <th style="text-align: center;"><u>Hours</u></th> </tr> </thead> <tbody> <tr> <td>PM/CM</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>ENGINEERING</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>PRODUCT ASSUR/TEST</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>LOGISTICS</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>TOTAL</td> <td colspan="2" style="background-color: black;"></td> </tr> </tbody> </table> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Description</u></th> <th style="text-align: center;"><u>Material</u></th> <th style="text-align: center;"><u>Material</u></th> <th style="text-align: center;"><u>Material</u></th> <th style="text-align: center;"><u>Remaining</u></th> </tr> <tr> <td></td> <td style="text-align: center;"><u>Material</u></td> <td style="text-align: center;"><u>Exercised</u></td> <td style="text-align: center;"><u>Remaining</u></td> <td></td> </tr> </thead> <tbody> <tr> <td>ESTIMATED COST</td> <td colspan="4" style="background-color: black;"></td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="4" style="background-color: black;"></td> </tr> <tr> <td><u>FIXED FEE</u></td> <td colspan="4" style="background-color: black;"></td> </tr> <tr> <td>CPFF</td> <td colspan="4" style="background-color: black;"></td> </tr> </tbody> </table> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p style="text-align: center;">(End of narrative B002)</p>	<u>FY13</u>	<u>Labor</u>	<u>Material</u>	<u>Total</u>	PCL COST				G&A				TCL COST (W/O COM)				COST OF MONEY				<u>FEE</u>				CPFF				<u>Description</u>	<u>Hours</u>	<u>Hours</u>	PM/CM			ENGINEERING			PRODUCT ASSUR/TEST			LOGISTICS			TOTAL			<u>Description</u>	<u>Material</u>	<u>Material</u>	<u>Material</u>	<u>Remaining</u>		<u>Material</u>	<u>Exercised</u>	<u>Remaining</u>		ESTIMATED COST					COST OF MONEY					<u>FIXED FEE</u>					CPFF									
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CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P40-10-C-0003 MOD/AMD P00035	Page 4 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
	<p>COMPOSITE HOURLY RATE [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">DLVR SCH</td> <td style="width: 30%;">PERF COMPL</td> <td style="width: 40%;"></td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>25-JAN-2013</td> </tr> </table> <p>[REDACTED]</p>	DLVR SCH	PERF COMPL		<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	25-JAN-2013				
DLVR SCH	PERF COMPL													
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	[REDACTED]	25-JAN-2013												
0005AD	<p><u>PM/CM13-01</u></p> <p>NOVN: 12794 PM/CM FY12 OPT PRON: 4M2J722000 PRON AMD: 01 ACRN: AG</p> <p>Estimated Cost [REDACTED] COM [REDACTED] <u>Fixed Fee</u> [REDACTED] Total [REDACTED]</p> <p><u>ESN</u> <u>Description</u> PM/CM13-01 MATERIAL</p> <p>COMPOSITE HOURLY RATE [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">DLVR SCH</td> <td style="width: 30%;">PERF COMPL</td> <td style="width: 40%;"></td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>25-JAN-2013</td> </tr> </table>	DLVR SCH	PERF COMPL		<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	25-JAN-2013			[REDACTED]	
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CONTINUATION SHEET	Reference No. of Document Being Continued PEN/SIN W31P4Q-10-C-0003 MOD/AMD P00035	Page 5 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	3 [REDACTED]				

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PIN/SIN W31P40-10-C-0003	MOD/AMD P00035	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION 6 - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPE	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0005AC	4M2J722006	2	A.0000013.1.2	AG	\$		
0005AD	4M2J722006	2	A.0000013.1.2	AG	\$		
						NET CHANGE	\$ 94,334.00

ACRN	ACCOUNTING CLASSIFICATION				INCREASE/ DECREASE	
AG	021 201220132040	A5XFJ 172419E55PPDG	251C L032063156 A.0000013.1.2	021001	\$ 94,334.00	
					NET CHANGE	\$ 94,334.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 8,346,997.00	\$ 94,334.00	\$ 8,441,331.00

LINE ITEM	ACRN	EDI/SPIS	ACCOUNTING CLASSIFICATION		
0005AC	AG	021 201220132040	A5XFJ 172419E55PPDG	251C L032063156 A.0000013.1.2	021001
0005AD	AG	021 201220132040	A5XFJ 172419E55PPDG	251C L032063156 A.0000013.1.2	021001

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 7 of 7
	PIIN/SIN W31P4Q-10-C-0003	MOD/AMD P00035	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>NUMBER of Pages</u>	<u>Transmitted By</u>
Attachment 0045	PM/CM13-01	04-SEP-2012	002	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM 51-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. PM/CM13-01
		DATE 9/4/2012
PROJECT TITLE FY13 ESM Program Management / Configuration Management		CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 1/25/2013		COST ACCOUNT
DESCRIPTION OF PROPOSED WORK 4 Months (1 October 2012 - 1/25/2013) of Program Management Performance and Document / Configuration Management functions for the JLENS Engineering Services Program to include: <ul style="list-style-type: none"> • Program Management • Finance Support • Develop support plan for ESMs and Sub-ESMs are required • Develop PM and Financial CDRLs for ESM • Data Management • SME Support • Travel time • Program reviews and packages. 		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE		
To be specified in Sub-ESMs as required		
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL ISSUE	"A" CHANGE
		"B" CHANGE
		"C" CHANGE
		"D" CHANGE
		"E" CHANGE
DIRECT LABOR HOURS	\$	\$
DIRECT LABOR & BURDEN	\$	\$
MATERIAL	\$	\$
COMPTROLS/CONTR LAB	\$	\$
TRAVEL & PER DIEM	\$	\$
OTHER	\$	\$
TOTAL	\$	\$
ESM MONITORS		
Raytheon ID#:	CMDS P.O.:	
CONCURRENCE SIGNATURES		DATE
ORIGINAL ISSUE	RAYTHEON ID#	DATE
REVISION "A"		DATE
REVISION "B"		DATE
REVISION "C"		DATE
REVISION "D"		DATE
REVISION "E"		DATE
CMDS PROJECT OFFICE		DATE
		DATE

Sheet 1

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
Cost-Plus-Fixed-Fee

Page 1 Of 7

2. Amendment/Modification No.

P00036

3. Effective Date

SEP 20 2012

4. Requisition/Purchase Req No.

SEE SCHEDULE

5. Project No. (If applicable)

6. Issued By

Code

W31P4Q

7. Administered By (If other than Item 6)

Code

S2205A

ARMY CONTRACTING COMMAND-REDSTONE

REDSTONE ARSENAL AL 35898-5280

DCMA RAYTHEON TEWKSBURY
50 APPLE HILL DRIVE
M/S T2FR2
TEWKSBURY MA 01876-1198

SCD A PAS NONE ADP PT HQ0337

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)

RAYTHEON COMPANY
350 LOWELL ST
ANDOVER, MA 01810-4400

9A. Amendment Of Solicitation No.

9B. Dated (See Item 11)

10A. Modification Of Contract/Order No.

W31P4Q-10-C-0003

10B. Dated (See Item 13)

2003MAR17

TYPE BUSINESS: Large Business Performing in U.S.

Code 05716

Facility Code

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 amendments; (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)

ACRN: AD NET INCREASE: 0.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

It Modifies The Contract/Order No. As Described In Item 14.

KIND MOD CODE: C

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____ MUTUAL AGREEMENT
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible)

SEE SECOND PAGE FOR 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 Contracting Officer (Type or print)

15C. Date Signed

9/20/12

15C. Date Signed

9/20/12

PREVIOUS EDITIONS UNUSABLE

34 (REV. 10-83)
XR (48 CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00036

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

A-1 THE PURPOSE OF THIS MODIFICATION (P00036) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS OF MODIFICATION, THE REALIGNMENT OF THE FOLLOWING ENGINEERING SERVICES MEMORANDUM IS AS FOLLOWS:

SLIN 0004AC (LABOR)

<u>FROM</u>	<u>TO</u>
HOURS	HOURS
COST	COST
COM	COM
FEE	FEE
TOTAL	TOTAL

A-3 AS A RESULT OF THIS MODIFICATION SLIN 0004AN IS ESTABLISHED IN THE AMOUNT OF [REDACTED] AND IS REFLECTED AS FOLLOWS:

<u>SLIN</u>	<u>ESM</u>	<u>PRON</u>	<u>HOURS</u>	<u>DOLLARS</u>
0004AN	EN12-02	4M2J713900	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION SLIN 0004AC IS REVISED TO SHOW THE DIRECT LABOR HOURS RE-ALIGNED TO SLIN 0004AN AS THE MATERIAL/ODC. SLIN 0004AC REDUCED BY [REDACTED] AND DECREASED BY TOTAL NUMBER OF [REDACTED] HOURS. SLIN 0004AN IS INCREASED BY A TOTAL AMOUNT OF [REDACTED]

A-5 BY EXECUTION OF THIS MODIFICATION, THE FOLLOWING SLINS IN SECTION J ARE REFLECTED AS REVISED ENGINEERING SERVICES WITH PERIOD OF PERFORMANCE EXTENSIONS.

<u>SLIN</u>	<u>ESM</u>	<u>PERIOD OF PERFORMANCE EXTENSION</u>	
		<u>FROM</u>	<u>TO</u>
0004AC	EN12-02 REV A	2012 SEP 30	2012 DEC 14
0004AN	EN12-02 REV A	2012 SEP 30	2012 DEC 14
0003AU	E11-04 REV C	2012 SEP 30	2012 OCT 28

A-6 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0036 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00036

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																								
	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p>FY11 OPTION ESM EN11-04</p> <p>NOUN: 10050 [REDACTED] PRON: 4MLJ741800 PRON AMD: 01 ACRN: AC AMS CD: 172419E5551</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u> DLVR SCH PERFORM DATE REL CD QUANTITY DATE 001 [REDACTED] 28-OCT-2012</p> <p>\$ [REDACTED]</p>				<p>\$ [REDACTED]</p>																																																																								
0004	<p>FY12 OPTION PERIOD JLENS ENG SRVS</p> <table border="1"> <thead> <tr> <th data-bbox="261 1066 472 1087">FY12</th> <th data-bbox="472 1066 602 1087">Labor</th> <th data-bbox="602 1066 732 1087">Material</th> <th data-bbox="732 1066 841 1087">Total</th> </tr> </thead> <tbody> <tr> <td>PCL COST</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>G&A</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>TCL COST (W/O COM)</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>COST OF MONEY</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>FEE</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>CPFF</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th data-bbox="261 1297 472 1318">Description</th> <th data-bbox="472 1297 586 1318">Hours</th> <th data-bbox="586 1297 699 1318">Hours Exercised</th> <th data-bbox="699 1297 841 1318">Hours Remaining</th> </tr> </thead> <tbody> <tr> <td>PM/CM</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>ENGINEERING</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>PRODUCT ASSUR/TEST</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>LOGISTICS</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th data-bbox="261 1556 472 1577">Description</th> <th data-bbox="472 1556 586 1577">Material</th> <th data-bbox="586 1556 699 1577">Material Exercised</th> <th data-bbox="699 1556 841 1577">Material Remaining</th> </tr> </thead> <tbody> <tr> <td>ESTIMATED COST</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>COST OF MONEY</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>FIXED FEE</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>CPFF</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> </tbody> </table> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B004)</p>	FY12	Labor	Material	Total	PCL COST	[REDACTED]	[REDACTED]	[REDACTED]	G&A	[REDACTED]	[REDACTED]	[REDACTED]	TCL COST (W/O COM)	[REDACTED]	[REDACTED]	[REDACTED]	COST OF MONEY	[REDACTED]	[REDACTED]	[REDACTED]	FEE	[REDACTED]	[REDACTED]	[REDACTED]	CPFF	[REDACTED]	[REDACTED]	[REDACTED]	Description	Hours	Hours Exercised	Hours Remaining	PM/CM	[REDACTED]	[REDACTED]	[REDACTED]	ENGINEERING	[REDACTED]	[REDACTED]	[REDACTED]	PRODUCT ASSUR/TEST	[REDACTED]	[REDACTED]	[REDACTED]	LOGISTICS	[REDACTED]	[REDACTED]	[REDACTED]	TOTAL	[REDACTED]	[REDACTED]	[REDACTED]	Description	Material	Material Exercised	Material Remaining	ESTIMATED COST	[REDACTED]	[REDACTED]	[REDACTED]	COST OF MONEY	[REDACTED]	[REDACTED]	[REDACTED]	FIXED FEE	[REDACTED]	[REDACTED]	[REDACTED]	CPFF	[REDACTED]	[REDACTED]	[REDACTED]				
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CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00036

Name of Offeror or Contractor: RAYTHRON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
0004AC	<p><u>FY12 OPTION ESM EN12-02</u></p> <p>NOUN: 9093 CMDS SIL IV&V S PRON: 4M2J713900 PRON AMD: 02 ACRN: AD AMS CD: 172419E555L</p> <p>SLIN 0004 FROM BY TO</p> <p>DIRECT LABOR HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>EST COST [REDACTED] COM [REDACTED] FIXED FEE [REDACTED] TOTAL [REDACTED]</p> <p>ESM DESCRIPTION HOURS EN12-02 REV A ENG LAHOR [REDACTED]</p> <p>COMPOSITE HOURLY RATE IS [REDACTED]</p> <p>(End of narrative B002)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="1"> <thead> <tr> <th>DLVR SCH</th> <th>PERF COMPL</th> </tr> <tr> <th>REL CD</th> <th>QUANTITY DATE</th> </tr> </thead> <tbody> <tr> <td>001</td> <td>[REDACTED] 14-DEC-2012</td> </tr> </tbody> </table> <p>\$ [REDACTED]</p>	DLVR SCH	PERF COMPL	REL CD	QUANTITY DATE	001	[REDACTED] 14-DEC-2012				\$ [REDACTED]
DLVR SCH	PERF COMPL										
REL CD	QUANTITY DATE										
001	[REDACTED] 14-DEC-2012										
0004AM	<p><u>FY12 OPTION EN12-02</u></p> <p>NOUN: 9093 CMDS SIL IV&V S PRON: 4M2J713900 PRON AMD: 02 ACRN: AD AMS CD: 172419E555L</p> <p>Estimated Cost \$ [REDACTED] COM [REDACTED] Fixed Fee [REDACTED]</p> <p>Total \$ [REDACTED]</p>				\$ [REDACTED]						

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 6 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00036

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ ITEM	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0004AC	4M2J713900 172419E555L	2	24MJLE	AD \$	\$	\$	
0004AN	4M2J713900 172419E555L	2	24MJLE	AD \$	\$	\$	
					NET CHANGE \$	0.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AD 21	2204000025L5L68P1724192516 S01021 W31G3H	\$ 0.00
NET CHANGE \$		0.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	8,441,331.00	\$ 0.00	\$ 8,441,331.00

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION
0004AC	AD 21	121320400000 W31G3H 25L5L68172419E555L25164M2J713900 24MJLE4M5 S01021
0004AN	AD 21	121320400000 W31G3H 25L5L68172419E555L25164M2J713900 24MJLE4M5 S01021

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 7 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00036

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0036	ENGINEERING SERVICES MEMORANDUM EN12-02 REV "A"	13-SEP-2012	002	EMAIL
Attachment 0038	ENGINEERING SERVICES MEMORANDUM (ESM) EN11-04 REV "C"	14-SEP-2012	002	EMAIL

000517
RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM ESR-01-00-04

**U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA**

ESM NO.
EN12-02 Rev A

DATE
9/13/2012

PROJECT TITLE
Provide Software (SW) and System Integration Lab (SILs) Support

CONTRACT NO.
W31P4Q-10-C-0003

ESTIMATED COMPLETION DATE OF ESM
SLIN 0004 AC - PoP 2/27/2012 - 12/14/2012

COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

1. Support Establishment and maintenance of the real-time HWIL facility [REDACTED] and IV&V facility [REDACTED]
2. Support coordination, delivery, and installation of software build deliveries and relevant mods
3. Attend meetings, VTCs, and/or telecons as requested
4. Support configuration management and security certification programs as required
5. Support SIL activities related to integration/use of [REDACTED] software at the CMDS SIL and UTTR [REDACTED]

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]	[REDACTED]	\$	\$	\$	\$
DIRECT LABOR & BURDEN	[REDACTED]	[REDACTED]	\$	\$	\$	\$
MATERIAL	[REDACTED]	[REDACTED]	\$	\$	\$	\$
COMPT/RAUS/CONTR LBR	[REDACTED]	[REDACTED]	\$	\$	\$	\$
TRAVEL & PER DIEM	[REDACTED]	[REDACTED]	\$	\$	\$	\$
OTHER	[REDACTED]	[REDACTED]	\$	\$	\$	\$
TOTAL	[REDACTED]	[REDACTED]	\$	\$	\$	\$

ESM MONETORS

Raytheon ID# [REDACTED] CMDS P. [REDACTED]

CONCURRENCE SIGNATURES:

	RAYTHEON ID#	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL	[REDACTED]	2/29/12	[REDACTED]	
REVISION "A"	[REDACTED]	9/13/2012	[REDACTED]	9/17/12
REVISION "B"				
REVISION "C"				
REVISION "D"				
REVISION "E"				

EXPLANATION OF REVISION:

ENGINEERING SERVICES MEMORANDUM

FORM EN-31-00-04

EN12-02 Rev A

DESCRIPTION OF PROGRAM WORK (CONT)

[Large empty rectangular area for program work description]

RESOURCES (PERSONNEL, TIME, ETC.)

RESOURCES	START DATE	END DATE	RESOURCES	START DATE	END DATE

Sheet 2

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM SH-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN11-04 - Rev "C"								
		DATE 9/14/2012								
PROJECT TITLE [REDACTED]	CONTRACT NO. W31P4Q-10-C-0003									
ESTIMATED COMPLETION DATE OF ESM 10/28/12	COST ACCOUNT									
DESCRIPTION OF PROPOSED WORK The SuR team will conduct a study [REDACTED]										
<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th>GOVERNMENT FURNISHED EQUIPMENT</th> <th>DATE REQUIRED</th> <th>RETURN DATE</th> <th>CONDITION OF RETURN</th> </tr> <tr> <td colspan="4">To be specified in Sub-ESMs as required</td> </tr> </table>			GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN	To be specified in Sub-ESMs as required			
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN							
To be specified in Sub-ESMs as required										
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required										
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***										
	ORIGINAL	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE				
DIRECT LABOR HOURS	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]				
DIRECT LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]				
MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]				
COMPTON/CONTR LBR	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]				
TRAVEL & PER DIEM	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]				
OTHER	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]				
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]				
ESM MONITORS										
Raytheon ID# [REDACTED]			CMOS P.O. [REDACTED]							
CONCURRENCE SIGNATURES:										
	RAYTHEON ID#	DATE	CMOS PROJECT OFFICE		DATE					
ORIGINAL ISSUE	Original issued under MOD 18 and signed on 9/19/11	9/19/11								
REVISION "A"	MOD 0023 extended PoP	12/09/11								
REVISION "B"	[REDACTED]	4/24/12	[REDACTED]							
REVISION "C"	[REDACTED]	9/14/2012	[REDACTED]		9/17/12					
REVISION "D"	[REDACTED]		[REDACTED]							
REVISION "E"	[REDACTED]		[REDACTED]							
EXPLANATION OF REVISION:										
Original: Period of Performance from 1 October 2011 to 30 January 2012.										
Revision "A": Period of Performance extension from 30 January 2012 to 30 April 2012.										
Revision "B" Period of Performance Extension from 30 April 2012 to 30 September 2012.										
Revision "C" Period of Performance Extension from 30 September 2012 to 28 October 2012										

ENGINEERING SERVICES MEMORANDUM

EN11-04 - Rev "C"

REVISION	DATE	BY	DESCRIPTION	APPROVED	DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cont-Plus-Fixed-Fee	Page 1 Of 7
2. Amendment/Modification No. P00037	3. Effective Date SEP 20 2012	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (if applicable)	
6. Issued By ARMY CONTRACTING COMMAND BENDON [REDACTED] REDSTONE ARSENAL AL 35898-8200	Code W31P40	7. Administered By (if other than Item 6) DCMA RAYTHEON TENKSBURY 50 APPLE HILL DRIVE N/S T2PR2 TENKSBURY MA 01876-1198	Code S2205A	
[REDACTED]		SCD A PAS NONE ADP PT HQ0337		
RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		9A. Amendment Of Solicitation No.		
[REDACTED]		9B. Dated (See Item 11)		
TYPE BUSINESS: Large Business Performing in U.S.		10A. Modification Of Contract/Order No.		
Code 95716 Facility Code		W31P40-10-C-0003		
		10B. Dated (See Item 13) 2003MAR17		

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 amendments; (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)
ACRN: AM NET INCREASE: \$5,004,299.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

It Modifies The Contract/Order No. As Described In Item 14.

KIND MOD CODE: G

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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:
- D. Other (Specify type of modification and authority) _____
Exercise Option

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

[REDACTED]

[REDACTED] 9/20/12 [REDACTED] 9/20/12

Signed _____

(REV. 10-83)
48 CFR 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00037

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

A-1 THE PURPOSE OF THIS MODIFICATION (P00037) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION, PURSUANT TO SECTION H-7 TO THE CONTRACT ENTITLED "OPTIONS" THE US GOVERNMENT HEREBY EXERCISES
 [REDACTED] TOTAL LABOR FROM CLIN 0005.

A-5 AS A RESULT OF THIS MODIFICATION SLINS 0005AE AND 0005AF ARE ESTABLISHED IN THE TOTAL AMOUNT OF [REDACTED] ARE REFLECTED AS
 FOLLOWS:

CLIN	ESM	PRON	HOURS	DOLLAR
0005AE	EN13-03	4M2J722100	[REDACTED]	[REDACTED]
0005AF	EN13-03	4M2J722100	[REDACTED]	[REDACTED]

TOTAL [REDACTED]

FOR THE ACCOMPLISHMENT OF TASKS UNDER THE NEWLY ESTABLISHED SLINS: 0005AE AND 0005AF HAVE A PERIOD OF PERFORMANCE FROM 1 OCTOBER 2012
 THROUGH 30 AUGUST 2013.

A-6 THE BREAKOUT OF ASSOCIATED COSTS FOR SLINS 0005AE AND 0005AF ARE REFLECTED IN SECTION B OF THIS MODIFICATION.

A-7 BY EXECUTION OF THIS MODIFICATION, THE [REDACTED] ASSERTIONS ARE HEREBY INCORPORATED AS FOLLOWS.

ATTACHMENT TITLE	ATTACHMENT NUMBER
TDF RESTRICTED RIGHTS LICENSE DGMT07DODTDF	0047
INARY CODE LICENSE	0048
IDENTIFICATION AND ASSERTION OF RESTRICTIONS	0049

A-8 AS A RESULT OF THIS MODIFICATION, THE TOTAL CONTRACT OBLIGATED AMOUNT IS INCREASED BY \$5,004,299 FROM \$8,441,331 TO \$13,445,630.

A-9 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0037 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00037

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY13 OPTION PERIOD JLENS ENG SRVS</u></p> <p>FY13 Labor Material Total</p> <p>PCL COST [REDACTED]</p> <p>G&A [REDACTED]</p> <p>TCL COST (W/O COM [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FEE [REDACTED]</p> <p>CPPF [REDACTED]</p> <p>Description Hours Exercised Remaining</p> <p>PM/CM [REDACTED]</p> <p>ENGINEERING [REDACTED]</p> <p>PRODUCT ASSUR/TEST [REDACTED]</p> <p>LOGISTICS [REDACTED]</p> <p>TOTAL [REDACTED]</p> <p>Description Material Material</p> <p>Material Exercised Remaining</p> <p>ESTIMATED COST [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FIXED FEE [REDACTED]</p> <p>CPPF [REDACTED]</p> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B003)</p>				
0005AE	<p><u>FY13 OPTION EN13-03 LABOR</u></p> <p>NOUN: #11904 JLENS [REDACTED]</p> <p>PRON: 4M2J722100 PROH AMD: 01 ACRN: AH</p> <p>Estimated Cost [REDACTED]</p> <p>COM [REDACTED]</p> <p>Fixed Fee [REDACTED]</p> <p>Total [REDACTED]</p> <p>BOM Description Hours</p> <p>EN13-03 Labor [REDACTED]</p>				\$ [REDACTED]

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00037


Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
	<p>COMPOSITE HOURLY RATE [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>30-AUG-2013</td> </tr> </table> <p>[REDACTED]</p>	DLVR SCH	PERF COMPL	<u>REL CD</u>	<u>DATE</u>	001	30-AUG-2013				
DLVR SCH	PERF COMPL										
<u>REL CD</u>	<u>DATE</u>										
001	30-AUG-2013										
0005AF	<p>FY13 OPTION EN13-03 MATERIAL/ODC</p> <p>NOUN: #11904 JLENS [REDACTED] PRON: 4M2J722100 PRON AMD: 01 ACRN: AH</p> <p>Estimated Cost: [REDACTED] COM Fixed Fee [REDACTED] Total [REDACTED]</p> <p><u>ESM</u> <u>Description</u> EN13-03 MATERIAL</p> <p>COMPOSITE HOURLY RATE [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>30-AUG-2013</td> </tr> </table>	DLVR SCH	PERF COMPL	<u>REL CD</u>	<u>DATE</u>	001	30-AUG-2013				\$ [REDACTED]
DLVR SCH	PERF COMPL										
<u>REL CD</u>	<u>DATE</u>										
001	30-AUG-2013										

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W31P4Q-10-C-0003 **MOD/AMD** P00037

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	5 				

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PIIN/SHN W31P4Q-10-C-0003	MOD/AMD P00037	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	FRON/ AMS CD/ ITEM MIPR	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0005AE	4M2J722100	2	A.0000013.1.2	AH \$	[REDACTED]	[REDACTED]	[REDACTED]
0005AF	4M2J722100	2	A.0000013.1.2	AH \$	[REDACTED]	[REDACTED]	[REDACTED]
					NET CHANGE \$	5,004,299.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AH	021 201220132040 A5XFKJ 172419B55FPDG 251C L032089789 A.0000013.1.2	021001 \$ 5,004,299.00
NET CHANGE \$		5,004,299.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 8,441,331.00	\$ 5,004,299.00	\$ 13,445,630.00

LINE	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	
0005AE	AH	021 201220132040 A5XFKJ 172419B55FPDG	251C L032089789 A.0000013.1.2 021001
0005AF	AH	021 201220132040 A5XFKJ 172419B55FPDG	251C L032089789 A.0000013.1.2 021001

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 7 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00037

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0046	ENGINEERING SERVICE MEMORANDUM RN13-03	07-SEP-2012	002	EMAIL
Attachment 0047	TDF RESTRICTED RIGHTS LICENSE DGMT07DODTDF	14-SEP-2012	007	EMAIL
Attachment 0048	BINARY CODE LICENSE	17-SEP-2012	002	EMAIL
Attachment 0049	IDENTIFICATION AND ASSERTIONS OF RESTRICTIONS	17-SEP-2012	001	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM SH-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO. EN13-03
	DATE 9/7/2012

PROJECT TITLE JLENS [REDACTED] Cost Reduction Initiative	CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 08/30/2013	COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

- Support the functional redesign of the [REDACTED] hardware and software for JLENS to reduce the RDT&E and procurement costs.
- Conduct monthly reviews (one per quarter in person in Huntsville, AL) to review technical progress and cost and schedule status.
- Trade studies should assess changes to the existing [REDACTED] design and interface requirements (data and physical) that would drive costs downward using principles of [REDACTED] an independent Variable (CAIV) and Design To Unit Cost (DTUC). List of potential areas for consideration are attached.
- Conduct a decision review in Jan 2013 to select a preferred redesign alternative.

(See continuation sheet)

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE
 To be specified in Sub-ESMs as required.

ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]					
DIRECT LABOR & BURDEN \$	[REDACTED]	\$	\$	\$	\$	\$
MATERIAL \$	[REDACTED]	\$	\$	\$	\$	\$
COMPTV/SUBCONTR LER \$	[REDACTED]	\$	\$	\$	\$	\$
TRAVEL & PER DIEM \$	[REDACTED]	\$	\$	\$	\$	\$
OTHER \$	[REDACTED]	\$	\$	\$	\$	\$
TOTAL \$	[REDACTED]	\$	\$	\$	\$	\$

ESM MONITORS
 Raytheon (DB): [REDACTED] CMDS P.O.: [REDACTED]

CONCURRENCE SIGNATURES

	RAYTHEON ID#	DATE	DATE
ORIGINAL ISSUE	[REDACTED]	9/7/12	9/17/12
REVISION "A"	[REDACTED]		
REVISION "B"	[REDACTED]		
REVISION "C"	[REDACTED]		
REVISION "D"	[REDACTED]		
REVISION "E"	[REDACTED]		

EXPLANATION OF REVISION:

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00037
 ATTACHMENT 0046
 1 OF 2

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ENGINEERING SERVICES MEMORANDUM

FORM 64-31-00-04

ESM NO.
EN13-03

DESCRIPTION OF PROPOSED WORK (CONT)

5. Conduct a system functional review and a design review to document the recommended changes in functional configuration. Provide recommended requirements changes to the [REDACTED] CD in the form of draft NOR/RFDs that would facilitate a [REDACTED] alternative implementation. PDR level of design material is not part of this [REDACTED].
6. Create and provide simulations and/or emulators to represent the redesigned [REDACTED] with modified P&F [REDACTED] interface that support integration and analysis in the government's System Integration Labs (SILs).
7. Support the [REDACTED] in the determination of JLENS [REDACTED] design alternative impacts to JLENS [REDACTED] cost and performance and [REDACTED] schedule.

Areas for consideration to reduce costs:

- Evaluate impacts to the proposed CDR [REDACTED] design and current required functionality by eliminating the proposed [REDACTED] processor and 8 SAS disk RAID (IBM server), ASA 5510 (Router/Firewall/IPS) and the media converters in the Data Processing Station of the CPG hardware.
- Evaluate impacts of hosting remaining/resultant functionality on existing baseline hardware/software by eliminating the proposed CDR [REDACTED] processor and 8 SAS disk RAID (IBM server), ASA 5510 (Router/Firewall/IPS) and the media converters in the Data Processing Station of the CPG hardware.
- Evaluate and address constraints to existing baseline design memory/throughput margins and TPMs by eliminating the proposed CDR [REDACTED] processor and 8 SAS disk RAID (IBM server), ASA 5510 (Router/Firewall/IPS) and the media converters in the Data Processing Station of the CPG hardware.
- Provide other potential configuration changes to accommodate the [REDACTED] functionality, reduce required hardware and reuse JLENS software.
- Evaluate and/or leveraging existing [REDACTED] capabilities.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

JLENS
CONTRACT MODIFICATION
W3IP4Q-10-C-0003 MOD P00037
ATTACHMENT 0046
20F2

SEP 20 2012

RESTRICTED RIGHTS LICENSE - LICENSE NUMBER
 DGMT07DODTDF
 (ATTACHMENT 14)

This [REDACTED] is entered into as of the 25th day of January 2008 (the "Effective Date"), by and between Raytheon Company, a corporation organized and existing under the laws of the State of Delaware, and having offices at [REDACTED] acting by and thru its wholly owned subsidiary, [REDACTED] a Maryland corporation (hereinafter "Raytheon") and the Department of Defense (DoD) and any succeeding United States Government agency to the mission and goals of the DoD (hereinafter collectively referred to as "Licensee"), either or both of which may also hereinafter be referred to as the "Party" or "Parties," respectively.

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- (b) "Licensed Software" means [REDACTED] as described in Exhibit A hereto in executable or object code format.
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 W31P4Q-10-C-0003 MOD P00037
 ATTACHMENT 0047
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SEP 20 2012

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[REDACTED]

Director of Contracts

[REDACTED]

Licensee

Department of Defense

[REDACTED]

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W31P4Q-10-C-0013 MOD P0087
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**ATTACHMENT (14) EXHIBIT A
DETAILED SPECIFICATIONS**

1. [REDACTED] software version [REDACTED] consists of the following software elements:

[REDACTED]

2. [REDACTED] licensed Software Documentation is in the existing [REDACTED] format as of the effective date of this License.

(End of Summary of Changes)

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ENS
CONTRACT MODIFICATION
V3IP4Q-10-C-0003 MOD P00037
ATTACHMENT 0048
OF 2

SEP 20 2012

000539

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost-Plus-Fixed-Fee	Page 1 Of 6
2. Amendment/Modification No. P00038	3. Effective Date 27 Sep 2012	4. Requisition/Purchase Req No. SEE SCHEDULE		5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198		Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400 TYPE BUSINESS: Large Business Performing in U.S.		9A. Amendment Of Solicitation No. <input type="checkbox"/>		
Code 05716 Facility Code		9B. Dated (See Item 11)		
		10A. Modification Of Contract/Order No. <input checked="" type="checkbox"/> W31P4Q-10-C-0003		
		10B. Dated (See Item 13) 2003MAR17		

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 amendments; (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)

ACRN: AC NET DECREASE: -\$100,742.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

KIND MOD CODE: 7

It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To:
The Contract/Order No. In Item 10A. The Changes Set Forth In Item 14 Are Made In
- 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).
- C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of:
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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

Name And Title Of Contracting Officer (Type or print)

15C. Date Signed

9/27/12

30-105-0

16C. Date Signed

27 Sep 2012

FORM 30 (REV. 10-83)
NSA FAR (48 CFR) 53.243

000540

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 6

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00038

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING AMOUNTS TOTALING [REDACTED] ARE DEOBLIGATED FROM THE FOLLOWING CLINS:

CRN	CLIN	ACRN	DECREASED		
			AMOUNT	FROM	TO
4MLJ733700	0003AK	AC	[REDACTED]	[REDACTED]	[REDACTED]
4MLMMICST2	0003AM	AC	[REDACTED]	[REDACTED]	[REDACTED]
4MLJ740400	0003AN	AC	[REDACTED]	[REDACTED]	[REDACTED]
4MLJ740900	0003AR	AC	[REDACTED]	[REDACTED]	[REDACTED]
4MLJ740700	0003AS	AC	[REDACTED]	[REDACTED]	[REDACTED]
4MLJ740700	0003AT	AC	[REDACTED]	[REDACTED]	[REDACTED]

A-3 BY EXECUTION OF THIS MODIFICATION SECTION B REFLECTS THE DEOBLIGATION OF THE AMOUNTS LISTED ABOVE.

A-4 BY EXECUTION OF THIS MODIFICATION SECTION B REFLECTS FOLLOWING CORRECTIONS BELOW.

0003AM PERIOD OF PERFORMANCE

FROM	TO
2012 MAR 31	2012 MAY 31

0003AN HOURS REFERENCED FROM MOD P00016

FROM	TO
[REDACTED]	[REDACTED]

0003AS HOURS

FROM	TO
[REDACTED]	[REDACTED]

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT IS DECREASED BY AN OBLIGATED AMOUNT OF \$100,742.00 FROM \$13,445,630.00 TO \$13,344,888.00.

A-6 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0038 ***

Name of Offeror or Contractor: RAYTHON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT											
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS															
0003	SIL/IV&V SPT - 6075															
0003AK	<p><u>FY11 OPTION ESM E10-01-01B MATERIAL/ODC</u></p> <p>NOUN: SIL/IV&V SPT - 6075 PRON: 4M1J733700 PRON AMD: 03 ACRN: AC AMS CD: 172419E5551</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%;">DLVR SCH</td> <td style="width:35%;"></td> <td style="width:15%;">PERF COMPL</td> <td style="width:35%;"></td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> <td></td> </tr> <tr> <td>001</td> <td style="background-color: black; color: black;">[REDACTED]</td> <td>30-SEP-2012</td> <td></td> </tr> </table> <p style="text-align: right;">\$ [REDACTED]</p>	DLVR SCH		PERF COMPL		<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>		001	[REDACTED]	30-SEP-2012				\$ [REDACTED]
DLVR SCH		PERF COMPL														
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>														
001	[REDACTED]	30-SEP-2012														
0003AM	<p><u>FY11 OPTION ESM EN11-02 MATERIAL/ODC</u></p> <p>NOUN: [REDACTED] PRON: 4M1MMICST2 PRON AMD: 02 ACRN: AC AMS CD: 172419E5500</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%;">DLVR SCH</td> <td style="width:35%;"></td> <td style="width:15%;">PERF COMPL</td> <td style="width:35%;"></td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> <td></td> </tr> <tr> <td>001</td> <td style="background-color: black; color: black;">[REDACTED]</td> <td>31-MAY-2012</td> <td></td> </tr> </table>	DLVR SCH		PERF COMPL		<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>		001	[REDACTED]	31-MAY-2012				
DLVR SCH		PERF COMPL														
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>														
001	[REDACTED]	31-MAY-2012														
0003AN	<p><u>FY11 OPTION ESM EN11-03 LABOR</u></p> <p>NOUN: [REDACTED] PRON: 4M1J740400 PRON AMD: 03 ACRN: AC AMS CD: 172419E5551</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p>	[REDACTED]	HR		\$ [REDACTED]											

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0003AR	DLVR SCH <u>REL CD</u> <u>QUANTITY</u> <u>PERF COMPL DATE</u> 001 [REDACTED] 30-NOV-2011 \$ [REDACTED]				\$ [REDACTED]
0003AS	<u>FY11 OPTION ESM LOG11-02 MATERIAL/ODC</u> NOUN: PERFORM INTERIM SPT PRON: 4M1J740900 PRON AMD: 01 ACRN: AC AMS CD: 172419E5551 <u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination <u>Deliveries or Performance</u> DLVR SCH <u>REL CD</u> <u>QUANTITY</u> <u>PERF COMPL DATE</u> 001 [REDACTED] 31-OCT-2012 \$ [REDACTED]	[REDACTED]	HR		\$ [REDACTED]
0003AT	<u>FY11 OPTION ESM LOG11-01 MATERIAL/ODC</u> NOUN: PRE-LRIP WHOLE LIFE PRON: 4M1J740700 PRON AMD: 02 ACRN: AC AMS CD: 172419E5551 <u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination				\$ [REDACTED]

000543

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00038

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
	<p><u>Deliveries or Performance</u></p> <p>DLVR SCH</p> <table border="0"> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>PERF COMPL DATE</u></td> </tr> <tr> <td>001</td> <td>█</td> <td>30-SEP-2012</td> </tr> </table> <p>\$ █</p>	<u>REL CD</u>	<u>QUANTITY</u>	<u>PERF COMPL DATE</u>	001	█	30-SEP-2012				
<u>REL CD</u>	<u>QUANTITY</u>	<u>PERF COMPL DATE</u>									
001	█	30-SEP-2012									

LINE	ITEM	AMS CD/	OBLG	JO NO/	STAT	ACCT ASSGN	ACRN	AC	AMOUNT	PROR AMOUNT	NET CHANGE	INCREASE/	DECREASE/	CUMULATIVE
0003AK	4M1J733700		1					AC	\$					
0003AM	4M1MMICST2		1					AC	\$					
0003AN	4M1J740400		1					AC	\$					
0003AR	4M1J740900		1					AC	\$					
0003AS	4M1J740700		1					AC	\$					
0003AT	4M1J740700		1					AC	\$					

ACRN	ACCOUNTING CLASSIFICATION	21	1204000001515168P1724192516	501021	W31G3H									
------	---------------------------	----	-----------------------------	--------	--------	--	--	--	--	--	--	--	--	--

PRIOR AMOUNT	OF AWARD	13,445,630.00												
INCREASE/DECREASE	AMOUNT	-100,742.00												
CUMULATIVE	OBLIG AMT	13,344,888.00												

LINE	ITEM	ACRN	RDI/SPIS ACCOUNTING CLASSIFICATION	AC	AMOUNT	W31G3H	1515168172419855125164M1J733700	14M1J733700	14M1J733700
0003AK	AC	21	111220400000	W31G3H	1515168172419855125164M1J733700	14M1J733700	14M1J733700	14M1J733700	14M1J733700
0003AM	AC	21	111220400000	W31G3H	15151681724198550025164M1MMICST2	14M1MMICST2	14M1MMICST2	14M1MMICST2	14M1MMICST2
0003AN	AC	21	111220400000	W31G3H	1515168172419855125164M1J740400	14M1J740400	14M1J740400	14M1J740400	14M1J740400
0003AR	AC	21	111220400000	W31G3H	1515168172419855125164M1J740900	14M1J740900	14M1J740900	14M1J740900	14M1J740900
0003AS	AC	21	111220400000	W31G3H	1515168172419855125164M1J740700	14M1J740700	14M1J740700	14M1J740700	14M1J740700
0003AT	AC	21	111220400000	W31G3H	1515168172419855125164M1J740700	14M1J740700	14M1J740700	14M1J740700	14M1J740700

NET CHANGE \$ -100,742.00

INCREASE/DECREASE \$ -100,742.00

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cont-Plus-Fixed-Pds	Page 1 Of 5
2. Amendment/Modification No. P00039	3. Effective Date OCT 31 2012	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL, AL 35898-5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/>	9A. Amendment Of Solicitation No.
		<input type="checkbox"/>	9B. Dated (See Item 11)
		<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-1-C-0003
		<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR11
Code 05716	Facility Code		

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 13, and returning _____ copies of the amendments; (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)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order Is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority): _____

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

Name And Title Of Contracting Officer (Type or print) [REDACTED]	
15C. Date Signed 10/31/12	16C. Date Signed 10/31/12

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 5

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00039

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A
Kind of Modification: Administration Notice

End of Narrative A0000.

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 3 of 5

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00039

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

- A-1 THE PURPOSE OF THIS MODIFICATION (P00039) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT W31P4Q-10-C-0003.
- A-2 AS A RESULT OF THIS MODIFICATION, THE PERIOD OF PERFORMANCE FOR ESM EN12-03 REV B IS EXTENDED FROM 31 OCT 12 TO 21 DEC 12.
- A-3 AS A RESULT OF THIS MODIFICATION, THE TOTAL CONTRACT OBLIGATED AMOUNT IS UNCHANGED.
- A-4 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0039 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SHIN W31P4Q-10-C-0003 MOD/AMD P00039

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0004AG	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY12 OPTION ESM EN12-03 LABOR</u></p> <p>GENERIC NAME DESCRIPTION: 11466 [REDACTED] PRON: 4M2J715400 PRON AMD: 02 ACRN: AD AMS CD: 172419E555L PSC: 6625</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>21-DEC-2012</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	21-DEC-2012	[REDACTED]	HR		\$ [REDACTED]
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	[REDACTED]	21-DEC-2012												
0004AH	<p><u>FY12 OPTION ESM EN12-03 MATERIAL/ODC</u></p> <p>GENERIC NAME DESCRIPTION: 11466 [REDACTED] PRON: 4M2J715400 PRON AMD: 02 ACRN: AD AMS CD: 172419E555L PSC: 6625</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>21-DEC-2012</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	21-DEC-2012	[REDACTED]	LO		\$ [REDACTED]
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	[REDACTED]	21-DEC-2012												

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 5 of 5

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00039

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0043	ENGINEERING SERVICES MEMORANDUM (ESM) EN12-03"B"	04-SEP-2012	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

FORM SH-31-00-04

**U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA**

ESM NO.
EN12-03B
DATE
10/24/2012

PROJECT TITLE
[REDACTED]

CONTRACT NO.
W31P4Q-10-C-0003

ESTIMATED COMPLETION DATE OF ESM
12/21/2012

COST ACCOUNT

DESCRIPTION OF PROPOSED WORK
[REDACTED]

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPTV/SUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$

ESM MONITORS

Raytheon
IDS: [REDACTED]

CMDS P.O.: [REDACTED]

CONCURRENCE SIGNATURES:

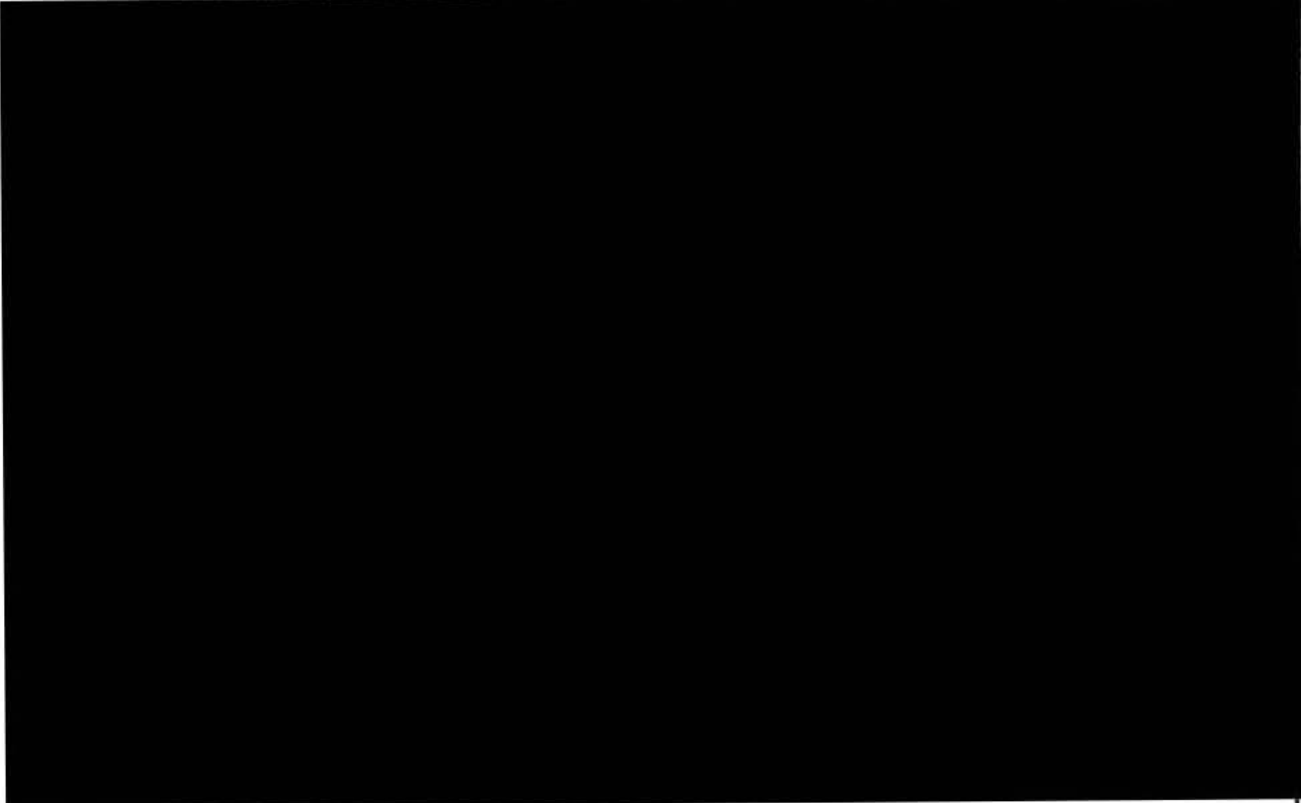
	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE		8/10/2012		
REVISION "A"	Extend POP to Oct 31, 2012	9/17/2012		
REVISION "B"	[REDACTED]	10/24/2012	[REDACTED]	10/29/12
REVISION "C"				
REVISION "D"				
REVISION "E"				

Sheet 1

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN12-03B

DESCRIPTION OF PROPOSED WORK (CONT)



MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00039
 ATTACHMENT 0043
 2 OF 2
OCT 31 2012

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
Cont-Plus-Fixed-Fee

Page 1 Of 4

2. Amendment/Modification No.

PG0040

3. Effective Date

NOV 05 2012

4. Requisition/Purchase Req No.

SEE SCHEDULE

5. Project No. (If applicable)

6. Issued By

Code

W31P4Q

7. Administered By (If other than Item 6)

Code

S2205A

ARMY CONTRACTING COMMAND-REDSTONE
[REDACTED]
REDSTONE ARSENAL AL 35898-5280

DCMA RAYTHEON TEWKSBURY
50 APPLE HILL DRIVE
M/S T2FR2
TEWKSBURY MA 01876-1198

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)

RAYTHEON COMPANY
350 LOWELL ST
ANDOVER, MA 01610-4400

9A. Amendment Of Solicitation No.

9B. Dated (See Item 11)

10A. Modification Of Contract/Order No.

W31P4Q-10-C-0003

10B. Dated (See Item 13)

2003MAR17

Code 05716

Facility Code

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 amendments; (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)

NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: _____ 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 data, 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:

D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

16A. Name And Title Of Contracting Officer (Type or print)

15C. Date Signed

10/31/12

15C. Date Signed

11/5/12

PREVIOUS EDITIONS UNUSABLE

(REV. 10-83)
R (48 CFR) 53.243

000553

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 4

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00040

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A
Kind of Modification: Administration Notice

End of Narrative A0000.

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 3 of 4

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00040

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

A-1 THE PURPOSE OF THIS MODIFICATION (P00040) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT W31P4Q-10-C-0003.

A-2 AS A RESULT OF THIS MODIFICATION, ATTACHMENT 0049 REVISION "B" IS INCORPORATED INTO SECTION J.

A-3 AS A RESULT OF THIS MODIFICATION, THE TOTAL CONTRACT OBLIGATED AMOUNT IS UNCHANGED.

A-4 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0040 ***

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 4 of 4

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00040

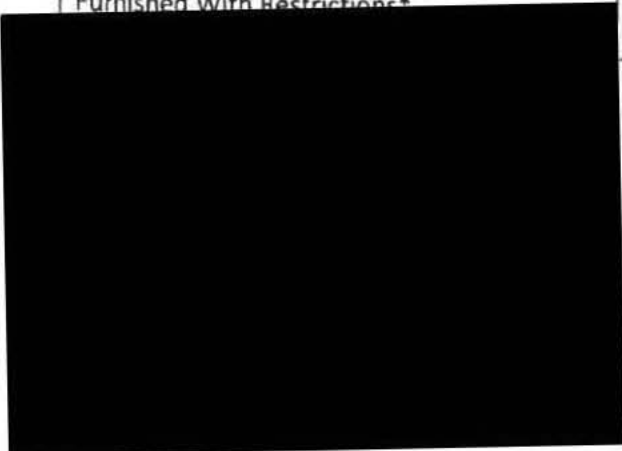
Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of</u> <u>Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number</u> <u>of Pages</u>	<u>Transmitted By</u>
Attachment 0049	IDENTIFICATION AND ASSERTIONS OF RESTRICTIONS REV "B"	24-OCT-2012	001	EMAIL

Identification and Assertion of Restrictions on the Government's Use, Release, or Disclosure of Noncommercial Technical Data and Noncommercial Computer Software and Noncommercial Computer Software Documentation

The Contractor asserts for itself, or the persons identified below, that the Government's rights to use, release, or disclose the following computer software should be restricted:

Computer Software/ Computer Documentation/Technical Data to be Furnished With Restrictions*	Basis for Assertion**	Asserted Rights Category***	Name of Person Asserting Restrictions****
	Developed Exclusively at Private Expense	Restricted Rights	Raytheon Company

* Generally, development at private expense, either exclusively or partially, is the only basis for asserting restrictions on the Government's rights to use, release, or disclose computer software.

** Indicate whether development was exclusively or partially at private expense. If development was not at private expense, enter the specific reason for asserting that the Government's rights should be restricted.

*** Enter asserted rights category (e.g., restricted or government purpose rights in computer software, government purpose license rights from a prior contract, rights in SBIR software generated under another contract, or specifically negotiated licenses).

**** Corporation, individual, or other person, as appropriate.

Date: 23 February 2012

Printed Name and Title 

Signature: 

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost-Plus-Fixed-Fee	Page 1 Of 4
2. Amendment/Modification No. P00041	3. Effective Date DEC 07 2012	4. Requisition/Purchase Req No. SER SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE REDSTONE ARSENAL AL 35898-5200	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TENKSURRY 50 APPLE HILL DRIVE M/S T2FR2 TENKSURRY MA 01876-1198	Code S2205A	
8. Address of Contractor (Firm, Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400			<input type="checkbox"/>	9A. Amendment Of Solicitation No.
			<input type="checkbox"/>	9B. Dated (See Item 11)
			<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
			<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17
Code 05716	Facility Code			

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 amendments; (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)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order Is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority) _____

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15. [Redacted]	16A. Name And Title Of Contracting Officer (Type or print) [Redacted]
15C. Date Signed 12/6/2012	16C. Date Signed 12/7/12

PREVIOUS EDITIONS UNUSABLE

M 30 (REV. 10-83)
FAR (48 CFR) 53.243

000558

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 4

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00041

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name

Buyer Office Symbol/Telephone Number

Type of Business: Large Business Performing in U.S.

Surveillance Criticality Designator: A

Kind of Modification: Administration Notice

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUMS ARE INCORPORATED IN SECTION J.

A-3 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT AMOUNT REMAINS UNCHANGED.

A-4 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0041 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00041

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																													
0003	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY 11 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="0"> <tr> <td>FY11</td> <td>LABOR</td> <td>MATERIAL</td> <td>TOTAL</td> <td></td> <td></td> </tr> <tr> <td>PCL COST</td> <td colspan="4" rowspan="6">[REDACTED]</td> <td></td> </tr> <tr> <td>G&A</td> </tr> <tr> <td>TCL COST (W/O COM)</td> </tr> <tr> <td>COST OF MONEY</td> </tr> <tr> <td>FEE</td> </tr> <tr> <td>CPFF</td> </tr> <tr> <td>DESCRIPTION</td> <td>MATERIAL</td> <td>MATERIAL</td> <td></td> <td></td> <td></td> </tr> <tr> <td>ESTIMATED COST</td> <td>MATERIAL</td> <td>EXERCISED</td> <td>REMAINING</td> <td></td> <td></td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="4">[REDACTED]</td> <td></td> </tr> <tr> <td>FIXED FEE</td> <td colspan="4">[REDACTED]</td> <td></td> </tr> <tr> <td>CPFF</td> <td colspan="4">[REDACTED]</td> <td></td> </tr> <tr> <td>PM/CM</td> <td colspan="4">[REDACTED]</td> <td></td> </tr> <tr> <td>ENG</td> <td colspan="4">[REDACTED]</td> <td></td> </tr> <tr> <td>PA/TEST</td> <td colspan="4">[REDACTED]</td> <td></td> </tr> <tr> <td>LOG</td> <td colspan="4">[REDACTED]</td> <td></td> </tr> <tr> <td>TOTAL</td> <td colspan="4">[REDACTED]</td> <td></td> </tr> </table> <p>(End of narrative B004)</p>	FY11	LABOR	MATERIAL	TOTAL			PCL COST	[REDACTED]					G&A	TCL COST (W/O COM)	COST OF MONEY	FEE	CPFF	DESCRIPTION	MATERIAL	MATERIAL				ESTIMATED COST	MATERIAL	EXERCISED	REMAINING			COST OF MONEY	[REDACTED]					FIXED FEE	[REDACTED]					CPFF	[REDACTED]					PM/CM	[REDACTED]					ENG	[REDACTED]					PA/TEST	[REDACTED]					LOG	[REDACTED]					TOTAL	[REDACTED]								
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CONTINUATION SHEET

Reference No. of Document Being Continued

Page 5 of 5

PIIN/SHN W31P4Q-10-C-0003

MOD/AMD P00041

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0017	ENGINEERING SERVICES MEMORANDUM EN 11-03 REV D	28-SEP-2012	002	EMAIL
Attachment 0033	ENGINEERING SERVICES MEMORANDUM EN11-02 REV C	28-SEP-2012	002	EMAIL
Attachment 0034	ENGINEERING SERVICES MEMORANDUM LOG11-02 REV D	28-SEP-2012	002	EMAIL
Attachment 0035	ENGINEERING SERVICES MEMORANDUM EN10-01-01 REV E	28-SEP-2012	002	EMAIL
Attachment 0040	ENGINEERING SERVICES MEMORANDUM (ESM) LOG11-01 REV C	28-SEP-2012	002	EMAIL

000561

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM 5H-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN11-03 – Rev "D"	
		DATE 12/5/2012	
PROJECT TITLE [REDACTED]		CONTRACT NO. W31P4Q-10-C-0003	
ESTIMATED COMPLETION DATE OF ESM 11/30/11		COST ACCOUNT	
DESCRIPTION OF PROPOSED WORK [REDACTED]			
*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***			
GOVERNMENT FURNISHED EQUIPMENT		DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required			
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required			
ESTIMATED COST			
			"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]		
DIRECT LABOR & BURDEN	[REDACTED]		\$
MATERIAL	[REDACTED]		\$
COMPTR/SUBCONTR LBR	[REDACTED]		\$
TRAVEL & PER DIEM	[REDACTED]		\$
OTHER	[REDACTED]		\$
TOTAL	[REDACTED]		\$
ESM MONITORS Raytheon IDS: [REDACTED] CMDS P.O.: [REDACTED]			
CONCURRENCE SIGNATURES:			
	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE
ORIGINAL ISSUE			
REVISION "A"			
REVISION "B"			
REVISION "C"	[REDACTED]	9/22/2011	[REDACTED]
REVISION "D"	[REDACTED]	12/5/2012	[REDACTED]
REVISION "E"	[REDACTED]		12/6/12
EXPLANATION OF REVISION: Revision "A": Changes Estimated Completion Date from 30 June 2011 to 31 August 2011 Revision "B" Changes Estimated Completion Date from 31 August 2011 to 30 November 2011 Revision "C" Decreases the Estimated Cost from [REDACTED] and adjusts subcontract labor as originally contemplated to Direct Labor. Revision "D" Deobligates FY11 Funding			

ENGINEERING SERVICES MEMORANDUM

ESM NO.

EN11-03 Rev D

DESCRIPTION OF PROPOSED WORK (CON'T)

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Sheet 2

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA

ESM NO.
EN11-02 REV "C"

DATE
09/28/2012

PROJECT TITLE

CONTRACT NO.
W31P4Q-10-C-0003
COST ACCOUNT

05/31/2012

DESCRIPTION OF PROPOSED WORK

[REDACTED]

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE
To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPTRI/SUBCONTR L&R	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$

ESM MONITORS
Raytheon IDS: [REDACTED] CMDS P.O. [REDACTED]

CONCURRENCE SIGNATURES:

	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE	Issued in P00010	5/11/2011		
REVISION "A"	Issued in P00019	9/23/2011		
REVISION "B"	Issued MOD P00026	2/29/2012		
REVISION "C"	[REDACTED]	10/1/2011	[REDACTED]	11/18/12
REVISION "D"				
REVISION "E"				

EXPLANATION OF REVISION:
Rev A - Extends PoP for SubCLINs 0003AL and 0003AM from 9/30/2011 to 3/31/2012
Rev B - Extends PoP for SubCLINs 0003AL and 0003AM from 3/31/2012 to 5/31/2012.
Rev C - Deobligated FY11 Funds

ENGINEERING SERVICES MEMORANDUM

ESM NO.

EN11-02 Rev "C"

DESCRIPTION OF PROPOSED WORK (CONT)

Included herewith, for informational purposes only, are scope summaries for the remaining three (3) phases. These phases will be proposed as follow-on efforts:

Phase 2: This will be a detailed study phase consisting of the following two (2) steps:

1. Quantify the impact that the interference has on the performance of both the SuR and FCR and ascertain the improvement that the proposed solutions provide. The solutions will be iterated during this step. This step will also use the tactical code where possible to verify the interference impact on the JLENS orbit. No modifications to the tactical code will be made during this step.
2. Based on the data available, generate a cost and schedule estimate to implement the solutions derived in Phase 1.

Phase 3: During this phase, agreed upon design changes will be implemented. SIL testing will be included in this phase.

Phase 4: This phase will consist of outdoor testing using actual man made interference [REDACTED]. The location of this testing will be determined at a later date, however, it is understood that some will be conducted at Pelham, NH and that some will be conducted at UTRR and/or WSTC. This phase will also include Software and Hardware regression testing.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

DEC 07 2012

ENGINEERING SERVICES MEMORANDUM

**U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA**

ESM NO.

LOG11-02 REV "D"

DATE

09/28/2012

PROJECT TITLE

Perform Interim Support Business Case Analysis (BCA)

CONTRACT NO.

W31P4Q-10-C-0003

ESTIMATED COMPLETION DATE OF ESM

10/31/2012

COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

The purpose of JLENS Interim Support is to provide total or partial logistics support until a formal, long term government maintenance capability is developed. As required by the Government, JLENS Interim Support may include all services, supplies, and management necessary to field, operate, maintain and support the JLENS SDD Orbits 1 and 2 after their acceptance by the Government. Interim support tasks may include site development, system deployment, installation, field and depot level support, Field Support Representatives (FSRs), stock, storage and issuance of spares and repair parts, the providing of an Inventory Control Point, system upgrades (ECPs) for growth/technology insertion, software maintenance/updates, training, training support and updates to existing training material, updates to technical documentation, and necessary project management, systems engineering and configuration management activities.

To cost effectively develop and execute interim support consistent with the mission and operations requirements and sustainment metrics defined by the Government, modeling and simulation, analyses, and trade studies will be performed as part of a

(continued below)

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL	"A"	"B"	"C"	"D"	"E"	CHANGE
DIRECT LABOR HOURS							
DIRECT LABOR & BURDEN \$							\$
MATERIAL \$							\$
COMPT/SUBCOMTR LBR \$							\$
TRAVEL & PER DIEM \$							\$
OTHER \$							\$
TOTAL \$							\$

ESM MONITORS

CONCURRENCE

	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE	Issued MOD P00012	6/1/2011		
REVISION "A"	Issued MOD P00019	9/23/2011		
REVISION "B"	Issued MOD P00026	2/29/2012		
REVISION "C"	Issued MOD P00026	9/13/2012		
REVISION "D"		10/1/2012		1/18/12
REVISION "E"				

EXPLANATION OF REVISION:

- Rev "A" - Extended PoP for SUBCLIN 0003AQ from 9/30/2011 to 9/30/2012 and SUBCLIN 0003AR from 6/01/2011 to 9/30/2012.
- Rev "B" - Moves [redacted] under SLIN 0003AR- material dollars to SLIN 0003AQ - Labor dollars.
- Rev "C" - Extends the PoP from 9/30/2012 to 10/31/2012
- Rev "D" - Deobligates FY11 Funding

000566

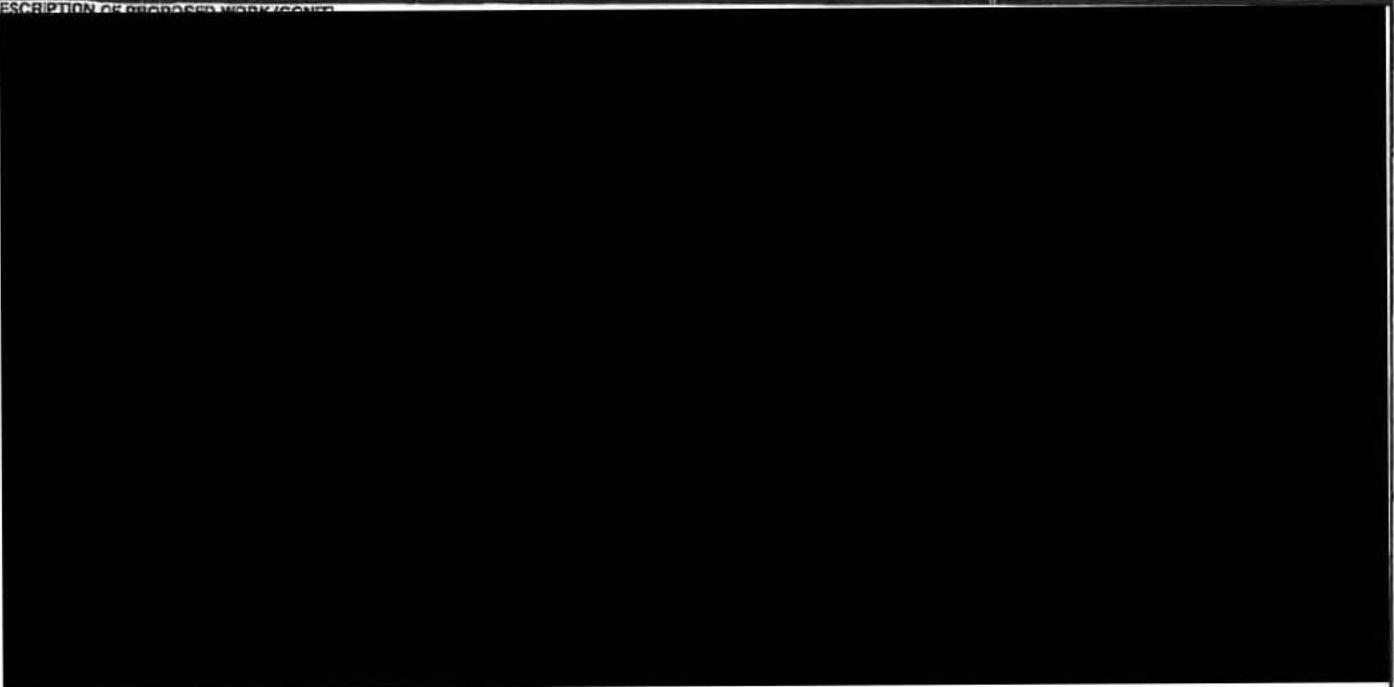
ENGINEERING SERVICES MEMORANDUM

FORM SH-31-00-04

ESM NO.

EN11-02 Rev "C"

DESCRIPTION OF PROGRESS WORK/COMPLETION



MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

000567

**U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA**

ESM NO.

LOG11-01 Rev "C"

DATE

9/28/2012

PROJECT TITLE

Provide JLENS Pre-LRIP Whole Life Availability Management

CONTRACT NO.

W31P4Q-10-C-0003

ESTIMATED COMPLETION DATE OF ESM

9/30/2012

COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

JLENS Whole Life Availability Management includes ongoing, pre-LRIP review, identification and mitigation analyses of actual and potential availability risks that will impact production of the system over the contract period of performance as well as initial sustainment as of sell-off. Availability Management will effectively integrate parts availability, COTS EOL (End Of Life) & EOSL (End Of Service Life), interchangeability and substitutability, part replacement locating, supplier interface, technology insertion, reliability performance, and inventory management. JLENS Availability Management consists of four components: 1) Availability Management planning, 2) development and coordination of mitigation strategies, 3) transfer of Availability Management results to JPO for incorporation into their controlled website and 4) delivery of Availability Management planning and assessment reports.

(continued below)

GOVERNMENT FURNISHED EQUIPMENT

DATE REQUIRED

RETURN DATE

CONDITION OF RETURN

To be specified in Sub-ESMs as required

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL	"A"	"B"	"C"	"D"	"E"
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN \$						
MATERIAL \$						
COMPT/SUBCONTR LBR \$						
TRAVEL & PER DIEM \$						
OTHER \$						
TOTAL \$						

ESM MONITORS

Ratheon
IDS:

CMDS P.O.:

CONCURRENCE SIGNATURES:

	RATHEON IDS	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE	Issued MOD P00013	6/15/2011		
REVISION "A"	Issued MOD P00019	9/23/2011		
REVISION "B"	Issued MOD P00030	7/26/2012		
REVISION "C"		10/1/2012		11/18/12
REVISION "D"				
REVISION "E"				

EXPLANATION OF REVISION:

REV "A" - Extend PoP for SUBCLINs 0003AS and 0003AT from 9/30/2011 to 8/31/2012.

REV "B" - Extend PoP for SUBCLINs 0003AS and 0003AT from 8/31/2012 to 9/30/2012.

Rev C - Deobligates FY11 funding

Sheet 1

JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003 MOD P00041
ATTACHMENT 0040
1 OF 2 DEC 07 2012

ENGINEERING SERVICES MEMORANDUM

ESM NO.
LOG11-01 REV "C"

DESCRIPTION OF PROPOSED WORK (CONT)

1. Perform Availability Management Planning

Organization of tasks required to perform Availability Management in preparation for JLENS LRIP. Includes scheduling, prioritization, migration of lessons learned, system level oversight of End of Life/End of Service Life (EOL/EOSL) thresholds for all externally procured and internally fabricated Lowest Replaceable Units(LRUs) throughout the system's POP (March 2011- May 2012). Also includes establishment and oversight of system Availability Risk Level (ARL) and development and implementation of asset availability and obsolescence mitigation strategies. Additionally provide Availability Management lead role, EVMS management, and customer interface.

2. Coordinate Mitigation Strategies

Coordinate mitigation strategies for parts obsolescence and availability issues as they arise during the Pre-LRIP phase of the program. Coordinate Rapid Response Team action items to support Investigation Requests (IR). Address problematic design issues as requested by the Subject Matter Experts (SMEs).

Provide Availability Management program meeting support by preparing for and attending weekly program support meetings, design reviews, IPDS reviews, system reviews, team meetings, and any other regularly scheduled program meetings and events as required. Provide weekly and monthly subcontractor progress reviews and attend customer Monthly meeting (VTC or Teleconference). As required obtain SME support from subcontractors TCOM and Raytheon SAS .

3. Periodic Transfer of Data to JPO to Incorporate Into Their Controlled Website

Accommodate web based reporting needs of JLENS program. Task to include the expansion of the current reporting capabilities within the Availability Dashboard. This task requires incorporation of all pertinent LRIP data structures and inputs into current reporting databases. Availability management data can be periodically (i.e. daily, weekly, etc.) transferred to JPO for incorporation into their controlled website.

4. Deliver Planning and Assessment Reports

Prepare monthly availability assessment reports and weekly Availability Management highlights to summarize activities and accomplishments. Inputs include tasks, status, and issues encountered during previous period. Deliver final summary availability assessment report at completion of contract period.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cost-Plus-Fixed-Fee	Page 1 Of 7
2. Amendment/Modification No. P00042	3. Effective Date DEC 18 2012	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]	Code W31P40	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	Code S2205A
8. Name and Address of Contractor (From Item 1, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/> 9A. Amendment Of Solicitation No. <input type="checkbox"/> 9B. Dated (See Item 11) <input checked="" type="checkbox"/> 10A. Modification Of Contract/Order No. W31P40-10 C-0003 <input type="checkbox"/> 10B. Dated (See Item 13) 2003MAR17	
Code 05716	Facility Code		

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 amendments; (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)

ACRN: AJ NET INCREASE: \$291,522.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ The Changes Set Forth In Item 14 Are Made In _____
- 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).
- C. This Supplemental Agreement is Entered Into Pursuant To Authority Of: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 Contracting Officer (Type or print)	[REDACTED]	15B. Name and Title of Contracting Officer (Type or print)	[REDACTED]
15C. Date Signed	12/18/2012	15D. Date Signed	2/18/12

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PHN/SHN W31P4Q-10-C-0003

MOD/AMD P00042

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name [REDACTED]
Buyer Office Symbol/Telephone Number [REDACTED]
Type of Business: Large Business Pe [REDACTED]
Surveillance Criticality Designator: A
Kind of Modification: Administration Notice

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00042) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION, PURSUANT TO SECTION H-7 TO THE CONTRACT ENTITLED "OPTIONS" THE US GOVERNMENT HEREBY EXERCISES [REDACTED] TOTAL LABOR FROM CLIN 0005.

A-5 AS A RESULT OF THIS MODIFICATION SLINS 0005AG AND 0005AH ARE ESTABLISHED IN THE TOTAL AMOUNT OF [REDACTED] IS ARE REFLECTED AS FOLLOWS:

Table with columns: CLIN, ESM, PRON, HOURS, DOLLAR. Rows for 0005AG, 0005AH, and TOTAL. Values for HOURS and DOLLAR are redacted.

FOR THE ACCOMPLISHMENT OF TASKS UNDER THE NEWLY ESTABLISHED SLINS: 0005AG AND 0005AH HAVE A PERIOD OF PERFORMANCE FROM 15 DECEMBER 2012 THROUGH 27 SEPTEMBER 2013.

A-6 THE BREAKOUT OF ASSOCIATED COSTS FOR SLINS 0005AG AND 0005AH ARE REFLECTED IN SECTION B OF THIS MODIFICATION.

A-7 AS A RESULT OF THIS MODIFICATION, THE TOTAL CONTRACT OBLIGATED AMOUNT IS INCREASED BY \$291,522 FROM \$13,344,888 TO \$13,636,410.

A-8 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0042 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00042

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																				
0005	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY13 OPTION PERIOD JLENS ENG SRVS</u></p> <p><u>FY13</u> <u>Labor</u> <u>Material</u> <u>Total</u></p> <p>PCL COST [REDACTED]</p> <p>G&A [REDACTED]</p> <p>TCL COST (W/O COM [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <table border="0"> <thead> <tr> <th data-bbox="261 751 467 779"><u>Description</u></th> <th data-bbox="467 751 586 779"><u>Hours</u></th> <th data-bbox="586 751 704 779"><u>Hours</u></th> <th data-bbox="704 751 823 779"><u>Hours</u></th> </tr> <tr> <td></td> <td></td> <td><u>Exercised</u></td> <td><u>Remaining</u></td> </tr> </thead> <tbody> <tr> <td>PM/CM [REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>ENGINEERING [REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>PRODUCT ASSUR/TEST [REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>LOGISTICS [REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>TOTAL [REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> </tbody> </table> <table border="0"> <thead> <tr> <th data-bbox="261 1014 467 1041"><u>Description</u></th> <th data-bbox="467 1014 586 1041"><u>Material</u></th> <th data-bbox="586 1014 704 1041"><u>Material</u></th> <th data-bbox="704 1014 823 1041"><u>Material</u></th> </tr> <tr> <td></td> <td></td> <td><u>Exercised</u></td> <td><u>Remaining</u></td> </tr> </thead> <tbody> <tr> <td>ESTIMATED COST [REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>COST OF MONEY [REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>FIXED FEE [REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> <tr> <td>CPFF [REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> <td>[REDACTED]</td> </tr> </tbody> </table> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B004)</p>	<u>Description</u>	<u>Hours</u>	<u>Hours</u>	<u>Hours</u>			<u>Exercised</u>	<u>Remaining</u>	PM/CM [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	ENGINEERING [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	PRODUCT ASSUR/TEST [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	LOGISTICS [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	TOTAL [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	<u>Description</u>	<u>Material</u>	<u>Material</u>	<u>Material</u>			<u>Exercised</u>	<u>Remaining</u>	ESTIMATED COST [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	COST OF MONEY [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	FIXED FEE [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	CPFF [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]				
<u>Description</u>	<u>Hours</u>	<u>Hours</u>	<u>Hours</u>																																																						
		<u>Exercised</u>	<u>Remaining</u>																																																						
PM/CM [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]																																																						
ENGINEERING [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]																																																						
PRODUCT ASSUR/TEST [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]																																																						
LOGISTICS [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]																																																						
TOTAL [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]																																																						
<u>Description</u>	<u>Material</u>	<u>Material</u>	<u>Material</u>																																																						
		<u>Exercised</u>	<u>Remaining</u>																																																						
ESTIMATED COST [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]																																																						
COST OF MONEY [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]																																																						
FIXED FEE [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]																																																						
CPFF [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]																																																						
0005AG	<p><u>SERVICES LINE ITEM</u></p> <p>GENERIC NAME DESCRIPTION: #12623 JLENS GSIL SU PRON: 4M3J710200 PRON AMD: 01 ACRN: AJ</p> <p>Estimated Cost [REDACTED]</p> <p>COM [REDACTED]</p> <p>Fixed Fee [REDACTED]</p> <p>Total [REDACTED]</p> <table border="0"> <thead> <tr> <th data-bbox="261 1787 354 1814"><u>ESM</u></th> <th data-bbox="354 1787 581 1814"><u>Description</u></th> <th data-bbox="581 1787 673 1814"><u>Hours</u></th> </tr> </thead> <tbody> <tr> <td>EN13-04</td> <td>Labor</td> <td>[REDACTED]</td> </tr> </tbody> </table>	<u>ESM</u>	<u>Description</u>	<u>Hours</u>	EN13-04	Labor	[REDACTED]	[REDACTED]	LO		\$ [REDACTED]																																														
<u>ESM</u>	<u>Description</u>	<u>Hours</u>																																																							
EN13-04	Labor	[REDACTED]																																																							

CONTINUATION SHEET

Reference No. of Document Being Continued
 PHN/SHN W31P4Q-10-C-0003 MOD/AMD P00042

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p>COMPOSITE HOURLY RATE [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD QUANTITY DATE</u> 001 [REDACTED] 27-SEP-2013</p> <p>\$ [REDACTED]</p>				
0005AH	<p><u>SERVICES LINE ITEM</u></p> <p>GENERIC NAME DESCRIPTION: #12623 JLENS GSIL SU PRON: 4M3J710200 PRON AMD: 01 ACRN: AJ</p> <p>Estimated Cost [REDACTED] COM [REDACTED] <u>Fixed Fee</u> [REDACTED] Total [REDACTED]</p> <p><u>RSM Description</u> EN13-04 MATERIAL</p> <p>COMPOSITE HOURLY RATE [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL</p>	[REDACTED]	LO		\$ [REDACTED]

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00042

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
<u>REL CD</u> 001	<u>QUANTITY</u> [REDACTED] <u>DATE</u> 27-SEP-2013				
	\$ [REDACTED]				

000574

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 6 of 7

PIIN/SHN W31P4Q-10-C-0003

MOD/AMD P00042

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ ITEM	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0005AG	4M3J710200	2	A.0009263.1.2	AJ \$	[REDACTED]	[REDACTED]	[REDACTED]
0005AH	4M3J710200	2	A.0009263.1.2	AJ \$	[REDACTED]	[REDACTED]	[REDACTED]
					NET CHANGE	\$ 291,522.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AJ	021 201320142040 A5XPJ 172419E55PPDG 251C L032673136 A.0009263.1.2	021001 \$ 291,522.00
		NET CHANGE \$ 291,522.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 13,344,888.00	\$ 291,522.00	\$ 13,636,410.00

LINE	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	
0005AG	AJ	021 201320142040 A5XPJ 172419E55PPDG	251C L032673136 A.0009263.1.2 021001
0005AH	AJ	021 201320142040 A5XPJ 172419E55PPDG	251C L032673136 A.0009263.1.2 021001

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 7 of 7**

PHN/SHN W31P4Q-10-C-0003

MOD/AMD P00042

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0050	ENGINEERING SERVICES MEMORANDUM EN13-04	13-NOV-2012	002	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM EH-31-00-00

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN13-04				
PROJECT TITLE Provide support to the Government System Integration Labs (SILs)		DATE 11/13/2012				
ESTIMATED COMPLETION DATE OF ESM 09/27/13		CONTRACT NO. W31P4Q-10-C-0003				
DESCRIPTION OF PROPOSED WORK		COST ACCOUNT				
<ol style="list-style-type: none"> Support maintenance of the real-time HWIL facility at [redacted] collectively referred to as the GS [redacted] the [redacted] at [redacted] Support coordination, delivery and installation of software build deliveries and relevant mods (patches) Attend meetings, VTCs, and/or telecons as requested in support of SIL installation/maintenance activities Support configuration management and security certification programs, as requested Review findings/issues provided by the JPO as a result of source code analysis and IV&V activities, including the review of findings/issues of subcontractor software where applicable. Support the IV&V dynamic evaluations through generation of STR lists as required, SME support during planning, and coordination of issues resulting from dynamic testing <p>[redacted] support not included [redacted] did not need to support on-site SIL efforts.</p>						
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE				
To be specified in Sub-ESMs as required						
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE						
To be specified in Sub-ESMs as required						
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[redacted]					
DIRECT LABOR & BURDEN	\$ [redacted]	\$	\$	\$	\$	\$
MATERIAL	\$ [redacted]	\$	\$	\$	\$	\$
COMPT/SUBCONTR LBR	\$ [redacted]	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$ [redacted]	\$	\$	\$	\$	\$
OTHER	\$ [redacted]	\$	\$	\$	\$	\$
TOTAL	\$ [redacted]	\$	\$	\$	\$	\$
ESM MONITORS						
Raytheon IOS: Susan Coe			CMDS P.O.: Nathan A. Graham			
CONCURRENCE SIGNATURES:						
ORIGINAL ISSUE	[redacted]	DATE	[redacted]	DATE	[redacted]	[redacted]
REVISION "A"	[redacted]					
REVISION "B"						
REVISION "C"						
REVISION "D"						
REVISION "E"						

Sheet 1

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00042
 ATTACHMENT 0050
 1 OF 2
DEC 18 2012

ENGINEERING SERVICES MEMORANDUM

EGM NO. **EN13-04**

DESCRIPTION OF PROPOSED WORK (CONT)

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT 1. Contract ID Code
Cost-Plus-Fixed-Fee Page 1 Of 5

2. Amendment/Modification No. P00043 3. Effective Date
DEC 20 2012 4. Requisition/Purchase Req No.
SEE SCHEDULE 5. Project No. (if applicable)

6. Issued By Code W31P40 7. Administered By (if other than item 6)
DCMA RAYTRON TEMKSURY
50 APPLE HILL DRIVE
W/S T2PR2
TEMKSURY MA 01876-1198 Code S2205A

ARMY CONTRACTING COMMAND-REDSTONE
[REDACTED]
REDSTONE ARSENAL AL 35898-5280

EMAIL: [REDACTED]

8. Name And Address Of Contractor (No. Street, City, County, State and Zip Code)
RAYTRON COMPANY
350 LOWELL ST
ANDOVER, MA 01810-4400

9A. Amendment Of Solicitation No.

9B. Dated (See Item 11)

10A. Modification Of Contract/Order No.
W31P4Q-10-C-0003

10B. Dated (See Item 13)
2003MAR17

Code 05716 Facility Code

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 amendments; (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)
ACRN: AE NET INCREASE: \$.00

**13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.**

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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:
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 Contracting Officer (Type or print) [REDACTED]

15B. Date Signed 12/20/2012

16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]

16B. Date Signed 12/20/12

FORM 7540-01-152-8070
PREVIOUS EDITIONS UNUSABLE

(REV. 10-83)
(48 CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 5

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00043

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A
 Kind of Modification: Administration Notice

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J.

ATTACHMENT 41 EN12-04 REV "A"

A-3 BY EXECUTION OF THIS MODIFICATION REALIGNMENT OF SLIN 0004AD AND 0004AE ARE AS FOLLOWS.

SLIN 0004AD (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]		
DIR LABOR & BURDEN	[REDACTED]		
MATERIAL	[REDACTED]		

SLIN 0004AE (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]		
DIR LABOR & BURDEN	[REDACTED]		
MATERIAL	[REDACTED]		

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT AMOUNT REMAINS UNCHANGED.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0043 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SHIN W31P4Q-10-C-0003 MOD/AMD P00043

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS				
0004	12516 MSE INTERCEPTO				
0004AD	<p><u>FY12 OPTION ESM E12-04 LABOR</u></p> <p>GENERIC NAME DESCRIPTION: 12516 [REDACTED] PRON: 4M2J721700 PRON AMD: 01 ACRN: AE PSC: 6625</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD QUANTITY DATE</u> 001 [REDACTED] 15-FEB-2013</p> <p>\$ [REDACTED]</p>	[REDACTED]	HR		\$ [REDACTED]
0004AE	<p><u>FY12 OPTION ESM E12-04 MATERIAL/ODC</u></p> <p>GENERIC NAME DESCRIPTION: 12516 [REDACTED] PRON: 4M2J721700 PRON AMD: 01 ACRN: AE PSC: 6625</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD QUANTITY DATE</u> 001 [REDACTED] 15-FEB-2013</p> <p>\$ [REDACTED]</p>	[REDACTED]	LO		\$ [REDACTED]

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 4 of 5

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00043

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ ITEM	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0004AD	4M2J721700	1	A.0000013.1.2	AE	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
0004AE	4M2J721700	1	A.0000013.1.2	AE	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
					NET CHANGE	\$ 0.00	

ACRN	ACCOUNTING CLASSIFICATION				INCREASE/ DECREASE
AE	021 201220132040	A5XFJ 172419E55FPDG	251C L031695772 A.0000013.1.2	021001	\$ 0.00
					NET CHANGE \$ 0.00

NET CHANGE FOR AWARD:	\$	PRIOR AMOUNT OF AWARD	\$	INCREASE/DECREASE AMOUNT	\$	CUMULATIVE OBLIG AMT
		13,636,410.00		0.00		13,636,410.00

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION		
0004AD	AE	021 201220132040	A5XFJ 172419E55FPDG	251C L031695772 A.0000013.1.2
0004AE	AE	021 201220132040	A5XFJ 172419E55FPDG	251C L031695772 A.0000013.1.2

021001
021001

CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 5 of 5

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00043

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of</u> <u>Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number</u> <u>of Pages</u>	<u>Transmitted By</u>
Attachment 0041	ENGINEERING SERVICES MEMORANDUM (ESM) EN12-04 REV "A"	29-NOV-2012	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

FORM SH-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO. EN12-04A
	DATE 11/29/12

	CONTRACT NO. W31P4Q-10-C-0003
	COST ACCOUNT

8/1/12 - 2/15/13

DESCRIPTION OF PROPOSED WORK
 The JLENS FCR will need to support [redacted] flight test including the [redacted] This study will analyze [redacted] provided by [redacted] to ensure that FCR [redacted] The analysis will consist of three phases; preliminary analysis, detailed Monte-Carlo analysis using the FCR simulations, and finally implementation of design changes (if any) and SIL testing (this effort under separate follow-on proposal).

- 1) Preliminary analysis will consider the probability of [redacted] acquisition and track based on [redacted] resource management logic. Any modifications necessary to support the [redacted] timeline will be identified and trade studies performed.
- 2) Monte-Carlo analysis of a set of [redacted] will be performed to verify the results of the preliminary analysis. The Monte-Carlo analyses will be based on [redacted] and a statistical mode [redacted] derived from the provided data.

Continued on following page

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE
 To be specified in Sub-ESMs as required

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

ESTIMATED COST	ORIGINAL COST	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[redacted]	[redacted]				
DIRECT LABOR & BURDEN				\$	\$	\$
MATERIAL				\$	\$	\$
COMPT/SUBCONTR LBR				\$	\$	\$
TRAVEL & PER DIEM				\$	\$	\$
OTHER				\$	\$	\$
TOTAL				\$	\$	\$

ESM MONITORS
 Raytheon IDS: [redacted] CMDS P.O.: [redacted]

CONCURRENCE SIGNATURES:		RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE	Initial Contract	[redacted]	8/1/2012	[redacted]	
REVISION "A"	[redacted]	[redacted]	11/29/2012	[redacted]	11/8/12
REVISION "B"					
REVISION "C"					
REVISION "D"					
REVISION "E"					

EXPLANATION OF REVISION:

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN12-04A

DESCRIPTION OF PROPOSED WORK (CONT)

- 3) Pending the results in steps 1 and 2 above, a cost and schedule estimate for implementing and testing changes to the JLENS Fire Control system (if any) will be performed.

Efforts include IDS Systems Engineering efforts, material, and travel to Huntsville.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Coot-Plus-Fixed-Fee	Page 1 Of 7
2. Amendment/Modification No. P00044		3. Effective Date JAN 10 2013	4. Requisition/Purchase Req No. SEE SCHEDULE
6. Issued By [REDACTED] COMMAND-REDSTONE REDSTONE ARSENAL, AL 35898-5280		Code W31P4Q	5. Project No. (If applicable) Code S2205A
7. Administered By (If other than Item 6) DCMA RAYTHEON TENKSURRY 50 APPLE HILL DRIVE W/S T2FR2 TENKSURRY MA 01876-1198			
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		9A. Amendment Of Solicitation No.	
		9B. Dated (See Item 11)	
		10A. Modification Of Contract/Order No. W31P4Q-10-C-0003	
Code 05716 Facility Code		10B. Dated (See Item 13) 2003MAR17	
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS			
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 amendments; (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) ACRN: AK NET INCREASE: 5479,927.00			
13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS It Modifies The Contract/Order No. As Described In Item 14.			
<input type="checkbox"/> A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A.		The Changes Set Forth In Item 14 Are Made In	
<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 type="checkbox"/> C. This Supplemental Agreement is Entered Into Pursuant To Authority Of:			
<input checked="" type="checkbox"/> D. Other (Specify type of modification and authority) Exercise Option			
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return _____ copies to the Issuing Office.			
14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) SEE SECOND PAGE FOR 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.			
[REDACTED]		15C. Date Signed 1/10/2013	[REDACTED] Signed 01/13

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00044

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name [REDACTED]
 Buyer Office Symbol/Telephone Number [REDACTED]
 Type of Business: Large Business Performance [REDACTED]
 Surveillance Criticality Designator: A
 Kind of Modification: Exercise Option

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00044) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION, PURSUANT TO SECTION H-7 TO THE CONTRACT ENTITLED "OPTIONS" THE US GOVERNMENT HEREBY EXERCISES [REDACTED] TOTAL LABOR AND MATERIAL FROM CLIN 0005.

A-5 AS A RESULT OF THIS MODIFICATION SLINS 0005AJ AND 0005AK ARE ESTABLISHED IN THE TOTAL AMOUNT OF [REDACTED] IS ARE REFLECTED AS FOLLOWS:

CLIN	ESM	PRON	HOURS	DOLLAR
0005AJ	LOG13-01	4M3J710200	[REDACTED]	[REDACTED]
0005AK	LOG13-01	4M3J710200	[REDACTED]	[REDACTED]
TOTAL			[REDACTED]	[REDACTED]

FOR THE ACCOMPLISHMENT OF TASKS UNDER THE NEWLY ESTABLISHED SLINS; 0005AJ AND 0005AK HAVE A PERIOD OF PERFORMANCE FROM JANUARY 2013 THROUGH 27 SEPTEMBER 2013.

A-6 THE BREAKOUT OF ASSOCIATED COSTS FOR SLINS 0005AJ AND 0005AK ARE REFLECTED IN SECTION B OF THIS MODIFICATION.

A-7 THE CORRECTED BREAKOUT UNDER CLIN 0004 IS REFLECTED IN SECTION B OF THIS MODIFICATION.

A-8 AS RESULT OF THIS MODIFICATION, THE TOTAL CONTRACT OBLIGATED AMOUNT IS INCREASED BY \$479,927 FROM \$13,636,410 TO \$14,116,337.

A-9 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0044 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00044

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																	
	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY12 OPTION PERIOD JLENS ENG SRVS</u></p> <p>FY12</p> <table border="1"> <thead> <tr> <th></th> <th>Labor</th> <th>Material</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>PCL COST</td> <td></td> <td></td> <td></td> </tr> <tr> <td>G&A</td> <td></td> <td></td> <td></td> </tr> <tr> <td>TCL COST (W/O CO</td> <td></td> <td></td> <td></td> </tr> <tr> <td>COST OF MONEY.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>FEE</td> <td></td> <td></td> <td></td> </tr> <tr> <td>CPFF</td> <td></td> <td></td> <td></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2">Description</th> <th colspan="2">Hours</th> </tr> <tr> <th>Hours Exercised</th> <th>Hours Remaining</th> </tr> </thead> <tbody> <tr> <td>PM/CM</td> <td></td> <td></td> </tr> <tr> <td>ENGINEERING</td> <td></td> <td></td> </tr> <tr> <td>PRODUCT ASSUR/TE</td> <td></td> <td></td> </tr> <tr> <td>LOGISTICS</td> <td></td> <td></td> </tr> <tr> <td>TOTAL</td> <td></td> <td></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2">Description</th> <th colspan="2">Material</th> </tr> <tr> <th>Material Exercised</th> <th>Material Remaining</th> </tr> </thead> <tbody> <tr> <td>ESTIMATED COST</td> <td></td> <td></td> </tr> <tr> <td>COST OF MONEY</td> <td></td> <td></td> </tr> <tr> <td>FIXED FEE</td> <td></td> <td></td> </tr> <tr> <td>CPFF</td> <td></td> <td></td> </tr> </tbody> </table> <p>COMPOSITE HOURLY RATE IS FOR</p> <p>(End of narrative B005)</p>		Labor	Material	Total	PCL COST				G&A				TCL COST (W/O CO				COST OF MONEY.				FEE				CPFF				Description	Hours		Hours Exercised	Hours Remaining	PM/CM			ENGINEERING			PRODUCT ASSUR/TE			LOGISTICS			TOTAL			Description	Material		Material Exercised	Material Remaining	ESTIMATED COST			COST OF MONEY			FIXED FEE			CPFF						
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CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00044

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																										
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CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00044

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
0005AK	<p><u>SERVICES LINE ITEM</u></p> <p>GENERIC NAME DESCRIPTION: #12731 JLENS AVAILAB PRON: 4M3J710100 PRON AMD: 01 ACRN: AK</p> <p>Estimated Cos COM Fixed Fee Total</p> <p><u>ESM</u> <u>Description</u> LOG13-01 MATERIAL</p> <p>COMPOSITE HOURLY RAT</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u> <u>DATE</u></td> </tr> <tr> <td>001</td> <td>27-SEP-2013</td> </tr> </table> <p>\$</p>	DLVR SCH	PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u> <u>DATE</u>	001	27-SEP-2013	[REDACTED]	LO		\$ [REDACTED]
DLVR SCH	PERF COMPL										
<u>REL CD</u>	<u>QUANTITY</u> <u>DATE</u>										
001	27-SEP-2013										

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 6 of 7

PHN/SHN W31P4Q-10-C-0003

MOD/AMD P00044

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ ITEM MIPR	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0005AJ	4M3J710100	2	A.0009263.1.2	AK \$	██████████ \$	██████████ \$	██████████
0005AK	4M3J710100	2	A.0009263.1.2	AK \$	██████████ \$	██████████ \$	██████████
					NET CHANGE \$	479,927.00	

ACRN	ACCOUNTING CLASSIFICATION				INCREASE/ DECREASE
AK	021 201320142040	A5XFJ 172419E55FPDG	251C L032633110 A.0009263.1.2		021001 \$ 479,927.00
					NET CHANGE \$ 479,927.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 13,636,410.00	\$ 479,927.00	\$ 14,116,337.00

LINE	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION		
0005AJ	AK	021 201320142040	A5XFJ 172419E55FPDG	251C L032633110 A.0009263.1.2 021001
0005AK	AK	021 201320142040	A5XFJ 172419E55FPDG	251C L032633110 A.0009263.1.2 021001

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 7 of 7**

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00044

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0051	ENGINEERING SERVICE MEMORANDUM LOG13-01	18-DEC-2012	003	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. LOG13-01
		DATE 10/9/2012
PROJECT TITLE Provide JLENS Whole Life Availability Management		CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 9/27/2013		COST ACCOUNT
DESCRIPTION OF PROPOSED WORK Provide JLENS Whole Life Availability Management for E&MD Orbits #1 and #2 to include ongoing, review, identification, mitigation analyses, and reporting of actual and potential availability risks that will impact sustainment of the systems through 2018. Availability Management effectively integrates parts availability, COTS EOL (End Of Life) & EOSL (End Of Service Life), interchangeability and substitutability, part replacement locating, supplier interface, technology insertion, reliability performance, and inventory management. JLENS Availability Management consists of five components; 1) Availability Management planning, 2) quarterly assessments and classification of part availability risks, 3) development and coordination of recommended part availability mitigation strategies, and 4) delivery of Availability Management planning and assessment reports and 5) Update Availability Management results into the One IDE website.		
(Continued below)		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
CONDITION OF RETURN		
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required		
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL ISSUE	"A" CHANGE
	"B" CHANGE	"C" CHANGE
	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS		
DIRECT LABOR & BURDEN	\$	\$
MATERIAL	\$	\$
COMPUTERS/CONTR LBR	\$	\$
TRAVEL & PER DIEM	\$	\$
OTHER	\$	\$
TOTAL	\$	\$
ESM MONITORS Raytheon IDS: [REDACTED] CMDS P.O. [REDACTED]		
CONCURRENCE SIGNATURES:		
	RAYTHEON IDS	CMDS PROJECT OFFICE
	DATE	DATE
ORIGINAL ISSUE	10/9/2012	12/18/12
REVISION "A"		
REVISION "B"		
REVISION "C"		
REVISION "D"		
REVISION "E"		
EXPLANATION OF REVISION:		

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00044
 ATTACHMENT 0051
 1 OF 1
JAN 10 2013

ENGINEERING SERVICES MEMORANDUM

ESM NO.
LOG13-01

DESCRIPTION OF PROPOSED WORK (CONT)

1. Perform Availability Management Planning

The organization of tasks required to perform JLENS Availability Management includes scheduling, prioritization, migration of lessons learned, system level oversight of End of Life/End of Service Life (EOL/EOSL) thresholds for all externally procured and internally fabricated components, Shop Replaceable Units (SRUs) and Line Replaceable Units (LRUs) throughout the system's sustainment period of 2018. Also includes development and implementation of asset availability and part availability mitigation strategies. Additionally provide Availability Management lead role and customer interface.

2. Quarterly Availability Management Assessments and Classifications

Quarterly availability management assessments performed on all piece parts (primary and approved alternates), SRUs, and LRUs in JLENS Orbits #1 and 2. Each part will be categorized with a Part Availability classification

- **Green** - Projected Availability of more than 2 years
- **Yellow** - Projected Availability of at least 1 year but less than 2 years
- **Orange** - Projected Availability of less than 12 months
- **Red** - Projected Availability of ZERO. Part is no longer in production from last Raytheon-approved OEM

3. Coordinate Availability Management Mitigation Strategies

Coordinate mitigation strategies for parts availability issues as they arise during the defined JLENS support period through 2018. Obsolete components and other supply items are evaluated to determine the impact on the SDD Technical Data Package (TDP) in terms of design modification complexity of the EDM component. Designs can be revised in one of the following categories for obsolete components:

- a. Drop-in replacement part which can use the existing component footprint without changing the Printed Wiring Board (PWB) artwork (Parts List change only).
- b. Component replacement with a different footprint due to pin-out differences, with a re-spin of the PWB artwork to accept an equivalent replacement part.
- c. Component redesign requiring new PWB artwork due to the elimination of the obsolete part by designing it out.

(Continued below)

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START	END	MILESTONE	START	END

ESM NO.
LOG13-01

DESCRIPTION OF PROPOSED WORK (CONT)

4. Deliver Planning and Assessment Reports

Prepare quarterly availability assessment reports to summarize activities and accomplishments. Inputs include tasks, status, and issues encountered during previous period. Hold quarterly meetings with the Government to review all availability management impacts, determine courses of action and identify most effective mitigation strategy to pursue. Deliver final summary availability assessment report at completion of contract period.

5. Continuously update OneIDE Website

Accommodate web based availability reporting to include all pertinent data elements, assessments and analysis required to reach the desired resolution.

Includes 4 quarterly review meetings.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START	END	MILESTONE	START	END

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
Cost-Plus-Fixed-Fee Page 1 Of 6

2. Amendment/Modification No. P00045
3. Effective Date JAN 28 2013
4. Requisition/Purchase Req No. SEE SCHEDULE
5. Project No. (If applicable)

6. Issued By [Redacted] Code W31P4Q
7. Administered By (If other than Item 6) Code S2205A
DCMA RAYTHEON TEWKSBURY
50 APPLE HILL DRIVE
M/S T2FR2
TEWKSBURY MA 01876-1198

8. Name And Address Of Contractor (Firm, Street, City, County, State and Zip Code)
RAYTHEON COMPANY
350 LOWELL ST
ANDOVER, MA 01810-4400
9A. Amendment Of Solicitation No.
9B. Dated (See Item 11)
10A. Modification Of Contract/Order No.
W31P4Q-10-C-0003
10B. Dated (See Item 13)
2003MAR17

Code 05716 Facility Code

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 amendments; (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)
ACRN: AD NET INCREASE: 5.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: 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 data, 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:
 D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
SEE SECOND PAGE FOR 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. [Redacted] Title Of Contracting Officer (Type or print)
15C. Date Signed 1/24/2013
[Redacted] Date Signed 1/28/13

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 6

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00045

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name [REDACTED]

Buyer Office Symbol/Telephone Number [REDACTED]

Type of Business: Large Business Performing in U.S.

Surveillance Criticality Designator: A

Kind of Modification: Supplemental Agreement

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AND THE PERIOD OF PERFORMANCE IS EXTENDED FROM 21 DEC 12 TO 25 JAN 13 AT NO ADDITIONAL COST.

ATTACHMENT 43 EN12-03 REV "C"

A-3 BY EXECUTION OF THIS MODIFICATION REALIGNMENT OF [REDACTED] OF MATERIAL DOLLARS FROM SLIN 0004AH TO LABOR DOLLARS ON SLIN 0004AG TO INCREASE FROM [REDACTED] LABOR HOURS ARE AS FOLLOWS.

SLIN 0004AG (LABOR)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

SLIN 0004AH (MATERIAL)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

A-4 BY EXECUTION OF THIS MODIFICATION REALIGNMENT OF 0004AD IS CORRECTED AS FOLLOWS.

SLIN 0004AD (LABOR)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT AMOUNT REMAINS UNCHANGED.

A-6 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0045 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00045		Page 3 of 6										
Name of Offeror or Contractor: RAYTHEON COMPANY													
ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT								
0004	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY12 OPTION PERIOD JLENS ENG SRVS</u></p> <p><u>FY13</u> Labor Material Total</p> <p>PCL COST [REDACTED]</p> <p>G&A [REDACTED]</p> <p>TCL COST (W/O COST OF MONEY) [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <p>Description Hours Exercised Hours Remaining</p> <p>PM/CM [REDACTED]</p> <p>ENGINEERING [REDACTED]</p> <p>PRODUCT ASSUR/TEST [REDACTED]</p> <p>LOGISTICS [REDACTED]</p> <p>TOTAL [REDACTED]</p> <p>Description Material Material Exercised Remaining</p> <p>ESTIMATED COST [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FIXED FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B006)</p>												
0004AG	<p><u>FY12 OPTION ESM EN12-03 LABOR</u></p> <p>GENERIC NAME DESCRIPTION: 11466 [REDACTED]</p> <p>PRON: 4M2J715400 PRON AMD: 02 ACRN: AD</p> <p>AMS CD: 1724198555L</p> <p>PSC: 6625</p> <p><u>Inspection and Acceptance</u></p> <p>INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="1" data-bbox="289 1745 781 1818"> <thead> <tr> <th>DLVR SCH</th> <th>REL CD</th> <th>QUANTITY</th> <th>PERF COMPL DATE</th> </tr> </thead> <tbody> <tr> <td></td> <td>001</td> <td>[REDACTED]</td> <td>25-JAN-2013</td> </tr> </tbody> </table> <p>\$ [REDACTED]</p>	DLVR SCH	REL CD	QUANTITY	PERF COMPL DATE		001	[REDACTED]	25-JAN-2013	[REDACTED]	HR		\$ [REDACTED]
DLVR SCH	REL CD	QUANTITY	PERF COMPL DATE										
	001	[REDACTED]	25-JAN-2013										

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00045	Page 4 of 6
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0004AH	<p><u>FY12 OPTION ESM EN12-03 MATERIAL/ODC</u></p> <p>GENERIC NAME DESCRIPTION: 11466 [REDACTED] PRON: 4M2J715400 PRON AMD: 02 ACRN: AD AMS CD: 172419E555L PSC: 6625</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">DLVR SCH</td> <td style="width: 30%;">PERF COMPL</td> <td style="width: 40%;"></td> </tr> <tr> <td style="border-bottom: 1px solid black;">REL CD</td> <td style="border-bottom: 1px solid black;">QUANTITY</td> <td style="border-bottom: 1px solid black;">DATE</td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>25-JAN-2013</td> </tr> </table> <p style="text-align: right;">\$ [REDACTED]</p>	DLVR SCH	PERF COMPL		REL CD	QUANTITY	DATE	001	[REDACTED]	25-JAN-2013	[REDACTED]	LO		\$ [REDACTED]
DLVR SCH	PERF COMPL													
REL CD	QUANTITY	DATE												
001	[REDACTED]	25-JAN-2013												

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 5 of 6
	PIIN/SIN W31P4Q-10-C-0003	MOD/AMD P00045	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ ITEM MIPR	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0004AG	4M2J715400 172419E555L	1	24MJLE	AD \$	[REDACTED]	[REDACTED]	[REDACTED]
0004AH	4M2J715400 172419E555L	1	24MJLE	AD \$	[REDACTED]	[REDACTED]	[REDACTED]
NET CHANGE \$						0.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AD 21	22040000025L5L68P1724192516 S01021 W31G3H	[REDACTED]
NET CHANGE \$		[REDACTED]

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	14,116,337.00	\$ 0.00	\$ 14,116,337.00

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION
0004AG	AD 21	121320400000 W31G3H 25L5L68172419E555L25164M2J715400 24MJLE4M5 S01021
0004AH	AD 21	121320400000 W31G3H 25L5L68172419E555L25164M2J715400 24MJLE4M5 S01021

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM EHS-01-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN12-03C DATE 1/10/2013
PROJECT TITLE [REDACTED]		CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 1/25/2013		COST ACCOUNT
DESCRIPTION OF PROPOSED WORK <div style="background-color: black; width: 100%; height: 100%;"></div>		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE		
To be specified in Sub-ESMs as required		
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL	"A" CHANGE
	"B" CHANGE	"C" CHANGE
	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]	[REDACTED]
DIRECT LABOR & BURDEN	[REDACTED]	[REDACTED]
MATERIAL	[REDACTED]	[REDACTED]
COMPUTERS/CONTR LBR	[REDACTED]	[REDACTED]
TRAVEL & PER DIEM	[REDACTED]	[REDACTED]
OTHER	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]
ESM MONITORS		
Raytheon ID#:	[REDACTED]	CMDB P.O.:
CONCURRENCE SIGNATURES:		
	RAYTHEON IDS	DATE
ORIGINAL ISSUE		8/10/2012
REVISION "A"	Extend POP to Oct 31, 2012	9/17/2012
REVISION "B"	Extend POP to Dec 21, 2012	10/24/2012
REVISION "C"	[REDACTED]	1/10/2013
REVISION "D"	[REDACTED]	
REVISION "E"	[REDACTED]	

Sheet 1

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003
 ATTACHMENT 0043
 1 OF 2
JAN 28 2013

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code Cost-Plus-Fixed-Fee Page 1 Of 7

2. Amendment/Modification No. P00046 3. Effective Date JAN 31 2013 4. Requisition/Purchase Req No. SEE SCHEDULE 5. Project No. (If applicable)

6. Issued By [Redacted] REDSTONE [Redacted] 5280 Code W31P4Q 7. Administered By (If other than Item 6) Code 62235A DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198

8. Name and Address of Contractor (Name, Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400 9A. Amendment Of Solicitation No. 9B. Dated (See Item 11) 10A. Modification Of Contract/Order No. W31P4Q-10-C-0003 10B. Dated (See Item 13) 2003MAR17 Code 05716 Facility Code

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 amendments; (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) ACRN: AG NET INCREASE: \$197,934.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: 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 data, 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:
D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15C. Date Signed 1/31/2013 C. Date Signed 1/31/2013 NSN 7540-01-152-8070 PREVIOUS EDITIONS UNUSABLE 30- (REV. 10-83) R (48 CFR) 53.243

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SHIN W31P4Q-10-C-0003 MOD/AMD P00046	Page 2 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A
 Kind of Modification: Supplemental Agreement

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J.

ATTACHMENT 45 PM/CM 13-01 REV "A"

A-3 BY EXECUTION OF THIS MODIFICATION EXTENSION FROM 25 JAN 13 TO 28 SEP 13 AND ADDITIONAL FUNDING WITH REALIGNMENT OF SLIN 0005AC AND 0005AD ARE AS FOLLOWS.

SLIN 0005AC (LABOR)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL



SLIN 0005AD (MATERIAL)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL



A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT IS INCREASED IN THE AMOUNT OF \$197,934.00 FROM \$14,116,337.00 TO \$14,314,271.00.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0046 ***

CONTINUATION SHEET		Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00046		Page 3 of 7	
Name of Offeror or Contractor: RAYTHEON COMPANY					
ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS				
0005	<p><u>FY13 OPTION PERIOD JLENS ENG SRVS</u></p> <p>FY13 Labor Material Total</p> <p>PCL COST [REDACTED]</p> <p>G&A [REDACTED]</p> <p>TCL COST (W/O COM [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <p>Description Hours Exercised Hours Remaining</p> <p>PM/CM [REDACTED]</p> <p>ENGINEERING [REDACTED]</p> <p>PRODUCT ASSUR/TEST [REDACTED]</p> <p>LOGISTICS [REDACTED]</p> <p>TOTAL [REDACTED]</p> <p>Description Material Material</p> <p>ESTIMATED CO [REDACTED]</p> <p>COST OF MONE [REDACTED]</p> <p>FIXED FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B006)</p>				
0005AC	<p><u>PM/CM13-01</u></p> <p>GENERIC NAME DESCRIPTION: 12794 PM/CM FY12 OPT PRON: 4M2J722000 PRON AMD: 02 ACRN: AG</p> <p>Estimated Cost [REDACTED]</p> <p>COM [REDACTED]</p> <p>Fixed Fee [REDACTED]</p> <p>Total [REDACTED]</p> <p>ESM Description Hours</p> <p>PM/CM13-01 REV "A" Labor [REDACTED]</p>	1	LO		\$ [REDACTED]

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00046	Page 4 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
	COMPOSITE HOURLY RATE [REDACTED] (End of narrative B002) <u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin <u>Deliveries or Performance</u> DLVR SCH PERF COMPL <table style="width:100%"> <tr> <td style="width:20%"><u>REL CD</u></td> <td style="width:40%"><u>QUANTITY</u></td> <td style="width:40%"><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>25-JAN-2013</td> </tr> </table> \$ [REDACTED]	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	25-JAN-2013				
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>									
001	[REDACTED]	25-JAN-2013									
0005AD	<u>PM/CM13-01</u> GENERIC NAME DESCRIPTION: 12794 PM/CM FY12 OPT PRON: 4M2J722000 PRON AMD: 02 ACRN: AG Estimated Cost [REDACTED] COM [REDACTED] Fixed Fee [REDACTED] Total [REDACTED] <u>ESM</u> <u>Description</u> PM/CM13-01 REV "A" MATERIAL COMPOSITE HOURLY RATE [REDACTED] (End of narrative B002) <u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin <u>Deliveries or Performance</u> DLVR SCH PERF COMPL <table style="width:100%"> <tr> <td style="width:20%"><u>REL CD</u></td> <td style="width:40%"><u>QUANTITY</u></td> <td style="width:40%"><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>25-JAN-2013</td> </tr> </table>	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	25-JAN-2013	1	LO	\$ [REDACTED]	
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>									
001	[REDACTED]	25-JAN-2013									

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00046

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	\$ 				

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PIIN/SHIN W31P4Q-10-C-0003	MOD/AMD P00046	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0005AC	4M2J722000	2	A.0000013.1.2	AG \$	[REDACTED]	[REDACTED]	[REDACTED]
0005AD	4M2J722000	2	A.0000013.1.2	AG \$	[REDACTED]	[REDACTED]	[REDACTED]
NET CHANGE \$						197,934.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AG	021 201220132040 A5XFJ 172419E55FPDG 251C L032063156 A.0000013.1.2	021001 \$ 197,934.00
NET CHANGE \$		197,934.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	14,116,337.00	\$ 197,934.00	\$ 14,314,271.00

LINE ITEM	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
0005AC	AG	021 201220132040 A5XFJ 172419E55FPDG 251C L032063156 A.0000013.1.2	021001
0005AD	AG	021 201220132040 A5XFJ 172419E55FPDG 251C L032063156 A.0000013.1.2	021001

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 7 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00046

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0045	ENGINEERING SERVICES MEMORANDUM PM/CM 13-01 REV "A"	15-JAN-2013	002	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM EH-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. PM/CM13-01-A DATE 1/15/2013				
PROJECT TITLE FY13 ESM Program Management / Configuration Management		CONTRACT NO. W31P4Q-10-C-0003				
ESTIMATED COMPLETION DATE OF ESM 9/28/2013		COST ACCOUNT				
DESCRIPTION OF PROPOSED WORK 12 Months (1 October 2012 – 28 September 2013) of Program Management Performance and Document / Configuration Management functions for the JLENS Engineering Services Program to include: <ul style="list-style-type: none"> • Program Management • Finance Support • Develop support plan for ESMs and Sub-ESMs Proposal (ex. FY13 PMCM, FY14 PMCM, FY14 GSIL) and incorporation into financial tracking and monthly report • Develop PM and Financial CDRLs for ESM • Data Management • SME Support • Travel time • Program reviews and packages 						
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE				
To be specified in Sub-ESMs as required						
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required						
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN			\$	\$	\$	\$
MATERIAL			\$	\$	\$	\$
COMPTRI/SUBCONTR LAB			\$	\$	\$	\$
TRAVEL & PER DIEM			\$	\$	\$	\$
OTHER			\$	\$	\$	\$
TOTAL			\$	\$	\$	\$
ESM MONITORS Raytheon JOB: _____ CMDS P.O.: _____						
CONCURRENCE SIGNATURES:						
ORIGINAL ISSUE	RAYTHEON ID# _____	DATE 9/4/2012	CMDS PROJECT OFFICE _____	DATE		
REVISION "A"	_____	1/15/2013	_____	1/16/13		
REVISION "B"	_____					
REVISION "C"	_____					
REVISION "D"	_____					
REVISION "E"	_____					
9/4/2013 Original Issue						

Sheet 1

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM 54-31-00-04

ESM NO.

PM/CM13-01-A

DESCRIPTION OF PROPOSED WORK (CONT)

Assumes support of following ESM efforts: MSE Interceptor Study, Exercise Planning/Site Selection, [REDACTED] and Availability Management. New candidates (not listed above) will be accounted for separately.

Travel includes:

[REDACTED]
Exercise Planning

2013 PM/CM effort reflected herein has been jointly partnered and concurred by RTN and JPO and has been deemed by JPO to be in accordance with Nunn McCurdy ADM.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code <small>Cost-Plus-Fixed-Fee</small>	Page 1 Of 4
2. Amendment/Modification No. P00047	3. Effective Date FEB 14 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (if applicable)	
6. Issued By [REDACTED] RAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]	Code W31P40	7. Administered By (If other than item 6) DCMA HAYTHEON TENKSURRY 50 APPLE HILL DRIVE M/S T2FR2 TENKSURRY MA 01876-1198	Code	S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 180 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/>	9A. Amendment Of Solicitation No.	
Code 05716 Facility Code		<input type="checkbox"/>	9B. Dated (See Item 11)	
		<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W21P40-10-C-0003	
		<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17	

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 amendments; (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)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

[REDACTED]

15C. Date Signed **2/14/2013** Signed **1/13**

NSN 7540-01-152-8070 / PREVIOUS EDITIONS UNUSABLE. (7.10-83) CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 4

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00047

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name [REDACTED]
Buyer Office Symbol/Telephone Number [REDACTED]
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A
Kind of Modification: Supplemental Agreement

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AND THE PERIOD OF PERFORMANCE IS EXTENDED FROM 15 FEB 13 TO 15 MAR 13 AT NO ADDITIONAL COST.

ATTACHMENT 41 EN12-04 REV "B"

A-3 AS A RESULT OF THIS MODIFICATION SLINS 0004AD AND 0004AE WILL BE EXTENDED FROM 15 FEB 13 TO 15 MAR 13 AT NO ADDITIONAL COST.

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT AMOUNT REMAINS UNCHANGED.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0047 ***

000612

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00047

Page 3 of 4

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0004AD	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY12 OPTION ESM E12-04 LABOR</u></p> <p>GENERIC NAME DESCRIPTION: 12516 [REDACTED]</p> <p>PRON: 4M2J721700 PRON AMD: 01 ACRN: AE PSC: 6625</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>15-MAR-2013</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	15-MAR-2013	[REDACTED]	HR		\$ [REDACTED]
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	[REDACTED]	15-MAR-2013												
0004AE	<p><u>FY12 OPTION ESM E12-04 MATERIAL/ODC</u></p> <p>GENERIC NAME DESCRIPTION: 12516 [REDACTED]</p> <p>PRON: 4M2J721700 PRON AMD: 01 ACRN: AE PSC: 6625</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>15-MAR-2013</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	15-MAR-2013	[REDACTED]	LO		\$ [REDACTED]
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	[REDACTED]	15-MAR-2013												

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 4 of 4

PIIN/SHN W31P4Q-10-C-0003

MOD/AMD P00047

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0041	ENGINEERING SERVICES MEMORANDUM (ESM) EN12-04 REV "B"	29-JAN-2013	002	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM SH-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN12-04B				
		DATE 1/29/2013				
PROJECT TITLE [REDACTED]		CONTRACT NO. W31P4Q-10-C-0003				
ESTIMATED COMPLETION DATE OF ESM 8/1/12 - 3/15/13		COST ACCOUNT				
DESCRIPTION OF PROPOSED WORK The JLENS [REDACTED] will need to support [REDACTED] his study will analyze [REDACTED]. The analysis will consist of three phases; preliminary analysis, detailed Monte-Carlo analysis using the [REDACTED] simulations, and finally implementation of design changes (if any) and SIL testing (this effort under separate follow-on proposal).						
1) Preliminary analysis will consider the probability [REDACTED] and track based on existing [REDACTED]. Any modifications necessary to support the [REDACTED] will be identified and trade studies performed.						
2) Monte-Carlo analysis of a set of [REDACTED] will be performed to verify the results of the preliminary analysis. The Monte Carlo analyses will be based on [REDACTED].						
Continued on following page						
GOVERNMENT FURNISHED EQUIPMENT To be specified in Sub-ESMs as required	DATE REQUIRED	RETURN DATE				
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required						
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
	ORIGINAL	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
DIRECT LABOR & BURDEN	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
MATERIAL	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
COMPT'R/SUBCONTR LBR	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
TRAVEL & PER DIEM	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
OTHER	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
TOTAL	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
ESM MONITORS Raytheon IDS: [REDACTED] CMDS P.O.I: [REDACTED]						
CONCURRENCE SIGNATURES:						
	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE		
ORIGINAL ISSUE	Initial Contract	8/1/2012	[REDACTED]			
REVISION "A"	Transferred Labor to Material	11/29/2012	[REDACTED]			
REVISION "B"	[REDACTED]	1/29/2013	[REDACTED]	2/11/13		
REVISION "C"						
REVISION "D"						
REVISION "E"						
EXPLANATION OF REVISION:						

ENGINEERING SERVICES MEMORANDUM

FORM SH-31-00-04

ESN NO.
EN12-04B

DESCRIPTION OF PROPOSED WORK (CONT)

3) Pending the results in steps 1 and 2 above, a cost and schedule estimate [REDACTED] will be performed.

Efforts include IDS Systems Engineering efforts, material, and travel to Huntsville.

Final meeting requested by JPO to be held end of February – past original Period of Performance end date. Time added past meeting to account for any close out actions or change in meeting date..

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost-Plus-Fixed-Fee	Page 1 Of 3
2. Amendment/Modification No. P00048	3. Effective Date MAR 14 2013	4. Requisition/Purchase Req No. SEE SCHEDULE		5. Project No. (If applicable)
6. Issued By [REDACTED] COMMAND-REDSTONE [REDACTED] AL 35898-5280	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198		Code S2205A
[REDACTED] City, County, State and Zip Code			<input type="checkbox"/> 9A. Amendment Of Solicitation No.	
RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400			<input type="checkbox"/> 9B. Dated (See Item 11)	
			<input checked="" type="checkbox"/> 10A. Modification Of Contract/Order No.	
			W31P4Q-10-C-0003	
			<input type="checkbox"/> 10B. Dated (See Item 13)	
Code 05716	Facility Code	2003MAR17		

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 amendments; (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)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____

D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible)

SEE SECOND PAGE FOR 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) [REDACTED]	15C. Date Signed 3/13/2013	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]	16C. Date Signed 3/14/2013
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CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SHN W31P4Q-10-C-0003

MOD/AMD P00048

Page 2 of 3

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]

Buyer Office Symbol/Telephone Number: [REDACTED]

Type of Business: Large Business Performance [REDACTED]

Surveillance Criticality Designator: A

Kind of Modification: Supplemental Agreement

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00048) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE GOVERNMENT FURNISHED PROPERTY/ CONTRACTOR ACQUIRED PROPERTY IS TRANSFERRED FROM CONTRACT W31P4Q-10-C-0167 TO CONTRACT W31P4Q-10-C-0003.

A-3 BY EXECUTION OF THIS MODIFICATION THE GOVERNMENT FURNISHED PROPERTY/ CONTRACTOR ACQUIRED PROPERTY IS INCORPORATED INTO SECTION J AS ATTACHMENT 0052 OF THIS CONTRACT.

A-4 AS A RESULT OF THIS MODIFICATION, THE GOVERNMENT FURNISHED PROPERTY/ CONTRACTOR ACQUIRED PROPERTY IS REFERENCED IN ACCORDANCE WITH THE ENGINEERING SERVICE MEMORANDUM EN13-03.

A-5 AS A RESULT OF THIS MODIFICATION, THE ENGINEERING SERVICE MEMORANDUM EN13-03 IS INCORPORATED INTO SECTION J AS ATTACHMENT 0046 OF THIS CONTRACT.

A-6 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT AMOUNT REMAINS THE SAME.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0048 ***

CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 3 of 3

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00048

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0046	ENGINEERING SERVICE MEMORANDUM EN13-03	07-SEP-2012	002	EMAIL
Attachment 0052	PROPERTY TRANSFER LIST, CONTRACT W31P4Q-10-C-0167 TO W31P4Q-10-C-0003	13-MAR-2013	003	EMAIL

RAITH TECH COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM 64-11-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO EN13-03				
		DATE 9/7/2012				
[REDACTED]		CONTRACT NO. W31P4Q-10-C-0003				
08/30/2013		COST ACCOUNT				
DESCRIPTION OF PROPOSED WORK 1. Support the functional [REDACTED] for JLENS to reduce the RDT&E and procurement costs. 2. Conduct monthly reviews (one per quarter in person in Huntsville, AL) to review technical progress and cost and schedule status. 3. Trade studies should assess changes to the existing [REDACTED] and interface requirements (data and physical) that would drive costs downward using principles of Cost As an Independent Variable (CAIV) and Design To Unit Cost (DTUC). List of potential areas for consideration are attached. 4. Conduct a decision review in Jan 2013 to select a preferred redesign alternative. (See continuation sheet)						
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE				
To be specified in Sub-ESMs as required.						
RESULTS DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE						
To be specified in Sub-ESMs as required.						
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
	ORIGINAL	A	B	C	D	E
	ESTIMATE	CHANGE	CHANGE	CHANGE	CHANGE	CHANGE
DIRECT LABOR COSTS	[REDACTED]					
DIRECT LABOR & BURDEN	\$ [REDACTED]	\$	\$	\$	\$	\$
MATERIAL	\$ [REDACTED]	\$	\$	\$	\$	\$
COMPT./SUBCONTR. LER	\$ [REDACTED]	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$ [REDACTED]	\$	\$	\$	\$	\$
OTHER	\$ [REDACTED]	\$	\$	\$	\$	\$
TOTAL	\$ [REDACTED]	\$	\$	\$	\$	\$
ESM MONITORS			[REDACTED]			
CONFORMANCE SIGNATURES			[REDACTED]			
ORIGINAL	[REDACTED]	DATE	[REDACTED]	DATE	[REDACTED]	[REDACTED]
REVISION	[REDACTED]					
REVISION	[REDACTED]					
REVISION	[REDACTED]					
REVISION	[REDACTED]					
REVISION	[REDACTED]					
EXPLANATION OF REVISION						

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD 00037
 ATTACHMENT 0016
 1 OF 2

SEP 20 2012

ENGINEERING SERVICES MEMORANDUM

FORM 84-01-00-01

EN13-03

DESCRIPTION OF PROPOSED WORK (CONT)

5. Conduct a system functional review and a design review to document the recommended changes in functional configuration. Provide recommended requirements changes to [REDACTED] the form of draft NOR/RFDs that would facilitate a [REDACTED] implementation. PDR level of design material is not part of this [REDACTED]
6. Create and provide simulations and/or emulators to represent [REDACTED] the government's System Integration Lab (SIL) [REDACTED]
7. Support the [REDACTED] in the determination of JLENS [REDACTED] impacts to JLENS [REDACTED] and performance and [REDACTED]

Areas for consideration to reduce costs:

- Evaluate impacts to the proposed [REDACTED] and current required functionality by eliminating the proposed [REDACTED] and the media converters in the Data Processing Station of the CPG hardware.
- Evaluate impacts of hosting remaining resultant functionality on existing base functional [REDACTED] software by eliminating the proposed [REDACTED] and the media converters in the Data Processing Station of the CPG hardware.
- Evaluate and address cost of [REDACTED] TPMs by eliminating the proposed [REDACTED] and the media converters in the Data Processing Station of the CPG hardware.
- Provide other potential configuration changes to accommodate [REDACTED] reduce required hardware and reuse JLENS software.
- Evaluate and/or leveraging existing [REDACTED] capabilities.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

JLENS
 CONTRACT MODIFICATION
 W31P4C-10C-0018 MOD 00187
 ATTACHMENT 0046
 2 OF 2

SEP 20 2012

Current Contract #	Description	Qty	USG tag number	Serial number	Location	Net Value
W31P4Q-10-C-0167	HC5EY10 CAT5E CABLE	15			T1FP02	
W31P4Q-10-C-0167	HC5EY10 P-CORD CAT5E 10' YELLOW	20			T1FP02	
W31P4Q-10-C-0167	IBAR12-20ULTRA POWER STRIP	2			T1FP02	
W31P4Q-10-C-0167	ISOBAR12ULTR SURGE SUPPRESSOR	6			T1FP02	
W31P4Q-10-C-0167	[REDACTED]	1	US608727		T1FP02	
W31P4Q-10-C-0167	[REDACTED]	6			T1FP02	
W31P4Q-10-C-0167	TD3-1150/N82E16825118007 USB SOUND CARD	2			T1FP02	
W31P4Q-10-C-0167	TRD815BLK-5 CABLE ASSY	12			T1FP02	
W31P4Q-10-C-0167	[REDACTED]	1	US608726		T1FP02	
W31P4Q-10-C-0167	USB-DHEXT-6-MM COMPATIBLE CABLES 6 FT	10			T1FP02	
W31P4Q-10-C-0167	[REDACTED] NETWORK SWITCH	4	US608698 US608697 US608699 US608700		T1FP02	
W31P4Q-10-C-0167	X5518A-R6-C KIT FAS2020,-C,R6	1			T1FP02	
W31P4Q-10-C-0167	X5518A-R6-C RACKMOUNT KIT	1			T1FP02	
W31P4Q-10-C-0167	X800E-R6 POWER CABLE NA,R6	2			T1FP02	
W31P4Q-10-C-0167	X800E-R6-C POWER CABLE	1			T1FP02	
W31P4Q-10-C-0167	ZDR15300505G4CASPCS ZERO WARRIOR CASE	2	US608695 US608696		T1FP02	
W31P4Q-10-C-0167	[REDACTED]	2	US608676 US608677		T3MM30 & T3MM25	
W31P4Q-10-C-0167	[REDACTED] Workstation Base Unit	2	US608670 US608671		T3MM30 & T3MM25	
W31P4Q-10-C-0167	[REDACTED] LCD Monitor	4	US608672 US608673 US608674 US608675		T3MM30 & T3MM25	
W31P4Q-10-C-0167	[REDACTED] Network Switch	1	US608742		T1FP02	

000621

Redactions per (b)(4), (b)(3)

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003
 ATTACHMENT 0052
 1 OF 3
 MAR 14 2013

Contract #	Description	USG tag number	Serial number	Location	Net Value
W31P4Q-10-C-0167	[REDACTED]	US608681 US608678 US608684 US608680 US608682 US608683 US608679	[REDACTED]	T1FP02	000622
W31P4Q-10-C-0167	806-3090 BLANK PLATE	4		T1FP02	
W31P4Q-10-C-0167	965798 KEYBOARD/MOUSE	3	Keyboard SN: 1101005296 1101002121 1101005461 Mouse SN: 1107000223 1107000925 1107000013	T1FP02	
W31P4Q-10-C-0167	[REDACTED] UPS MGMT CARD	6	[REDACTED]	T1FP02	
W31P4Q-10-C-0167	[REDACTED] ROUTER	1	US608732	T1FP02	
W31P4Q-10-C-0167	BUS0067 KEYBOARD, MOUSE	4	Keyboard SN: 1202000825 1202001146 1202001143 1202000108 Mouse SN: 1201002595 1201001985 1201001014 1201001542	T1FP02	
W31P4Q-10-C-0167	CAUALAL-5M USB CABLE ASSY	4		T1FP02	
W31P4Q-10-C-0167	[REDACTED]	1		T1FP02	
W31P4Q-10-C-0167	CTL DVI-DL-MM-15 DVI CABLE	3		T1FP02	
W31P4Q-10-C-0167	CTL DVI-DL-MM-15 DVI-D DUAL LINK DVI CABL	4		T1FP02	
W31P4Q-10-C-0167	[REDACTED]	1	US608731	T1FP02	

Redactions per (b)(4), (b)(3)

Contract #	Description	USG tag number	Serial number	Location	Unit Value
W31P4Q-10-C-0167	[REDACTED] RUGGED NTBOOK	1	[REDACTED]	T1FP02	[REDACTED]
W31P4Q-10-C-0167	10224820 RING,RETAINING-PANEL FASTENER	4		T1FP02	[REDACTED]
W31P4Q-10-C-0167	[REDACTED] RACK RAILS	10		T1FP02	[REDACTED]
W31P4Q-10-C-0167	20073YR DELL FLAT PANEL	6	MX-OG324H-74262-22S-2D8L MX-OG324H-74262-22S-2D3L MX-OG324H-74262-22M-22LL MX-OG324H-74262-22S-2D9L MX-OG324H-74262-22M-22NL MX-OG324H-74262-22S-2D4L	T1FP02	[REDACTED]
W31P4Q-10-C-0167	313-6412 AX510 SOUND BAR	6	CN-OC730C-71623-228-1627 CN-OC730C-71623-228-1629 CN-OC730C-71623-228-1589 CN-OC730C-71623-228-1628 CN-OC730C-71623-19Q-1646 CN-OC730C-71623-19Q-1644	T1FP02	[REDACTED]
W31P4Q-10-C-0167	320-4687 DELL FLAT PANEL	4	US608694 US608693 US608692 US608691	MX-OG324H-74262-1AC-2PNL MX-OG324H-74262-1AC-2R7L MX-OG324H-74262-1AC-2R2L MX-OG324H-74262-1AC-2R1L	T1FP02
W31P4Q-10-C-0167	[REDACTED]	2	US608724 US608725	[REDACTED]	T1FP02
W31P4Q-10-C-0167	[REDACTED]	8		[REDACTED]	T1FP02
W31P4Q-10-C-0167	[REDACTED]	4	US608687 US608686 US608685 US608688	[REDACTED]	T1FP02

Redactions per (b)(4), (b)(3)

JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003
ATTACHMENT 0052
3 OF 3

FLAK 14 2013

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
Cost Plus Fixed Fee Page 1 Of 3

2. Amendment/Modification No.

P00049

3. Effective Date

APR 10 2013

4. Requisition/Purchase Req No.

SEE SCHEDULE

5. Project No. (If applicable)

6. Issued By

Code

W31P4Q

7. Administered By (If other than Item 6)

Code

S2205A

ARMY COMMAND - REDSTONE
[REDACTED]
HHS LOWE ARSENAL, AL 35898-5280

DCMA RAYTHEON TOWNSBURY
50 APPLE HILL DRIVE
M/S T2FR2
TOWNSBURY MA 01876-1198

EMAIL: [REDACTED]

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)

RAYTHEON COMPANY
350 LOWELL ST
ANDOVER, MA 01810-4400

9A. Amendment Of Solicitation No.

9B. Dated (See Item 11)

10A. Modification Of Contract/Order No.

W31P4Q-10-C-0003

10B. Dated (See Item 13)

2003MAR17

Code 05716

Facility Code

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 amendments; (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)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

[REDACTED]

NSN 754 0-01-192-8070
PREVIOUS EDITIONS UNUSABLE.

15C. Date Signed

4/10/13

Date Signed

4/10/2013

(REV. 10-83)
(48 CFR) 53.243

CONTINUATION SHEET	Reference No. of Document Being Continued PIN/SIN W31P4Q-10-C-0003 MOD/AMD P00049	Page 2 of 3
Name of Offeror or Contractor: RAYTHEON COMPANY		

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00049) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE GOVERNMENT FURNISHED PROPERTY/ CONTRACTOR ACQUIRED PROPERTY IS TRANSFERRED FROM CONTRACT W31P4Q-10-C-0120 CONTRACT W31P4Q-10-C-0003

A-3 BY EXECUTION OF THIS MODIFICATION THE GOVERNMENT FURNISHED PROPERTY/ CONTRACTOR ACQUIRED PROPERTY IS INCORPORATED INTO SECTION J AS ATTACHMENT 0052 OF THIS CONTRACT.

A-4 AS A RESULT OF THIS MODIFICATION, THE GOVERNMENT FURNISHED PROPERTY/ CONTRACTOR ACQUIRED PROPERTY IS REFERENCED IN ACCORDANCE WITH THE ENGINEERING SERVICE MEMORANDUM EN13-03.

A-5 AS A RESULT OF THIS MODIFICATION, THE ENGINEERING SERVICE MEMORANDUM EN13-03 IS INCORPORATED INTO SECTION J AS ATTACHMENT 0046 OF THIS CONTRACT.

A-6 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT AMOUNT REMAINS THE SAME.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0049 ***

CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 3 of 3

PHN/SIIN W31P4Q-10-C-0003

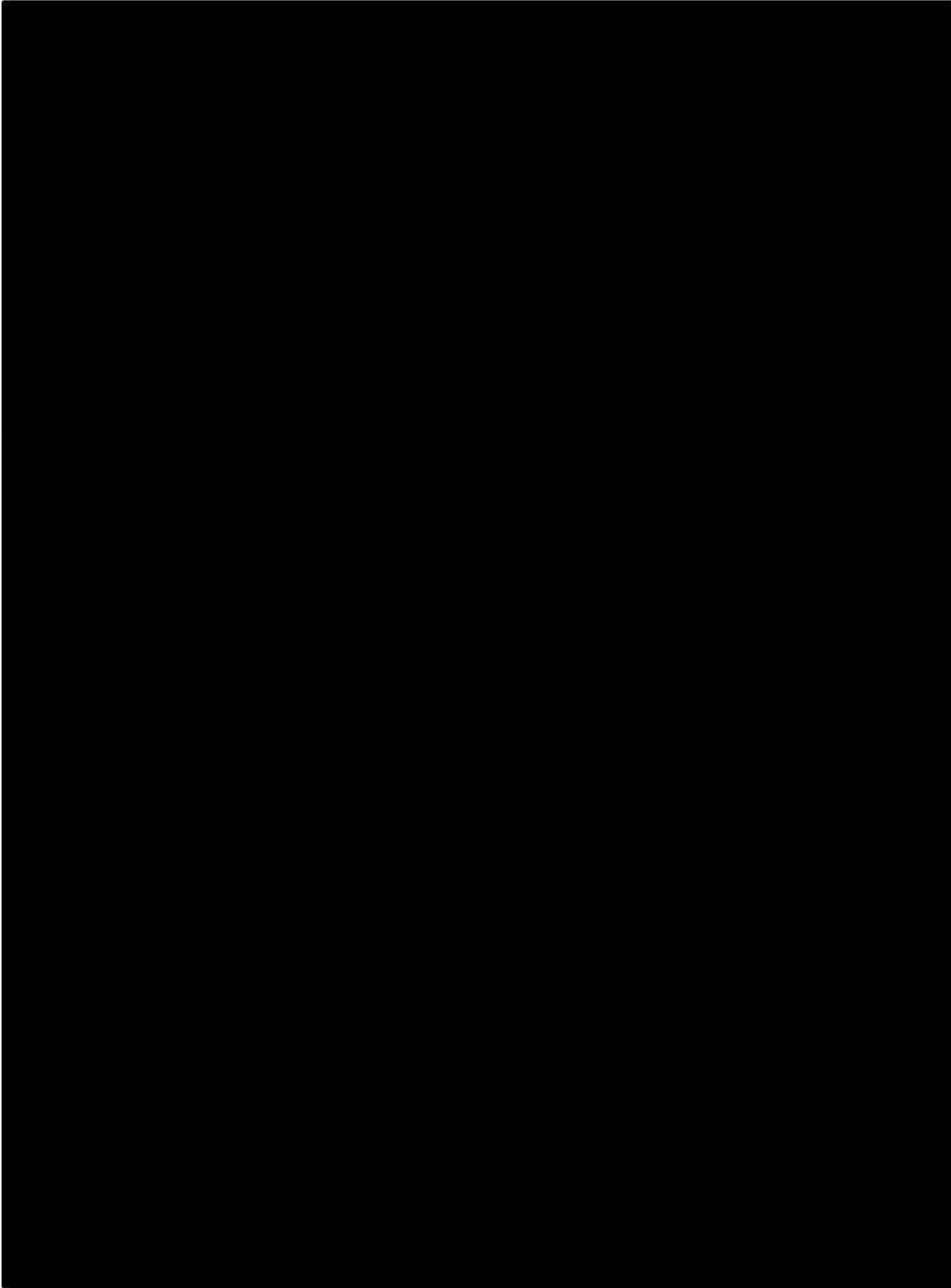
MOD/AMD P00049

Name of Offeror or Contractor: RAYTHEON COMPANY

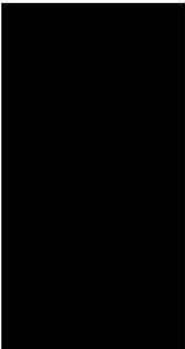
SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0046	PROPERTY TRANSFER LIST W31P4Q-10-C-0120 TO W31P4Q-10-C-0003	08-APR-2013	003	EMAIL

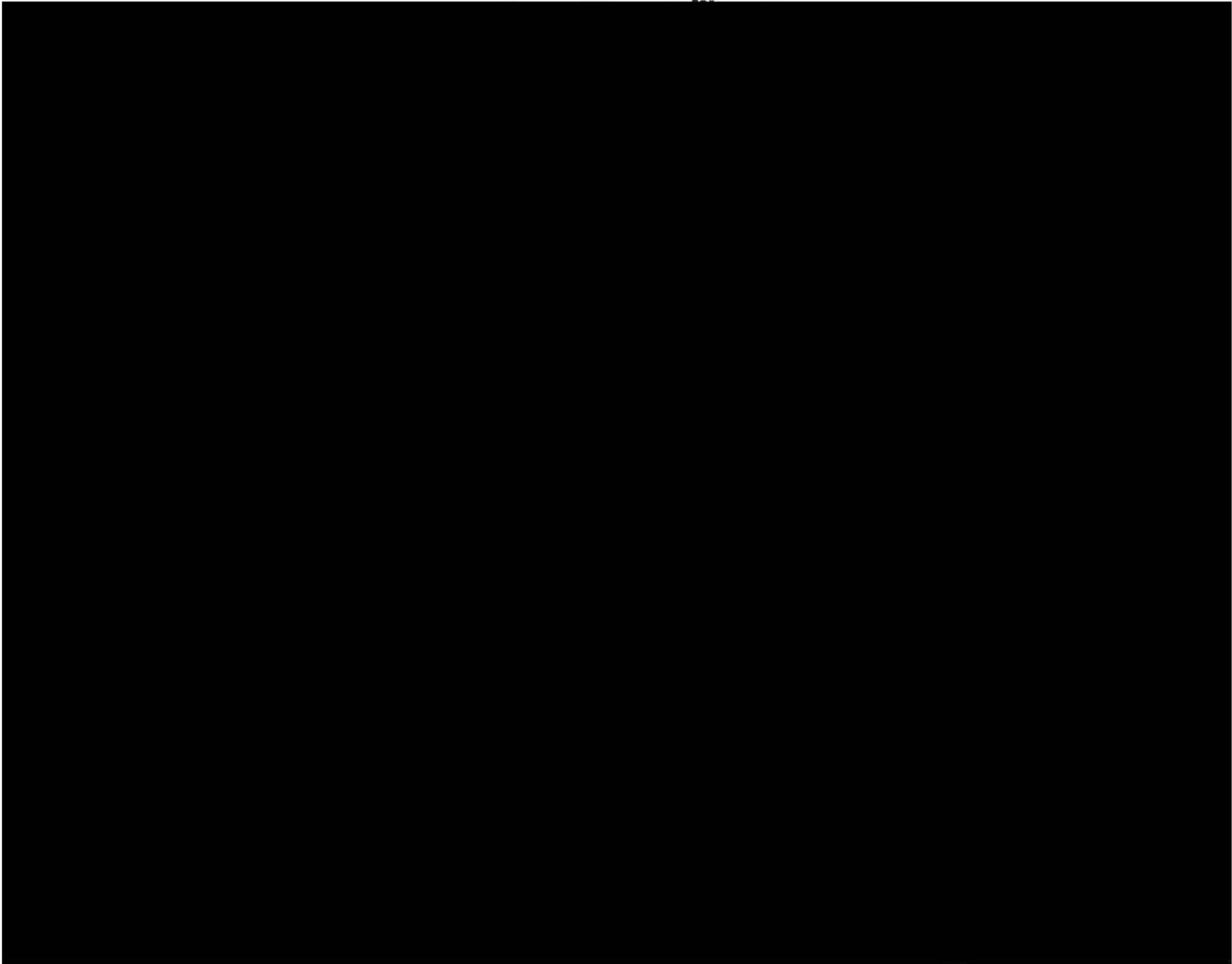
Government Furnished Property List



JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003 MOD P00049
ATTACHMENT 0046
1 OF 3
APR 10 2013



Government Furnished Property List

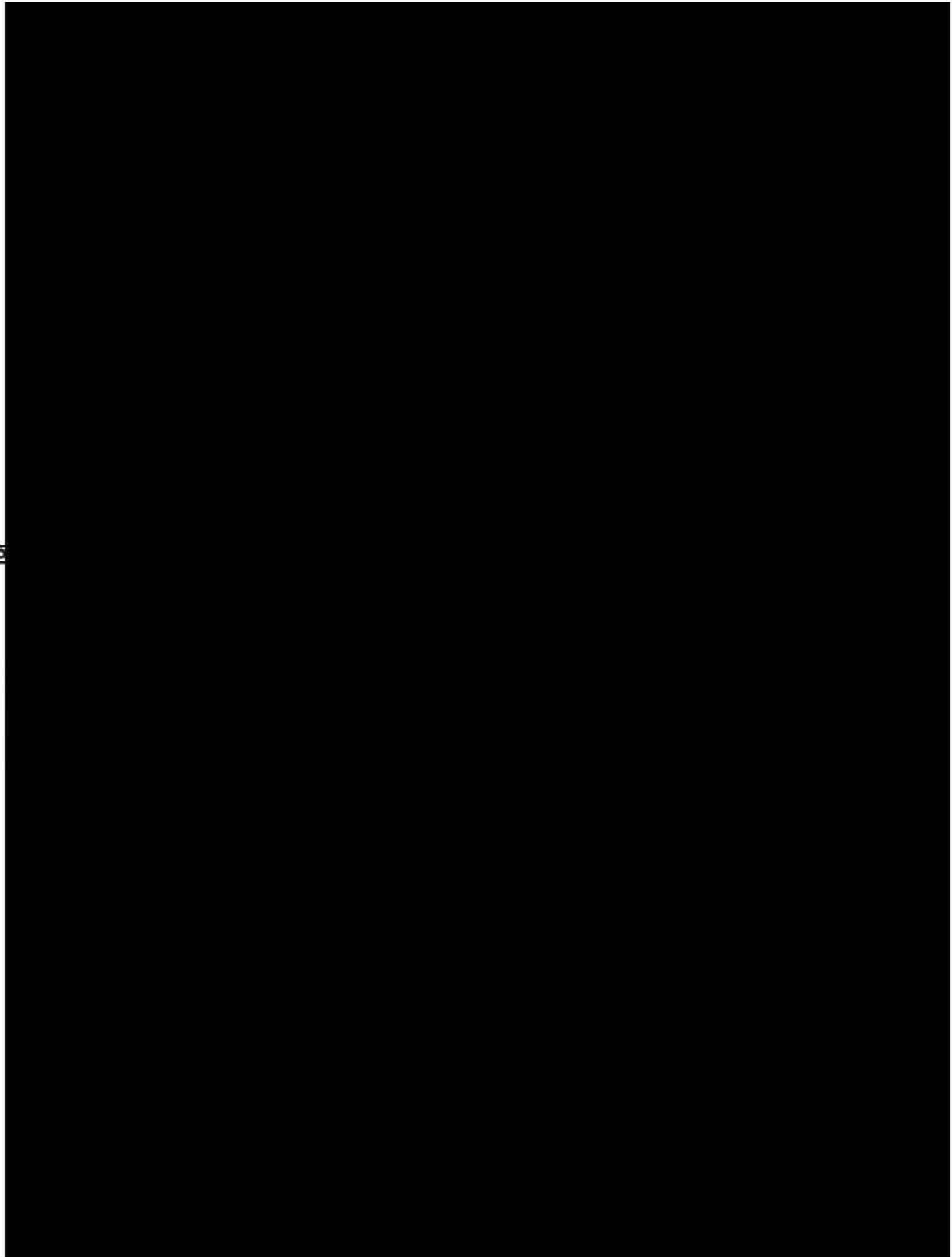


000628

Redactions per (b)(4), (b)(3)



Government Furnished Property List
for



JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003 MOD P00049
ATTACHMENT 0046
3 OF 3

APR 10 2013



AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT 1. Contract ID Code Cost Plus Fixed Fee Page 1 Of 5

2. Amendment/Modification No. P00050 3. Effective Date APR 12 2013 4. Requisition/Purchase Req No. SEE SCHEDULE 5. Project No. (if applicable)

6. Issued By [Redacted] MMAND-REDSTONE REDSTONE ARSENAL AL 35898-5280 Code W31P4Q 7. Administered By (If other than Item 5) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198 Code 82205A

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400 Code 05716 Facility Code 9A. Amendment Of Solicitation No. 9B. Dated (See Item 11) 10A. Modification Of Contract/Order No. W31P4Q-10-C-0003 10B. Dated (See Item 13) 2003MAR17

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 amendments; (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) NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ The Changes Set Forth In Item 14 Are Made In _____
- 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).
- C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 Contracting Officer (Type or print) [Redacted]
15B. Date Signed 4/11/13 15C. Date Signed 4/12/13
NSN 754 0-01-152-8070 PREVIOUS EDITIONS UNUSABLE (REV. 10-83) (48 CFR) 53.243

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00050	Page 2 of 5
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Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 44 EN12-06 REV "A".

A-3 BY EXECUTION OF THIS MODIFICATION REALIGNMENT OF [REDACTED] OF LABOR DOLLARS FROM SLIN 0004AL TO MATERIAL DOLLARS ON SLIN 0004AM TO DECREASE FROM [REDACTED] LABOR HOURS ARE AS FOLLOWS.

SLIN 0004AL (LABOR)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

[REDACTED]

SLIN 0004AM (MATERIAL)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT AMOUNT REMAINS UNCHANGED.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0050 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00050

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS													
0004	#12378 SITE SELECTIO													
0004AL	<p><u>FY12 OPTION ESM EN12-06</u></p> <p>CLIN CONTRACT TYPE: Cost Plus Fixed Fee GENERIC NAME DESCRIPTION: #12378 SITE SELECTIO PRON: 4M2J721900 PRON AMD: 01 ACRN: AF</p> <p>SLIN 0004AL DIRECT LABOR HOURS: DIRECT LABOR & BURDE MATERIAL TOTAL</p> <p>(End of narrative B002)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td>REL CD</td> <td>QUANTITY</td> <td>DATE</td> </tr> <tr> <td>001</td> <td></td> <td>27-SEP-2013</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	REL CD	QUANTITY	DATE	001		27-SEP-2013	[REDACTED]	LO		\$ [REDACTED]
DLVR SCH		PERF COMPL												
REL CD	QUANTITY	DATE												
001		27-SEP-2013												
0004AM	<p><u>FY12 OPTION ESM EN12-06</u></p> <p>CLIN CONTRACT TYPE: Cost Plus Fixed Fee GENERIC NAME DESCRIPTION: #12378 SITE SELECTIO PRON: 4M2J721900 PRON AMD: 01 ACRN: AF</p> <p>SLIN 0004AM DIRECT LABOR HOURS: DIRECT LABOR & BURDE MATERIAL TOTAL</p> <p>(End of narrative B002)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p>	[REDACTED]	LO		\$ [REDACTED]									

<p>CONTINUATION SHEET</p>	<p>Reference No. of Document Being Continued PIIN/SHN W31P4Q-10-C-0003 MOD/AMD P00050</p>	<p>Page 4 of 5</p>
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT												
	<p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>█</td> <td>27-SEP-2013</td> </tr> <tr> <td></td> <td>\$ █</td> <td></td> </tr> </table>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	█	27-SEP-2013		\$ █					
DLVR SCH		PERF COMPL															
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>															
001	█	27-SEP-2013															
	\$ █																

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 5 of 5**

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00050

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0044	ENGINEERING SERVICES MEMORANDUM EN12-06 REV "A"	15-MAR-2013	003	EMAIL

RAYTHEON COMPANY

FORM M-11-00-04

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN12-06A
		DATE 3/15/2013
PROJECT TITLE Site Selection and Exercise Planning	CONTRACT NO. W31P4Q-10-C-0003	
ESTIMATED COMPLETION DATE OF ESM 9/3/2012 - 9/27/2013	COST ACCOUNT	
DESCRIPTION OF PROPOSED WORK Site Selection Provide up to seven contractor personnel (6 Raytheon, 1 TCOM) to accompany the JLENS Product Office (JPO) representatives when conducting CONUS site screenings. These screenings will assess the suitability of up to three sites for the CONUS JLENS deployment based upon defined criteria. As part of this effort Raytheon will support the government in developing the site screening plan and selection criteria. Entering the screening process multiple sites are selected based on operational considerations and guidelines using information available from Public, DoD and other Government (ex. FAA, FCC) resources. The purpose of the site screening is to enable a small team to visually observe and collect data on the location, accessibility, general soil conditions, external environmental factors (such as electromagnetic spectrum, airspace restrictions, etc.) and other items with the intent of ruling several sites out to arrive at a manageable quantity for a future more detailed site survey. It is expected that the screening would require on the order of two days for each site visited.		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE		
To be specified in Sub-ESMs as required		
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL ISSUE	"A" CHANGE
	"B" CHANGE	"C" CHANGE
	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS		
DIRECT LABOR & BURDEN \$		
MATERIAL \$		
COMPTV/SUBCONTR LBR \$		
TRAVEL & PER DIEM \$		
OTHER \$		
TOTAL \$		
ESM MONITORS		
Raytheon ID#:		CMDS P.O.:
CONCURRENCE SIGNATURES:		
ORIGINAL ISSUE	RAYTHEON ID#	DATE
REVISION "A"	RAYTHEON ID#	DATE
REVISION "B"	RAYTHEON ID#	DATE
REVISION "C"	RAYTHEON ID#	DATE
REVISION "D"	RAYTHEON ID#	DATE
REVISION "E"	RAYTHEON ID#	DATE
EXPLANATION OF REVISION: Rev - Initial Issue Rev A - Transfer Labor Dollars to Material Dollars - net zero contract dollar change		

Sheet 1

JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003 MOD P00050
ATTACHMENT 0044
1 OF 3 **APR 12 2013**

ENGINEERING SERVICES MEMORANDUM

EDM NO. EN12-06A

DESCRIPTION OF PROPOSED WORK (CONT)

Site Selection Cont'd

Personnel required for the site screening would be:

- Radar System engineer to assess line of site and potential RF interference sources
- Communications Engineer to assess network infrastructure and data movement back to Huntsville, Andover, etc
- Logistician to assess transportation, accessibility and local sources of supply
- Platform engineer to evaluate the site for flight suitability
- Power engineer to evaluate commercial power sources for site use
- Integration/Safety Engineer
- Project Manager to coordinate team

Raytheon will participate with the government team in analyzing the survey results and ranking the sites. Raytheon's output will be a site screening briefing and report. The expected period of performance will extend six months from contract award. Planning will include three trips to Huntsville; pre-planning, mid-term discussions and a final outbrief.

Labor

3 site visits for 6 people: Prep/visit/follow-up at [redacted] visit per person = [redacted]
 3 Huntsville visits for 6 people: Prep/visit/follow-up at [redacted] per person [redacted]
 Site Screening Briefing & Final Report: Data compilation/analysis/report/briefing [redacted]
 Team lead - Continuity and JPO liaison at [redacted] 6 months [redacted]

Material TCOM

3 site visits for 1 Person at [redacted]
 3 Huntsville visits for 1 Person at [redacted]
 6 Trips - 3 site visits; 3 Huntsville visit

IDS Travel

6 People for 3 Site Visits; 6 People for 3 Huntsville trips

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

BSM NO.
EN12-06A

DESCRIPTION OF PROPOSED WORK (CONT)

Exercise Planning

Provide up to 4 full time equivalent (FTE) heads to work with JPO developing the necessary plans for the exercise. One of the FTEs will be the Raytheon exercise lead and the primary JPO counterpart. The other three FTEs will vary depending on the planning stage and topic. Planning will include such items as: site development, comms planning, network integration, transportation, site integration & activation, electromagnetic spectrum analysis, risk assessment and planning, public impact assessments, hardware subsystem selection (Orbit 1 or Orbit 2), etc. It is anticipated that the list of activities will vary in topic and detail as exercise planning matures. The period of performance will extend to the end of fiscal 2013. Planning will also include every other month trips to Huntsville.

POP = Sept 2012 – Sept 2013.

Labor [REDACTED]
3 FTE x [REDACTED]

IDS Travel

3 people for 6 trips to Huntsville

SAS Travel

1 person for 6 trips to Huntsville

SAS Labor

[REDACTED]

Revision B

Spending profile has changed to account for additional Subcontractor and IOT labor efforts instead of labor efforts. Revised from material to Subcontractor Labor to accurately reflect Subcontractors/IOTs efforts.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 3

JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003 MOD P00050
ATTACHMENT 0044
3 OF 3
APR 12 2013

1049

1049

1050

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 7
2. Amendment/Modification No. P00051	3. Effective Date JUN 14 2012	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By [REDACTED] MAND-REDSTONE [REDACTED] 35898-5280	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198		Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400			<input type="checkbox"/>	9A. Amendment Of Solicitation No.
			<input type="checkbox"/>	9B. Dated (See Item 11)
			<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
			<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17
Code 05716	Facility Code			

II. 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 amendments; (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)
ACRN: AF NET INCREASE: \$599,935.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]	15C. Date Signed 6/14/13	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]	16C. Date Signed 6/14/13
(Signature of person authorized to sign)			
NSN 7540-01-152-8070 PREVIOUS EDITIONS UNUSABLE		M 30 (REV. 10-83) FAR (48 CFR) 53.243	

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00051

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 44 EN12-06 REV "B".

A-3 BY EXECUTION OF THIS MODIFICATION REALIGNMENT OF [REDACTED] OF LABOR DOLLARS FROM SLIN 0004AL TO MATERIAL DOLLARS ON SLIN 0004AM TO INCREASE FROM [REDACTED] LABOR HOURS ARE AS FOLLOWS.

SLIN 0004AL (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0004AM (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT IS INCREASED IN THE AMOUNT OF \$599,935 FROM \$14,314,271.00 TO \$14,914,206.00.

A-5 BY EXECUTION OF THIS MODIFICATION THE GOVERNMENT DOES NOT CONCUR WITH ASSUMPTIONS PRIOR TO THE TEST EVENT.

A-6 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0051 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SHN W31P4Q-10-C-0003 MOD/AMD P00051	Page 3 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																			
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS																																																																							
0004	<p><u>FY12 OPTION PERIOD JLENS ENG SRVS</u></p> <p><u>FY13</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;"></td> <td style="text-align: center;">Labor</td> <td style="text-align: center;">Material</td> <td style="text-align: center;">Total</td> </tr> <tr> <td>PCL COST</td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td>G&A</td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td>TCL COST (W/O COM)</td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td>FEE</td> <td colspan="3" style="background-color: black;"></td> </tr> <tr> <td>CPFF</td> <td colspan="3" style="background-color: black;"></td> </tr> </table> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;"></td> <td style="text-align: center;">Hours</td> <td style="text-align: center;">Hours</td> </tr> <tr> <td style="text-align: left;">Description</td> <td style="text-align: center;">Hours</td> <td style="text-align: center;">Exercised Remaining</td> </tr> <tr> <td>PM/CM</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>ENGINEERING</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>PRODUCT ASSUR/TEST</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>LOGISTICS</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>TOTAL</td> <td colspan="2" style="background-color: black;"></td> </tr> </table> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;"></td> <td style="text-align: center;">Material</td> <td style="text-align: center;">Material</td> </tr> <tr> <td style="text-align: left;">Description</td> <td style="text-align: center;">Material</td> <td style="text-align: center;">Exercised Remaining</td> </tr> <tr> <td>ESTIMATED COST</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>FIXED FEE</td> <td colspan="2" style="background-color: black;"></td> </tr> <tr> <td>CPFF</td> <td colspan="2" style="background-color: black;"></td> </tr> </table> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p style="text-align: center;">(End of narrative B007)</p>		Labor	Material	Total	PCL COST				G&A				TCL COST (W/O COM)				COST OF MONEY				FEE				CPFF					Hours	Hours	Description	Hours	Exercised Remaining	PM/CM			ENGINEERING			PRODUCT ASSUR/TEST			LOGISTICS			TOTAL				Material	Material	Description	Material	Exercised Remaining	ESTIMATED COST			COST OF MONEY			FIXED FEE			CPFF			<p style="text-align: center;">■</p>	<p style="text-align: center;">LO</p>	<p style="text-align: center;">\$ [REDACTED]</p>	<p style="text-align: center;">\$ [REDACTED]</p>
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CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00051		Page 4 of 7										
Name of Offeror or Contractor: RAYTHEON COMPANY													
ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT								
	Total [REDACTED]												
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<u>ESM</u>	<u>Description</u>	<u>FY13 Hours</u>											
EN12-06B	Labor	[REDACTED]											
	COMPOSITE HOURLY RATE [REDACTED]												
	(End of narrative B004)												
	<u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin												
	<u>Deliveries or Performance</u> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>27-SEP-2013</td> </tr> </table>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	27-SEP-2013			
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<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>											
001	[REDACTED]	27-SEP-2013											
	\$ [REDACTED]												
0004AM	<u>FY12 OPTION ESM EN12-06</u> GENERIC NAME DESCRIPTION: #12378 SITE SELECTIO PRON: 4M2J721900 PRON AMD: 02 ACRN: AF	[REDACTED]	LO		\$ [REDACTED]								
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EN12-06B	MATERIAL												
	COMPOSITE HOURLY RATE [REDACTED]												
	(End of narrative B003)												
	SLIN 0004AM FROM BY TO [REDACTED] DIRECT LABOR HOURS: [REDACTED]												

CONTINUATION SHEET		Reference No. of Document Being Continued		Page 5 of 7	
		PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00051		
Name of Offeror or Contractor: RAYTHEON COMPANY					
ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	DIRECT LABOR & BURDEN MATERIAL TOTAL				
	(End of narrative B004)				
	<u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin				
	<u>Deliveries or Performance</u>				
	DLVR SCH	PERF COMPL			
	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>		
	001		27-SEP-2013		
	\$				

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003	Page 6 of 7 MOD/AMD P00051
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Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0004AL	4M2J721900	2	A.0000013.1.2	AF	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
0004AM	4M2J721900	2	A.0000013.1.2	AF	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
					NET CHANGE	\$ 599,935.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AF	021 201220132040 A5XFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001 \$ 599,935.00
NET CHANGE		\$ 599,935.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	14,314,271.00	\$ 599,935.00	\$ 14,914,206.00

LINE ITEM	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	021001
0004AL	AF	021 201220132040 A5XFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001
0004AM	AF	021 201220132040 A5XFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 7 of 7**

PIIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00051

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0044	ENGINEERING SERVICES MEMORANDUM EN12-06 REV "B"	28-MAY-2013	004	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM 5H-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN12-06B	
		DATE 5/28/2013	
PROJECT TITLE Site Selection and Exercise Planning		CONTRACT NO. W31P4Q-10-C-0003	
ESTIMATED COMPLETION DATE OF ESM 9/3/2012 - 9/27/2013		COST ACCOUNT	
DESCRIPTION OF PROPOSED WORK Site Selection Provide up to seven contractor personnel (6 Raytheon, 1 TCOM) to accompany the JLENS Product Office (JPO) representatives when conducting CONUS site screenings. These screenings will assess the suitability of up to three sites for the CONUS JLENS deployment based upon defined criteria. As part of this effort Raytheon will support the government in developing the site screening plan and selection criteria. Entering the screening process multiple sites are selected based on operational considerations and guidelines using information available from Public, DoD and other Government (ex. FAA, FCC) resources. The purpose of the site screening is to enable a small team to visually observe and collect data on the location, accessibility, general soil conditions, external environmental factors (such as electromagnetic spectrum, airspace restrictions, etc.) and other items with the intent of ruling several sites out to arrive at a manageable quantity for a future more detailed site survey. It is expected that the screening would require on the order of two days for each site visited.			
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required			
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***			
		"C" CHANGE	"D" CHANGE
DIRECT LABOR HOURS			"E" CHANGE
DIRECT LABOR & BURDEN	\$	\$	\$
MATERIAL	\$	\$	\$
CONTRACTOR SUBCONTR LBR	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$
OTHER	\$	\$	\$
TOTAL	\$	\$	\$
ESM SIGNATURES			
Raytheon IOB:		CMOS P.O.:	
CONCURRENCE SIGNATURES:			
	RAYTHEON IDS	DATE	CMOS PROJECT OFFICE
ORIGINAL	Initial Issue	9/17/2012	
REVISION "A"	Transfer Labor to Material Dollars	3/15/2013	
REVISION "B"		5/28/2013	6/10/13
REVISION "C"			
REVISION "D"			
REVISION "E"			
EXPLANATION OF REVISION: Rev - Initial Issue Rev - Transfer Labor Dollars to Material Dollars - net zero contract dollar change Rev B - AMRAAM IFC Scope Addition			

Sheet 1

JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003 MOD P00051
ATTACHMENT 0044
1 OF 4 **JUN 14 2013**

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN12-06B

DESCRIPTION OF PROPOSED WORK (CONT)

Site Selection Cont'd

Personnel required for the site screening would be:

- Radar System engineer to assess line of site and potential RF interference sources
- Communications Engineer to assess network infrastructure and data movement back to Huntsville, Andover, etc
- Logistician to assess transportation, accessibility and local sources of supply
- Platform engineer to evaluate the site for flight suitability
- Power engineer to evaluate commercial power sources for site use
- Integration/Safety Engineer
- Project Manager to coordinate team

Raytheon will participate with the government team in analyzing the survey results and ranking the sites. Raytheon's output will be a site screening briefing and report. The expected period of performance will extend six months from contract award. Planning will include three trips to Huntsville; pre-planning, mid-term discussions and a final outbrief.

Labor

3 site visits for 6 people: Prep/visit/follow-up at [redacted] per person = [redacted]
 3 Huntsville visits for 6 people: Prep/visit/follow-up at [redacted]
 Site Screening Briefing & Final Report: Data compilation/analysis/report/briefing = [redacted]
 Team lead - Continuity and JPO liaison at [redacted]

Material

3 site visits for 1 Person at [redacted]
 3 Huntsville visits for 1 Person at [redacted]
 6 Trips - 3 site visits; 3 Huntsville visit

Travel

8 People for 3 Site Visits; 6 People for 3 Huntsville trips

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN12-06B**

DESCRIPTION OF PROPOSED WORK (CONT)

Exercise Planning

Provide up to 4 full time equivalent (FTE) heads to work with JPO developing the necessary plans for the exercise. One of the FTEs will be the Raytheon exercise lead and the primary JPO counterpart. The other three FTEs will vary depending on the planning stage and topic. Planning will include such items as: site development, comms planning, network integration, transportation, site integration & activation, electromagnetic spectrum analysis, risk assessment and planning, public impact assessments, hardware subsystem selection (Orbit 1 or Orbit 2), etc. It is anticipated that the list of activities will vary in topic and detail as exercise planning matures. The period of performance will extend to the end of fiscal 2013. Planning will also include every other month trips to **Huntsville**.

POP = Sept 2012 – Sept 2013.

Labor

3 FTE x 13 months =

JDS Travel

3 people for 6 trips to **Huntsville**

SAS Travel

1 person for 6 trips to **Huntsville**

SAS Labor



MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003 MOD P00051
ATTACHMENT 0044
3 OF 4

JUN 14 2013

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN12-06B**

DESCRIPTION OF PROPOSED WORK (CONT)

Support an Integrated Fire Control (IFC) Advanced Medium-Range Air-to-Air Missile (AMRAAM) demonstration at Utah Test and Target Range (UTTR) near Salt Lake City, Utah, anticipated to happen during July 2013. Raytheon will provide mission planning support for the IFC event including coordination with JPO and Raytheon Missile Systems (RMS) AMRAAM Subject Matter Experts (SME).

1. Participate in kick-off meetings, subsequent planning and coordination meetings, and Test Readiness Review in June via VTC, Telecon, or in person as required by the Government.
2. Participate in developing the Mission Concept of Operations (CONOPs) and support JPO interface checkout and review, and perform analysis of message traffic from JLENS to the Government Furnished Equipment (GFE) message translation system (WRIATH).
3. Perform pre-mission analysis including variations in geometry and mission timeline in the Raytheon Integrated Air Defense Systems (IADS) JLENS System Integration Lab (SIL) and provide support CMDS SIL simulations.
4. Perform analysis of JLENS error performance in pre-mission simulations of AMRAAM support requirements.
5. Provide RMS AMRAAM SMEs with pre-mission results in support of missile fly out analysis.
6. Support Government generated test plan and test report development.
7. Support Government JAT quick look reports development for the walk up missions and live event.
8. Provide SME support during two walk up events and the live fire event at UTTR.

BOE: \$599.9K Sell

- IDS Labo [redacted] hours [redacted]
 - SE [redacted]
 - Infrastructure (finance/quality) [redacted]
- Trave [redacted]
- [redacted]
- [redacted]

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 3

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00051
 ATTACHMENT 0044
 4 OF 4

JUN 14 2013

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Coat Plus Fixed Fee	Page 1 Of 7
2. Amendment/Modification No. P00052	3. Effective Date AUG 29 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 EMAIL: [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198		Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/>	9A. Amendment Of Solicitation No.	
		<input type="checkbox"/>	9B. Dated (See Item 11)	
		<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003	
		<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17	
Code 05716	Facility Code			

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 amendments; (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)
ACRN: AF NET INCREASE: \$318,564.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

<input type="checkbox"/>	A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A.	The Changes Set Forth In Item 14 Are Made In
<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:	
<input type="checkbox"/>	D. Other (Specify type of modification and authority)	

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 Contracting Officer (Type or print) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15B. [REDACTED] [REDACTED] (to sign)	15C. Date Signed 8/28/13
	15D. Date Signed 8 Aug 2013

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00052

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 44 EN12-06 REV "C".

A-3 AS A RESULT OF THIS MODIFICATION [REDACTED] FROM SLIN 0004AL ARE CONVERTED TO [REDACTED] IN MATERIAL DOLLARS UNDER SLIN 0004AM. A REALIGNMENT OF MATERIAL DOLLARS IN THE AMOUNT OF [REDACTED] FROM CLIN 0005 TO CLIN 0004 IS INCORPORATED TO INCREASE MATERIAL DOLLARS ON SLIN 0004AM FROM [REDACTED]. THE REALIGNMENT IS REFERENCED IN THE NARRATIVE UNDER CLIN 0005.

A-4 BY EXECUTION OF THIS MODIFICATION LABOR DOLLARS UNDER SLIN 0004AL ARE INCREASED BY [REDACTED]. THE LABOR HOURS UNDER SLIN 0004AL ARE INCREASED BY [REDACTED]. THE INCREASES FOR SLINS 0004AL AND 0004AM ARE AS FOLLOWS.

SLIN 0004AL (LABOR)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

SLIN 0004AM (MATERIAL)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

A-5 AS A RESULT OF THIS MODIFICATION SECTION G IS CORRECTED TO REFLECT THE CURRENT CUMULATIVE AMOUNTS FOR SLIN 0004AL AND 0004AM.

A-6 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT IS INCREASED IN THE AMOUNT OF \$318,564 FROM \$14,914,206.00 TO \$15,232,770.00.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0052 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00052	Page 3 of 7
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Name of Offeror or Contractor: RAYTHRON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																						
0004	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY12 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="0" style="width: 100%;"> <tr> <td style="width: 15%;"><u>FY13</u></td> <td style="width: 15%;"><u>Labor</u></td> <td style="width: 15%;"><u>Material</u></td> <td style="width: 15%;"><u>Total</u></td> <td style="width: 40%;"></td> </tr> <tr> <td>PCL COST</td> <td colspan="3" rowspan="5" style="background-color: black;"></td> <td></td> </tr> <tr> <td>G&A</td> <td></td> </tr> <tr> <td>TCL COST (W/O COM</td> <td></td> </tr> <tr> <td>COST OF MONEY</td> <td></td> </tr> <tr> <td>FEE</td> <td></td> </tr> <tr> <td>CPFF</td> <td></td> <td></td> <td></td> <td></td> </tr> </table> <table border="0" style="width: 100%;"> <tr> <td style="width: 15%;"></td> <td style="width: 15%;"></td> <td style="width: 15%; text-align: center;"><u>Hours</u></td> <td style="width: 15%; text-align: center;"><u>Hours</u></td> <td style="width: 40%;"></td> </tr> <tr> <td><u>Description</u></td> <td style="text-align: center;"><u>Hours</u></td> <td style="text-align: center;"><u>Exercised</u></td> <td style="text-align: center;"><u>Remaining</u></td> <td></td> </tr> <tr> <td>PM/CM</td> <td colspan="3" rowspan="4" style="background-color: black;"></td> <td></td> </tr> <tr> <td>ENGINEERING</td> <td></td> </tr> <tr> <td>PRODUCT ASSUR/TEST</td> <td></td> </tr> <tr> <td>LOGISTICS</td> <td></td> </tr> <tr> <td>TOTAL</td> <td></td> <td></td> <td></td> <td></td> </tr> </table> <table border="0" style="width: 100%;"> <tr> <td style="width: 15%;"></td> <td style="width: 15%;"></td> <td style="width: 15%; text-align: center;"><u>Material</u></td> <td style="width: 15%; text-align: center;"><u>Material</u></td> <td style="width: 40%;"></td> </tr> <tr> <td><u>Description</u></td> <td style="text-align: center;"><u>Material</u></td> <td style="text-align: center;"><u>Exercised</u></td> <td style="text-align: center;"><u>Remaining</u></td> <td></td> </tr> <tr> <td>ESTIMATED COST</td> <td colspan="3" rowspan="4" style="background-color: black;"></td> <td></td> </tr> <tr> <td>COST OF MONEY</td> <td></td> </tr> <tr> <td>FIXED FEE</td> <td></td> </tr> <tr> <td>CPFF</td> <td></td> </tr> </table> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p style="text-align: center;">(End of narrative B00A)</p>	<u>FY13</u>	<u>Labor</u>	<u>Material</u>	<u>Total</u>		PCL COST					G&A		TCL COST (W/O COM		COST OF MONEY		FEE		CPFF							<u>Hours</u>	<u>Hours</u>		<u>Description</u>	<u>Hours</u>	<u>Exercised</u>	<u>Remaining</u>		PM/CM					ENGINEERING		PRODUCT ASSUR/TEST		LOGISTICS		TOTAL							<u>Material</u>	<u>Material</u>		<u>Description</u>	<u>Material</u>	<u>Exercised</u>	<u>Remaining</u>		ESTIMATED COST					COST OF MONEY		FIXED FEE		CPFF		■	LO	\$ [REDACTED]	[REDACTED]
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CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00052	Page 4 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	(End of narrative B005)				
	<u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin				
	<u>Deliveries or Performance</u> DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 [REDACTED] 27-SEP-2013 \$ [REDACTED]				
0004AM	<u>FY12 OPTION BSM EN12-06</u> GENERIC NAME DESCRIPTION: #12738 SITE SELECTIO CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M2J721900 PRON AMD: 05 ACRN: AF SLIN 0004AM FROM BY TO DIRECT LABOR HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED] Estimated Cost [REDACTED] COM [REDACTED] Fixed Fee [REDACTED] Total [REDACTED] (End of narrative B005)	[REDACTED]	LO		\$ [REDACTED]
	<u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin				
	<u>Deliveries or Performance</u> DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 [REDACTED] 27-SEP-2013 \$ [REDACTED]				

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00052

Name of Offeror or Contractor: RAYTHEON COMPANY

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	<p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p>																															
	<p>(End of narrative B007)</p>																															

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00052	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ ITEM	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0004AL	4M2J721900	2	A.0000013.1.2	AF	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
0004AM	4M2J721900	2	A.0000013.1.2	AF	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
NET CHANGE						\$ 318,564.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AF	021 201220132040 ASXFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001 \$ 318,564.00
NET CHANGE		\$ 318,564.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	\$ 14,914,206.00	\$ 318,564.00	\$ 15,232,770.00

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	INCREASE/DECREASE
0004AL	AF	021 201220132040 ASXFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001
0004AM	AF	021 201220132040 ASXFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 7 of 7**

PHN/SHN W31P4Q-10-C-0003

MOD/AMD P00052

Name of Offeror or Contractor: RAYTHEON COMPANY**SECTION J - LIST OF ATTACHMENTS**

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0044	ENGINEERING SERVICES MEMORANDUM EN12-06 REV "C"	28-MAY-2013	004	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM 54-31-09-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN12-06C	
		DATE 5/28/2013	
PROJECT TITLE Site Selection and Exercise Planning	CONTRACT NO. W31P4Q-10-C-0003		
ESTIMATED COMPLETION DATE OF ESM 9/3/2012 - 9/27/2013	COST ACCOUNT		
DESCRIPTION OF PROPOSED WORK Site Selection Provide up to seven contractor personnel (6 Raytheon, 1 TCOM) to accompany the JLENS Product Office (JPO) representatives when conducting CONUS site screenings. These screenings will assess the suitability of up to three sites for the CONUS JLENS deployment based upon defined criteria. As part of this effort Raytheon will support the government in developing the site screening plan and selection criteria. Entering the screening process multiple sites are selected based on operational considerations and guidelines using information available from Public, DoD and other Government (ex. FAA, FCC) resources. The purpose of the site screening is to enable a small team to visually observe and collect data on the location, accessibility, general soil conditions, external environmental factors (such as electromagnetic spectrum, airspace restrictions, etc.) and other items with the intent of ruling several sites out to arrive at a manageable quantity for a future more detailed site survey. It is expected that the screening would require on the order of two days for each site visited.			
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	
CONDITION OF RETURN			
To be specified in Sub-ESMs as required			
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE			
To be specified in Sub-ESMs as required			
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***			
	ORIGINAL	"A" CHANGE	
	"B" CHANGE	"C" CHANGE	
	"D" CHANGE	"E" CHANGE	
DIRECT LABOR HOURS			
DIRECT LABOR & BURDEN		\$	
MATERIAL		\$	
COMPT/SUBCONTR LBR		\$	
TRAVEL & PER DIEM		\$	
OTHER		\$	
TOTAL		\$	
ESM MONITORS			
CMOS P			
CONCURRENCE SIGNATURES:			
	RAYTHEON IDS	DATE	CMOS PROJECT OFFICE
DATE			DATE
ORIGINAL ISSUE	Initial Issue	9/17/2012	
REVISION "A"	Transfer Labor to Material Dollars	3/15/2013	
REVISION "B"	Scope Addition	5/29/13	
REVISION "C"		6/17/13	7/2/13
REVISION "D"			
REVISION "E"			
EXPLANATION OF REVISION: Rev A - Initial Issue Rev B - AMRAAM IFC Scope Addition Rev C - CTE Participation Scope Addition Rev D - Transfer Labor Dollars to Material Dollars - net zero contract dollar change			

Sheet 1

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00052
 ATTACHMENT 0044
 1 OF 5
AUG 29 2013

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM 5H-31-03-04

ESM NO. **EN12-06C**

DESCRIPTION OF PROPOSED WORK (CONT)

Site Selection Cont'd

Personnel required for the site screening would be:

- Radar System engineer to assess line of site and potential RF interference sources
- Communications Engineer to assess network infrastructure and data movement back to Huntsville, Andover, etc
- Logistician to assess transportation, accessibility and local sources of supply
- Platform engineer to evaluate the site for flight suitability
- Power engineer to evaluate commercial power sources for site use
- Integration/Safety Engineer
- Project Manager to coordinate team

Raytheon will participate with the government team in analyzing the survey results and ranking the sites. Raytheon's output will be a site screening briefing and report. The expected period of performance will extend six months from contract award. Planning will include three trips to Huntsville; pre-planning, mid-term discussions and a final outbrief.

Labor

3 site visits for 6 people: Prep/visit/follow-up at 80 hrs per visit per person
 3 Huntsville visits for 6 people: Prep/visit/follow-up at
 Site Screening Briefing & Final Report: Data compilation/analysis/report/briefing
 Team lead - Continuity and JPO liaison at for 6 months

Material TCOM

3 site visits for 1 Person at
 3 Huntsville visits for 1 Person at
 6 Trips - 3 site visits; 3 Huntsville visit

IDS Travel

6 People for 3 Site Visits; 6 People for 3 Huntsville trips

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00052
 ATTACHMENT 0044
 2 OF 5
AUG 29 2013

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM SH-31-00-04

ESM NO
EN12-06C

DESCRIPTION OF PROPOSED WORK (CONT)

Exercise Planning

Provide up to 4 full time equivalent (FTE) heads to work with JPO developing the necessary plans for the exercise. One of the FTEs will be the Raytheon exercise lead and the primary JPO counterpart. The other three FTEs will vary depending on the planning stage and topic. Planning will include such items as: site development, comms planning, network integration, transportation, site integration & activation, electromagnetic spectrum analysis, risk assessment and planning, public impact assessments, hardware subsystem selection (Orbit 1 or Orbit 2), etc. It is anticipated that the list of activities will vary in topic and detail as exercise planning matures. The period of performance will extend to the end of fiscal 2013. Planning will also include every other month trips to Huntsville.

POP = Sept 2012 – Sept 2013.

Labor
3 FTE X

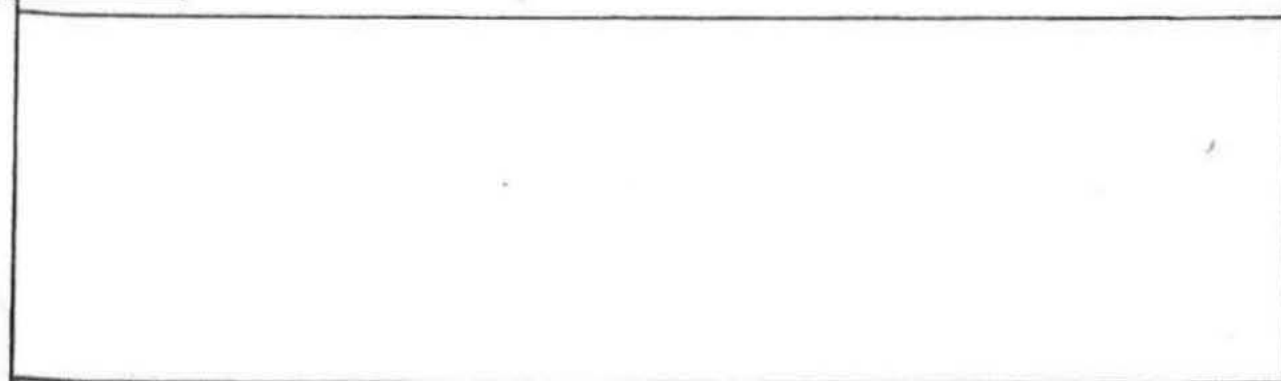
IDS Travel

3 people for 6 trips to Huntsville

SAS Travel

1 person for 6 trips to Huntsville

SAS Labor



MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

ESR NO. **EN12-06C**

DESCRIPTION OF PROPOSED WORK (CONT)

CTE Participation

Prepare the Casper Site for the aerostat to be elevated to nominal altitude and operate on the MIDS Link-16 network nominally 6 hours per day June 4th through the 7th, with preparations beginning on 28 May 2013. The FCR and MIDS systems must be functionally sufficient to support this mission.

June 4 & 5th will be an integration and checkout connectivity with the Western Air Defense Sector (WADS) "Pocket J" Link-16 network. June 6 & 7th will be with the Culminating Training Exercise (CTE) connecting to the Davis Dome Link-16 network. Operators will be performing acquisition and tracking of air objects, coordinating with the Link-16 air surveillance track coordinator performing tasks as directed for track production and supplemental/amplifying information, Combat ID, RADAR surveillance sector adjustments, etc. (performing normal Mission Operations).

Upon completion of these activities, return the system to its "flyable storage" configuration. Provide a mission report of daily activities with an executive summary to include lessons learned, observations, and quick-look / mini-test report.



MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 5

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 4
2. Amendment/Modification No. P00051	3. Effective Date AUG 29 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONES [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE W/S T2FR2 TEWKSBURY MA 01876-1198		Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400			<input type="checkbox"/>	9A. Amendment Of Solicitation No.
			<input type="checkbox"/>	9B. Dated (See Item 11)
			<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
			<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17
Code 05716	Facility Code			

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 amendments; (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)
NO CHANGE TO OBLIGATION DATA

**13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.**

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

[REDACTED]		16A. Name And Title Of Contracting Officer (Type or print)	[REDACTED]
[REDACTED]		ISC. Date Signed	Date Signed
[REDACTED]		8/29/13	8/29/13
(Signature of person authorized to sign)			
NSN 7540-01-152-8070		30-	(V. 10-83)
PREVIOUS EDITIONS UNUSABLE			(CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 4

PIIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00053

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 46 EN13-03 REV "A".

A-3 BY EXECUTION OF THIS MODIFICATION SLIN 0005AF IS EXTENDED FROM 30 AUGUST 2013 TO 29 NOVEMBER 2013.

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT AMOUNT REMAINS UNCHANGED.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0053 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00053

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS										
0005	#11904 JLENS A-KIT D CLIN CONTRACT TYPE: Cost Plus Fixed Fee										
0005AF	<p>FY13 OPTION EN13-03 MATERIAL/ODC</p> <p>GENERIC NAME DESCRIPTION: #11904 JLENS [REDACTED] CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M2J722100 PRON AMD: 01 ACRN: AH</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td>PERF COMPL</td> </tr> <tr> <td>REL CD</td> <td>DATE</td> </tr> <tr> <td>001</td> <td>29-NOV-2013</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH	PERF COMPL	REL CD	DATE	001	29-NOV-2013	[REDACTED]	LO		\$ [REDACTED]
DLVR SCH	PERF COMPL										
REL CD	DATE										
001	29-NOV-2013										

CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 4 of 4

PIIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00053

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0046	ENGINEERING SERVICES MEMORANDUM EN13-03 REV 'A'	28-AUG-2013	002	EMAIL

RAYTHEON COMPANY

FORM 6H-31-00-04

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN13-03A
		DATE 8/28/2013
PROJECT TITLE JLENS	CONTRACT NO. W31P4Q-10-C-0003	
ESTIMATED COMPLETION DATE OF ESM 11/29/2013	COST ACCOUNT	
DESCRIPTION OF PROPOSED WORK		
<ol style="list-style-type: none"> 1. Support the functional redesign of the [REDACTED] for JLENS to reduce the RDT&E and procurement costs. 2. Conduct monthly reviews (one per quarter in person in Huntsville, AL) to review technical progress and cost and schedule status. 3. Trade studies should assess changes to the existing [REDACTED] and interface requirements (data and physical) that would drive costs downward using principles of Cost As an Independent Variable (CAIV) and Design To Unit Cost (DTUC). List of potential areas for consideration are attached. 4. Conduct a decision review in Jan 2013 to select a preferred redesign alternative. <p>(See continuation sheet)</p>		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE		
To be specified in Sub-ESMs as required		
ESTIMATED COST		
*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL ISSUE	"A" CHANGE
	"B" CHANGE	"C" CHANGE
	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS		
DIRECT LABOR & BURDEN \$	\$	\$
MATERIAL \$	\$	\$
COMPTRS/SUBCONTR LBR \$	\$	\$
TRAVEL & PER DIEM \$	\$	\$
OTHER \$	\$	\$
TOTAL \$	\$	\$
ESM MONITORS		
Raytheon IDS:		CMDS P.O.:
CONCURRENCE SIGNATURES:		
	RAYTHEON IDS	DATE
ORIGINAL ISSUE	<i>Original Issue</i>	
REVISION "A"		<i>8/29/2013</i>
REVISION "B"		<i>8/29/13</i>
REVISION "C"		
REVISION "D"		
REVISION "E"		
EXPLANATION OF REVISION:		
Rev A - Initial Version		
Rev B - Extend POP to Nov 29, 2013 per JPO request to support [REDACTED]		

Sheet 1

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00053
 ATTACHMENT 0046
 1 OF 2 **AUG 29 2013**

ENGINEERING SERVICES MEMORANDUM

FORM SH-31-09-04

ESM NO.
EN13-03A

DESCRIPTION OF PROPOSED WORK (CONT)

5. Conduct a system functional review and a design review to document the recommended changes in functional configuration. Provide recommended requirements changes to the [redacted] form of draft NOR/RFDs that would facilitate a [redacted] implementation. PDR level of design material is not part of the [redacted]
6. Create and provide simulations and/or emulators to represent the redesigned [redacted] with modifications [redacted] in the government's System Integration Labs (SILs).
7. Support [redacted] in the determination of JLENS [redacted] alternative impacts to JLENS [redacted]

Areas for consideration to reduce costs:

- Evaluate impacts to the proposed [redacted] current required functionality by eliminating the proposed [redacted] and the media converters in the Data Processing Station of the CPG hardware.
- Evaluate impacts of hosting remaining/resultant functionality on existing baseline hardware/software by eliminating the proposed [redacted] the media converters in the Data Processing Station of the CPG hardware.
- Evaluate and address constraints to existing baseline design memory/throughput margins and TPMs by eliminating the proposed [redacted] and the media converters in the Data Processing Station of the CPG hardware.
- Provide other potential configuration changes to accommodate the [redacted] required hardware and reuse JLENS software.
- Evaluate and/or leveraging existing DDS/CEC capabilities.

Rev B

Extend POP to Nov 29, 2013 to [redacted] reports with the delivered [redacted] per JPO direction

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 5
2. Amendment/Modification No. P00054		3. Effective Date SEP 17 2013	4. Requisition/Purchase Req No. SEE SCHEDULE		5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280		Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198		Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400			<input type="checkbox"/>	9A. Amendment Of Solicitation No.	
			<input type="checkbox"/>	9B. Dated (See Item 11)	
			<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003	
Code 05716 Facility Code			<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17	

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 amendments; (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)
ACRN: AH NET DECREASE: -5750,000.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]		15C. Date Signed 9/17/13		16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]		16C. Date Signed 17 Sept 2013	
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CONTINUATION SHEET	Reference No. of Document Being Continued	Page 2 of 5
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00054

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 46 EN13-03 REV "B".

A-3 BY EXECUTION OF THIS MODIFICATION THE MATERIAL UNDER SLIN 0005AF IS DECREASED IN THE AMOUNT OF [REDACTED] AND IS AS FOLLOWS.

SLIN 0005AF (MATERIAL) FROM [REDACTED] BY [REDACTED] TO [REDACTED]
 DIRECT LABOR HOURS: [REDACTED]
 DIR LABOR & BURDEN [REDACTED]
 MATERIAL [REDACTED]

A-5 BY EXECUTION OF THIS MODIFICATION SLIN 0005AE (LABOR) IS EXTENDED FROM 30 AUGUST 2013 TO 29 NOVEMBER 2013.

A-6 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT IS DECREASED IN THE AMOUNT OF \$750,000 FROM \$15,232,770.00 TO \$14,482,770.00.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0055 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PHN/SHN W31P4Q-10-C-0003 MOD/AMD P00054	Page 3 of 5
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT								
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS												
0005	#11904 JLENS A-KIT D												
0005AE	<p><u>FY13 OPTION EN13-03 LABOR</u></p> <p>GENERIC NAME DESCRIPTION: #11904 JLENS [REDACTED] CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M2J722100 PRON AMD: 01 ACRN: AH</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>29-NOV-2013</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	29-NOV-2013	[REDACTED]	LO	\$ [REDACTED]
DLVR SCH		PERF COMPL											
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>											
001	[REDACTED]	29-NOV-2013											
0005AF	<p><u>FY13 OPTION EN13-03 MATERIAL/ODC</u></p> <p>GENERIC NAME DESCRIPTION: #11904 JLENS [REDACTED] CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M2J722100 PRON AMD: 01 ACRN: AH</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>29-NOV-2013</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	29-NOV-2013	[REDACTED]	LO	\$ [REDACTED]
DLVR SCH		PERF COMPL											
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>											
001	[REDACTED]	29-NOV-2013											

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SHIN W31P4Q-10-C-0003 MOD/AMD P00054	Page 4 of 5
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Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ MIPR/ GFEBs ATA	OBLG	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0005AF	4M2J722100	2	A.0000013.1.1.2	AH	[REDACTED]	[REDACTED]	[REDACTED]
					NET CHANGE	\$ -750,000.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AH	021 201220132040 A5XFJ 172419E55FPDG 251C L032089789 A.0000013.1.2	021001 \$ -750,000.00
NET CHANGE		\$ -750,000.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	15,232,770.00	\$ -750,000.00	\$ 14,482,770.00

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	021001
0005AF	AH	021 201220132040 A5XFJ 172419E55FPDG 251C L032089789 A.0000013.1.2	021001

CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 5 of 5

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00054

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0046	ENGINEERING SERVICES MEMORANDUM EN13-03 REV 'B'	30-AUG-2013	002	EMAIL

RAYTHEON COMPANY

FORM 5H-31-00-04

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN13-03B
		DATE 8/30/2013
PROJECT TITLE JLENS	CONTRACT NO. W31P4Q-10-C-0003	
ESTIMATED COMPLETION DATE OF ESM 11/29/2013	COST ACCOUNT	
DESCRIPTION OF PROPOSED WORK 1. Support the functional redesign of the [REDACTED] for JLENS to reduce the RDT&E and procurement costs. 2. Conduct monthly reviews (one per quarter in person in Huntsville, AL) to review technical progress and cost and schedule status. 3. Trade studies should assess changes to the existing [REDACTED] and interface requirements (data and physical) that would drive costs downward using principles of Cost As an Independent Variable (CAIV) and Design To Unit Cost (DTUC). List of potential areas for consideration are attached. 4. Conduct a decision review in Jan 2013 to select a preferred redesign alternative. (See continuation sheet)		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required		
*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
ESTIMATED COST	ORIGINAL ISSUE	"A" CHANGE
DIRECT LABOR HOURS		"B" CHANGE
DIRECT LABOR & BURDEN \$		"C" CHANGE
MATERIAL \$		"D" CHANGE
COMPTFR/SUBCONTR LBR \$		"E" CHANGE
TRAVEL & PER DIEM \$		
OTHER \$		
TOTAL \$		
ESM MONITORS Raytheon IDS: [REDACTED] CMDS P.O.: [REDACTED]		
CONCURRENCE SIGNATURES:		
RAYTHEON IDS	DATE	CMDS PROJECT OFFICE
DATE		DATE
ORIGINAL ISSUE	Original Issue	
REVISION "A"	Extend POP to Nov 29, 2013	8/29/2013
REVISION "B"	[REDACTED]	8/30/2013
REVISION "C"	[REDACTED]	9/11/13
REVISION "D"		
REVISION "E"		
EXPLANATION OF REVISION: Rev A - Extend POP to Nov 29, 2013 Rev B - Reduce Material [REDACTED] per JPO de-obligation request		

Sheet 1

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00054
 ATTACHMENT 0046
 1 OF 2 **SEP 17 2013**

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN13-03B**

DESCRIPTION OF PROPOSED WORK (CONT)

5. Conduct a system functional review and a design review to document [redacted] configuration. Provide recommended requirements changes to [redacted] form of draft NOR/RFDs that would facilitate a [redacted] alternative implementation. PDR level of design material is not part of [redacted]
6. Create and provide simulations and/or emulators to represent the [redacted] modified [redacted] in the government's System Integration Labs (SILs).
7. Support the [redacted] in the determination of JLENS [redacted] alternative impacts to JLENS [redacted] and performance and [redacted]

Areas for consideration to reduce costs:

- Evaluate impacts to the proposed [redacted] and current required functionality by eliminating the proposed [redacted] and the media converters in the Data Processing Station of the CPG hardware.
- Evaluate impacts of hosting remaining/resultant functionality on existing baseline hardware/software by eliminating the proposed [redacted] and the media converters in the Data Processing Station of the CPG hardware.
- Evaluate and address constraints to existing baseline design memory/throughput margins and TPMs by eliminating the proposed CDP [redacted] and the media converters in the Data Processing Station of the CPG hardware.
- Provide other potential configuration changes to accommodate the [redacted] reduce required hardware and reuse JLENS software.
- Evaluate and/or leveraging existing [redacted]

Rev B

JPO technical direction received to investigate using [redacted] to communicate with [redacted] and provide cost estimate CEC study effort delayed start of SW simulation which was a large portion of the material budget. Direction received August 28th to reduce funding from underspend. Reducing material funding per JPO direction: remaining funding to transport CPG Lite to HSV, some close out activities, and support [redacted] efforts through end of November.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 6
2. Amendment/Modification No. P00055	3. Effective Date SEP 23 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL, AL 35898-5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1196	Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/>	9A. Amendment Of Solicitation No.
Code 05716 Facility Code		<input type="checkbox"/>	9B. Dated (See Item 11)
		<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
		<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17

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 amendments; (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)
ACRN: AF NET INCREASE: \$.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____

D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15. [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15B. [REDACTED] (Signature of person authorized to sign)	15C. Date Signed 9/23/13
15D. [REDACTED]	Date Signed 9/23/13

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 2 of 6
	PHN/SHN W31P4Q-10-C-0003	MOD/AMD P00055	
Name of Offeror or Contractor: RAYTHEON COMPANY			

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 44 EN12-06 REV "D".

A-3 BY EXECUTION OF THIS MODIFICATION [REDACTED] IS REALIGNED FROM SLIN 0004AM (MATERIAL) TO SLIN 0004AL (LABOR). SLIN 0004AL LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS IN THE AMOUNT OF [REDACTED] HOURS. THE INCREASES ARE AS FOLLOWS.

SLIN 0004AL (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0004AM (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

A-5 BY EXECUTION OF THIS MODIFICATION SLINS 0004AL (LABOR) AND 0004AM (MATERIAL) IS EXTENDED FROM 27 SEPTEMBER 2013 TO 22 DECEMBER 2013.

A-6 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT OBLIGATED AMOUNT REMAINS THE SAME.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0056 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00055

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																	
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CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00055	Page 4 of 6
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Name of Offeror or Contractor: RAYTHEON COMPANY

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CONTINUATION SHEET	Reference No. of Document Being Continued		Page 5 of 6
	PHN/SHN W31P4Q-10-C-0003	MOD/AMD P00055	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFBS ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0004AL	4M2J721900	2	A.0000013.1.2	AF \$			
0004AM	4M2J721900	2	A.0000013.1.2	AF \$			
NET CHANGE \$						0.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AF	021 201220132040 ASXFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001 \$ 0.00
NET CHANGE \$		0.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	14,482,770.00	\$ 0.00	\$ 14,482,770.00

LINE ITEM	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	
0004AL	AF	021 201220132040 ASXFJ 172419E55FPDG	251C L032010465 A.0000013.1.2 021001
0004AM	AF	021 201220132040 ASXFJ 172419E55FPDG	251C L032010465 A.0000013.1.2 021001

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 6
	PIIN/SHN W31P4Q-10-C-0003	MOD/AMD P00055	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0044	ENGINEERING SERVICES MEMORANDUM EN12-06 REV "D"	30-AUG-2013	005	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN12-06D	
		DATE 8/30/2013	
PROJECT TITLE Site Selection and Exercise Planning	CONTRACT NO. W31P4Q-10-C-0003		
ESTIMATED COMPLETION DATE OF ESM 9/3/2012 - 12/22/2013	COST ACCOUNT		
DESCRIPTION OF PROPOSED WORK Site Selection Provide up to seven contractor personnel (6 Raytheon, 1 TCOM) to accompany the JLENS Product Office (JPO) representatives when conducting CONUS site screenings. These screenings will assess the suitability of up to three sites for the CONUS JLENS deployment based upon defined criteria. As part of this effort Raytheon will support the government in developing the site screening plan and selection criteria. Entering the screening process multiple sites are selected based on operational considerations and guidelines using information available from Public, DoD and other Government (ex. FAA, FCC) resources. The purpose of the site screening is to enable a small team to visually observe and collect data on the location, accessibility, general soil conditions, external environmental factors (such as electromagnetic spectrum, airspace restrictions, etc.) and other items with the intent of ruling several sites out to arrive at a manageable quantity for a future more detailed site survey. It is expected that the screening would require on the order of two days for each site visited.			
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	
To be specified in Sub-ESMs as required			
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required			
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***			
	ORIGINAL ISSUE	"A" CHANGE	
	"B" CHANGE	"C" CHANGE	
	"D" CHANGE	"E" CHANGE	
DIRECT LABOR HOURS			
DIRECT LABOR & BURDEN \$		\$	
MATERIAL \$		\$	
COMPT/SUBCONTR LBR \$		\$	
TRAVEL & PER DIEM \$		\$	
OTHER \$		\$	
TOTAL \$		\$	
ESM MONITORS Raytheon IDS: [REDACTED] CMDS P.O.: [REDACTED]			
CONCURRENCE SIGNATURES:			
	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE
			DATE
ORIGINAL ISSUE	Initial Issue	9/17/2012	
REVISION "A"	Transfer Labor to Material Dollars	3/15/2013	
REVISION "B"	[REDACTED] Scope Addition	5/29/13	
REVISION "C"	CTE Scope Addition	6/17/13	
REVISION "D"	[REDACTED]	8/30/13	9/13/13
REVISION "E"	[REDACTED]		
EXPLANATION OF REVISION: Rev - Initial Issue Rev A - Transfer Labor Dollars to Material Dollars - net zero contract dollar change Rev B - AMRAAM IFC Scope Addition Rev C - CTE Participation Scope Addition Rev D - Material to Labor Conversion and POP extension Rev E - CTE Participation Scope Addition			

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN12-06D**

DESCRIPTION OF PROPOSED WORK (CONT)

Site Selection Cont'd

Personnel required for the site screening would be:

- Radar System engineer to assess line of site and potential RF interference sources
- Communications Engineer to assess network infrastructure and data movement back to Huntsville, Andover, etc
- Logistician to assess transportation, accessibility and local sources of supply
- Platform engineer to evaluate the site for flight suitability
- Power engineer to evaluate commercial power sources for site use
- Integration/Safety Engineer
- Project Manager to coordinate team

Raytheon will participate with the government team in analyzing the survey results and ranking the sites. Raytheon's output will be a site screening briefing and report. The expected period of performance will extend six months from contract award. Planning will include three trips to Huntsville; pre-planning, mid-term discussions and a final outbrief.

Labor

3 site visits for 6 people: Prep/visit/follow-up at [redacted] visit per person = [redacted]
 3 Huntsville visits for 6 people: Prep/visit/follow-up at [redacted] per person = [redacted]
 Site Screening Briefing & Final Report: Data compilation/analysis/report/briefing = [redacted]
 Team lead - Continuity and JPO liaison at [redacted] months = [redacted]

Material TCOM

3 site visits for 1 Person at [redacted]
 3 Huntsville visits for 1 Person at [redacted]
 6 Trips - 3 site visits; 3 Huntsville visit

IDS Travel

6 People for 3 Site Visits; 6 People for [redacted]

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN12-06D

DESCRIPTION OF PROPOSED WORK (CON'T)

Exercise Planning

Provide up to 4 full time equivalent (FTE) heads to work with JPO developing the necessary plans for the exercise. One of the FTEs will be the Raytheon exercise lead and the primary JPO counterpart. The other three FTEs will vary depending on the planning stage and topic. Planning will include such items as: site development, comms planning, network integration, transportation, site integration & activation, electromagnetic spectrum analysis, risk assessment and planning, public impact assessments, hardware subsystem selection (Orbit 1 or Orbit 2), etc. It is anticipated that the list of activities will vary in topic and detail as exercise planning matures. The period of performance will extend to the end of fiscal 2013. Planning will also include every other month trips to Huntsville.

POP = Sept 2012 – Sept 2013.

Labor

3 FTE x [REDACTED]

IDS Travel

3 people for 6 trips to Huntsville

SAS Travel

1 person for 6 trips to Huntsville

SAS Labor

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

ESM NO. EN12-06D

DESCRIPTION OF PROPOSED WORK (CONT)

Support an Integrated Fire Control (IFC)

anticipated to happen during July 2013. Raytheon will provide mission planning support for the IFC event including coordination with JPO and Raytheon Missile Systems (RMS)

1. Participate in kick-off meetings, subsequent planning and coordination meetings, and Test Readiness Review in June via VTC, Telecon, or in person as required by the Government.
2. Participate in developing the Mission Concept of Operations (CONOPs) and support JPO interface checkout and review, and perform analysis of message traffic from JLENS to the Government Furnished Equipment (GFE)
3. Perform pre-mission analysis including variations in geometry and mission timeline in the Raytheon Integrated Air Defense Systems (IADS) JLENS System Integration Lab (SIL) and provide support CMDS SIL simulations.
4. Perform analysis of JLENS error performance in pre-mission simulations
5. Provide with pre-mission results in support of missile fly out analysis.
6. Support Government generated test plan and test report development.
7. Support Government JAT quick look reports development for the walk up missions and live event.
8. Provide SME support during two walk up events and the live fire event at UTTR.

BOE:

- IDS Labor
- ; I&T
- Infrastructure (finance/quality)
- 4 Trips - 3 People - 3 days
- 1 Trip - 3 People - 2 days (Gov't TRR)

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN12-06D

DESCRIPTION OF PROPOSED WORK (CONT)

CTE Participation (Mod C)

Prepare the Casper Site for the aerostat to be elevated to nominal altitude and [REDACTED] on 28 May 2013. [REDACTED]

[REDACTED]

[REDACTED] will be an integration and checkout connectivity with the [REDACTED]

Upon completion of these activities, return the system to its "flyable storage" configuration. Provide a mission report of daily activities with an executive summary to include lessons learned, observations, and quick-look / mini-test report.

[REDACTED]

Material to Labor Conversion and POP Extension (Mod D)

[REDACTED]

Assumes ESM Program Support efforts are separately funded (post September 2013)

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 6
2. Amendment/Modification No. P00056	3. Effective Date SEP 26 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY COMBAT COMMAND-REDSTONE REDSTONE ARSENAL AL 35898-5280	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TENKSURRY 50 APPLE HILL DRIVE M/S T2PR2 TENKSURRY MA 01876-1198		Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		9A. Amendment Of Solicitation No.		
		9B. Dated (See Item 11)		
		10A. Modification Of Contract/Order No. W31P4Q-10-C-0003		
		10B. Dated (See Item 13) 2003MAR17		
Code 05716	Facility Code			

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 amendments; (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)
ACRN: AL NET INCREASE: 5693,310.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15C. Date Signed 9/25/13		Date Signed Sep 2013
NSN 7540-01-152-8070 PREVIOUS EDITIONS UNUSABLE		REV. 10-83 (48 CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

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PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00056

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 53 EN14-01.

A-3 BY EXECUTION OF THIS MODIFICATION SLIN 0006AA LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006AB MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS.

SLIN 0006AA (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0006AB (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS INCREASED IN THE AMOUNT OF \$693,310 FROM \$14,482,770 TO \$15,176,080.00.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0057 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00056	Page 3 of 6
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CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00056	Page 4 of 6
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
	<p>COMPOSITE HOURLY RATE [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td>REL CD</td> <td>QUANTITY</td> <td>DATE</td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>31-MAR-2014</td> </tr> </table> <p style="text-align: right;">\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	REL CD	QUANTITY	DATE	001	[REDACTED]	31-MAR-2014				
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REL CD	QUANTITY	DATE												
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0006AB	<p><u>FY14 ESM EN-14-01 AEROSTAT TRANSPONDERS AND INTEGRATION</u></p> <p>GENERIC NAME DESCRIPTION: 14895 JLENS RAYTHEON CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J714400 PRON AMD: 01 ACRN: AL</p> <p>SLIN 0006AB FROM BY TO</p> <p>DIRECT LABOR-HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>Estimated Cost [REDACTED] COM [REDACTED] Fixed Fee [REDACTED] Total [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td>REL CD</td> <td>QUANTITY</td> <td>DATE</td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>31-MAR-2014</td> </tr> </table> <p style="text-align: right;">\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	REL CD	QUANTITY	DATE	001	[REDACTED]	31-MAR-2014	[REDACTED]	LO	\$ [REDACTED]	
DLVR SCH		PERF COMPL												
REL CD	QUANTITY	DATE												
001	[REDACTED]	31-MAR-2014												

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 5 of 6
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00056	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFEBB ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AA	4M3J714400	2	A.0009263.1.2	AL \$	[REDACTED]	[REDACTED]	[REDACTED]
0006AB	4M3J714400	2	A.0009263.1.2	AL \$	[REDACTED]	[REDACTED]	[REDACTED]
					NET CHANGE \$	693,310.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AL	021 201320142040 A5XFPJ 172419E55FPDG 2550 L034779952 A.0009263.1.2	021001 \$ 693,310.00
		NET CHANGE \$ 693,310.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	14,482,770.00	\$ 693,310.00	\$ 15,176,080.00

LINE ITEM	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	
0006AA	AL	021 201320142040 A5XFPJ 172419E55FPDG	2550 L034779952 A.0009263.1.2 021001
0006AB	AL	021 201320142040 A5XFPJ 172419E55FPDG	2550 L034779952 A.0009263.1.2 021001

CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 6 of 6

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00056

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of</u> <u>Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number</u> <u>of Pages</u>	<u>Transmitted By</u>
Attachment 0053	ENGINEERING SERVICES MEMORANDUM EN14-01	09-AUG-2013	002	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM 5H-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN14-01				
		DATE 8/9/2013				
PROJECT TITLE Replacement of Aerostat Transponders and Integration of Aerostat Breakaway Tracking Hardware	CONTRACT NO. W31P4Q-10-C-0003					
ESTIMATED COMPLETION DATE OF ESM 03/31/2014	COST ACCOUNT					
DESCRIPTION OF PROPOSED WORK <ul style="list-style-type: none"> • Provide design and fabrication of materiel to support system integration of aerostat breakaway tracking hardware. Engineering activities include the replacement of the [REDACTED] delivered under the SDD contract and the system integration of an additional transponder to initiate when the Automatic Rapid Deflation Device (ARDD) is initialized. • Support the coordination, delivery, and integration of hardware to include all existing platforms including the retrofit of [REDACTED] existing units. Integration will not occur prior to receiving approval of frequency authorization. • Provide completion of a DD Form 1494 (Application for Equipment Frequency Allocation). • Support management reviews of the aerostat breakaway tracking hardware effort. • Provide configuration management of the updates to the JLENS technical data. • Additional technical guidance can be found in Non-CDRL JLENS Platform – Aerostat Breakaway Tracking dated 24 June (Submitted on 11 September 2013). 						
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN			
To be specified in Sub-ESMs as required						
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE						
To be specified in Sub-ESMs as required						
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]					
DIRECT LABOR & BURDEN	\$ [REDACTED]	\$	\$	\$	\$	\$
MATERIAL	\$ [REDACTED]	\$	\$	\$	\$	\$
COMPUTR/SUBCONTR LBR	\$ [REDACTED]	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$ [REDACTED]	\$	\$	\$	\$	\$
OTHER	\$ [REDACTED]	\$	\$	\$	\$	\$
TOTAL	\$ [REDACTED]	\$	\$	\$	\$	\$
ESM MONITORS				Raytheon IDS: [REDACTED] CMDS P.O.: [REDACTED]		
CONCURRENC						
		DATE		DATE		
ORIGINAL ISSUE	[REDACTED]	3 Sep 2013	[REDACTED]	9/17/13		
REVISION "A"	[REDACTED]					
REVISION "B"	[REDACTED]					
REVISION "C"	[REDACTED]					
REVISION "D"	[REDACTED]					
REVISION "E"	[REDACTED]					
EXPLANATION OF REVISION:						

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN14-01**

DESCRIPTION OF PROPOSED WORK (CONT)

Total Effort

- Raytheon [REDACTED]
 - [REDACTED] for Subject Matter Expert (SME Support) to include technical oversight [REDACTED] and participate in Technical Interchange meetings, support First Article Test, and update JLENS Operations Procedures to incorporate the emergency transponder capability
 - [REDACTED] for Subcontractor Management
- Raytheon [REDACTED]
 - 4 trips to Baltimore (for 2 people): 2 Technical Interchange Meetings, 1 meeting for First Article Test, and 1 Trip to review test procedure
- TCOM [REDACTED]
 - Complete design, fabrication, and first article test replacement of the existing [REDACTED] with a new IFF Transponder. Replacement of the existing [REDACTED] with a new [REDACTED] Addition of an Emergency Mode Beacon Transponder. Retrofit to include 5 units.
 - Hold two TIMs and a first article test
 - Provide information to support DD Form 1494

Aerostat integration and retrofit will be performed only on inflated aerostats during the PoP of this ESM, and only to the extent the aerostats are made available for this purpose by the government. For aerostats that are not inflated or are otherwise not available, the deliverable HW will be provided as a retrofit kit. Actual integration and retrofit of those unavailable aerostats are not covered as part of this ESM. The retrofit kits will include electrical and mechanical components necessary to interface the upgraded Aerostat breakaway tracking hardware to the Aerostat.

Key Milestone Dates

- TIM #1: November [REDACTED]
- TIM #2: December [REDACTED]
- First Article Test: [REDACTED]
- Second Unit: [REDACTED]
- Third Unit: [REDACTED]
- Fourth Unit: [REDACTED]
- Fifth Unit: [REDACTED]
- Task Complete: [REDACTED]

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 6
2. Amendment/Modification No. PD0057	3. Effective Date SEP 26 2013	4. Requisition/Purchase Req No. SES SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND RESTORE RESTORE ARSENAL RM 35998 5290		Code W31P40	7. Administered By (If Other than Item 6) DCMA PATRICK TENKSBURY 50 APPLE HILL DRIVE H/G T2FB2 TENKSBURY MA 01876-1178	
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTRON COMPANY 350 LOWELL ST ANDOVER, MA 01910-4400			9A. Amendment Of Solicitation No. <input type="checkbox"/>	
			9B. Dated (See Item 11)	
			10A. Modification Of Contract/Order No. <input checked="" type="checkbox"/> W31P40 10-C 0003	
			10B. Dated (See Item 13) 2003MAR17	
Code 05716	Facility Code			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS				
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 amendments; (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) ACRN: AM NET INCREASE: 513,276,175.00				
13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS It Modifies The Contract/Order No. As Described In Item 14.				
<input type="checkbox"/> A. This Change Order Is Issued Pursuant To: _____ 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: _____				
<input type="checkbox"/> D. Other (Specify type of modification and authority): _____				
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return _____ copies to the Issuing Office.				
14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) SEE SECOND PAGE FOR 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. 	
15B. 			15C. Date Signed 20 SEP 13	
NSN 7540-01-152-8079 PREVIOUS EDITIONS UNUSABLE			(E.V. 10-83) (48 CFR) 53.243	

20 Sep 2013

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 6

PHIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00057

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 54 EN13-07.

A-3 BY EXECUTION OF THIS MODIFICATION SLIN 0006AC LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006AD MATERIAL DOLLARS ARE CONVERTED FROM [REDACTED] LABOR HOURS TO [REDACTED] SLIN 0006AD MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS.

SLIN 0006AC (LABOR)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

FROM	BY	TO
[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0006AD (MATERIAL)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

FROM	BY	TO
[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS INCREASED IN THE AMOUNT OF \$13,276,175 FROM \$15,176,080 TO \$28,452,255.00.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0058 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00057

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																	
0006	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY14 OPTION PERIOD JLENS ENG SRVS</u></p> <p><u>FY14</u></p> <table border="1"> <thead> <tr> <th></th> <th>Labor</th> <th>Material</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>PCL COST</td> <td></td> <td></td> <td></td> </tr> <tr> <td>G&A</td> <td></td> <td></td> <td></td> </tr> <tr> <td>TCL COST (W/O C</td> <td></td> <td></td> <td></td> </tr> <tr> <td>COST OF MONEY</td> <td></td> <td></td> <td></td> </tr> <tr> <td>FEE</td> <td></td> <td></td> <td></td> </tr> <tr> <td>CPFF</td> <td></td> <td></td> <td></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2">Description</th> <th colspan="2">Hours</th> </tr> <tr> <th>Hours</th> <th>Hours</th> </tr> </thead> <tbody> <tr> <td>PM/CM</td> <td></td> <td></td> </tr> <tr> <td>ENGINEERING</td> <td></td> <td></td> </tr> <tr> <td>PRODUCT ASSUR/TEST</td> <td></td> <td></td> </tr> <tr> <td>LOGISTICS</td> <td></td> <td></td> </tr> <tr> <td>TOTAL</td> <td></td> <td></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2">Description</th> <th colspan="2">Material</th> </tr> <tr> <th>Material</th> <th>Material</th> </tr> </thead> <tbody> <tr> <td>ESTIMATED COST</td> <td></td> <td></td> </tr> <tr> <td>COST OF MONEY</td> <td></td> <td></td> </tr> <tr> <td>FIXED FEE</td> <td></td> <td></td> </tr> <tr> <td>CPFF</td> <td></td> <td></td> </tr> </tbody> </table> <p>(End of narrative B003)</p>		Labor	Material	Total	PCL COST				G&A				TCL COST (W/O C				COST OF MONEY				FEE				CPFF				Description	Hours		Hours	Hours	PM/CM			ENGINEERING			PRODUCT ASSUR/TEST			LOGISTICS			TOTAL			Description	Material		Material	Material	ESTIMATED COST			COST OF MONEY			FIXED FEE			CPFF						
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0006AC	<p><u>FY14 ESM EN13-07 EXERCISE TRAINING</u></p> <p>GENERIC NAME DESCRIPTION: 13878 JLENS RAYTHEON CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J714500 PRON AMD: 01 ACRN: AM</p> <table border="1"> <tbody> <tr> <td>Estimated Cost</td> <td></td> </tr> <tr> <td>COM</td> <td></td> </tr> <tr> <td>Fixed Fee</td> <td></td> </tr> <tr> <td>Total</td> <td></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>ESM</th> <th>Description</th> <th>FY14 Hours</th> </tr> </thead> <tbody> <tr> <td>EN13-07</td> <td>Labor</td> <td></td> </tr> </tbody> </table> <p>COMPOSITE HOURLY RATE</p>	Estimated Cost		COM		Fixed Fee		Total		ESM	Description	FY14 Hours	EN13-07	Labor		<p>■</p>	<p>LO</p>	<p>\$</p>	<p>■</p>																																																			
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CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00057

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	(End of narrative B001)				
	<p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH _____ PERF COMPL _____ REL CD QUANTITY DATE 001 [REDACTED] 30-SEP-2014</p> <p>\$ [REDACTED]</p>				
0006AD	<p>FY14 ESM EN13-07 EXERCISE TRAINING</p> <p>GENERIC NAME DESCRIPTION: 13878 JLENS RAYTHEON CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J714500 PRON AMD: 01 ACRN: AM</p> <p>SLIN 0006AD FROM BY TO DIRECT LABOR HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>Estimated Cost [REDACTED] COM [REDACTED] Fixed Fee [REDACTED] Total [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH _____ PERF COMPL _____ REL CD QUANTITY DATE 001 [REDACTED] 30-SEP-2014</p> <p>\$ [REDACTED]</p>	[REDACTED]	LO		\$ [REDACTED]

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00057	Page 5 of 6
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Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFERS ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AC	4M3J714500	2	A.0009263.1.2	AM \$	[REDACTED]	[REDACTED]	[REDACTED]
0006AD	4M3J714500	2	A.0009263.1.2	AM \$	[REDACTED]	[REDACTED]	[REDACTED]
					NET CHANGE \$	13,276,175.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AM	021 201320142040 A5XFJ 172419E55FPDG 2550 L034779954 A.0009263.1.2	021001 \$ 13,276,175.00
NET CHANGE \$		13,276,175.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	15,176,080.00	\$ 13,276,175.00	\$ 28,452,255.00

LINE ITEM	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	
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CONTINUATION SHEET**Reference No. of Document Being Continued****Page 6 of 6**

PIIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00057

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0054	ENGINEERING SERVICE MEMORANDUM EXERCISE TRAINING	12-SEP-2013	003	EMAIL

RAYTHEON COMPANY

FORM SH-21-10-04

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN13-07 DATE September 12, 2013
PROJECT TITLE Exercise Training		CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 30 September 2014		COST ACCOUNT
DESCRIPTION OF PROPOSED WORK <p>The contractor shall prepare and conduct New Equipment Training Program that will consist of but not limited to classroom and hands on training for the JLENS system. The contractor shall execute electronic classroom and computer-based training interactive courseware. The contractor shall prepare a Training Program Structure Document, Training Conduct Support Document, and Course Conduct Information Package (Trainee and Training Course Completion Data) IAW DI-MISC-80711A. MIL-PRF-29812, Performance Specification Training Data Products, will be used as a guide only. Interactive courseware will be used to train the JLENS system to Soldiers. Changes to the Programs of Instruction (POI) and lesson plans will be approved by the JLENS Product Office prior to implementation. The contractor shall also include support for all training assets at Utah Test and Training Range (UTTR), Elizabeth City, and the CMDS System Integration Lab.</p> <p>The contractor shall manage and perform the repair or replacement of JLENS tactical and support equipment, Government Furnished Equipment, and spares that failed or were damaged during training to support the JLENS Exercise. To support this effort the contractor shall maintain the required repair supply chain infrastructure, including a Material Consolidation Point, test stations, licenses, and repair tools and test equipment. The contractor shall perform failure analysis by executing a Failure Reporting, Analysis, and Corrective Action System (FRACAS) for all JLENS failures.</p>		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTS DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required		
ESTIMATED COST		
*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-670 ***		
	ORIGINAL ISSUE	"A" CHANGE
	"B" CHANGE	"C" CHANGE
	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	\$	\$
DIRECT LABOR & BURDEN	\$	\$
MATERIAL	\$	\$
COMPT/SUBCONTR LBR	\$	\$
TRAVEL & PER DIEM	\$	\$
OTHER	\$	\$
TOTAL	\$	\$
ESM MONITORS		
Raytheon ID#: [REDACTED]	CMDS P.O.: [REDACTED]	
CONCURRENCE	DATE	CHECKED BY (LIST NAME)
ORIGINAL ISSUE	13 Sep 2013	[REDACTED]
REVISION "A"		9/17/13
REVISION "B"		
REVISION "C"		
REVISION "D"		
REVISION "E"		
EXPLANATION OF REVISION:		

Sheet 1

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN13-07

DESCRIPTION OF PROPOSED WORK (CON'T)

The contractor shall provide support personnel to keep the JLENS system at Utah Test and Training Range (UTTR) site maintained for the conduct of training courses. The system shall be maintained with the Aerostat inflated and the tactical equipment kept up to date on Preventative Maintenance Checks and Services (PMCS) and configuration control. The contractor shall be responsible for the following activities:

- Maintain site infrastructure, team integrity and perform PMCS on the tactical hardware at UTTR site
- Maintain site material inventory, shipping and receiving, configuration management and Test Equipment (TE) functional and calibration schedule current
- Maintain log books and configuration management for tactical equipment at UTTR site
- Maintain access lists and inventory for UTTR site
- Maintain/monitor Environmental Health and Safety (EH&S) Compliance Calendar action items for UTTR site
- Maintain watch standers who will monitor the Mobile Mooring Station (MMS) and check the Power Control and Distribution System (PCDS) and perform other safety and security functions as part of the watch stander role
- Maintain minimum site personnel to perform platform maintenance and be able to help resolve emergency situations

Site support for October 2013 through December 2013 will be funded under SDD contract. ESM Site Support will cover January 2014 through June 2014.

PMCM will be funded under PHS&T ESM for October 2013 through December 2013. Alternative funding beginning January 1, 2014 will be required for ESM PMPI and infrastructure.

Cost and Hour Breakdown:

Provider	Task Title	Tasks	Cost (Hrs or \$K@50%)
[Redacted]	Training	Course Prep - Formal Course Conduct of Training for Mission Operator/Mission Support/Mission director, System Administrator, PCDS Maintenance and Operator, CPG Maintenance and Operation, Aerostat Common Core Course, Aerostat Mechanical Maintenance, Aerostat Electrical Maintenance and Flight director - Structured On the Job Training (SOJT) and Computer Based Training (CBT)	[Redacted]
[Redacted]	Training	Course Prep - Formal Course Conduct of Training for Flight director, Common Course, Platform Electrical and Platform Mechanical	[Redacted]
[Redacted]	Training Support Materials	Training Material updates-conversion	[Redacted]
[Redacted]	Site Support	Site support for Training Operations [Redacted] Site support for 10/1/13-12/31/13 funded under SDD Extension.	[Redacted]
[Redacted]	Site Support	Site support for Training Operations (includes travel) - six flight operators and maintenance personnel. Site support for 10/1/13-12/31/13 funded under SDD Extension.	[Redacted]
[Redacted]	Site Support	Site support for Training Operations (+ travel) - FT Security, IT, Safety/QA, CPG SME, FCR SME. Site support for 10/1/13-12/31/13 funded under SDD Extension. (Previous number had LOG Lead and FRACAS)	[Redacted]
[Redacted]	ROE	Repair of Equipment (excludes SuR repairs)	[Redacted]
[Redacted]	Lead & FRACAS	LOG Lead and FRACAS Support	[Redacted]

Training - Master Phasing Schedule

M/14/2013	2013			2014		
	3Q'13	4Q'13	1Q'14	2Q'14	3Q'14	4Q'14
Platform Maintenance Course E-City		AM Course Prep AM Course	Ref Course SOJT	Common Course AM Course EE Course	SOJT	
CPG Course UTTR		Course Prep Course Conduct #1	SOJT	Course Conduct #2 SOJT	Ref Course SOJT	Ref Course Conduct #1
SA Course UTTR			SOJT Ref Course Conduct #1	Course Conduct #2 SOJT	Ref Course SOJT	Ref Course Conduct #1
PCDS Course UTTR		Ref Course Prep Ref Course Cond #1	Course Cond #1	SOJT	Ref Course SOJT	Ref Course Cond #2
MORNS/MD Course UTTRG-SIL		Ref Course Prep	Ref Course Conduct #1 Course Conduct #1 (G-SIL)	SOJT	SOJT Ref Course Conduct #2	Course Conduct #3
FD Course UTTRW-City		Ref Course Prep Ref Course Conduct	Course Conduct	SOJT	Ref Course SOJT	Ref Course Conduct #2

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cost Plus Fixed Fee	Page 2 Of 7
2. Amendment/Modification No. P0005B	3. Effective Date 26 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY COMBAT CENTER COMMAND-REDSTONE REDSTONE ARSENAL AL 35898-5280 EMAIL: [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TENNESSEE 50 APPLE HILL DRIVE N/S T2FRJ TENNESSEE MA 01876-1198	Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01510-4400		<input type="checkbox"/> 9A. Amendment Of Solicitation No. <input type="checkbox"/> 9B. Dated (See Item 11) <input checked="" type="checkbox"/> 10A. Modification Of Contract/Order No. W31P4Q 10-C-0003 <input type="checkbox"/> 10B. Dated (See Item 13) 2007MAR17	
Code 05716	Facility Code		

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 amendments; (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)
ACRN: AN NET INCREASE: 56,500,690.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____

D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 Contracting Officer (Type or print)
[REDACTED]

ISC, Date Signed
[REDACTED] 26 SEP 13

Signed
[REDACTED] Sep 2013

NSN 7540-01-152-8070
PREVIOUS EDITIONS UNUSABLE

(0-83)
(FR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00058

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 55 EN13-11.

A-3 BY EXECUTION OF THIS MODIFICATION [REDACTED] UNDER CLIN 0005 ARE CONVERTED TO [REDACTED] UNDER SLIN 0006AE LABOR HOURS IN ACCORDANCE WITH THE RATE DIFFERENCE. SLIN 0006AE LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED]. SLIN 0006AF MATERIAL DOLLARS ARE CONVERTED FROM [REDACTED] LABOR HOURS TO [REDACTED] MATERIAL DOLLARS. SLIN 0006AF MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED]. THE INCREASES ARE AS FOLLOWS.

SLIN 0006AE (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0006AF (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS INCREASED IN THE AMOUNT OF \$6,590,680 FROM \$28,452,255 TO \$35,042,935.00.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0059 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00058

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																													
	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY13 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="1"> <thead> <tr> <th data-bbox="282 464 472 485">FY13</th> <th data-bbox="513 464 586 485">Labor</th> <th data-bbox="610 464 699 485">Material</th> <th data-bbox="748 464 805 485">Total</th> </tr> </thead> <tbody> <tr><td>PCL COST</td><td></td><td></td><td></td></tr> <tr><td>G&A</td><td></td><td></td><td></td></tr> <tr><td>TCL COST (W/O COM)</td><td></td><td></td><td></td></tr> <tr><td>COST OF MONEY</td><td></td><td></td><td></td></tr> <tr><td>FEE</td><td></td><td></td><td></td></tr> <tr><td>CPFF</td><td></td><td></td><td></td></tr> </tbody> </table> <table border="1"> <thead> <tr> <th data-bbox="282 716 407 737">Description</th> <th data-bbox="513 695 586 716">Hours</th> <th data-bbox="610 695 699 716">Hours Exercised</th> <th data-bbox="724 695 805 716">Hours Remaining</th> </tr> </thead> <tbody> <tr><td>PM/CM</td><td></td><td></td><td></td></tr> <tr><td>ENGINEERING</td><td></td><td></td><td></td></tr> <tr><td>PRODUCT ASSUR/TEST</td><td></td><td></td><td></td></tr> <tr><td>LOGISTICS</td><td></td><td></td><td></td></tr> <tr><td>TOTAL</td><td></td><td></td><td></td></tr> </tbody> </table> <table border="1"> <thead> <tr> <th data-bbox="282 968 407 989">Description</th> <th data-bbox="480 947 570 968">Material</th> <th data-bbox="610 947 699 968">Material</th> <th data-bbox="724 968 813 989">Material Exercised</th> <th data-bbox="724 989 813 1010">Material Remaining</th> </tr> </thead> <tbody> <tr><td>ESTIMATED COST</td><td></td><td></td><td></td><td></td></tr> <tr><td>COST OF MONEY</td><td></td><td></td><td></td><td></td></tr> <tr><td>FIXED FEE</td><td></td><td></td><td></td><td></td></tr> <tr><td>CPFF</td><td></td><td></td><td></td><td></td></tr> </tbody> </table> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B008)</p>	FY13	Labor	Material	Total	PCL COST				G&A				TCL COST (W/O COM)				COST OF MONEY				FEE				CPFF				Description	Hours	Hours Exercised	Hours Remaining	PM/CM				ENGINEERING				PRODUCT ASSUR/TEST				LOGISTICS				TOTAL				Description	Material	Material	Material Exercised	Material Remaining	ESTIMATED COST					COST OF MONEY					FIXED FEE					CPFF								
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CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00058

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	PRODUCT ASSUR/TEST LOGISTICS TOTAL Material Material Description Material Exercised Remaining ESTIMATED COST COST OF MONEY FIXED FEE CPPF (End of narrative B004)				
0006AE	<u>FY14 ESM EN13-11 EXERCISE SYSTEM MAINTENANCE</u> GENERIC NAME DESCRIPTION: 13877 JLENS RAYTHEON CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J714600 PRON AMD: 01 ACRN: AN Estimated Cost COM Fixed Fee Total <u>ESM</u> <u>Description</u> <u>FY14 Hours</u> EN13-07 Labor COMPOSITE HOURLY RATE (End of narrative B001) <u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination <u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD</u> <u>QUANTITY</u> <u>DATE</u> 001 30-SEP-2014 \$	█	LO		\$ █

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00058

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0006AF	<p><u>FY14 ESM EN13-11 EXERCISE SYSTEM MAINTENANCE</u></p> <p>GENERIC NAME DESCRIPTION: 13877 JLENS RAYTHEON CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J714600 PRON AMD: 01 ACRN: AN</p> <p>SLIN 0006AF FROM BY TO</p> <p>DIRECT LABOR HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>Estimated Cost [REDACTED] COM [REDACTED] Fixed Fee [REDACTED] Total [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>30-SEP-2014</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	30-SEP-2014	[REDACTED]	LO		\$ [REDACTED]
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	[REDACTED]	30-SEP-2014												

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00058	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PROM/ AMS CD/ MIPR/ GFEB5 ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AE	4M3J714600	2	A.0009263.1.2	AN \$	[REDACTED]	[REDACTED]	[REDACTED]
0006AF	4M3J714600	2	A.0009263.1.2	AN \$	[REDACTED]	[REDACTED]	[REDACTED]
					NET CHANGE \$	6,590,680.00	

ACRN	ACCOUNTING CLASSIFICATION				INCREASE/ DECREASE
AN	021 201320142040	A5XFJ 172419E55FPDG	2550 L034780194 A.0009263.1.2		021001 \$ 6,590,680.00
					NET CHANGE \$ 6,590,680.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 28,452,255.00	\$ 6,590,680.00	\$ 35,042,935.00

LINE ITEM	ACRN	SDI/SFIS ACCOUNTING CLASSIFICATION		
0006AE	AN	021 201320142040	A5XFJ 172419E55FPDG	2550 L034780194 A.0009263.1.2 021001
0006AF	AN	021 201320142040	A5XFJ 172419E55FPDG	2550 L034780194 A.0009263.1.2 021001

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 7 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00058

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0055	ENGINEETING SERVICES MEMORANDUM EN13-11	12-SEP-2013	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN13-11
		DATE September 12, 2013
PROJECT TITLE Exercise System Maintenance & Packaging, Handling, Storage, and Transportation	CONTRACT NO. W31P4Q-10-C-0003	
ESTIMATED COMPLETION DATE OF ESM 30 September 2014	COST ACCOUNT	
DESCRIPTION OF PROPOSED WORK <p>The contractor shall provide necessary manpower to maintain, secure and care for stored JLENS Hardware from Utah Test and Training Range (UTTR) to include Government furnished equipment required to displace and emplace the system. This period of performance shall begin on 1 Oct 2013.</p> <p>The contractor shall ship stored HW to Aberdeen Proving Ground (APG), MD.</p> <p>Assumes equipment to be stored is packaged and stored at Echo Site at UTTR. Assumes equipment to be transported to APG is packaged and ready for transport. Storage support ends July 2014.</p> <p>Helium skid recertification will be performed during this POP.</p> <p>Cont'd</p>		
	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required		
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL ISSUE	"A" CHANGE
DIRECT LABOR HOURS		
DIRECT LABOR & BURDEN	\$	\$
MATERIAL	\$	\$
COMPT/SUBCONTR LBR	\$	\$
TRAVEL & PER DIEM	\$	\$
OTHER	\$	\$
TOTAL	\$	\$
ESM MONITORS [Redacted] CMDS P.O.: [Redacted]		
CONCURRENT	DATE	DATE
ORIGINAL ISSUE	13 Sep 2013	9/17/13
REVISION "A"		
REVISION "B"		
REVISION "C"		
REVISION "D"		
REVISION "E"		
EXPLANATION OF REVISION:		

JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003 MOD P00058
ATTACHMENT 0055
1 OF 2
SEP 26 2013

ENGINEERING SERVICES MEMORANDUM

000709

Redactions per (b)(4), (b)(3)

ESM NO.
EN13-11

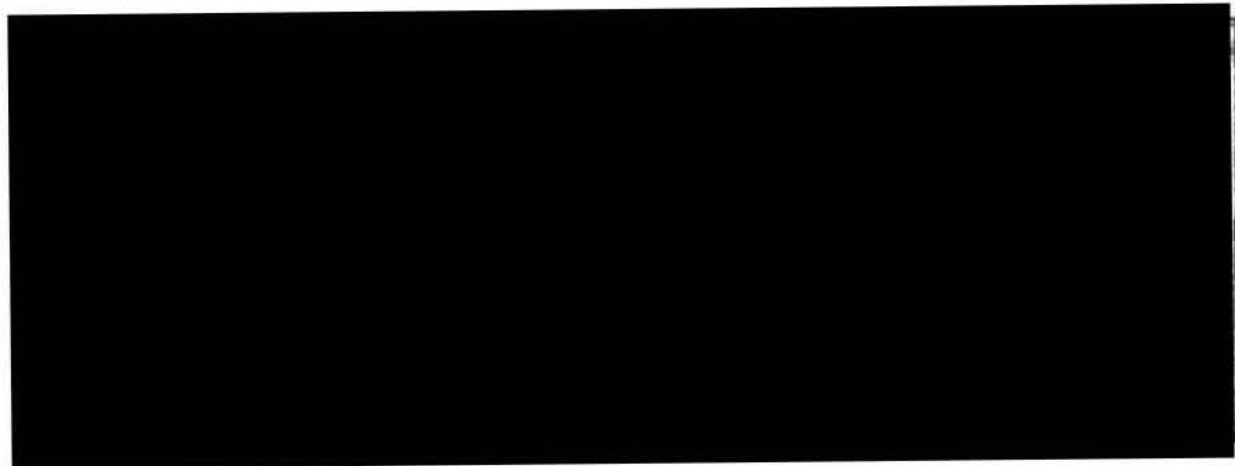
DESCRIPTION OF PROPOSED WORK (CONT)



- o Provide Program Management (PM/CM) support for October 2013 – December 2013
- o Beginning January 2014 a separate PM/PI and Infrastructure ESM will be awarded



Provider	Task Title	Cost (Hrs or \$K Sell)
RTSC	Perform the following tasks: - shipping/receiving of helium skids during recertifications - procurement of consumables (including Helium Gas (HeG)) - Preventative Maintenance Checks and Services (PMCS) - ISO container recertifications - daily PHS&T site activities – maintaining inventory and database/MMIS During the one site operations and one site storage period, the PHS&T team shall also complete pre-empacement activities to ready and prepare the system prior to Aberdeen Proving Grounds (APG) arrival. The PHS&T must ensure all packaging paperwork is in order and create transportation paperwork, ready additional required rentals and consumables. POP Jan 1 2014 – July 2014	
RTSC Miscellaneous	*RTSC Cell Services, MMS, Lease vehicles and Travel	
RTSC Supply Chain/MI Data Base	RTSC SCM support for PHS&T	
RTSC Consumables	HW Consumables and Helium Re-certifications for pressure vessel test and Helium Gas	
Vendors	Shipping and Rentals	
Lead	Half time task leadership per JPO request	
PM/CM	Support ESMs for October 2013 - December 2013	



MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00058
 ATTACHMENT 0055
 2 OF 2 **SEP 26 2013**

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code Cost Plus Fixed Fee Page 1 Of 4

2. Amendment/Modification No. P00059 3. Effective Date SEP 26 2013 4. Requisition/Purchase Req No. SEE SCHEDULE 5. Project No. (If applicable)

6. Issued By ARMY CONTRACTING COMMAND REDSTONE REDSTONE ARSENAL AL 35899-5280 7. Administered By (If other than item 6) DCMA RAYTHEON WENKSBURY 50 APPLE HILL DRIVE W/S T2FR2 WENKSBURY MA 01876-1199

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400 9A. Amendment Of Solicitation No. 9B. Dated (See Item 11) 10A. Modification Of Contract/Order No. W31P4Q 10-C-0003 10B. Dated (See Item 13) 2003MAR17

Code 05716 Facility Code

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 amendments; (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) NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: 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 data, 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:
D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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. No. of Copies of Contract 15B. Date Signed 9/26/13 15C. Date Signed 9/26/13 15D. Signed Sept 20 13

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 2 of 4
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00059	
Name of Offeror or Contractor: RAYTHEON COMPANY			

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name [REDACTED]
Buyer Office Symbol/Telephone Number [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT LOG13-01 REV "A".

A-3 AS A RESULT OF THIS MODIFICATION THE PERIOD OF PERFORMANCE FOR SLINS 0005AJ (LABOR) AND 0005AK (MATERIAL) ARE EXTENDED FROM 27 SEPTEMBER 2013 TO 22 NOVEMBER 2013.

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE REMAINS THE SAME.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0060 ***

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00059

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0005	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS #12731 JLENS AVAILAB													
0005AJ	<p><u>FY13 ESM LOG13-01</u></p> <p>GENERIC NAME DESCRIPTION: #12731 JLENS AVAILAB CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J710100 PRON AMD: 02 ACRN: AK</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>█</td> <td>22-NOV-2013</td> </tr> </table> <p>\$ █</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	█	22-NOV-2013	█	LO		\$ █
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<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	█	22-NOV-2013												
0005AK	<p><u>FY13 ESM LOG 13-01</u></p> <p>GENERIC NAME DESCRIPTION: #12731 JLENS AVAILAB CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J710100 PRON AMD: 02 ACRN: AK</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>█</td> <td>22-NOV-2013</td> </tr> </table> <p>\$ █</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	█	22-NOV-2013	█	LO		\$ █
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CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 4 of 4

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00059

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0051	ENGINEERING SERVICE MEMORANDUM LOG13-01 REV "A"	09-SEP-2013	003	EMAIL

RAYTHEON COMPANY

FORM SH-31-00-04

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO LOG13-01A
		DATE 9/4/2013
PROJECT TITLE Provide JLENS Whole Life Availability Management		CONTRACT NO W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 11/22/2013		COST ACCOUNT
DESCRIPTION OF PROPOSED WORK Provide JLENS Whole Life Availability Management for E&MD Orbits #1 and #2 to include ongoing, review, identification, mitigation analyses, and reporting of actual and potential availability risks that will impact sustainment of the systems through 2018. Availability Management effectively integrates parts availability, COTS EOL (End Of Life) & EOSL (End Of Service Life), interchangeability and substitutability, part replacement locating, supplier interface, technology insertion, reliability performance, and inventory management. JLENS Availability Management consists of five components: 1) Availability Management planning, 2) quarterly assessments and classification of part availability risks, 3) development and coordination of recommended part availability mitigation strategies, and 4) delivery of Availability Management planning and assessment reports and 5) Update Availability Management results into the One IDE website. (Continued below)		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required		
*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
ESTIMATED COST	ORIGINAL ISSUE	CHANGE
DIRECT LABOR HOURS	A	B
DIRECT LABOR & BURDEN	C	D
MATERIAL	E	F
COMPUTER/SUBCONTR LBR	G	H
TRAVEL & PER DIEM	I	J
OTHER	K	L
TOTAL	M	N
ESM MONITORS [Redacted] CMDS P.O. [Redacted]		
CONCURRENCE SIGNATURES		
RAYTHEON IDS	DATE	CMDS PROJECT OFFICE
DATE	DATE	DATE
ORIGINAL ISSUE	Original Issue	10/9/2012
REVISION 'A'	[Redacted]	9/4/2013
REVISION 'B'	[Redacted]	9/20/13
REVISION 'C'		
REVISION 'D'		
REVISION 'E'		
EXPLANATION OF REVISION: Mod A - Two month POP extension - zero cost growth.		

3740 1

JLENS
CONTRACT MODIFICATION
W31P4Q-10-C-0003 MOD P00059
ATTACHMENT 0051
1 OF 3 **SEP 26 2013**

ENGINEERING SERVICES MEMORANDUM

ESM NO. **LOG13-01A**

DESCRIPTION OF PROPOSED WORK (CONT)

1. Perform Availability Management Planning

The organization of tasks required to perform JLENS Availability Management includes scheduling, prioritization, migration of lessons learned, system level oversight of End of Life/End of Service Life (EOL/EOSL) thresholds for all externally procured and internally fabricated components, Shop Replaceable Units (SRUs) and Line Replaceable Units (LRUs) throughout the system's sustainment period of 2018. Also includes development and implementation of asset availability and part availability mitigation strategies. Additionally provide Availability Management lead role and customer interface.

2. Quarterly Availability Management Assessments and Classifications

Quarterly availability management assessments performed on all piece parts (primary and approved alternates), SRUs, and LRUs in JLENS Orbits #1 and 2. Each part will be categorized with a Part Availability classification

- **Green** - Projected Availability of more than 2 years
- **Yellow** - Projected Availability of at least 1 year but less than 2 years
- **Orange** - Projected Availability of less than 12 months
- **Red** - Projected Availability of ZERO. Part is no longer in production from last Raytheon-approved OEM

3. Coordinate Availability Management Mitigation Strategies

Coordinate mitigation strategies for parts availability issues as they arise during the defined JLENS support period through 2018. Obsolete components and other supply items are evaluated to determine the impact on the SDD Technical Data Package (TDP) in terms of design modification complexity of the EDM component. Designs can be revised in one of the following categories for obsolete components:

- a. Drop-in replacement part which can use the existing component footprint without changing the Printed Wiring Board (PWB) artwork (Parts List change only).
- b. Component replacement with a different footprint due to pin-out differences, with a re-spin of the PWB artwork to accept an equivalent replacement part.
- c. Component redesign requiring new PWB artwork due to the elimination of the obsolete part by designing it out.

(Continued below)

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START	END	MILESTONE	START	END

Sheet 2

ESM NO.
 LOG13-01A

DESCRIPTION OF PROPOSED WORK (CON'T)

4. Deliver Planning and Assessment Reports

Prepare quarterly availability assessment reports to summarize activities and accomplishments. Inputs include tasks, status, and issues encountered during previous period. Hold quarterly meetings with the Government to review all availability management impacts, determine courses of action and indentify most effective mitigation strategy to pursue. Deliver final summary availability assessment report at completion of contract period.

5. Continuously update OneIDE Website

Accommodate web based availability reporting to include all pertinent data elements, assessments and analysis required to reach the desired resolution.

Includes 4 quarterly review meetings.

Mod A

Two month POP extension – zero growth

Assumes FY14 funding separately funded for program management oversight (including financial and data management support).

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START	END	MILESTONE	START	END

Sheet 3

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 7
2. Amendment/Modification No. P00060	3. Effective Date SEP 27 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898 5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TENKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TENKSBURY MA 01876-1198		Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		9A. Amendment Of Solicitation No.		
		9B. Dated (See Item 11)		
		10A. Modification Of Contract/Order No. W31P4Q-10-C-0003		
		10B. Dated (See Item 13) 2003MAR17		
Code 05716	Facility Code			

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 amendments; (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)
ACRN: AG NET INCREASE: \$.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 [REDACTED])

15C. Date Signed 27 SEP 13	Date Signed 27 Sept 2013
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000718

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00060

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 45 PM/CM13-01 REV "B".

A-3 BY EXECUTION OF THIS MODIFICATION MATERIAL DOLLARS IN THE AMOUNT OF [REDACTED] ARE REALIGNED FROM SLIN 0005AD TO SLIN 0005AC LABOR DOLLARS. SLIN 0005AC LABOR HOURS ARE INCREASED BY [REDACTED] THE CHANGES ARE AS FOLLOWS.

SLIN 0005AC (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0005AD (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT OBLIGATED AMOUNT REMAINS THE SAME.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0061 ***

Redactions per (b)(4)

000719

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00060

Page 3 of 7

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																																
0005	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY13 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="0"> <tr> <td><u>FY13</u></td> <td><u>Labor</u></td> <td><u>Material</u></td> <td><u>Total</u></td> </tr> <tr> <td>PCL COST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>G&A</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TCL COST (W/O COM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>FEE</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>CPFF</td> <td colspan="3">[REDACTED]</td> </tr> </table> <table border="0"> <tr> <td></td> <td><u>Hours</u></td> <td><u>Hours</u></td> <td></td> </tr> <tr> <td><u>Description</u></td> <td><u>Hours</u></td> <td><u>Exercised</u></td> <td><u>Remaining</u></td> </tr> <tr> <td>PM/CM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>ENGINEERING</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>PRODUCT ASSUR/TEST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>LOGISTICS</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> </tr> </table> <table border="0"> <tr> <td></td> <td><u>Material</u></td> <td><u>Material</u></td> <td></td> </tr> <tr> <td><u>Description</u></td> <td><u>Material</u></td> <td><u>Exercised</u></td> <td><u>Remaining</u></td> </tr> <tr> <td>ESTIMATED COST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>FIXED FEE</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>CPFF</td> <td colspan="3">[REDACTED]</td> </tr> </table> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B009)</p>	<u>FY13</u>	<u>Labor</u>	<u>Material</u>	<u>Total</u>	PCL COST	[REDACTED]			G&A	[REDACTED]			TCL COST (W/O COM	[REDACTED]			COST OF MONEY	[REDACTED]			FEE	[REDACTED]			CPFF	[REDACTED]				<u>Hours</u>	<u>Hours</u>		<u>Description</u>	<u>Hours</u>	<u>Exercised</u>	<u>Remaining</u>	PM/CM	[REDACTED]			ENGINEERING	[REDACTED]			PRODUCT ASSUR/TEST	[REDACTED]			LOGISTICS	[REDACTED]			TOTAL	[REDACTED]				<u>Material</u>	<u>Material</u>		<u>Description</u>	<u>Material</u>	<u>Exercised</u>	<u>Remaining</u>	ESTIMATED COST	[REDACTED]			COST OF MONEY	[REDACTED]			FIXED FEE	[REDACTED]			CPFF	[REDACTED]						
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
	<p>COMPOSITE HOURLY RATE [REDACTED]</p> <p>(End of narrative B003)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>28-SEP-2013</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	28-SEP-2013				
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000721

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00060

Page 5 of 7

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT												
	<p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td data-bbox="289 268 381 294">DLVR SCH</td> <td data-bbox="451 296 613 321"><u>QUANTITY</u></td> <td data-bbox="667 268 781 294">PERF COMPL</td> </tr> <tr> <td data-bbox="289 296 381 321"><u>REL CD</u></td> <td data-bbox="451 321 613 346"></td> <td data-bbox="667 296 781 321"><u>DATE</u></td> </tr> <tr> <td data-bbox="289 321 381 346">001</td> <td data-bbox="451 346 613 371">[REDACTED]</td> <td data-bbox="667 321 781 346">28-SEP-2013</td> </tr> <tr> <td data-bbox="289 371 381 396"></td> <td data-bbox="451 371 613 396">\$ [REDACTED]</td> <td data-bbox="667 371 781 396"></td> </tr> </table>	DLVR SCH	<u>QUANTITY</u>	PERF COMPL	<u>REL CD</u>		<u>DATE</u>	001	[REDACTED]	28-SEP-2013		\$ [REDACTED]					
DLVR SCH	<u>QUANTITY</u>	PERF COMPL															
<u>REL CD</u>		<u>DATE</u>															
001	[REDACTED]	28-SEP-2013															
	\$ [REDACTED]																

Redactions per (b)(4)

000722

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 6 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00060

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ MIPR/ GFEB5 ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0005AC	4M2J722000	2	A.0000013.1.2	AG	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
0005AD	4M2J722000	2	A.0000013.1.2	AG	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
					NET CHANGE	\$ 0.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AG	021 201220132040 ASXFJ 172419E55PPDG 251C L032063156 A.0000013.1.2	021001 \$ 0.00
		NET CHANGE \$ 0.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$ 35,042,935.00	\$ 35,042,935.00	\$ 0.00	\$ 35,042,935.00

LINE	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
0005AC	AG	021 201220132040 ASXFJ 172419E55PPDG 251C L032063156 A.0000013.1.2	021001
0005AD	AG	021 201220132040 ASXFJ 172419E55PPDG 251C L032063156 A.0000013.1.2	021001

000723

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00060

Page 7 of 7

Name of Offeror or Contractor: RAYTHRON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0045	ENGINEERING SERVICES MEMORANDUM PM/CM 13-01 REV "B"	23-SEP-2013	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. PM/CM13-01-B DATE 9/23/2013
PROJECT TITLE FY13 ESM Program Management / Configuration Management		CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 9/28/2013		COST ACCOUNT
DESCRIPTION OF PROPOSED WORK 12 Months (1 October 2012 – 28 September 2013) of Program Management Performance and Document / Configuration Management functions for the JLENS Engineering Services Program to include: <ul style="list-style-type: none"> • Program Management • Finance Support • Develop support plan for ESMs and Sub-ESMs Proposal (ex. FY13 PMCM, FY14 PMCM, FY14 GSIL) and incorporation into financial tracking and monthly report • Develop PM and Financial CDRLs for ESM • Data Management • SME Support • Travel time • Program reviews and packages 		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required		
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL ISSUE	"A" CHANGE
	"B" CHANGE	"C" CHANGE
	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	\$	\$
DIRECT LABOR & BURDEN	\$	\$
MATERIAL	\$	\$
COMPT/VSUBCONTR LBR	\$	\$
TRAVEL & PER DIEM	\$	\$
OTHER	\$	\$
TOTAL	\$	\$
ESM MONITORS Raytheon IDS: _____ CMDS P.O.: _____		
CONCURRENCE SIGNATURES:		
	RAYTHEON IDS	DATE
	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE	Original Issue	9/4/2012
REVISION "A"	Added scope for Feb - Sept	1/15/2013
REVISION "B"	[Redacted]	9/24/2013
REVISION "C"	[Redacted]	[Redacted]
REVISION "D"	[Redacted]	[Redacted]
REVISION "E"	[Redacted]	[Redacted]
9/4/2013 Original Issue Mod A – Funding added for Feb – Sept Mod B – Material Dollars transferred to Labor Dollars		

ENGINEERING SERVICES MEMORANDUM

ESM NO.
PM/CM13-01-B

DESCRIPTION OF PROPOSED WORK (CONT)

Assumes support of following ESM efforts: [REDACTED] Exercise Planning/Site Selection, [REDACTED] and Availability Management. New candidates (not listed above) will be accounted for separately.

Travel includes:

[REDACTED]
Exercise Planning

2013 PM/CM effort reflected herein has been jointly partnered and concurred by RTN and JPO and has been deemed by JPO to be in accordance with Nunn McCurdy ADM.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 7
2. Amendment/Modification No. P00061	3. Effective Date SEP 27 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TENKSBUY 50 APPLE HILL DRIVE M/S T2FR2 TENKSBUY MA 01876-1198		Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400			<input type="checkbox"/>	9A. Amendment Of Solicitation No.
			<input type="checkbox"/>	9B. Dated (See Item 11)
			<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
			<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17
Code 05716	Facility Code			

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 amendments; (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)

ACRN: AJ NET INCREASE: 5.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

It Modifies The Contract/Order No. As Described In Item 14.

<input type="checkbox"/>	A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A.	The Changes Set Forth In Item 14 Are Made In
<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:	
<input type="checkbox"/>	D. Other (Specify type of modification and authority)	

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 Name) [REDACTED]	15C. Date Signed 27 SEP 13	Date Signed Sept 13
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CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SHIN W31P4Q-10-C-0003 MOD/AMD P00061	Page 2 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 50 13-04 REV "A".

A-3 BY EXECUTION OF THIS MODIFICATION LABOR DOLLARS IN THE AMOUNT OF [REDACTED] ARE REALIGNED FROM SLIN 0005AG TO SLIN 0005AAH MATERIAL DOLLARS. SLIN 0005AG LABOR HOURS ARE DECREASED BY [REDACTED] FROM [REDACTED] THE CHANGES ARE AS FOLLOWS.

SLIN 0005AC (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]		
DIR LABOR & BURDEN MATERIAL	[REDACTED]		

SLIN 0005AD (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]		
DIR LABOR & BURDEN MATERIAL	[REDACTED]		

A-4 AS A RESULT OF THIS MODIFICATION, THE PERIOD OF PERFORMANCE IS EXTENDED FROM 27 SEPTEMBER 2013 TO 26 SEPTEMBER 2014 AND IS REFLECTED UNDER SLIN 0005AG (LABOR) AND SLIN 0005AH (MATERIAL).

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT OBLIGATED AMOUNT REMAINS THE SAME.

A-6 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0062 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00061

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p>FY13 OPTION PERIOD JLENS ENG SRVS</p> <p>FY13 Labor Material Total</p> <p>PCL COST [REDACTED]</p> <p>G&A [REDACTED]</p> <p>TCL COST (W/O COM) [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <p>Description Hours Exercised Remaining</p> <p>PM/CM [REDACTED]</p> <p>ENGINEERING [REDACTED]</p> <p>PRODUCT ASSUR/TEST [REDACTED]</p> <p>LOGISTICS [REDACTED]</p> <p>TOTAL [REDACTED]</p> <p>Description Material Material Exercised Remaining</p> <p>ESTIMATED COST [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FIXED FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B010)</p>				
0005AG	<p>G-SILS ESM EN13-04</p> <p>GENERIC NAME DESCRIPTION: #12623 JLENS GSIL SU CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J710200 PRON AMD: 03 ACRN: AJ</p> <p>Estimated Cost [REDACTED]</p> <p>COM [REDACTED]</p> <p>Fixed Fee [REDACTED]</p> <p>Total [REDACTED]</p> <p>ESM Description Hours</p> <p>EN13-04 "A" Labor [REDACTED]</p>	[REDACTED]	LO		\$ [REDACTED]

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																				
	<p>COMPOSITE HOURLY RATE [REDACTED]</p> <p style="text-align: center;">(End of narrative B002)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%;">DLVR SCH</td> <td style="width:35%;"></td> <td style="width:15%;">PERF COMPL</td> <td style="width:15%;"></td> <td style="width:20%;"></td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> <td></td> <td></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>26-SEP-2014</td> <td></td> <td></td> </tr> </table> <p style="text-align: center;">\$ [REDACTED]</p>	DLVR SCH		PERF COMPL			<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>			001	[REDACTED]	26-SEP-2014											
DLVR SCH		PERF COMPL																							
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>																							
001	[REDACTED]	26-SEP-2014																							
0005AH	<p><u>G-SILS ESM EN13-04</u></p> <p>GENERIC NAME DESCRIPTION: #12623 JLENS GSIL SU CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J710200 PRON AMD: 03 ACRN: AJ</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%;">Estimated Cost</td> <td style="width:35%;"></td> <td style="width:15%;"></td> <td style="width:15%;"></td> <td style="width:20%;"></td> </tr> <tr> <td>COM</td> <td>[REDACTED]</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Fixed Fee</td> <td>[REDACTED]</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Total</td> <td>[REDACTED]</td> <td></td> <td></td> <td></td> </tr> </table> <p><u>ESM</u> <u>Description</u> EN13-04 "A" MATERIAL</p> <p>COMPOSITE HOURLY RATE [REDACTED]</p> <p style="text-align: center;">(End of narrative B002)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p>	Estimated Cost					COM	[REDACTED]				Fixed Fee	[REDACTED]				Total	[REDACTED]				[REDACTED]	LO		\$ [REDACTED]
Estimated Cost																									
COM	[REDACTED]																								
Fixed Fee	[REDACTED]																								
Total	[REDACTED]																								

CONTINUATION SHEET

Reference No. of Document Being Continued
PIN/SHN W31P4Q-10-C-0003 MOD/AMD P00061

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT								
	<p><u>Deliveries or Performance</u></p> <p>DLVR SCH</p> <table border="0"> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>PERF COMPL</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>█</td> <td></td> <td>26-SEP-2014</td> </tr> </table> <p>\$ █</p>	<u>REL CD</u>	<u>QUANTITY</u>	<u>PERF COMPL</u>	<u>DATE</u>	001	█		26-SEP-2014				
<u>REL CD</u>	<u>QUANTITY</u>	<u>PERF COMPL</u>	<u>DATE</u>										
001	█		26-SEP-2014										

CONTINUATION SHEET	Reference No. of Document Being Continued PHN/SHN W31P4Q-10-C-0003	Page 6 of 7 MOD/AMD P00061
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Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFEBs ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0005AG	4M3J710200	2	A.0009263.1.2	AJ \$	██████████ \$	██████████ \$	██████████
0005AH	4M3J710200	2	A.0009263.1.2	AJ \$	██████████ \$	██████████ \$	██████████
NET CHANGE						\$ 0.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AJ	021 201320142040 A5XFJ 172419E55FPDG 251C L032673136 A.0009263.1.2	021001 \$ 0.00
NET CHANGE		\$ 0.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	35,042,935.00	\$ 0.00	\$ 35,042,935.00

LINE ITEM	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	CUMULATIVE OBLIG AMT
0005AG	AJ	021 201320142040 A5XFJ 172419E55FPDG 251C L032673136 A.0009263.1.2	021001
0005AH	AJ	021 201320142040 A5XFJ 172419E55FPDG 251C L032673136 A.0009263.1.2	021001

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 7 of 7**

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00061

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0050	ENGINEERING SERVICES MEMORANDUM EN13-04 REV "A"	16-SEP-2013	001	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO. EN13-04A
	DATE 9/16/2013

PROJECT Y Provide support to the Government System Integration Labs (SILs)	CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 09/26/2014	COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

1. Support maintenance of the real-time HWIL facility at [REDACTED] and the IV&V facility at [REDACTED] collectively referred to as the GSILs
2. Support coordination, delivery and installation of software build deliveries and relevant mods (patches)
3. Attend meetings, VTCs, and/or telecons as requested in support of SIL installation/maintenance activities
4. Support configuration management and security certification programs, as requested
5. Review findings/issues provided by the JPO as a result of source code analysis and IV&V activities, including the review of findings/issues of subcontractor software where applicable.
6. Support the IV&V dynamic evaluations through generation of STR lists as required, SME support during planning, and coordination of issues resulting from dynamic testing
7. Support interoperability certification activities, including participation in test events, analysis of Government SPRs, development and regression testing of associated software modifications.

SUR, NG, VSE support not included. FY12 SAS did not need to support on-site SIL efforts.

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE
To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]	[REDACTED]				
DIRECT LABOR & BURDEN	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
MATERIAL	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
COMPTA/SUBCONTR LBR	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
TRAVEL & PER DIEM	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
OTHER	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
TOTAL	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

ESM MONITORS

Raytheon IDS: [REDACTED] CMDS P.O.: [REDACTED]

CONCURRENCE SIGNATURES:

	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE	[REDACTED]	12/18/2012		
REVISION "A"	[REDACTED]	9/16/2013		
REVISION "B"				
REVISION "C"				
REVISION "D"				
REVISION "E"				

Mod A: Revision of task work new line item #7, includes Solipsys effort (material), transfer [REDACTED] labor dollars to material dollars and reduced travel by [REDACTED] resulting in [REDACTED] Material for funding Solipsys, and extends POP to September 26, 2014 per JPO request.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
Cont Plus Fixed Fee Page 1 Of 4

2. Amendment/Modification No. P00062
3. Effective Date OCT 24 2013
4. Requisition/Purchase Req No. SEE SCHEDULE
5. Project No. (If applicable)

6. Issued By ARMY CONTRACTING COMMAND-REDSTONE
REDSTONE ARSENAL AL 35898-5280
7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY
50 APPLE HILL DRIVE
M/S T2FR2
TEWKSBURY MA 01876-1198

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)
RAYTHEON COMPANY
350 LOWELL ST
ANDOVER, MA 01810-4400
9A. Amendment Of Solicitation No.
9B. Dated (See Item 11)
10A. Modification Of Contract/Order No.
W31P4Q-10-C-0003
10B. Dated (See Item 13)
2003MAR17
Code 05716 Facility Code

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 amendments; (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)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: 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 data, 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:
D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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)
5C. Date Signed 10/24/13
C. Date Signed 10/24/13

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 4

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00062

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name [REDACTED]
Buyer Office [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 46 EN13-03 REV "C".

A-3 BY EXECUTION OF THIS MODIFICATION [REDACTED] LABOR DOLLARS IS REALIGNED FROM SLIN 00054AE (LABOR) TO SLIN 0005AF (MATERIAL). SLIN 0005AE LABOR HOURS ARE DECREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS.

SLIN 0005AE (LABOR) FROM BY TO
DIRECT LABOR HOURS: [REDACTED]
DIR LABOR & BURDEN [REDACTED]
MATERIAL [REDACTED]

SLIN 0005AF (MATERIAL) FROM BY TO
DIRECT LABOR HOURS: [REDACTED]
DIR LABOR & BURDEN [REDACTED]
MATERIAL [REDACTED]

A-6 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT OBLIGATED AMOUNT REMAINS THE SAME.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0063 ***

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																																
0005	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY13 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="1"> <thead> <tr> <th data-bbox="264 464 467 485">FY13</th> <th data-bbox="467 464 597 485">Labor</th> <th data-bbox="597 464 743 485">Material</th> <th data-bbox="743 464 850 485">Total</th> </tr> </thead> <tbody> <tr> <td data-bbox="264 485 467 506">PCL COST</td> <td colspan="3" data-bbox="467 485 850 506">[REDACTED]</td> </tr> <tr> <td data-bbox="264 506 467 527">G&A</td> <td colspan="3" data-bbox="467 506 850 527">[REDACTED]</td> </tr> <tr> <td data-bbox="264 527 467 548">TCL COST (W/O COM)</td> <td colspan="3" data-bbox="467 527 850 548">[REDACTED]</td> </tr> <tr> <td data-bbox="264 548 467 569">COST OF MONEY</td> <td colspan="3" data-bbox="467 548 850 569">[REDACTED]</td> </tr> <tr> <td data-bbox="264 569 467 590">FEE [REDACTED]</td> <td colspan="3" data-bbox="467 569 850 590">[REDACTED]</td> </tr> <tr> <td data-bbox="264 590 467 611">CPFF</td> <td colspan="3" data-bbox="467 590 850 611">[REDACTED]</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th data-bbox="264 695 467 716">Description</th> <th data-bbox="467 695 597 716">Hours</th> <th data-bbox="597 695 743 716">Hours</th> <th data-bbox="743 695 850 716">Hours</th> </tr> <tr> <th data-bbox="264 716 467 737"></th> <th data-bbox="467 716 597 737">Hours</th> <th data-bbox="597 716 743 737">Exercised</th> <th data-bbox="743 716 850 737">Remaining</th> </tr> </thead> <tbody> <tr> <td data-bbox="264 737 467 758">PM/CM</td> <td colspan="3" data-bbox="467 737 850 758">[REDACTED]</td> </tr> <tr> <td data-bbox="264 758 467 779">ENGINEERING</td> <td colspan="3" data-bbox="467 758 850 779">[REDACTED]</td> </tr> <tr> <td data-bbox="264 779 467 800">PRODUCT ASSUR/TEST</td> <td colspan="3" data-bbox="467 779 850 800">[REDACTED]</td> </tr> <tr> <td data-bbox="264 800 467 821">LOGISTICS</td> <td colspan="3" data-bbox="467 800 850 821">[REDACTED]</td> </tr> <tr> <td data-bbox="264 821 467 842">TOTAL</td> <td colspan="3" data-bbox="467 821 850 842">[REDACTED]</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th data-bbox="264 947 467 968">Description</th> <th data-bbox="467 947 597 968">Material</th> <th data-bbox="597 947 743 968">Material</th> <th data-bbox="743 947 850 968">Material</th> </tr> <tr> <th data-bbox="264 968 467 989"></th> <th data-bbox="467 968 597 989">Material</th> <th data-bbox="597 968 743 989">Exercised</th> <th data-bbox="743 968 850 989">Remaining</th> </tr> </thead> <tbody> <tr> <td data-bbox="264 989 467 1010">ESTIMATED COST</td> <td colspan="3" data-bbox="467 989 850 1010">[REDACTED]</td> </tr> <tr> <td data-bbox="264 1010 467 1031">COST OF MONEY</td> <td colspan="3" data-bbox="467 1010 850 1031">[REDACTED]</td> </tr> <tr> <td data-bbox="264 1031 467 1052">FIXED FEE</td> <td colspan="3" data-bbox="467 1031 850 1052">[REDACTED]</td> </tr> <tr> <td data-bbox="264 1052 467 1073">CPFF</td> <td colspan="3" data-bbox="467 1052 850 1073">[REDACTED]</td> </tr> </tbody> </table> <p data-bbox="264 1157 704 1178">COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p data-bbox="467 1262 704 1283">(End of narrative B011)</p>	FY13	Labor	Material	Total	PCL COST	[REDACTED]			G&A	[REDACTED]			TCL COST (W/O COM)	[REDACTED]			COST OF MONEY	[REDACTED]			FEE [REDACTED]	[REDACTED]			CPFF	[REDACTED]			Description	Hours	Hours	Hours		Hours	Exercised	Remaining	PM/CM	[REDACTED]			ENGINEERING	[REDACTED]			PRODUCT ASSUR/TEST	[REDACTED]			LOGISTICS	[REDACTED]			TOTAL	[REDACTED]			Description	Material	Material	Material		Material	Exercised	Remaining	ESTIMATED COST	[REDACTED]			COST OF MONEY	[REDACTED]			FIXED FEE	[REDACTED]			CPFF	[REDACTED]						
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CONTINUATION SHEET

Reference No. of Document Being Continued

Page 4 of 4

PIIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00052

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0046	ENGINEERING SERVICES MEMORANDUM EN13-03 REV 'C'	08-OCT-2013	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO. EN13-03C
	DATE 10/08/2013

PROJECT TITLE JLENS A-Kit Cost Reduction Initiative	CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 11/29/2013	COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

1. Support the functional redesign of the [REDACTED] and software for JLENS to reduce the RDT&E and procurement costs.
2. Conduct monthly reviews (one per quarter in person in Huntsville, AL) to review technical progress and cost and schedule status.
3. Trade studies should assess changes to the existing [REDACTED] and interface requirements (data and physical) that would drive costs downward using principles of Cost As an Independent Variable (CAIV) and Design To Unit Cost (DTUC). List of potential areas for consideration are attached.
4. Conduct a decision review in Jan 2013 to select a preferred redesign alternative.

(See continuation sheet)

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE
To be specified in Sub-ESMs as required

ESTIMATED COST ***** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 *****

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
DIRECT LABOR & BURDEN \$	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
MATERIAL \$	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
COMPT/SUBCONTR LBR \$	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
TRAVEL & PER DIEM \$	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
OTHER \$	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
TOTAL \$	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

ESM MONITORS
Raytheon IDS: [REDACTED] CMDS P.O.: [REDACTED]

CONCURRENCE SIGNATURES:

	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE	Original Issue			
REVISION "A"	Extend POP to Nov 29, 2013	8/29/2013		
REVISION "B"	[REDACTED]	8/30/2013		
REVISION "C"	[REDACTED]	10/4/2013	[REDACTED]	16 Oct 13
REVISION "D"				
REVISION "E"				

EXPLANATION OF REVISION:
 Rev A - Extend POP to Nov 29, 2013
 Rev B - Reduce Material [REDACTED]
 Rev C - [REDACTED]

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN13-03C

DESCRIPTION OF PROPOSED WORK (CONT)

5. Conduct a system functional review and a design review to document the recommended changes in functional configuration. Provide recommended requirements changes to the [redacted] in the form of draft NOR/RFDs that would facilitate a [redacted] redesign alternative implementation. PDR level of design material is not part of this [redacted]
6. Create and provide simulations and/or emulators [redacted]
7. [redacted] that support integration and analysis in the government's System Integration Labs (SILs). [redacted] in the determination of [redacted] design alternative impacts

Areas for consideration to reduce costs:

- Evaluate impacts to the proposed [redacted] and current required functionality by eliminating the proposed [redacted] and the media converters in the Data Processing Station of the CPG hardware.
- Evaluate impacts of hosting remaining/resultant functionality on existing baseline hardware/software by eliminating the proposed [redacted] and the media converters in the Data Processing Station of the CPG hardware.
- Evaluate and address constraints to existing baseline design memory/throughput margins and TPMs by eliminating the proposed [redacted] and the media converters in the Data Processing Station of the CPG hardware.
- Provide other potential configuration changes to accommodate the [redacted] reduce required hardware and reuse JLENS software.
- Evaluate and/or leveraging existing DDS/CEC capabilities.

Rev B

JPO technical direction received to investigate using CEO to communicate with [redacted] and provide cost estimate. CEO study effort delayed start of SW simulation which was a large portion of the material budget. Direction received August 28th to reduce funding from underspend. Reducing material funding per JPO direction: remaining funding to transport CPG Lite to HSV, some close out activities, and support [redacted] efforts through end of November.

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 3
2. Amendment/Modification No. 000063	3. Effective Date OCT 24 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE ██████████ ██████████ ██████████	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TSNXSURRY 50 APPLE HILL DRIVE M/S T2FR2 TSNKSURRY MA 01876-1198	Code S2205A	
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400	Code 05716	Facility Code	9A. Amendment Of Solicitation No. <input type="checkbox"/>	
			9B. Dated (See Item 11) <input type="checkbox"/>	
			<input checked="" type="checkbox"/> 10A. Modification Of Contract/Order No. W31P4Q-10-C-0003	
			10B. Dated (See Item 13) 2003MAR17	

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 amendments; (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)

NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To:
The Contract/Order No. In Item 10A. The Changes Set Forth In Item 14 Are Made In
- 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).
- C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of:
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) ██████████	15C. Date Signed 10/23/13	16A. Name And Title Of Contracting Officer (Type or print) ██████████	16C. Date Signed 10/24/13
15B. Signature of person authorized to sign ██████████	30-10	30 (REV. 10-83)	FAR (48 CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 3

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00063

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING CORRECTED VERSION OF ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 50 13-04 REV "A".

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT OBLIGATED AMOUNT REMAINS THE SAME.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0064 ***

CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 3 of 3

PIIN/SIN W31P4Q-10-C-0003

MOD/AMD P00063

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0050	ENGINEERING SERVICES MEMORANDUM EN13-04 REV "A"	16-SEP-2013	001	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN13-04A				
		DATE 9/16/2013				
PROJECT TITLE Provide support to the Government System Integration Labs (SILs)	CONTRACT NO. W31P4Q-10-C-0003					
ESTIMATED COMPLETION DATE OF ESM 09/26/2014	COST ACCOUNT					
DESCRIPTION OF PROPOSED WORK 1. Support maintenance of the real-time HWIL facility a [REDACTED] and the IV&V facility a [REDACTED] collectively referred to as the GSILs 2. Support coordination, delivery and installation of software build deliveries and relevant mods (patches) 3. Attend meetings, VTCs, and/or telecons as requested in support of SIL installation/maintenance activities 4. Support configuration management and security certification programs, as requested 5. Review findings/issues provided by the JPO as a result of source code analysis and IV&V activities, including the review of findings/issues of subcontractor software where applicable. 6. Support the IV&V dynamic evaluations through generation of STR lists as required, SME support during planning, and coordination of issues resulting from dynamic testing 7. Support interoperability certification activities, including participation in test events, analysis of Government SPRs, development and regression testing of associated software modifications. SUR, NG, VSE support not included. FY12 \$AS did not need to support on-site SIL efforts.						
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN			
To be specified in Sub-ESMs as required						
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required						
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPT/SUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$
ESM MONITORS Raytheon IDS: [REDACTED] CMCS P.O.: [REDACTED]						
CONCURRENCE SIGNATURES:						
	RAYTHEON IDS	DATE	CMCS PROJECT OFFICE	DATE		
ORIGINAL ISSUE	Original Issue	12/18/2012	[REDACTED]			
REVISION "A"	[REDACTED]	9/16/2013	[REDACTED]	26 Sep 13		
REVISION "B"						
REVISION "C"						
REVISION "D"						
REVISION "E"						
Mod A: Revision of task work new line item #7, includes [REDACTED] effort (material), transfer [REDACTED] and reduced travel by [REDACTED] for funding [REDACTED] and extends POP to September 26, 2014 per JPO request.						

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT 1. Contract ID Code
Cost Plus Fixed Fee Page 1 Of 5

2. Amendment/Modification No. P00064 3. Effective Date
NOV 06, 2013 4. Requisition/Purchase Req No.
SEE SCHEDULE 5. Project No. (if applicable)

6. Issued By Code W31P4Q 7. Administered By (If other than Item 6) Code S2205A
 ARMY CONTRACTING COMMAND-REDSTONE
 REDSTONE ARSENAL AL 35898-5280
 DCMA RAYTHEON TEWKSBURY
 50 APPLE HILL DRIVE
 M/S T2FR2
 TEWKSBURY MA 01876-1198

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)
 RAYTHEON COMPANY
 350 LOWELL ST
 ANDOVER, MA, 01810-4400

9A. Amendment Of Solicitation No.

9B. Dated (See Item 11)

10A. Modification Of Contract/Order No.
 W31P4Q-10-C-0003

10B. Dated (See Item 13)
 2003MAR17

Code 05716 Facility Code

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 amendments; (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)
 ACRN: AP NET INCREASE: \$876,516.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
 It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15. [REDACTED] 15C. Date Signed
11/5/13 C. Date Signed
11/6/13
 (Signature of person authorized to sign)

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00064	Page 2 of 6
Name of Offeror or Contractor: RAYTHEON COMPANY		

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 56 PM/CM-14-01.

A-3 BY EXECUTION OF THIS MODIFICATION SLIN 0005AL LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] THE INCREASES ARE AS FOLLOWS.

SLIN 0005AL (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]		
DIR LABOR & BURDEN	[REDACTED]		
MATERIAL	[REDACTED]		

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS INCREASED IN THE AMOUNT OF \$876,516 FROM \$35,042,935 TO \$35,919,451.00.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0065 ***

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00064

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																																
	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY13 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="0"> <tr> <td><u>FY13</u></td> <td><u>Labor</u></td> <td><u>Material</u></td> <td><u>Total</u></td> </tr> <tr> <td>PCL COST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>G&A</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TCL COST (W/O COM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>FEE [REDACTED]</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>CPFF</td> <td colspan="3">[REDACTED]</td> </tr> </table> <table border="0"> <tr> <td></td> <td><u>Hours</u></td> <td><u>Hours</u></td> <td><u>Hours</u></td> </tr> <tr> <td><u>Description</u></td> <td><u>Hours</u></td> <td><u>Exercised</u></td> <td><u>Remaining</u></td> </tr> <tr> <td>PM/CM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>ENGINEERING</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>PRODUCT ASSUR/TEST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>LOGISTICS</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> </tr> </table> <table border="0"> <tr> <td></td> <td><u>Material</u></td> <td><u>Material</u></td> <td><u>Material</u></td> </tr> <tr> <td><u>Description</u></td> <td><u>Material</u></td> <td><u>Exercised</u></td> <td><u>Remaining</u></td> </tr> <tr> <td>ESTIMATED COST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>FIXED FEE</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>CPFF</td> <td colspan="3">[REDACTED]</td> </tr> </table> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B012)</p>	<u>FY13</u>	<u>Labor</u>	<u>Material</u>	<u>Total</u>	PCL COST	[REDACTED]			G&A	[REDACTED]			TCL COST (W/O COM	[REDACTED]			COST OF MONEY	[REDACTED]			FEE [REDACTED]	[REDACTED]			CPFF	[REDACTED]				<u>Hours</u>	<u>Hours</u>	<u>Hours</u>	<u>Description</u>	<u>Hours</u>	<u>Exercised</u>	<u>Remaining</u>	PM/CM	[REDACTED]			ENGINEERING	[REDACTED]			PRODUCT ASSUR/TEST	[REDACTED]			LOGISTICS	[REDACTED]			TOTAL	[REDACTED]				<u>Material</u>	<u>Material</u>	<u>Material</u>	<u>Description</u>	<u>Material</u>	<u>Exercised</u>	<u>Remaining</u>	ESTIMATED COST	[REDACTED]			COST OF MONEY	[REDACTED]			FIXED FEE	[REDACTED]			CPFF	[REDACTED]						
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CPFF	[REDACTED]																																																																																				
0005AL	<p><u>ESM PM/CM 14-01</u></p> <p>GENERIC NAME DESCRIPTION: #15669 PROP PREP ESM CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J715000 PRON AMD: 01 ACRN: AP</p> <table border="0"> <tr> <td>Estimated Cost</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>Fixed Fee</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>Total</td> <td colspan="3">[REDACTED]</td> </tr> </table> <table border="0"> <tr> <td><u>ESM</u></td> <td><u>Description</u></td> <td><u>Hours</u></td> </tr> <tr> <td>PM/CM14-01</td> <td>Labor</td> <td>[REDACTED]</td> </tr> </table>	Estimated Cost	[REDACTED]			COM	[REDACTED]			Fixed Fee	[REDACTED]			Total	[REDACTED]			<u>ESM</u>	<u>Description</u>	<u>Hours</u>	PM/CM14-01	Labor	[REDACTED]	[REDACTED]	LO	\$	[REDACTED]																																																										
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PM/CM14-01	Labor	[REDACTED]																																																																																			

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SHN W31P4O-10-C-0003 MOD/AMD P00064

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
	<p>COMPOSITE HOURLY RATE [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>30-NOV-2013</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	30-NOV-2013				
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	[REDACTED]	30-NOV-2013												

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00064	Page 5 of 6
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Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFEBB ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0005AL	4M3J715000	2	A.0009263.1.2	AP \$	0.00 \$	[REDACTED]	[REDACTED]
					NET CHANGE \$	876,516.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AP	021 201320142040 A5XFJ 172419E55FPDG 2550 L034888817 A.0009263.1.2	021001 \$ 876,516.00
NET CHANGE \$		876,516.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 35,042,935.00	\$ 876,516.00	\$ 35,919,451.00

LINE ITEM	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	
0005AL	AP	021 201320142040 A5XFJ 172419E55FPDG 2550 L034888817 A.0009263.1.2	021001

CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 6 of 6

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00064

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0056	ENGINEERING SERVICE MEMORANDUM PM/CM 14-01	23-OCT-2013	002	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM 5H-31-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. PM/CM 14-01 DATE 23 October 2013				
PROJECT TITLE Proposal Preparation Costs		CONTRACT NO. W31P4Q-10-C-0003				
ESTIMATED COMPLETION DATE OF ESM 30 November 2013		COST ACCOUNT				
DESCRIPTION OF PROPOSED WORK <div style="background-color: black; width: 100%; height: 150px; margin-top: 10px;"></div> <p style="text-align: center; margin-top: 10px;">Support of fact-finding and/or negotiations for the proposals on this list.</p>						
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE				
To be specified in Sub-ESMs as required						
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required						
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMP TR/SUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$
ESM MONITORS Raytheon IDS: [REDACTED] CMDS P.O.: [REDACTED]						
CONCURRENCE SIGNATURES:			DATE	CMDS PROJECT OFFICE	DATE	
ORIGINAL ISSUE			10/23/13		24 OCT 13	
REVISION "A"						
REVISION "B"						
REVISION "C"						
REVISION "D"						
REVISION "E"						
EXPLANATION OF REVISION:						

JLENS
 CONTRACT MODIFICATION
 W31P4Q-10-C-0003 MOD P00064
 ATTACHMENT 0056
 1 OF 2 **NOV 06 2013**

ENGINEERING SERVICES MEMORANDUM

ESM NO.
PM/CM14-01

DESCRIPTION OF PROPOSED WORK (CONT)

Proposal Preparation Costs and Hour breakdown by proposal:

Actuals		Preparation of the following proposals :	
Hr Allocation	\$ Allocation		
		1	
		2	
		3	
		4	
		5	
		6	
		7	
		8	
		9	
		10	
		11	
		12	
	Actuals		
Hrs	Dollars		

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 6
2. Amendment/Modification No. P00065	3. Effective Date NOV 06 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TOWNSBURY 50 APPLE HILL DRIVE M/S T2FR2 TOWNSBURY MA 01875-1198	Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/>	9A. Amendment Of Solicitation No.
		<input type="checkbox"/>	9B. Dated (See Item 11)
		<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
		<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17
Code 05716	Facility Code		

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 amendments; (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)
ACRN: AF NET INCREASE: \$,00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ The Changes Set Forth In Item 14 Are Made In _____
- 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).
- C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of: _____
- D. Other (Specify type of modification and authority) _____

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15. Name And Title Of Signer (Type or print) [REDACTED]	15C. Date Signed 11/6/13	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]	16C. Date Signed 11/6/13
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CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 6

PHIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00065

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 44 EN12-06E.

A-3 BY EXECUTION OF THIS MODIFICATION SLIN 0004AL LABOR DOLLARS ARE REALIGNED TO SLIN 0004AM (MATERIAL) IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE DECREASED BY [REDACTED] SLIN 0004AM MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE CHANGES ARE AS FOLLOWS.

Table with 4 columns: SLIN 0004AL (LABOR), FROM, BY, TO. Rows: DIRECT LABOR HOURS, DIR LABOR & BURDEN, MATERIAL. [REDACTED]

Table with 4 columns: SLIN 0004AM (MATERIAL), FROM, BY, TO. Rows: DIRECT LABOR HOURS, DIR LABOR & BURDEN, MATERIAL. [REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS UNCHANGED AND REMAINS THE SAME.

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0066 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00065

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0004	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY12 OPTION PERIOD JLENS ENG SRVS</u></p> <p>FY13 Labor Material Total</p> <p>PCL COST [REDACTED]</p> <p>G&A [REDACTED]</p> <p>TCL COST (W/O COM [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <p>Description Hours Exercised Hours Remaining</p> <p>PM/CM [REDACTED]</p> <p>ENGINEERING [REDACTED]</p> <p>PRODUCT ASSUR/TEST [REDACTED]</p> <p>LOGISTICS [REDACTED]</p> <p>TOTAL [REDACTED]</p> <p>Description Material Material Exercised Remaining</p> <p>ESTIMATED COST [REDACTED]</p> <p>COST OF MONEY [REDACTED]</p> <p>FIXED FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B010)</p>				
0004AL	<p><u>FY12 OPTION ESM EN12-06</u></p> <p>GENERIC NAME DESCRIPTION: #12738 SITE SELECTIO CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M2J721900 PRON AMD: 06 ACRN: AF</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <p>DLVR SCH PERF COMPL</p> <p>REL CD QUANTITY DATE</p> <p>001 [REDACTED] 22-DEC-2013</p> <p>\$ [REDACTED]</p>	[REDACTED]	LO		\$ [REDACTED]

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00065

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0004AM	<p><u>FY12 OPTION ESM EN12-06</u></p> <p>GENERIC NAME DESCRIPTION: #12738 SITE SELECTIO CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M2J721900 PRON AMD: 06 ACRN: AF</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>█</td> <td>22-DEC-2013</td> </tr> </table> <p>\$ █</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	█	22-DEC-2013	█	LO	\$ █	\$ █
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	█	22-DEC-2013												

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 5 of 6
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00065	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFEB5 ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0004AL	4M2J721900	2	A.0000013.1.2	AF \$			
0004AM	4M2J721900	2	A.0000013.1.2	AF \$			
					NET CHANGE \$	0.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AF	021 201220132040 A5XFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001 \$ 0.00
		NET CHANGE \$ 0.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	35,042,935.00	\$ 0.00	\$ 35,042,935.00

LINE ITEM	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	021001
0004AL	AF	021 201220132040 A5XFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001
0004AM	AF	021 201220132040 A5XFJ 172419E55FPDG 251C L032010465 A.0000013.1.2	021001

CONTINUATION SHEET**Reference No. of Document Being Continued**

Page 6 of 6

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00065

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0044	ENGINEERING SERVICES MEMORANDUM EN12-06 REV "B"	03-SEP-2013	005	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN12-06E DATE 9/30/2013
PROJECT TITLE Site Selection and Exercise Planning	CONTRACT NO. W31P4Q-10-C-0003	
ESTIMATED COMPLETION DATE OF ESM 9/3/2012 - 12/22/2013	COST ACCOUNT	
DESCRIPTION OF PROPOSED WORK Site Selection Provide up to seven contractor personnel (6 Raytheon [redacted] to accompany the JLENS Product Office (JPO) representatives when conducting CONUS site screenings. These screenings will assess the suitability of up to three sites for the CONUS JLENS deployment based upon defined criteria. As part of this effort Raytheon will support the government in developing the site screening plan and selection criteria. Entering the screening process multiple sites are selected based on operational considerations and guidelines using information available from Public, DoD and other Government (ex. FAA, FCC) resources. The purpose of the site screening is to enable a small team to visually observe and collect data on the location, accessibility, general soil conditions, external environmental factors (such as electromagnetic spectrum, airspace restrictions, etc.) and other items with the intent of ruling several sites out to arrive at a manageable quantity for a future more detailed site survey. It is expected that the screening would require on the order of two days for each site visited.		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required		
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL ISSUE	"A" CHANGE
DIRECT LABOR HOURS	\$	\$
DIRECT LABOR & BURDEN	\$	\$
MATERIAL	\$	\$
COMPT/RSUBCONTR LBH	\$	\$
TRAVEL & PER DIEM	\$	\$
OTHER	\$	\$
TOTAL	\$	\$
ESM MONITORS Raytheon IDS: [redacted] CMDS P.O.:		
CONCURRENCE SIGNATURES:		
	RAYTHEON IDS	DATE
ORIGINAL ISSUE	Initial Issue	9/17/2012
REVISION "A"	Transfer Labor to Material Dollars	3/15/2013
REVISION "B"	[redacted] Scope Addition	5/29/13
REVISION "C"	CTE Scope Addition	6/17/13
REVISION "D"	Realignment of Funding	9/3/13
REVISION "E"	[redacted]	10/10/13
EXPLANATION OF REVISIONS: Rev - Initial Issue Rev B - AMRAAM (PC Scope Addition; rev D - Material to Labor Conversion and POP extension Rev A - Transfer Labor Dollars to Material Dollars - net zero contract dollar change Rev C - CTE Participation Scope Addition		

23 Oct 13

ENGINEERING SERVICES MEMORANDUM

ESM NO.

EN12-06D

DESCRIPTION OF PROPOSED WORK (CONT)

Site Selection Cont'd

Personnel required for the site screening would be:

- Radar System engineer to assess line of site and potential RF interference sources
- Communications Engineer to assess network infrastructure and data movement back to Huntsville, Andover, etc
- Logistician to assess transportation, accessibility and local sources of supply
- Platform engineer to evaluate the site for flight suitability
- Power engineer to evaluate commercial power sources for site use
- Integration/Safety Engineer
- Project Manager to coordinate team

Raytheon will participate with the government team in analyzing the survey results and ranking the sites. Raytheon's output will be a site screening briefing and report. The expected period of performance will extend six months from contract award. Planning will include three trips to Huntsville; pre-planning, mid-term discussions and a final outbrief.

Labor

3 site visits for 6 people: Prep/visit/follow-up at [redacted] per visit per person = [redacted]
 3 Huntsville visits for 6 people: Prep/visit/follow-up at [redacted] per person = [redacted]
 Site Screening Briefing & Final Report: Data compilation/analysis/report/briefing = [redacted]
 Team lead - Continuity and JPO liaison at [redacted] for 6 months = [redacted]

Material TCOM

3 site visits for 1 Person at [redacted] per visit
 3 Huntsville visits for 1 Person at [redacted] per visit
 6 Trips - 3 site visits; 3 Huntsville visit

IDS Travel

6 People for 3 Site Visits; 6 People for 3 Huntsville trips

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN12-06D**

DESCRIPTION OF PROPOSED WORK (CONT)

Exercise Planning

Provide up to 4 full time equivalent (FTE) heads to work with JPO developing the necessary plans for the exercise. One of the FTEs will be the Raytheon exercise lead and the primary JPO counterpart. The other three FTEs will vary depending on the planning stage and topic. Planning will include such items as: site development, comms planning, network integration, transportation, site integration & activation, electromagnetic spectrum analysis, risk assessment and planning, public impact assessments, hardware subsystem selection (Orbit 1 or Orbit 2), etc. It is anticipated that the list of activities will vary in topic and detail as exercise planning matures. The period of performance will extend to the end of fiscal 2013. Planning will also include every other month trips to Huntsville.

POP = Sept 2012 – Sept 2013.

Labor [REDACTED]
3 FTE x 13 months [REDACTED]

IDS Travel [REDACTED]

SAS Travel [REDACTED]

SAS Labor [REDACTED]

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

ESM NO.

EN12-06D

DESCRIPTION OF PROPOSED WORK (CONT.)

Support an Integrated Fire Control (IEC) [redacted]
 [redacted] to happen during July 2015. Raytheon will provide mission planning support for the IEC event including coordination with JPO and [redacted]

1. Participate in kick-off meetings, subsequent planning and coordination meetings, and Test Readiness Review in June via VTC, Telecon, or in person as required by the Government.
2. Participate in developing the Mission Concept of Operations (CONOPs) and support JPO interface checkout and review, and perform analysis of [redacted] the Government Furnished Equipment (GFE) message translation system (WIDA II).
3. Perform pre-mission analysis including variations in geometry and mission timeline in the Raytheon [redacted] JLENS System Integration Lab (SIL) and provide support CMDS SIL simulations.
4. Perform analysis of JLENS error performance in pre-mission simulations of [redacted]
5. Provide [redacted] with pre-mission results in support of missile fly out [redacted]
6. Support Government generated test plan and test report development.
7. Support Government [redacted] quick look reports development for the walk up missions and live event.
8. Provide SME support during two walk up events and the live fire event at UTTR.

BOE:

- IDS Labor [redacted]
- [redacted]
- Infrastructure (finance/quality) [redacted]
- Travel [redacted]
- [redacted]
- [redacted]

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN12-06D**

DESCRIPTION OF PROPOSED WORK (CONT)
CTE Participation (Mod C)
 Prepare the Casper Site for the aerostat to be elevated to nominal altitude and operate on [redacted] network nominally [redacted] June 4th through the 7th, with preparations beginning on 28 May 2013. The FCR and [redacted] systems must be functionally sufficient to support this mission.

June 4 & 5th will be an integration and checkout connectivity with the [redacted] network. June 6 & 7th will be with the Culminating Training Exercise (CTE) connecting to the [redacted] network. Operators will be performing acquisition and tracking of air objects, coordinating with the [redacted] surveillance track coordinator performing tasks as directed for track production [redacted]

Upon completion of these activities, return the system to its "flyable storage" configuration. Provide a mission report of daily activities with an executive summary to include lessons learned, observations, and quick-look / mini-test report.

Total [redacted]
 Labor [redacted]
 Subcontractor [redacted]
 Travel [redacted]

Material to Labor Conversion and POP Extension (Mod D)

- Convert [redacted] Material to Labor Hours [redacted]
- Extends POP through December 22, 2013

Assumes ESM Program Support efforts are separately funded (post September 2013)

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 4
2. Amendment/Modification No. P00066	3. Effective Date DEC 05 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 EMAIL: [REDACTED]		Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400			<input type="checkbox"/>	9A. Amendment Of Solicitation No.
			<input type="checkbox"/>	9B. Dated (See Item 11)
			<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
			<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17
Code 05716	Facility Code			

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 amendments; (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)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

<input type="checkbox"/>	A. This Change Order Is Issued Pursuant To: The Contract/Order No. In Item 10A.	The Changes Set Forth In Item 14 Are Made In
<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:	
<input type="checkbox"/>	D. Other (Specify type of modification and authority)	

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 Contracting Officer (Type or print) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15B. [REDACTED]	15C. Date Signed 12/2/13
15B. [REDACTED]	15C. Date Signed 2/5/13
16C. Date Signed 30 (REV. 10-83) AR (48 CFR) 53.243	

000764

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 4

PHN/SIIN W31P4Q-10-C-0003

MOD/AMD P00066

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 53 RN14-01 REV "A".

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING REVISED ENGINEERING SERVICE MEMORANDUM IS EXTENDED FROM 31 MARCH 2014 TO 30 SEPTEMBER 2014.

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT OBLIGATED AMOUNT REMAINS THE SAME.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0067 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
PHN/SHN W31P4Q-10-C-0003 MOD/AMD P00066

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0006AA	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY14 ESM EN14-01 AEROSTAT TRANSPONDERS AND I</u></p> <p>GENERIC NAME DESCRIPTION: 14895 JLENS RAYTHEON CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J714400 PRON AMD: 01 ACRN: AL</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD</u> <u>QUANTITY</u> <u>DATE</u> 001 [REDACTED] 30-SEP-2014</p> <p>\$ [REDACTED]</p>	[REDACTED]	LO		\$ [REDACTED]
0006AB	<p><u>FY14 ESM EN-14-01 AEROSTAT TRANSPONDERS AND</u></p> <p>GENERIC NAME DESCRIPTION: 14895 JLENS RAYTHEON CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J714400 PRON AMD: 01 ACRN: AL</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD</u> <u>QUANTITY</u> <u>DATE</u> 001 [REDACTED] 30-SEP-2014</p> <p>\$ [REDACTED]</p>	[REDACTED]	LO		\$ [REDACTED]

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 4 of 4

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00066

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0053	ENGINEERING SERVICES MEMORANDUM EN14-01 REV "A"	12-SEP-2013	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN14-01A DATE 8/9/2013				
PROJECT TITLE Replacement of Aerostat Transponders and Integration of Aerostat Breakaway Tracking Hardware		CONTRACT NO. W31P4Q-10-C-0003				
ESTIMATED COMPLETION DATE OF ESM 09/30/2014		COST ACCOUNT				
DESCRIPTION OF PROPOSED WORK <ul style="list-style-type: none"> Provide design and fabrication of materiel to support system integration of aerostat breakaway tracking hardware. Engineering activities include the replacement of the [REDACTED] delivered under the SDD contract and the system integration of an additional transponder to initiate when the Automatic Rapid Deflation Device (ARDD) is initialized. Support the coordination, delivery, and integration of hardware to include all existing platforms including the retrofit of [REDACTED] existing units. Integration will not occur prior to receiving approval of frequency authorization. Provide completion of a DD Form 1494 (Application for Equipment Frequency Allocation). Support management reviews of the aerostat breakaway tracking hardware effort. Provide configuration management of the updates to the JLENS technical data. Additional technical guidance can be found in Non-CDRL JLENS Platform – Aerostat Breakaway Tracking dated 24 June 2013 (Submitted on 11 September 2013). 						
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE				
To be specified in Sub-ESMs as required						
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE						
To be specified in Sub-ESMs as required						
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
*DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPTR/SUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$
ESM MONITORS			CMOS P.O.:			
Raytheon IDS: [REDACTED]			[REDACTED]			
CONCURRENCE SIGNATURES:						
	RAYTHEON IDS	DATE	CMOS PROJECT OFFICE	DATE		
ORIGINAL ISSUE	Initial Issue		[REDACTED]			
REVISION "A"	[REDACTED]	11/19/13	[REDACTED]		11/20/13	
REVISION "B"	[REDACTED]		[REDACTED]			
REVISION "C"						
REVISION "D"						
REVISION "E"						
EXPLANATION OF REVISION:						
Rev - Initial Issue						
Rev A - Period of Performance extension to 30 September 2014.						

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN14-01A**

DESCRIPTION OF PROPOSED WORK (CON'T)

Total Effort

- Raytheon
 - for Subject Matter Expert (SME Support) to include technical oversight of TCOM and participate in Technical Interchange meetings, support First Article Test, and update JLENS Operations Procedures to incorporate the emergency transponder capability
 - for Subcontractor Management
- Raytheon Travel
 - 4 trips to Baltimore (for 2 people): 2 Technical Interchange Meetings, 1 meeting for First Article Test, and 1 Trip to review test procedure
- TCOM
 - Complete design, fabrication, and first article test replacement of the existing IFF Transponder with a new IFF Transponder. Replacement of the existing Addition of an Emergency Mode Beacon Transponder. Retrofit to include
 - Hold two TIMs and a first article test
 - Provide information to support DD Form 1494

Aerostat integration and retrofit will be performed only on inflated aerostats during the PoP of this ESM, and only to the extent the aerostats are made available for this purpose by the Government. For aerostats that are not inflated or are otherwise not available, the deliverable HW will be provided as a retrofit kit. Actual integration and retrofit of those unavailable aerostats are not covered as part of this ESM. The retrofit kits will include electrical and mechanical components necessary to interface the upgraded Aerostat breakaway tracking hardware to the Aerostat.

Key Milestone Dates

- TIM #1: November 6, 2013
- TIM #2: December 11, 2013
- First Article Delivered:
- Second Unit Delivered:
- Third Unit Delivered:
- Fourth Unit Delivered:
- Fifth Unit Delivered:
- Task Complete:

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

Sheet 2

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			I. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 3
2. Amendment/Modification No. P00067	3. Effective Date DEC 05 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]	Code W31P40	7. Administered By (If other than Item 6) DCMA RAYTHEON TEMKSURRY 50 APPLE HILL DRIVE M/S T2FR2 TEMKSURRY MA 01876-1198		Code S2209A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-6400		9A. Amendment Of Solicitation No.		
Code 05716 Facility Code		9B. Dated (See Item 11)		
		9C. Modification Of Contract/Order No. W31P40-10-C-0003		
		9D. Dated (See Item 13) 2003MAR17		

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 amendments; (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)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ The Changes Set Forth In Item 14 Are Made In _____
- 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).
- C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 Contracting Officer (Type or print) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15B. Contractor/Officer [REDACTED] (Signature of person authorized to sign)	15C. Date Signed 12/2/13
	16C. Date Signed 12/5/13

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 54 EN13-07 REV "A".

A-3 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS UNCHANGED AND REMAINS THE SAME.

A-4 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0068 ***

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 3 of 3

PIIN/SHN W31P4Q-10-C-0003

MOD/AMD P00067

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0054	ENGINEERING SERVICE MEMORANDUM EXERCISE TRAINING EN13-07 REV "A"	12-SEP-2013	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

**U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA**

ESM NO.

EN13-07A

DATE

September 12, 2013

PROJECT TITLE

Exercise Training

CONTRACT NO.

W31P4Q-10-C-0003

ESTIMATED COMPLETION DATE OF ESM

30 September 2014

COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

The contractor shall prepare and conduct New Equipment Training Program that will consist of but not limited to class room and hands on training for the JLENS system. The contractor shall execute electronic classroom and computer-based training interactive courseware. The contractor shall prepare a Training Program Structure Document, Training Conduct Support Document, and Course Conduct Information Package (Trainee and Training Course Completion Data) IAW DI-MISC-80711A. MIL-PRF-29612, Performance Specification Training Data Products, will be used as a guide only. Interactive courseware will be used to train the JLENS system to Soldiers. Changes to the Programs of Instruction (POI) and lesson plans will be approved by the JLENS Product Office prior to implementation. The contractor shall also include support for all training assets at Utah Test and Training Range (UTTR), Elizabeth City, and the [REDACTED] System Integration Lab. The contractor shall coordinate the training schedule associated with this ESM through the Operator/Maintainer Readiness Working Group meeting. Final approval of the training schedule shall come from the JLENS Logistics Division Chief and COR.

The contractor shall manage and perform the repair or replacement of JLENS tactical and support equipment, Government Furnished Equipment, and spares that failed or were damaged during training [REDACTED]. To support this effort the contractor shall maintain the required repair supply chain infrastructure, including a Material Consolidation Point, test stations, licenses, and repair tools and test equipment. The contractor shall perform failure analysis by executing a Failure Reporting, Analysis, and Corrective Action System (FRACAS) for all JLENS failures.

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPT/SUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$

ESM MONITORS

Raytheon
IDS: [REDACTED]

CMDS P.O. [REDACTED]

CONCURRENCE SIGNATURES:

	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE	Initial issue.			
REVISION "A"	[REDACTED]	11/19/13	[REDACTED]	11/20/13
REVISION "B"				
REVISION "C"				
REVISION "D"				
REVISION "E"				

EXPLANATION OF REVISION:

Original Issue - initial issue

Rev A - removal of training schedule with specific dates.

JLENS

CONTRACT MODIFICATION

W31P4Q-10-C-0003 MOD P00067

ATTACHMENT 0054

1 OF 2 DEC 05 2013

ENGINEERING SERVICES MEMORANDUM

Redactions per (b)(4), (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

ESM NO.
EN13-07A

DESCRIPTION OF PROPOSED WORK (CONT)

The contractor shall provide support personnel to keep the JLENS system at Utah Test and Training Range (UTTR) site maintained for the conduct of training courses. The system shall be maintained with the Aerostat inflated and the tactical equipment kept up to date on Preventative Maintenance Checks and Services (PMCS) and configuration control. The contractor shall be responsible for the following activities:

- Maintain site infrastructure, team integrity and perform PMCS on the tactical hardware at UTTR site
- Maintain site material inventory, shipping and receiving, configuration management and Test Equipment (TE) functional and calibration schedule current
- Maintain log books and configuration management for tactical equipment at UTTR site
- Maintain access lists and classified inventory for UTTR site
- Maintain/monitor Environmental Health and Safety (EH&S) Compliance Calendar action items for UTTR site
- Maintain watch standers who will monitor [REDACTED] the Mobile Mooring Station (MMS) and check the Power Control and Distribution System (PCDS) and perform other safety and security functions as part of the watch stander role
- Maintain minimum site personnel to perform platform maintenance and be able to help resolve emergency situations

Site support for October 2013 through December 2013 will be funded under SDD contract. ESM Site Support will cover January 2014 through June 2014.

PMCM will be funded under PHS&T ESM for October 2013 through December 2013. Alternative funding beginning January 1, 2014 will be required for ESM PMPI and Infrastructure.

Cost and Hour Breakdown:

Provider	Task Title	Tasks	Cost (Hrs or \$K@Sell)
RTSC	Training	Course Prep - Formal Course Conduct of Training for Mission Operation/Mission Support/Mission director, System Administrator, PCDS Maintenance and Operation, CPG Maintenance and Operation, Aerostat Common Core Course, Aerostat Mechanical Maintenance, Aerostat Electrical Maintenance and Flight director - Structured On the Job Training (SOJT) and Computer Based Training (CBT)	[REDACTED]
TCOM	Training	Course Prep - Formal Course Conduct of Training for Flight director, Common Course, Platform Electrical and Platform Mechanical	[REDACTED]
RTSC	Training Support Materials	Training Material updates/conversion	[REDACTED]
RTSC	Site Support	Site support for Training Operations [REDACTED] (leases, travel and cell services). Site support for 10/1/13-12/31/13 funded under SDD Extension.	[REDACTED]
TCOM	Site Support	Site support for Training Operations (includes travel) - [REDACTED] operators and maintenance personnel. Site support for 10/1/13-12/31/13 funded under SDD Extension.	[REDACTED]
DS	Site Support	Site support for Training Operations (+ travel) - FT Security, IT, Safety/QA, CPG SME, FCR SME. Site support for 10/1/13-12/31/13 funded under SDD Extension. (Previous number had LOG Lead and FRACAS)	[REDACTED]
DS	ROE	Repair of Equipment (excludes [REDACTED])	[REDACTED]
DS	Lead & FRACAS	LOG Lead and FRACAS Support	[REDACTED]

000774

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 3
2. Amendment/Modification No. P00068	3. Effective Date DEC 20 2013	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/>	9A. Amendment Of Solicitation No.
		<input type="checkbox"/>	9B. Dated (See Item 11)
		<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
Code 05716 Facility Code		<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17

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 amendments; (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)
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: _____ 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 data, 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:

D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15C. Date Signed

12/20/13

C. Date Signed

12/20/13

(Signature of person authorized to sign)

NSN 7540-01-152-8070
PREVIOUS EDITIONS UNUSABLE

0 (REV. 10-83)
R (48 CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 3

PIIN/SHN W31P4Q-10-C-0003

MOD/AMD P00068

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING GFP ATTACHMENTS ARE INCORPORATED INTO SECTION J OF THIS MODIFICATION.

A-3 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS UNCHANGED AND REMAINS THE SAME.

A-4 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0070 ***

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 3 of 3

PIIN/SHN W31P4Q-10-C-0003

MOD/AMD P00068

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0057	ORBIT 1 DD250	13-DEC-2013	052	EMAIL
Attachment 0058	ORBIT 2 DD250	13-DEC-2013	008	EMAIL

000777

Redactions per (b)(6), (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

JLENS
CONTRACT: W31P4Q-10-C-0003
MODIFICATION P00068
ATTACHMENT P00058
8 PAGES

MATERIAL INSPECTION AND RECEIVING REPORT						Form Approved OMB No. 0704-0248		
<p>The public reporting burden for this collection of information is estimated to average 30 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to Department of Defense, Washington Headquarters Services, Directorate for Information Operations and Reports (0704-0248), 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302. Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number.</p> <p>PLEASE DO NOT RETURN YOUR COMPLETED FORM TO THE ABOVE ADDRESS. SEND THIS FORM IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED IN THE DFARS, APPENDIX F-401.</p>								
1. PROCUREMENT INSTRUMENT IDENTIFICATION (CONTRACT) NO. DASG60-98-C-0001		ORDER NO.		6. INVOICE NO./DATE		7. PAGE OF 1 2	8. ACCEPTANCE POINT D	
2. SHIPMENT NO. AND0002	3. DATE SHIPPED 2013DEC31E	4. B/L TCN		5. DISCOUNT TERMS Net 30 days from Invoice				
9. PRIME CONTRACTOR CODE RAYTHEON COMPANY 350 LOWELL ST ANDOVER MA 01810			05716		10. ADMINISTERED BY CODE COMMANDER DCMA RAYTHEON 50 APPLE HILL DR., M/S T2FR2 TEWKSBURY MA 01876			S2205A
11. SHIPPED FROM (if other than 9) CODE "SEE BLOCK 9."			05716		12. PAYMENT WILL BE MADE BY CODE DFAS - COLUMBUS CENTER NORTH ENTITLEMENT OPERATIONS P.O. BOX 182266 COLUMBUS OH 43218-2266		HQ0337	FOB: D
13. SHIPPED TO CODE CRUISE MISSILE DEF SYS JLENS PROD OFC REDSTONE ARSENAL BLDG 5250, 2ND FLOOR HUNTSVILLE AL 35898-5000			W91EUN		14. MARKED FOR CODE			
15. ITEM NO. 0017	16. STOCK/PART NO. AA	DESCRIPTION (Indicate number of shipping containers - type of container - container number.) For administrative purposes SDD JLENS SYSTEMS S/N:J02 Attachment (1): Orbit #2 Non-Conformances; Attachment (2): SDD Spares List; Attachment (3): Ancillary Equipment List; Gross Weight:0 LBS		17. QUANTITY SHIP/REC'D* 1	18. UNIT EA	19. UNIT PRICE 0.00	20. AMOUNT 0.00	
21. CONTRACT QUALITY ASSURANCE a. ORIGIN <input type="checkbox"/> CQA <input type="checkbox"/> ACCEPTANCE of listed items has been made by me or under my supervision and they conform to contract, except as noted herein or on supporting documents.				b. DESTINATION <input checked="" type="checkbox"/> CQA <input checked="" type="checkbox"/> ACCEPTANCE of listed items has been made by me or under my supervision and they conform to contract, except as noted herein or on supporting documents. 19 DEC 2013		22. RECEIVER'S USE Quantities shown in column 17 were received in apparent good condition 19 Dec 2013 DATE RECEIVED TYPED NAME TITLE NUMBER * If quantities as quantity shipped, indicate by (X) mark; if different, enter actual quantity received below quantity shipped and encircle.		
DATE TYPED NAME: S2205A TITLE: MAILING ADDRESS: COMMERCIAL TELEPHONE NUMBER:		DATE TYPED NAME: [REDACTED] TITLE: Product Assurance Engineer [REDACTED] COMMERCIAL TELEPHONE NUMBER:		[REDACTED]				
23. CONTRACTOR USE ONLY CONTRACT: 400 [REDACTED] 387688								

MATERIAL INSPECTION AND RECEIVING REPORT - CONTINUATION SHEET				PAGE 2	OF 2	Form Approved OMB No. 0704-0248
<p>Public reporting burden for the collection of information is estimated to average 30 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Department of Defense, Washington Headquarters Services, Directorate for Information Operations and Reports, 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302, and to the Office of Management and Budget, Paperwork Reduction Project (0704-0248), Washington DC 20503.</p> <p>PLEASE DO NOT RETURN YOUR COMPLETED FORM TO EITHER OF THESE ADDRESSES. SEND THIS FORM IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED IN THE DFARS, APPENDIX F-401.</p>						
SHIPMENT NO. AND0002	DATE SHIPPED 2013DEC31E	PROC INSTRUMENT IDEN. (CONTRACT) DASG60-98-C-0001	(ORDER) NO.	INVOICE NO.		
ITEM NO.	STOCK/PART NO. (Indicate number of shipping containers - type of container - container number.)	DESCRIPTION	QUANTITY SHIP/REC'D	UNIT	UNIT PRICE	AMOUNT
		Attachment (4): UID List; Attachment (5): Orbit #2 Minor Non-conformances; Attachment (6): Orbit #2 Hardware Readiness As Maintained - Major End Item Inventory List. Attachment (7): Ship In Place Acknowledgement				
					Total Value:	0.00

ATTACHMENTS FOR DD250 FORM, JLENS ORBIT 2

Copies of the following attachments which are common to both JLENS Orbits are filed with the DD250 Form for JLENS Orbit 1:

- Attachment 2: SDD Spares List
- Attachment 3: Ancillary Equipment
- Attachment 4: UID List
- Attachment 7: Ship in Place Confirmation

Orbit 2 Non-Conformances Closed After 6 Dec (1 of 2)

000780

Redactions per (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

NC	Title / Description	Comments	Closure Outlook
9945	[REDACTED]	Replacement is at Site	13 Dec
10807	[REDACTED]	Replacement is at TCOM	13 Dec
10685	[REDACTED]	Replacement is at TCOM	13 Dec
9111	[REDACTED]	Replacement Parts are at TCOM	20 Dec
11505	[REDACTED]	Replacement Due 1 Feb	8 Feb
11345	[REDACTED]	Replacement Due 1 Feb	14 Feb
11265	[REDACTED]	Replacement Due 1 Mar	7 Mar
10065	[REDACTED]	[REDACTED]	[REDACTED]
10812	[REDACTED]	[REDACTED]	[REDACTED]
9189	[REDACTED]	[REDACTED]	TBD
10425	[REDACTED]	[REDACTED]	TBD
10525	[REDACTED]	[REDACTED]	TBD

*ATC#1
Orbit
[unclear]*

Orbit 2 Non-Conformances Closed After 6 Dec (2 of 2)

000781

Redactions per (b)(3)

NC	Title / Description	Comments	Closure Outlook
10814	[REDACTED]	[REDACTED]	TBD
11526	[REDACTED]	[REDACTED]	TBD

8705	E-CITY	2	OPEN	PCDS
6847	CASPER	2	OPEN	Platform
6850	CASPER	2	OPEN	Platform
5727	CASPER	2	OPEN	Platform
5758	CASPER	2	OPEN	Platform
5686	CASPER	2	OPEN	Platform
5112	CASPER	2	OPEN	PCDS
5466	CASPER	2	OPEN	FCR
8707	E-CITY	2	OPEN	PCDS
10686	CASPER	2	OPEN	Platform
8274	CASPER	2	OPEN	PCDS
9013	CASPER	2	OPEN	PCDS
8708	E-CITY	2	OPEN	PCDS
6926	CASPER	2	OPEN	SUR
7405	CASPER	2	OPEN	Platform
9726	CASPER	2	OPEN	CPG
5408	CASPER	2	OPEN	FCR
5394	CASPER	2	OPEN	CPG
9015	CASPER	2	OPEN	PCDS
10905	CASPER	2	OPEN	CPG
10691	CASPER	2	OPEN	Platform
11466	CASPER	2	OPEN	CPG
10811	E-CITY	2	OPEN	Platform
10865	E-CITY	2	OPEN	Platform
5149	CASPER	2	OPEN	PCDS
10926	CASPER	2	OPEN	CPG

ATCH 5
 Orbit 2 Minor
 2007-Conferecance

Major End Items for DD250 - Orbit #2

FCS Hardware Configuration and Status at [REDACTED]

(As Designed vs As Maintained)

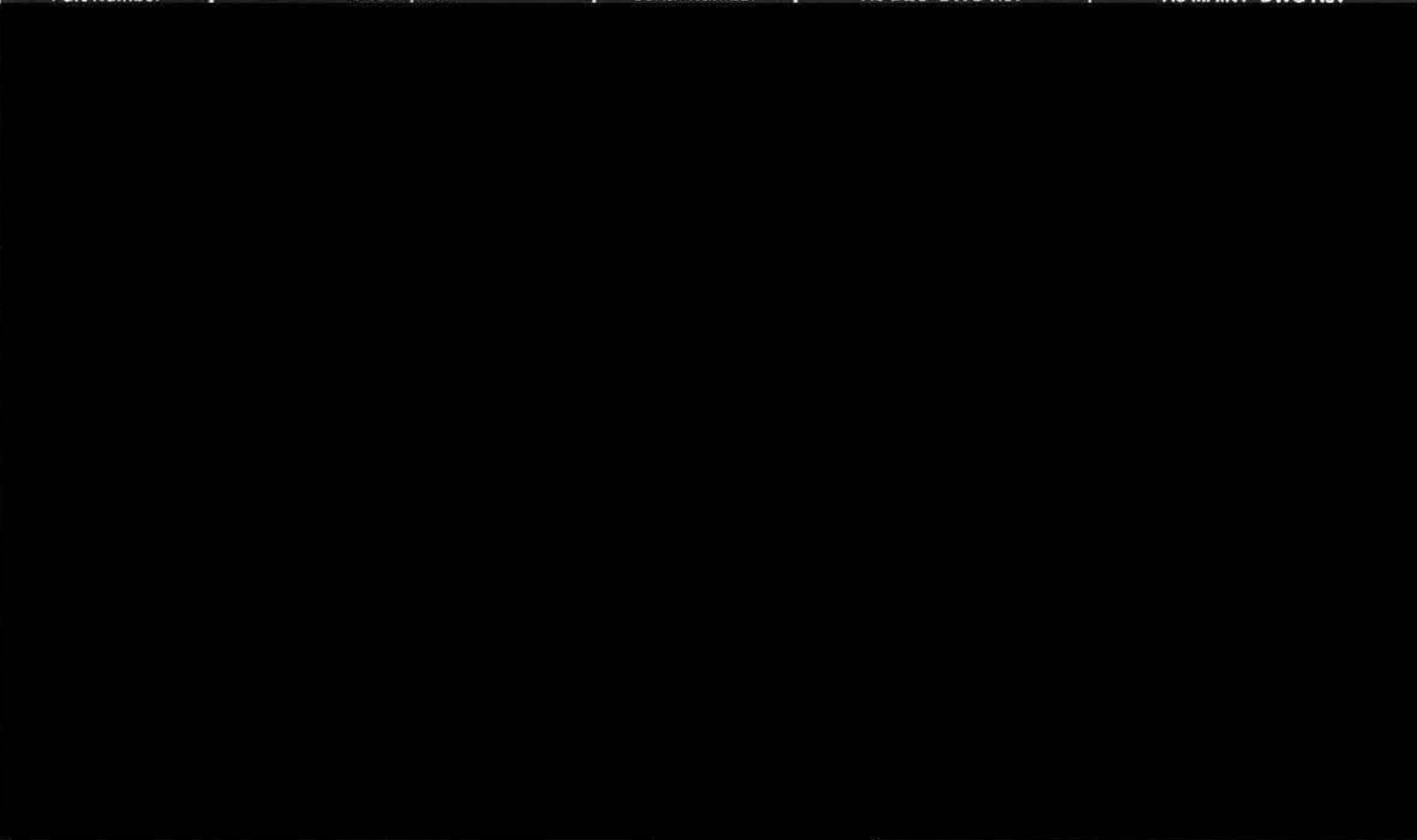
Part Number

Description

Serial Number

As DES DWG Rev

As MAINT DWG Rev



SuS Hardware Configuration and Status at [REDACTED]

(As Designed vs As Maintained)

Part Number

Description

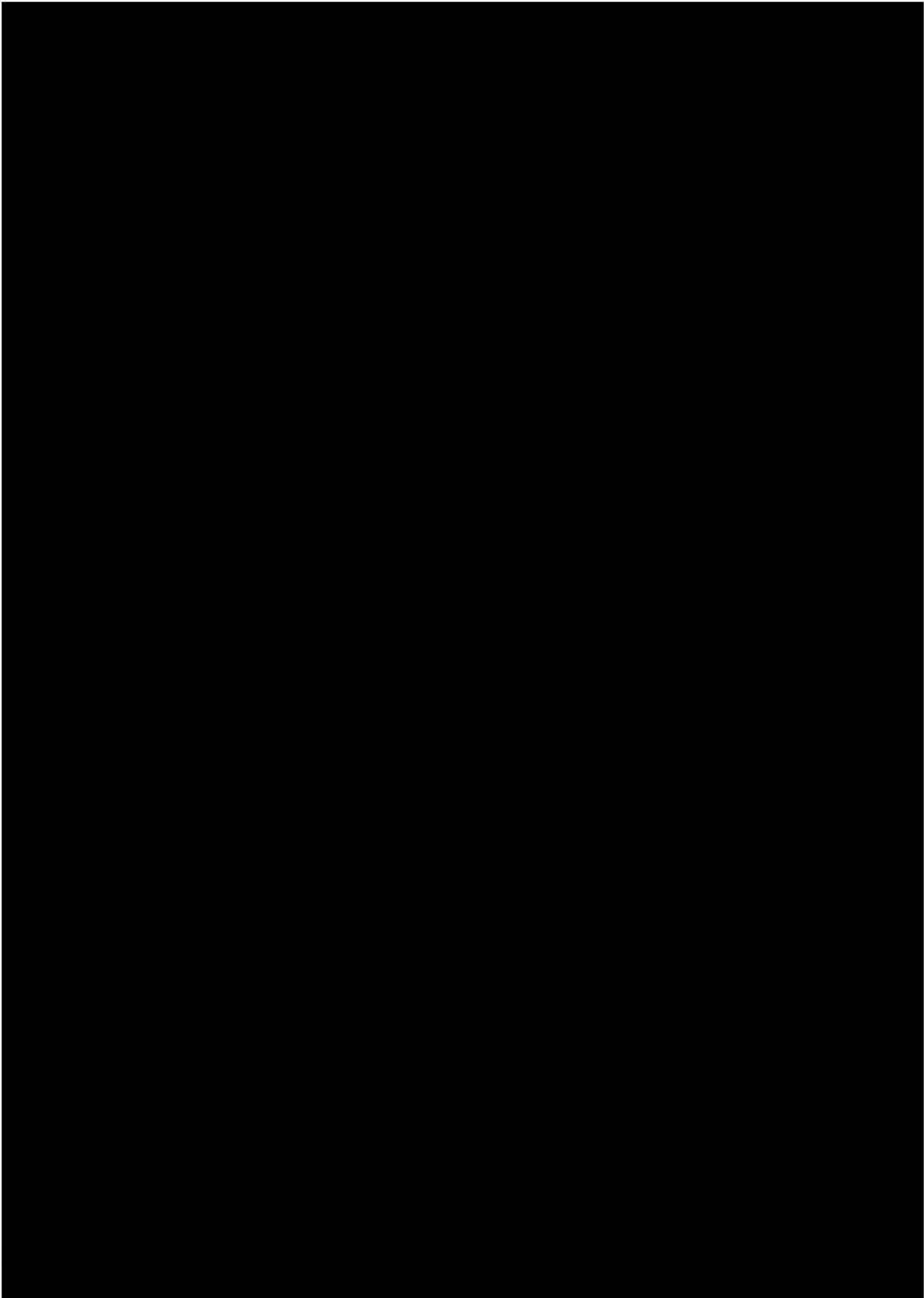
Serial Number

As DES DWG Rev

As MAINT DWG Rev



ATCH 6
Orbit 2
MET LIST



MATERIAL INSPECTION AND RECEIVING REPORT						Form Approved OMB No. 0704-0248	
The public reporting burden for this collection of information is estimated to average 30 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to Department of Defense, Washington Headquarters Services, Directorate for Information Operations and Reports (0704-0248), 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302. Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number.							
PLEASE DO NOT RETURN YOUR COMPLETED FORM TO THE ABOVE ADDRESS. SEND THIS FORM IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED IN THE DFARS, APPENDIX F-401.							
1. PROCUREMENT INSTRUMENT IDENTIFICATION (CONTRACT) NO. DASG60-98-C-0001		ORDER NO.		6. INVOICE NO./DATE		7. PAGE OF 1 2	8. ACCEPTANCE POINT D
2. SHIPMENT NO. AND0001		3. DATE SHIPPED 2013DEC31E		4. B/L TCN		5. DISCOUNT TERMS Net 30 days from Invoice	
9. PRIME CONTRACTOR CODE RAYTHEON COMPANY 350 LOWELL ST ANDOVER MA 01810				10. ADMINISTERED BY CODE COMMANDER DCMA RAYTHEON 50 APPLE HILL DR., M/S T2FR2 TEWKSBURY MA 01876			
11. SHIPPED FROM (if other than 9) CODE "SEE BLOCK 9."				12. PAYMENT WILL BE MADE BY CODE DFAS - COLUMBUS CENTER NORTH ENTITLEMENT OPERATIONS P.O. BOX 182266 COLUMBUS OH 43218-2266			
13. SHIPPED TO CODE CRUISE MISSILE DEF SYS JLENS PROD OPC REDSTONE ARSENAL BLDG 5250, 2ND FLOOR HUNTSVILLE AL 35898-5000				14. MARKED FOR CODE			
15. ITEM NO.	16. STOCK/PART NO. (Indicate number of shipping containers - type of container - container number.)	DESCRIPTION	17. QUANTITY SHIP/REC'D*	18. UNIT	19. UNIT PRICE	20. AMOUNT	
0017	AA	For administrative purposes SDD JLENS SYSTEMS S/N:J01 Attachment (1): Orbit #1 Non-Conformances; Attachment (2): SDD Spares List; Attachment (3): Ancillary Equipment List; Gross Weight: 0 LBS	1	EA	0.00	0.00	
21. CONTRACT QUALITY ASSURANCE				22. RECEIVER'S USE			
a. ORIGIN <input type="checkbox"/> CQA <input type="checkbox"/> ACCEPTANCE of listed items has been made by me or under my supervision and they conform to contract, except as noted herein or on supporting documents.		b. DESTINATION <input checked="" type="checkbox"/> CQA <input checked="" type="checkbox"/> ACCEPTANCE of listed items has been made by me or under my supervision and they conform to contract, except as noted herein or on supporting documents.		Quantities shown in column 17 were received in apparent good condition			
DATE: _____ SIGNATURE OF AUTHORIZED GOVERNMENT REPRESENTATIVE: _____ TYPED NAME: S2205A TITLE: _____ MAILING ADDRESS: _____ COMMERCIAL TELEPHONE NUMBER: _____		DATE: 19 DEC 2013 SIGNATURE: _____ TYPED NAME: _____ TITLE: Product Assurance Engineer		DATE RECEIVED: 19 Dec 2013 TYPED NAME: _____ TITLE: CDR			
* If quantity received by the Government is the same as quantity shipped, indicate by (X) mark; if different, enter actual quantity received below quantity shipped and encircle.							
23. CONTRACTOR USE ONLY CONTRACT: 40010993 DELIVERY: 80587076							

MATERIAL INSPECTION AND RECEIVING REPORT - CONTINUATION SHEET				PAGE 2	OF 2	Form Approved OMB No. 0704-0249
<small>Public reporting burden for this collection of information is estimated to average 30 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Department of Defense, Washington Headquarters Services, Directorate for Information Operations and Reports, 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302, and to the Office of Management and Budget, Paperwork Reduction Project (0704-0249), Washington DC 20503.</small> PLEASE DO NOT RETURN YOUR COMPLETED FORM TO EITHER OF THESE ADDRESSES. SEND THIS FORM IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED IN THE DFARS, APPENDIX F-401.						
SHIPMENT NO. AND0001	DATE SHIPPED 2013DEC31E	PROC INSTRUMENT IDEN. (CONTRACT) DASG60-98-C-0001	(ORDER) NO.	INVOICE NO.		
ITEM NO.	STOCK/PART NO. <i>(Indicate number of shipping containers - type of container - container number.)</i>	DESCRIPTION	QUANTITY SHIP/REC'D	UNIT	UNIT PRICE	AMOUNT
		Attachment (4): UID List; Attachment (5): Orbit #1 Minor Non-conformances; Attachment (6): Orbit #1 Hardware Readiness As Maintained - Major End Item Inventory List. Attachment (7): Ship In Place Acknowledgement				
					Total Value:	0.00

Orbit 1 Non-Conformances Closed After 6 Dec: (1 of 2)

000787

Redactions per (b)(3)

NC	Title / Description	Status / Comments	Closure Outlook
9346	SuS SDP Engineering Cable	Replacement Cable and Tray are at Site	13 Dec
9347	FCS SDP Engineering Cable	Replacement Cable and Tray are at Site	13 Dec
11245	Replace Level Wind Assy Bracket - SuS	Replacement Due 3 Jan	10 Jan
11085	Platform Shock Absorber - SuS	Replacement Due 15 Jan	20 Jan
11125	Platform Shock Absorber - FCS	Replacement Due 15 Jan	20 Jan
11026	GPFU Status Indicator - SuS Platform	Plan to Replace Filter Assy - Assy Due 15 Jan	20 Jan
10906	GPFU Status Indicator - FCS Platform	Plan to Replace Filter Assy - Assy Due 15 Jan	20 Jan
1110	TCOM Packaging Items	Awaiting 1 Remaining Item. Due 23 Jan	31 Jan
10907	Damaged Platform Cable	Replace Patched Cable with new cable - Due 31 Jan	7 Feb
7708	Worn Spring-line Link Plate	Replacement Plate Due 1 Feb	15 Feb
7710	Worn Spring-line Link Plate	Replacement Plate Due 1 Feb	15 Feb
11145	GPFU Status Indicator - SuS ECS	Plan to Replace Filter Assy - Assy Due 7 March	14 Mar
1739	Replace Engineering IFF Cable - FCS	Replacement Cable is at Site. Plan to Install after Deflation.	Q2 '14
5065	Replace MIDS Radio - FCS	Replacement Radio is at Site. Plan to install after Deflation.	Q2 '14
7045	Replace Engineering [REDACTED] Cable - FCS	Replacement Cable is at Site. Plan to install after Deflation.	Q2 '14
5625	Replace Patched Coolant Hoses - FCS	Replacement Hoses are at Site. Plan to install after Deflation.	Q2 '14

*non-conformance
Orbit 1
Attachment 1*

Orbit 1 Non-Conformances Closed After 6 Dec: (2 of 2)

000788

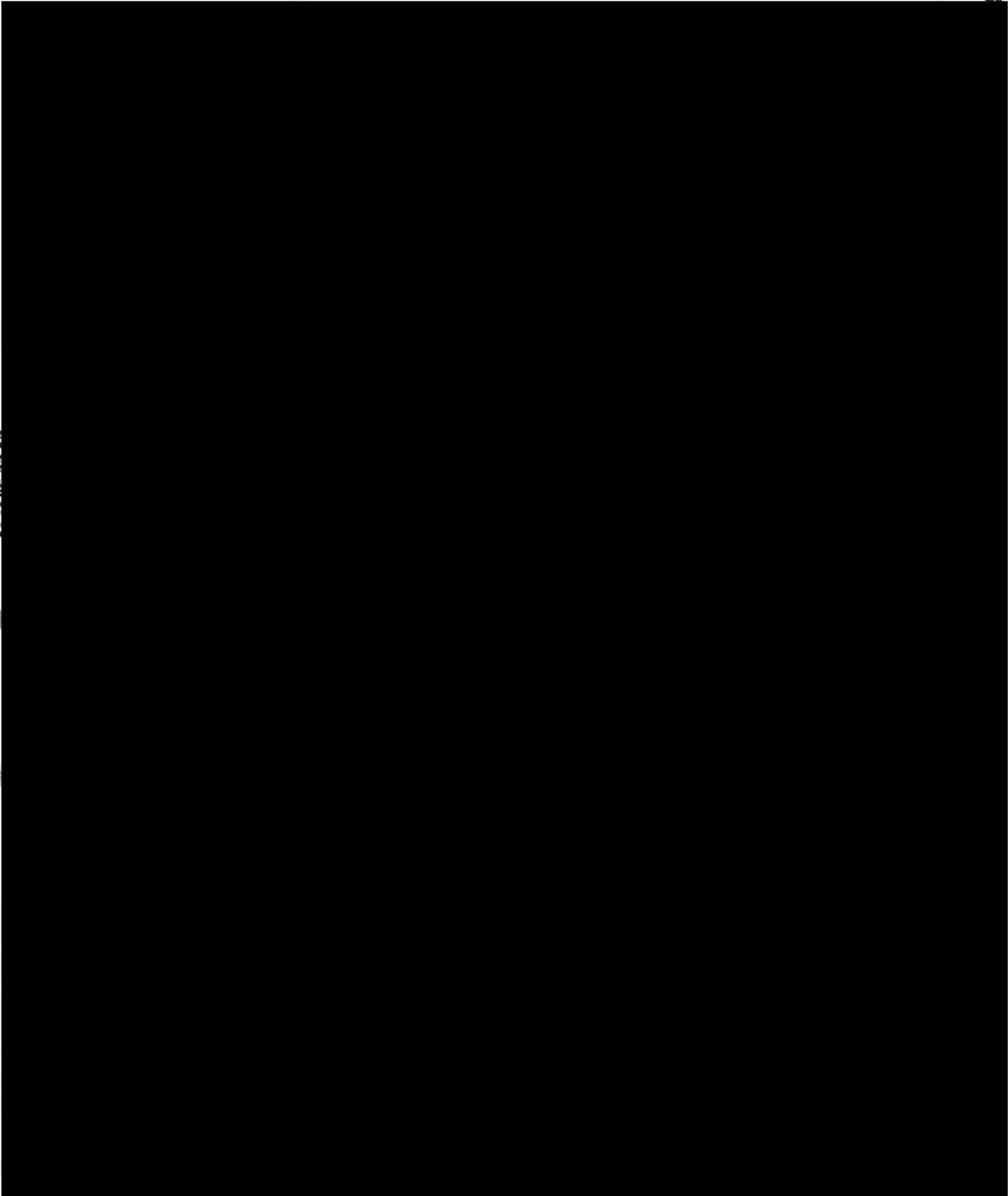
Redactions per (b)(3)

NC	Title / Description	Status / Comments	Closure Outlook
8485	Replace Tactical Media Converter - FCS	Replacement Converter is at Site. Plan to install after Deflation.	Q2 '14
8045	Replace Faulty Elevation Drive Heater - FCS	Replacement Heater is at Site. Plan to install after Deflation.	Q2 '14
8887	Replace Missing (1 of 4) MPDU Screw - FCS	Replacement Screw is at Site. Plan to install after Deflation.	Q2 '14
11485	Replace Missing (3 of 73) Fasteners on SuR Component	Recommend Change to Minor. Plan to install after Deflation.	Q2 '14
7506	MMS Water Intrusion - FCS	Plan to Apply Sealant to Leaking Areas – Potential Weather Issues. Plan to do after Deflation.	Q2 '14
10225	AMA Stow Lock Switch Not Functional - FCS	Replacement Switch is at Site. Plan to install after Deflation.	Q2 '14
9805	Damaged AEU Door Gasket - FCS	Replacement Gasket is at Site. Plan to install after Deflation.	Q2 '14
11045	Replace Degraded [REDACTED]	Replacement [REDACTED] are at Site. Plan to install after Deflation.	Q2 '14
7505	MMS Water Intrusion - SuS	Plan to Apply Sealant to Leaking Areas – Potential Weather Issues. Plan to do after Deflation.	Q2 '14

Redactions per (b)(3)

ATCH 2

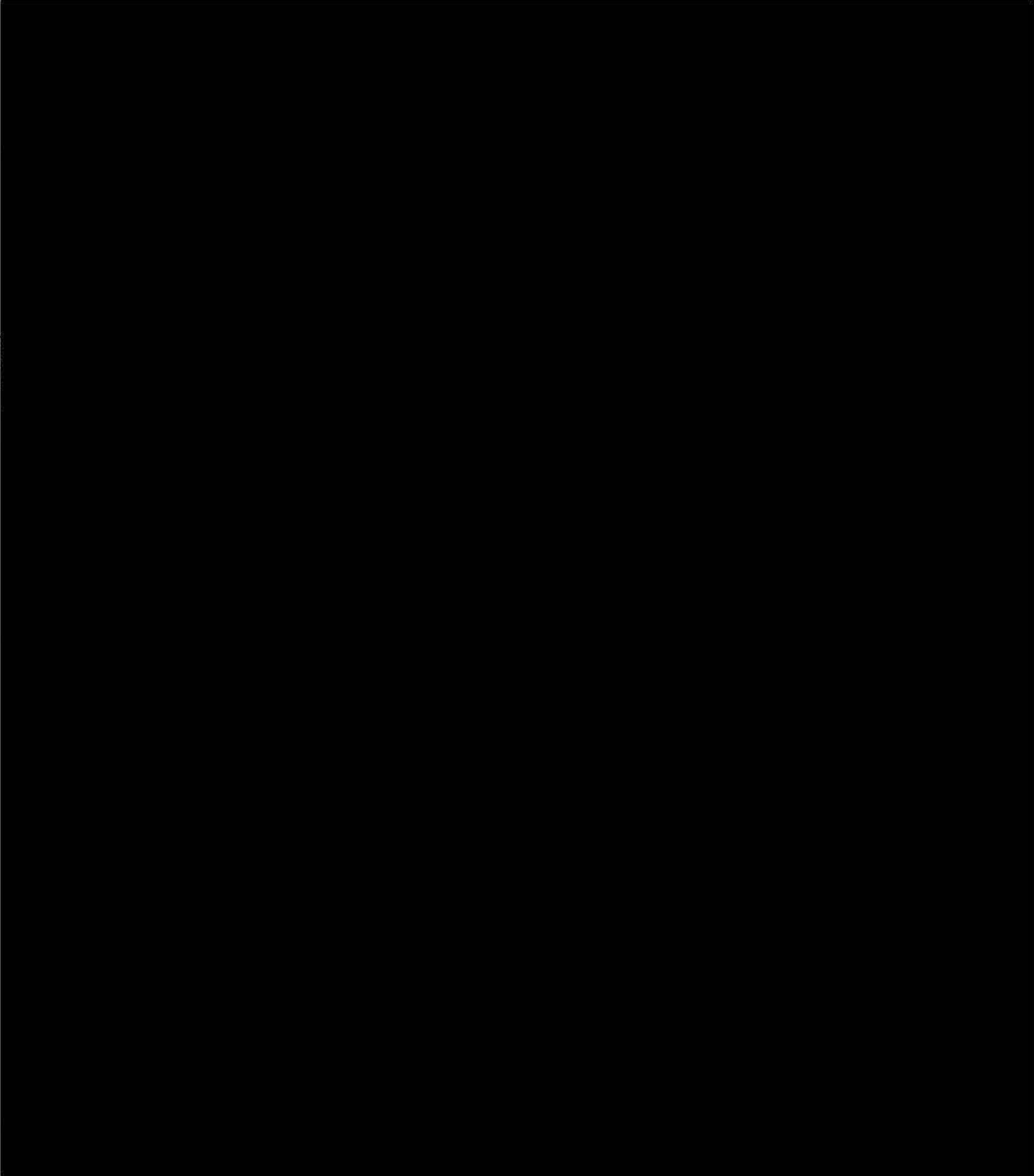
TAV - Total Asset Visibility



Redactions per (b)(3)

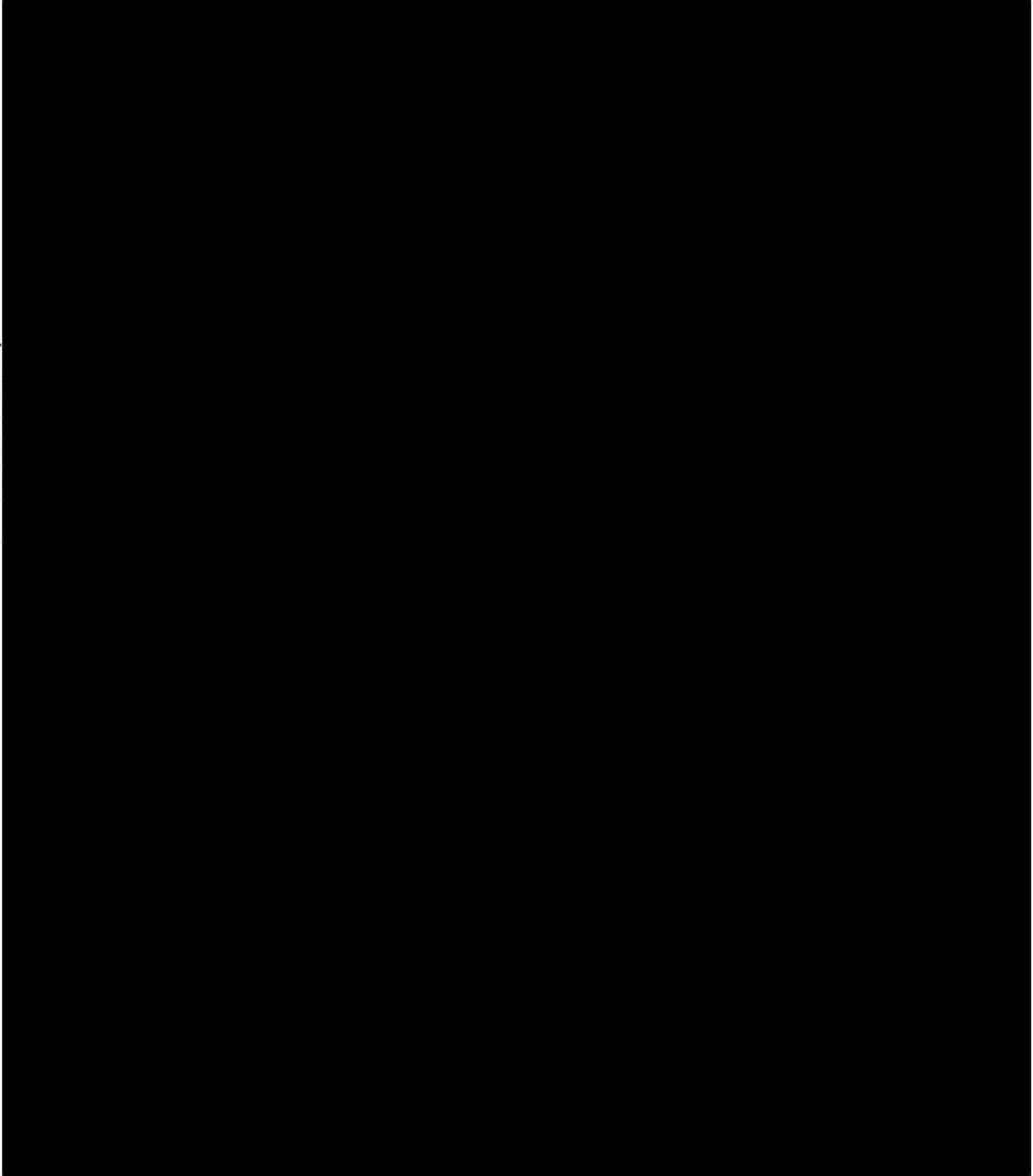
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TAV - Total Asset Visibility

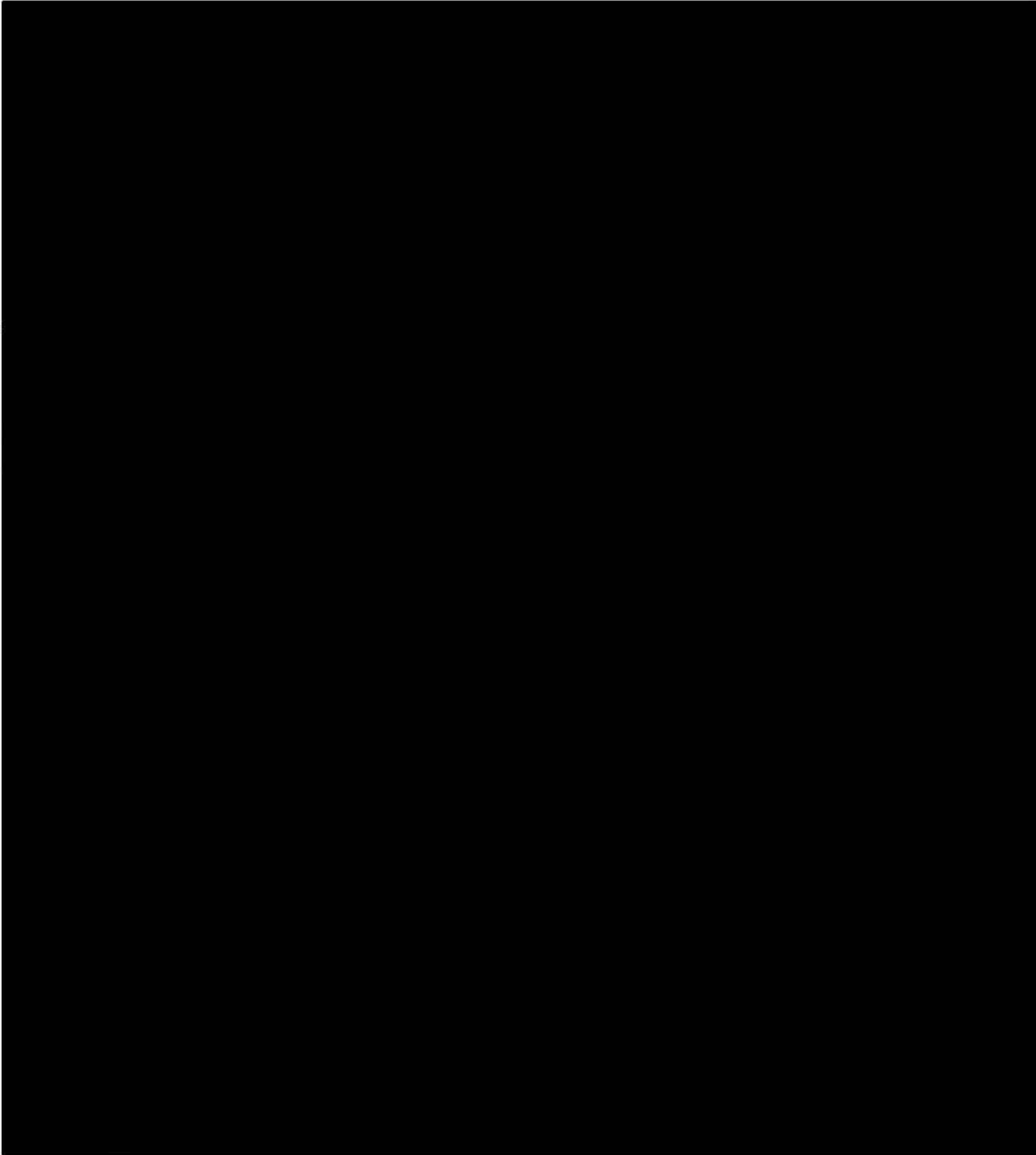


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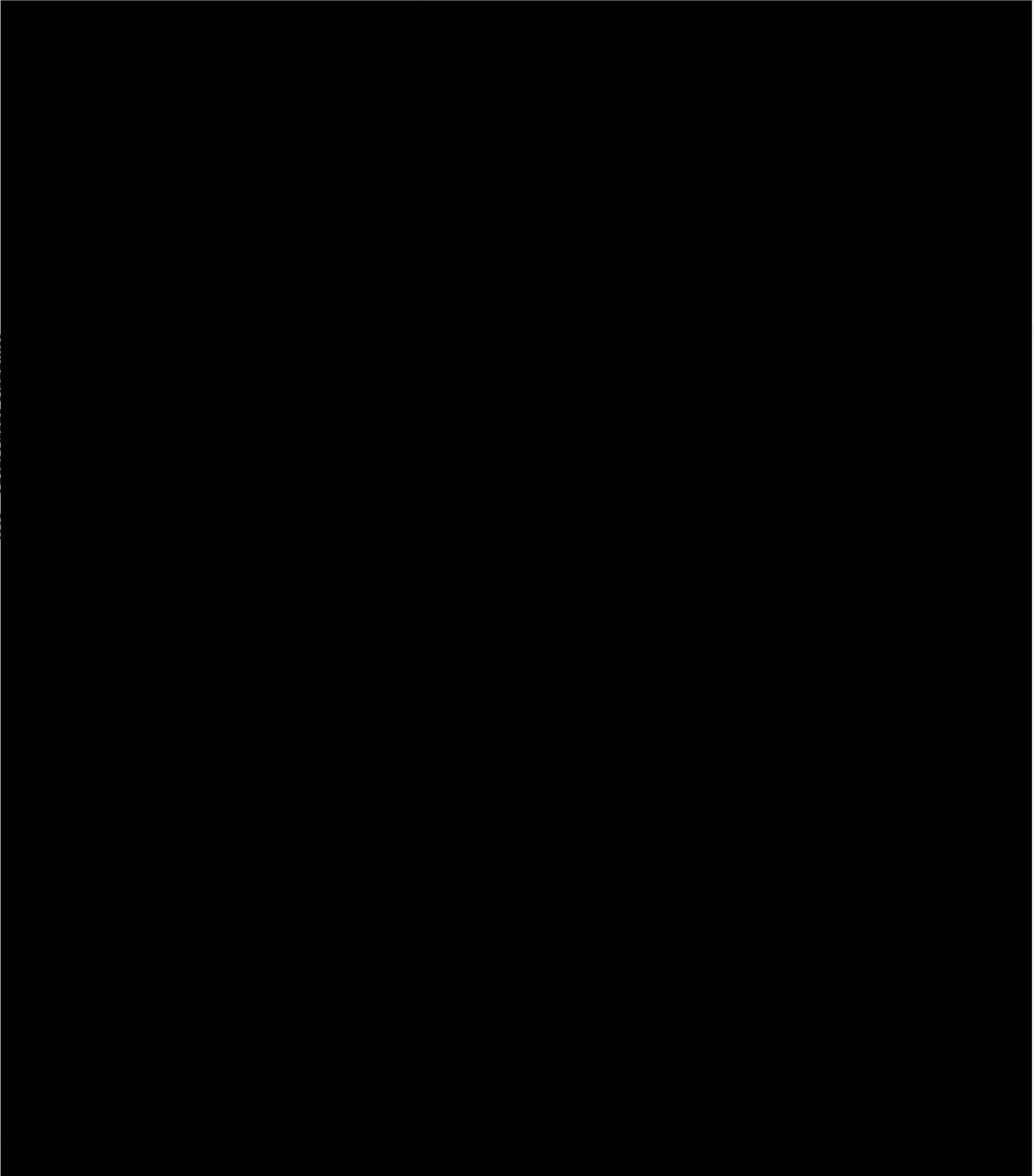
TAV - Total Asset Visibility



5
TAV - Total Asset Visibility

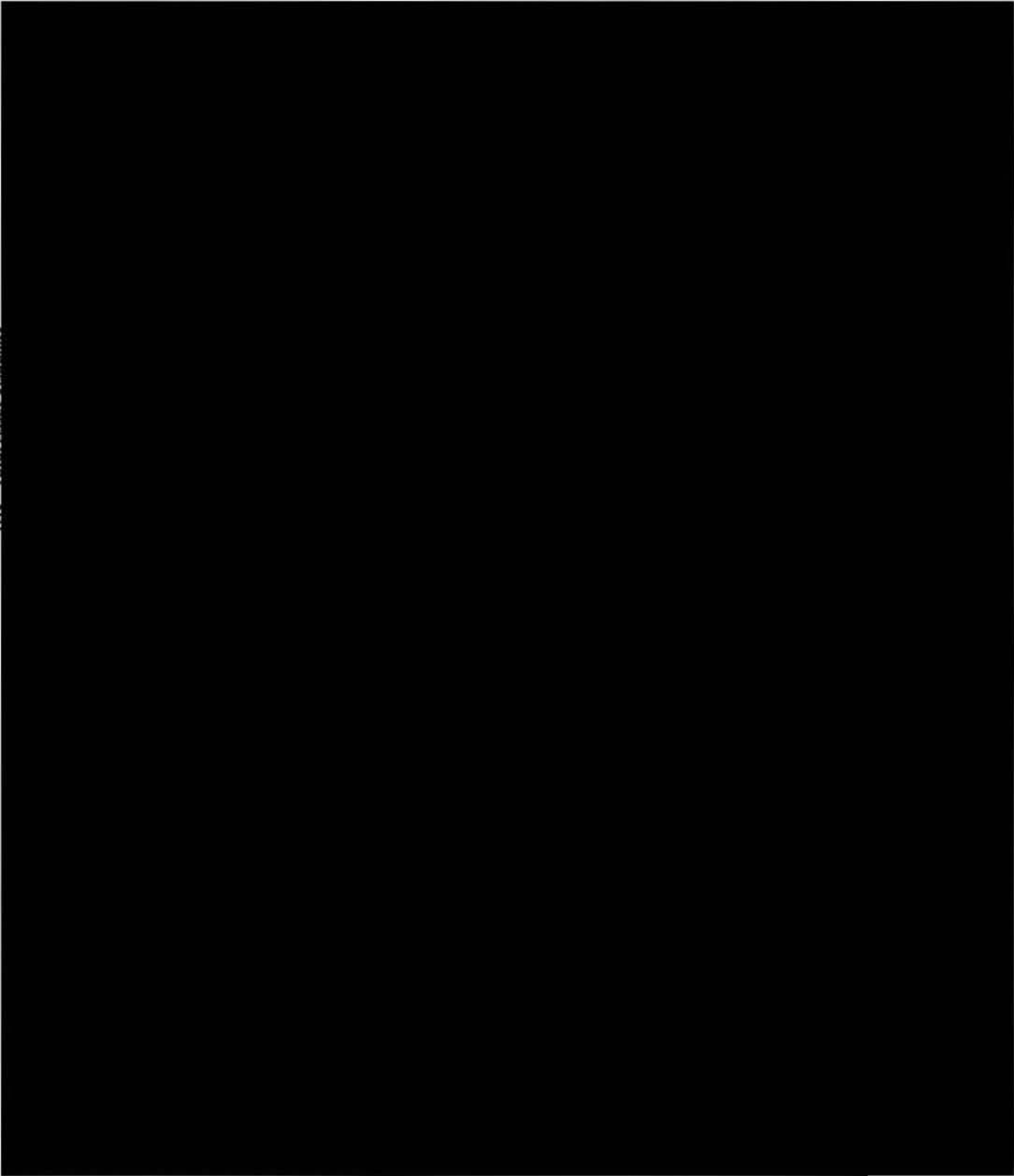


IS
TAV - Total Asset Visibility

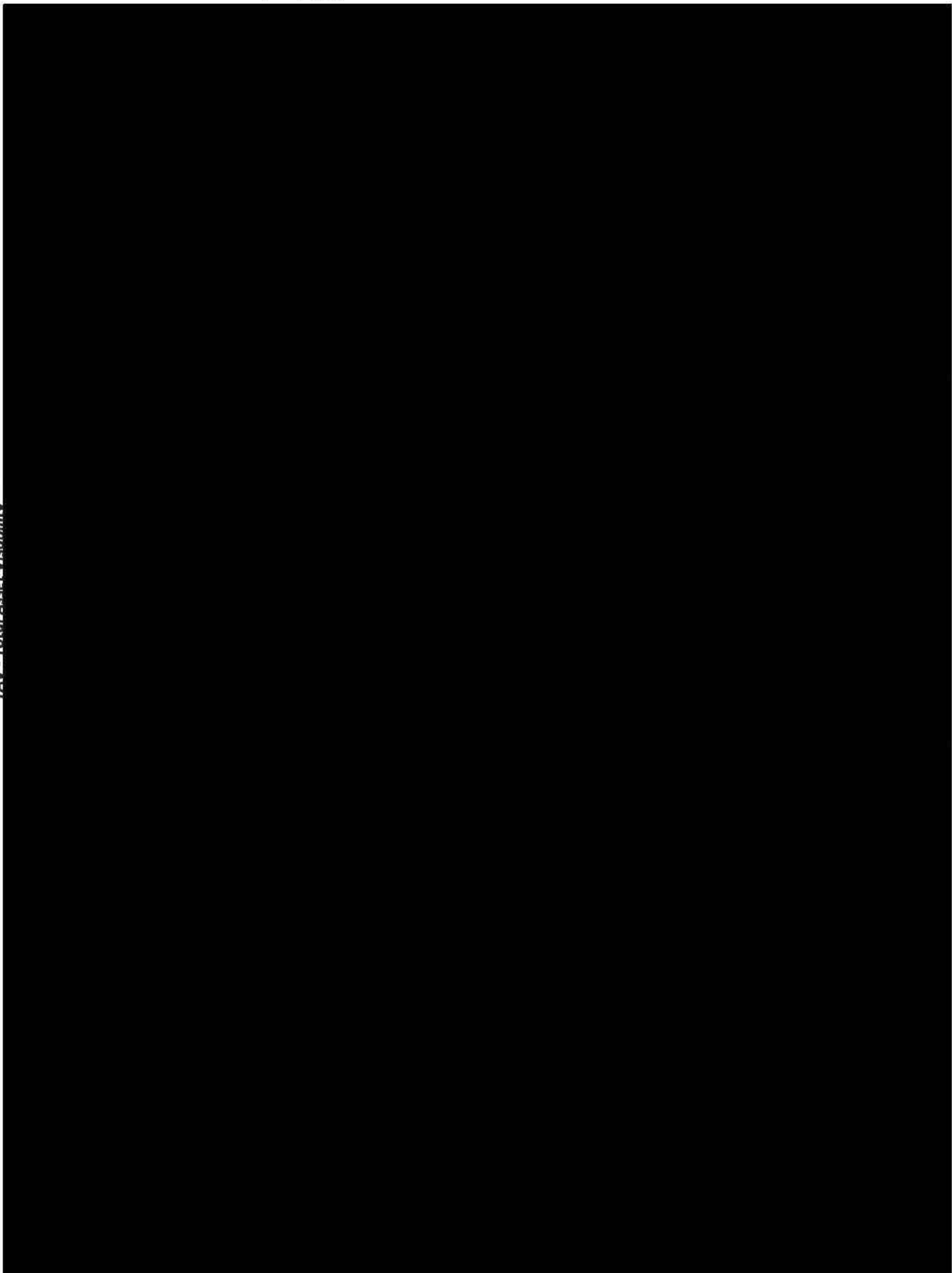


Redactions per (b)(3)

TAV - Total Asset Visibility

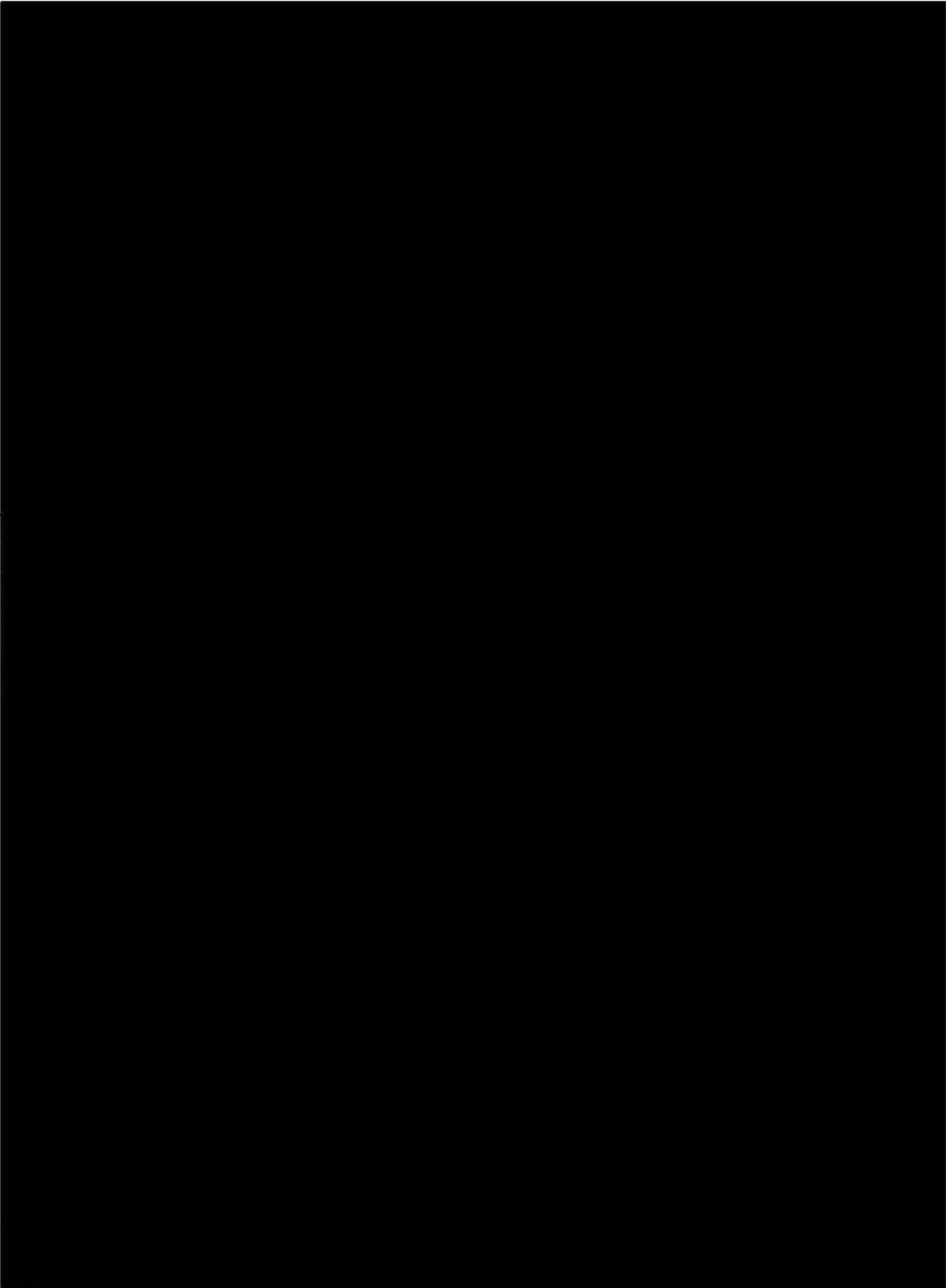


JL 5
TAV - Total Asset Visibility



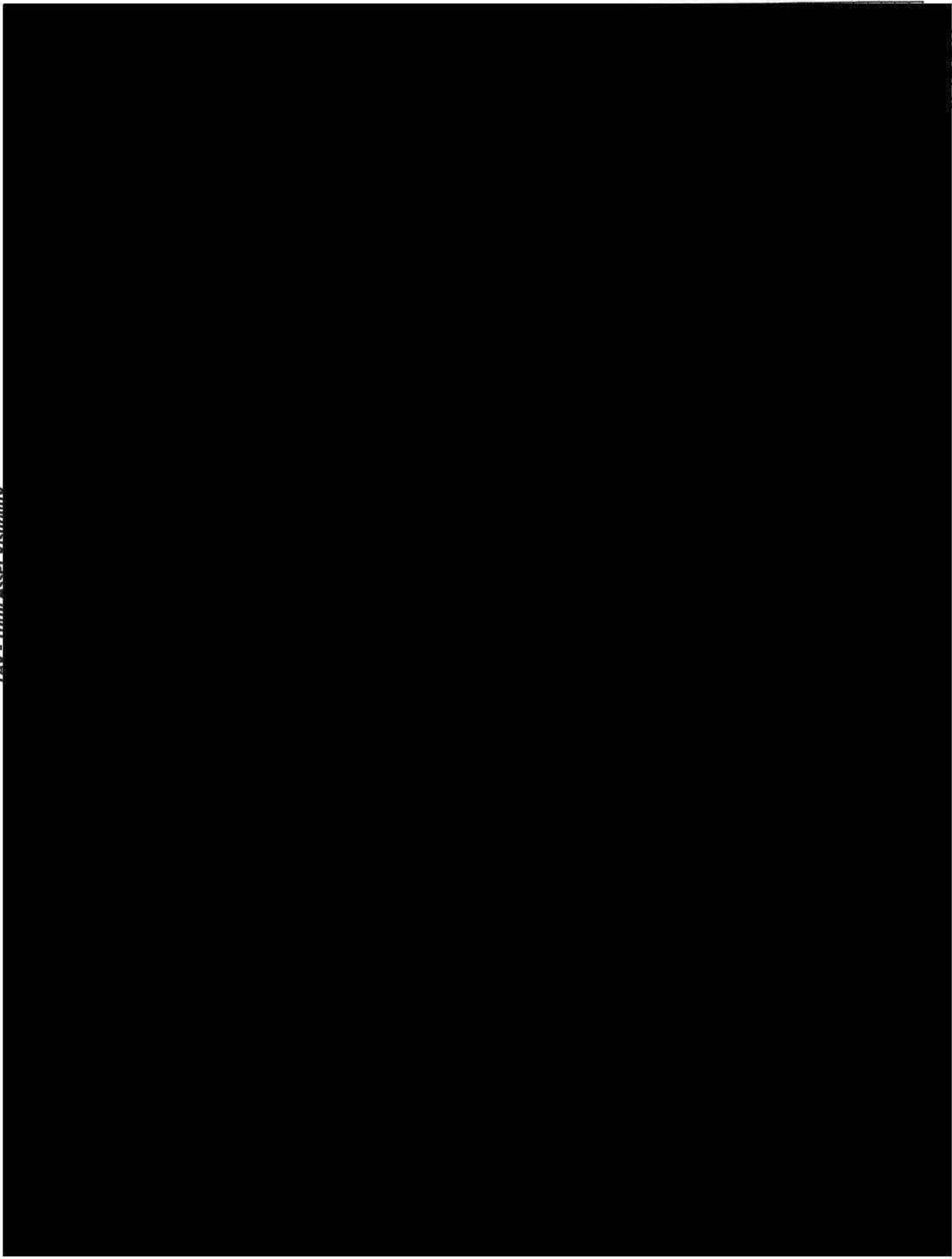
JL

TAV - Total Asset Visibility



AFICM 2

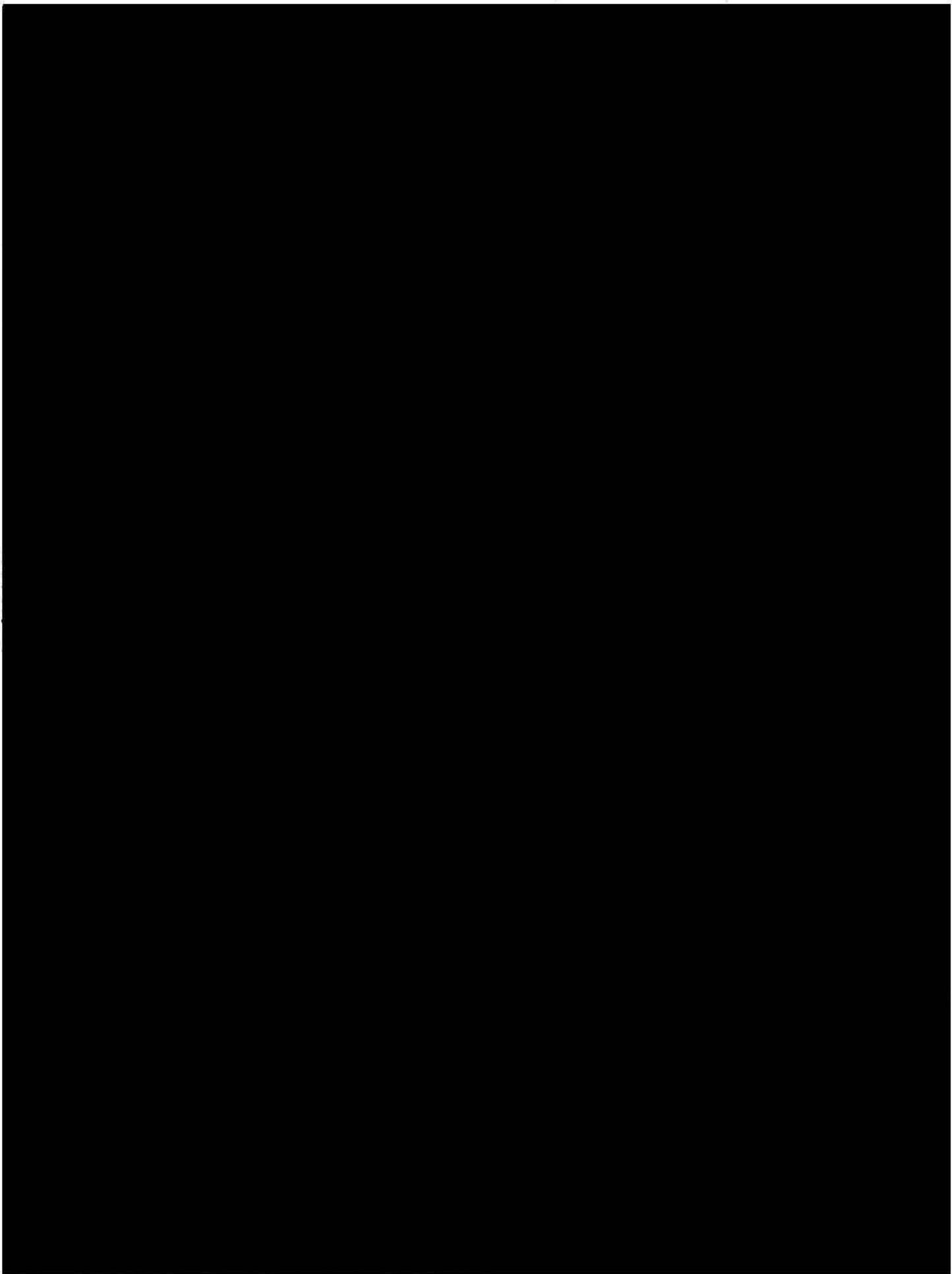
TAV - Total Asset Visibility



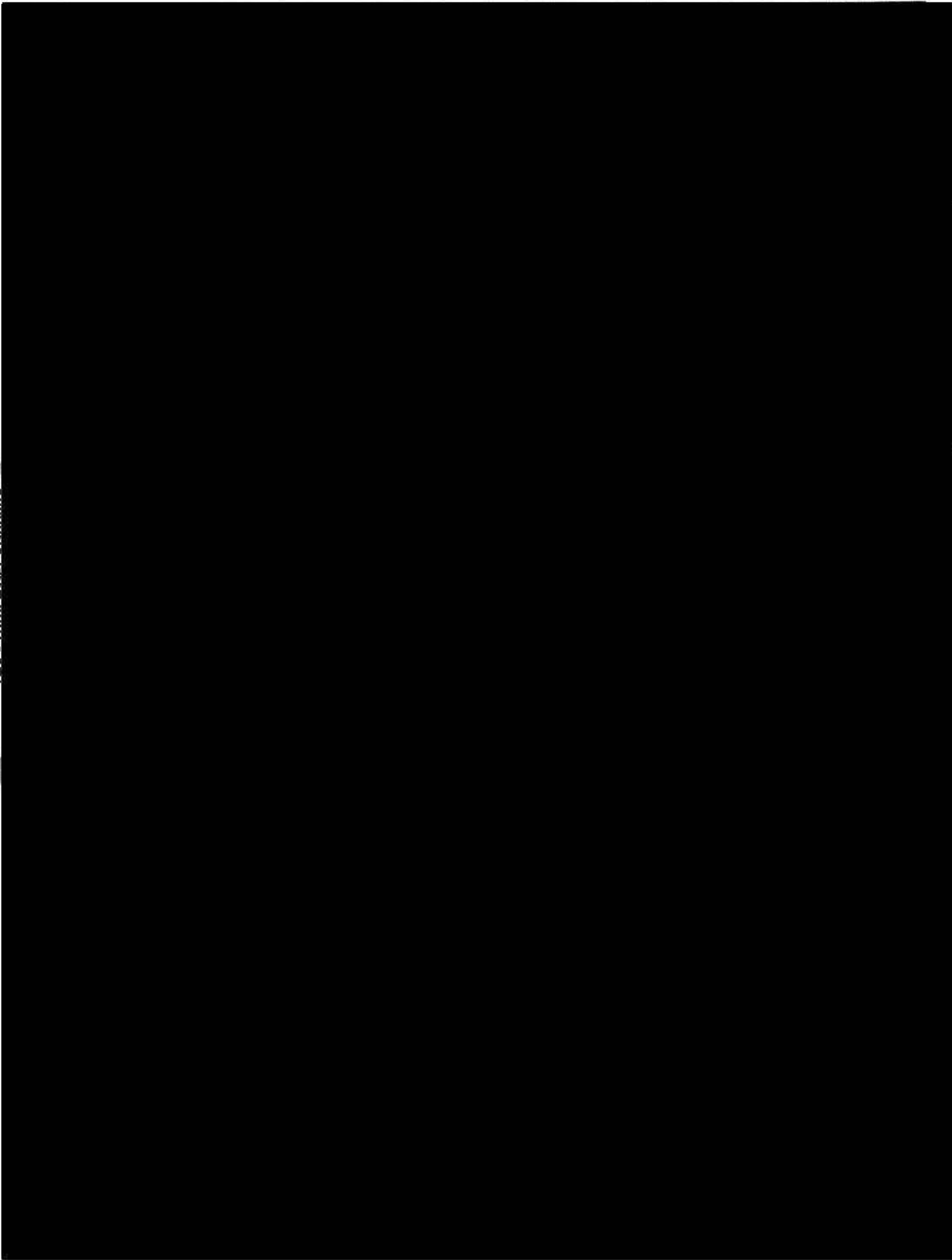
J1
TAV - Total Asset Visibility

Stores	RoR	Total Qty
[Redacted Content]		

JL
TAV - Total Asset Visibility



JL
TAV - Total Asset Visibility



JLE.
TAV - Total Asset Visibility
As of 06-27-12

Nomenclature	Procurement Status	UTTR	MCP	Stores	RoR	Total Qty
[Redacted Content]						

JL
TAV - Total Asset Visibility

Part Number	Alt PN	Secondary P/n	Nomenclature	Procurement Status	UTTR	MCP	Stores	RoR	Total Qty
[Redacted Content]									

As of 06-27-12

JL
TAV - Total Asset Visibility
As of 06-27-12
Nomenclature

Part Number	Alt PN	Secondary Pn	Procurement Status	UTTR	MCP	Stores	RoF	Total Qty

JL
TAV - Total Asset Visibility
 As of ~~06-27-12~~

Part Number	Alt Pn	Secondary Pn	Nonmetal date	Procurement Status	UTTR	MCP	Stores	ROR	Total Qty
[Redacted Content]									

JL
TAV - Total Asset Visibility
As of 06-27-12

Part Number	Alt Pn	Secondary Pn	Nomenclature	Procurement Status	UTTR	MCP	Stores	RoR	Total Qty

J.
TAV - Total Asset Visibility
As of 06-27-12

Part Number	Alt PN	Secondary Pn	Nomenclature	Procurement Status	UTTR	MACP	Stores	RoR	Total Qty
[Redacted Content]									

JL
TAV - Total Asset Visibility
As of 06-27-12

Part Number	Alt PN	Secondary Pn	Nomenclature	Procurement Status	UTTR	MCP	Stores	RoR	Total Qty
MIDA-000			DRUM BRAKE, LOWEN, CAPSTAN	Received					
MDA21000			DRUM BRAKE, UPPER, CAPSTAN	Received					
5P2P15-561H4			MOTOR, HPU, 150HP, 3600 RPM (MIN WINCH HPU)	Received					
5P2P-561Y			MOTOR, HPU, 50HP, 3600 RPM (BOOM HPU)	Received					
SL1D8-5/A/08			LINEAR POSITIONER, LEVELWIND SHEAVE	Received					
400-5601			FORD AND SIGNAL SPRING	Received					
4D0487G01			CLOSE HAUL WHEEL R/V/LH END/D	Received					
25VATRAFORMER			TRANSFORMER, 25VVA 480V/208, MCC	Received					
24VDC WITHGW			24 VDC POWER SUPPLY	Received					
CN-00T			CIRCUIT MODIOR (PQM), MK2, 60 HZ	Received					
871-7A17			PROXIMITY SENSOR, NOSE LASH	Received					
3D1-71601			SENSOR, TEMPERATURE, HELIUM, SMALL PORT	Received					
3D1-71601			TETHER FAULT CIRCUIT CARD/DRUM BOX	Received					
AF2-575C1Y			MOTOR ELECTRIC 25HP 3600RPM (TOWER HPU)	Received					
51-056			SOLENOID COIL LATCH	Received					
B2-38N2			LIMIT SWITCH, LEVELWIND SHEAVE	Received					
H013600F240K0105H06S10			MAIN CIRCUIT BREAKER DRAWER, MCC, 600 A, 3 ph	Received					
BHT3KUP-2BPT110V2211			MCC UPSW/ extended battery pack	Received					
1746-P2			AB POWER SUPPLY	Received					
31-01U164	HU-364		Main & Safety Disconnect Switch (MFG PN HU-364)	Received					
517W370F			UPS Battery	Received					
51M01555-554			5KV, 160A CONTACTOR, 1.25VDC COIL VOLT MECH LATCHED CONTACTOR	Received					
SAHP-AB2			SPECTRA CIRCUIT BREAKER AUX, CONTACT 2 FORM C 0E	Received					
18528			Filter Drum	Received					
18001			TRANSFORMER	Received					
18098			Condensate Fan Motor 1 Hp	Received					
32926			Thermal Expansion Valve	Received					
17108			Evaporator Fan Motor 1.5 Hp	Received					
18500			Heater	Received					
508106-7			CURRENT TRANSFORMER 150/5A I2	Received					
928-110-7			BREAKER 1 POLE 6A 220VDC, SIEMENS	Received					
538-116-7			BREAKER 1 POLE 16A 220VDC, SIEMENS	Received					
171204			(Influencer Chg) Evaporator Coil	Received					
180-001			CURRENT TRANSFORMER 400/5A WITH TERMINALS	Received					
18001			CURRENT TRANSFORMER 500/5A WITH TERMINALS	Received					
18001			CURRENT TRANSFORMER 600/5A WITH TERMINALS	Received					
SG08-M1			MOTOR OPERATED MECHANISM BREAKER 56600	Received					
VA-D-36-6666			DC-DC CONVERTER MODULE 150VDC IN, 24VDC OUT	Received					
18001-02			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-01			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-02			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-03			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-04			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-05			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-06			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-07			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-08			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-09			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-10			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-11			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-12			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-13			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-14			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-15			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-16			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-17			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-18			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-19			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-20			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-21			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-22			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-23			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-24			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-25			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-26			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-27			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-28			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-29			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-30			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-31			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-32			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-33			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-34			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-35			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-36			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-37			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-38			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-39			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-40			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-41			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-42			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-43			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-44			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-45			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-46			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-47			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-48			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-49			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-50			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-51			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-52			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-53			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-54			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-55			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
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18001-59			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-60			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-61			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-62			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-63			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-64			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-65			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-66			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-67			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-68			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-69			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-70			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-71			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-72			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-73			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-74			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-75			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-76			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-77			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-78			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-79			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					
18001-80			CONTROLLOGIC CONTROLLER, 4MB MEMORY, ALLEN BRADLEY 1756-L63 1 LPN 81	Received					

JL
TAV - Total Asset Visibility

As of 06-27-12

Part Number	Alt Pn	Secondary Pn	Nomenclature	Procurement Status	UTTR	MCP	Stores	RoR	Total Qty
[Redacted Content]									

J.L.
TAV - Total Asset Visibility
As of 06-27-12

Part Number	Alt PN	Secondary Pn	Nomenclature	Procurement Status	UTTR	MCP	Stores	ROR	Total Qty
[Redacted]									

TAV - Total Asset Visibility

As of 06-27-12

Part Number	Alt PN	Secondary Pn	Nomenclature	Procurement Status	UTTR	MCP	Stores	RefR	Total Qty
[Redacted]									

TAV - Total Asset Visibility

As of 06-27-12

Part Number	Alt PN	Secondary Pn	Nomenclature	Procurement Status	UTTR	MCP	Stores	KoR	Total Qty
[Redacted]									

Redactions per (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

000813

Orbit	Name	Prime Item
1	ISO CONTAINER	Platform
2	ISO CONTAINER	Platform
1	ISO CONTAINER	Platform
1	ISO CONTAINER	SuR
1	ISO CONTAINER	Platform
2	ISO CONTAINER	TBD
2	ISO CONTAINER	Platform
1	ISO CONTAINER	CP
1	ISO CONTAINER	TBD
2	ISO CONTAINER	Platform
1	ISO CONTAINER	CP
1	ISO CONTAINER	Platform (Spares)
2	ISO CONTAINER	SuR
1	ISO CONTAINER	PCDS
2	ISO CONTAINER	Platform
2	ISO CONTAINER	SuR
2	ISO CONTAINER	Platform
1	ISO CONTAINER	CCS (Spares)
2	ISO CONTAINER	Platform
1	ISO CONTAINER	Platform
1	ISO CONTAINER	TBD
1	ISO CONTAINER	Platform
2	ISO CONTAINER	CCS (Weather & GSE)
2	ISO CONTAINER	MMS (Tools)
2	ISO CONTAINER	Platform
1	ISO CONTAINER	Platform
1	ISO CONTAINER	SuR
2	ISO CONTAINER	SuR
2	ISO CONTAINER	Platform
2	ISO CONTAINER	Platform
1	ISO CONTAINER	Platform
2	ISO CONTAINER	PCDS
1	ISO CONTAINER	Platform (Spares)
2	ISO CONTAINER	FCR
1	ISO CONTAINER	FCR
2	ISO CONTAINER	TBD
2	ISO CONTAINER	Platform
2	ISO CONTAINER	Platform
2	ISO CONTAINER	Platform
2	ISO CONTAINER	SuR
2	ISO CONTAINER	TBD
1	ISO CONTAINER	CCS (Spares)
1	ISO CONTAINER	CP
1	ISO CONTAINER	SuR (Spares SPS)
1	ISO CONTAINER	FCR
1	ISO CONTAINER	PCDS
1	ISO CONTAINER	FCR
1	ISO CONTAINER	SuR
1	ISO CONTAINER	FCR
2	ISO CONTAINER	Platform
2	ISO CONTAINER	Platform
1	ISO CONTAINER	PCDS
2	ISO CONTAINER	PCDS
1	ISO CONTAINER	PCDS
2	ISO CONTAINER	Platform
1	ISO CONTAINER	MMS (Tools)
1	ISO CONTAINER	CP

ATCH 3
Auxiliary Equip

Redactions per (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

000814

2	ISO CONTAINER		SuR
1	ISO CONTAINER		FCR
1	ISO CONTAINER		SuR (Tactical ECS Eq)
2	ISO CONTAINER		SuR (Tactical ECS Eq)
1	ISO CONTAINER		SuR (Spares)
2	ISO CONTAINER		SuR
2	ISO CONTAINER		SuR
2	ISO CONTAINER		SuR
2	ISO CONTAINER		SuR
2	ISO CONTAINER		SuR
2	ISO CONTAINER		SuR
1	ISO CONTAINER		SuR
1	ISO CONTAINER		SuR
2	ISO CONTAINER		TBD
1	ISO CONTAINER		TBD
1	ISO CONTAINER		FCR
1	ISO CONTAINER		TBD
2	ISO CONTAINER		MMS (Tether Reeving Unit)
1	ISO CONTAINER		CCS (Weather & GSE)
2	ISO CONTAINER		Platform
2	ISO CONTAINER		Platform
2	ISO CONTAINER		Platform (Spares)
2	ISO CONTAINER		Platform
1	ISO CONTAINER		Platform
1	ISO CONTAINER		Platform
1	ISO CONTAINER		CCS (Weather & GSE)
2	ISO CONTAINER		TBD
1	ISO CONTAINER		Platform (Spares)
2	ISO CONTAINER		MMS (Tools)
1	ISO CONTAINER		MMS (Tools)
1	ISO CONTAINER		Platform
1	ISO CONTAINER		Platform
2	ISO CONTAINER		CCS (Weather & GSE)
2	ISO CONTAINER		Platform
2	ISO CONTAINER		Platform
1	ISO CONTAINER		Platform
2	ISO CONTAINER		Platform
2	ISO CONTAINER		Platform
2	ISO CONTAINER		Platform (Spares)
1	ISO CONTAINER		TBD
2	ISO CONTAINER		FCR
1	ISO CONTAINER		Platform
2	ISO CONTAINER		FCR
1	ISO CONTAINER		Platform
1	ISO CONTAINER		Platform
1	ISO CONTAINER		Platform
2	ISO CONTAINER		PCDS
2	ISO CONTAINER		PCDS
2	ISO CONTAINER		FCR
1	ISO CONTAINER		TBD
2	ISO CONTAINER		TBD
2	ISO CONTAINER		SuR
1	ISO CONTAINER		TBD
1	ISO CONTAINER		Platform
1	ISO CONTAINER		Platform
1	ISO CONTAINER		TBD
2	ISO CONTAINER		CCS (Spares)
2	ISO CONTAINER		CCS (Spares)

Redactions per (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

2008		SuR (Spares SPS)
1		Platform
1		Platform
2		Platform
2		TBD
1		PCDS
2		PCDS
2		Platform (Spares)
1		SuR
2		CP
2		CP
2		CP
2		CP
1		TBD
1		SuR (Spares)
1		SuR
2		FCR
1		FCR (Tactical ECS Eq)
2		TBD
2		TBD
1		SuR
2		TBD
1		SuR
1		SuR
2		FCR (Tactical ECS Eq)
2		SuR
1		SuR (Spares)
1		SuR
1		SuR (Spares)
1		SuR
2		MMS (Tether Reeving Unit)
1		MMS (Tether Reeving Unit)
1		MMS (Tether Reeving Unit)
2		FCR
1		Platform
2		Platform
1		Platform
2		Platform

Redactions per (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

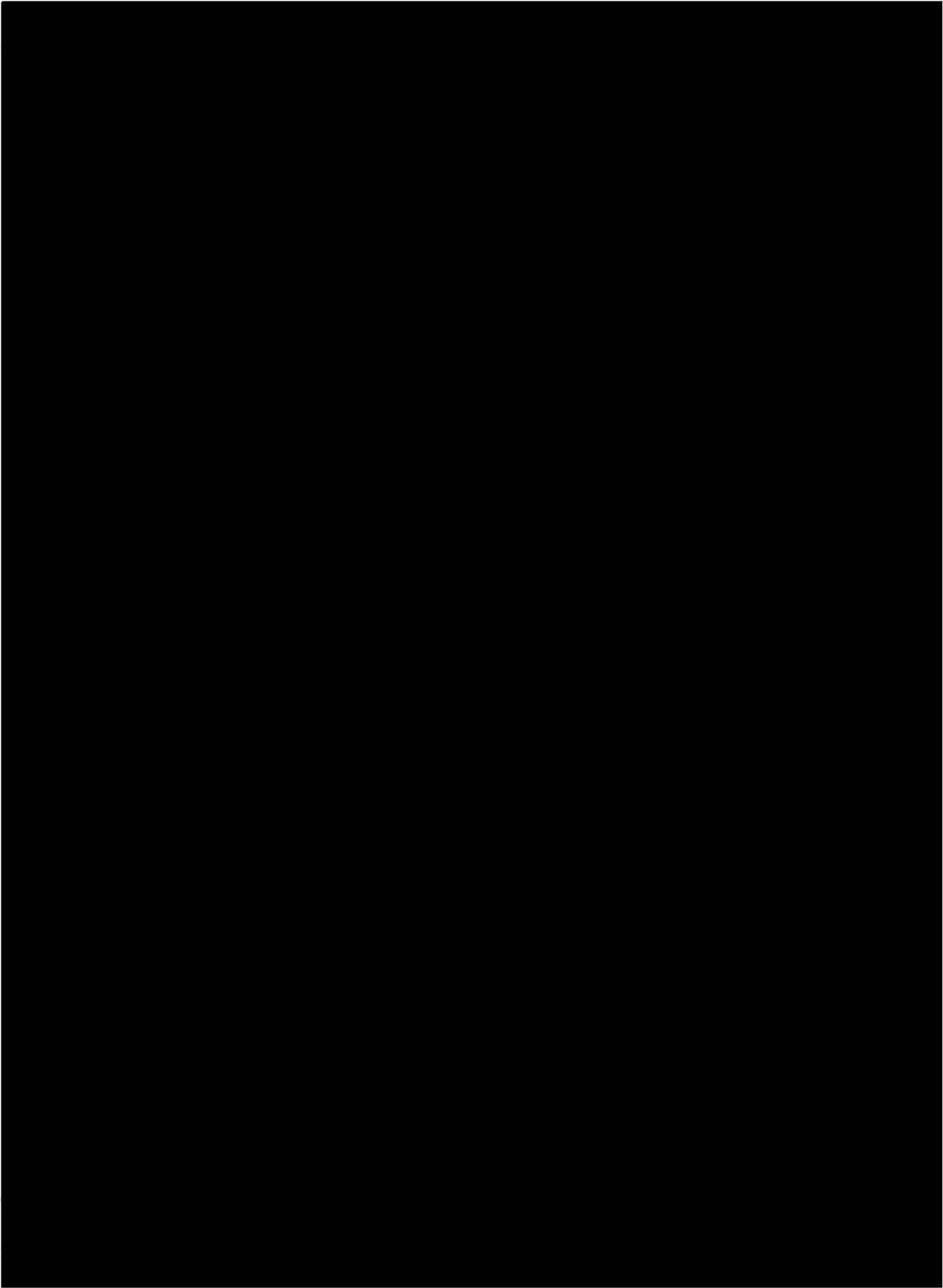
Orbit	0008		Prime Item
1			Platform
1			Platform (Spares)
1			Platform
1			Platform (Spares)
1			SuR
1			Platform
1			Platform
1			Platform
1			PCDS
1			Platform
1			SuR
1			Platform
1			MMS
1			Platform
1			FCR
1			SuR
1			SuR
1			Platform
1			Platform
1			SuR
1			FCR
1			Platform
1			Platform (Spares)
1			CP
1			SuR
1			SuR
1			SuR
1			SuR
1			Platform
1			FCR
1			FCR
1			CP
2			CCS (Weather & GSE)
1			SuR (Spares)
1			SuR (Spares)
1			N/A
1			Platform
1			SuR (Spares)
1			SuR (Spares)
1			SuR
1			N/A
1			SuR
1			SuR
1			N/A
1			N/A
1			Platform
1			FCR
1			Platform
1			N/A
1			Platform
1			MMS
1			Platform
1			Platform
1			N/A
1			N/A
1			CCS (Weather & GSE)
1			N/A

TAB 2 CROSS ATCH 3

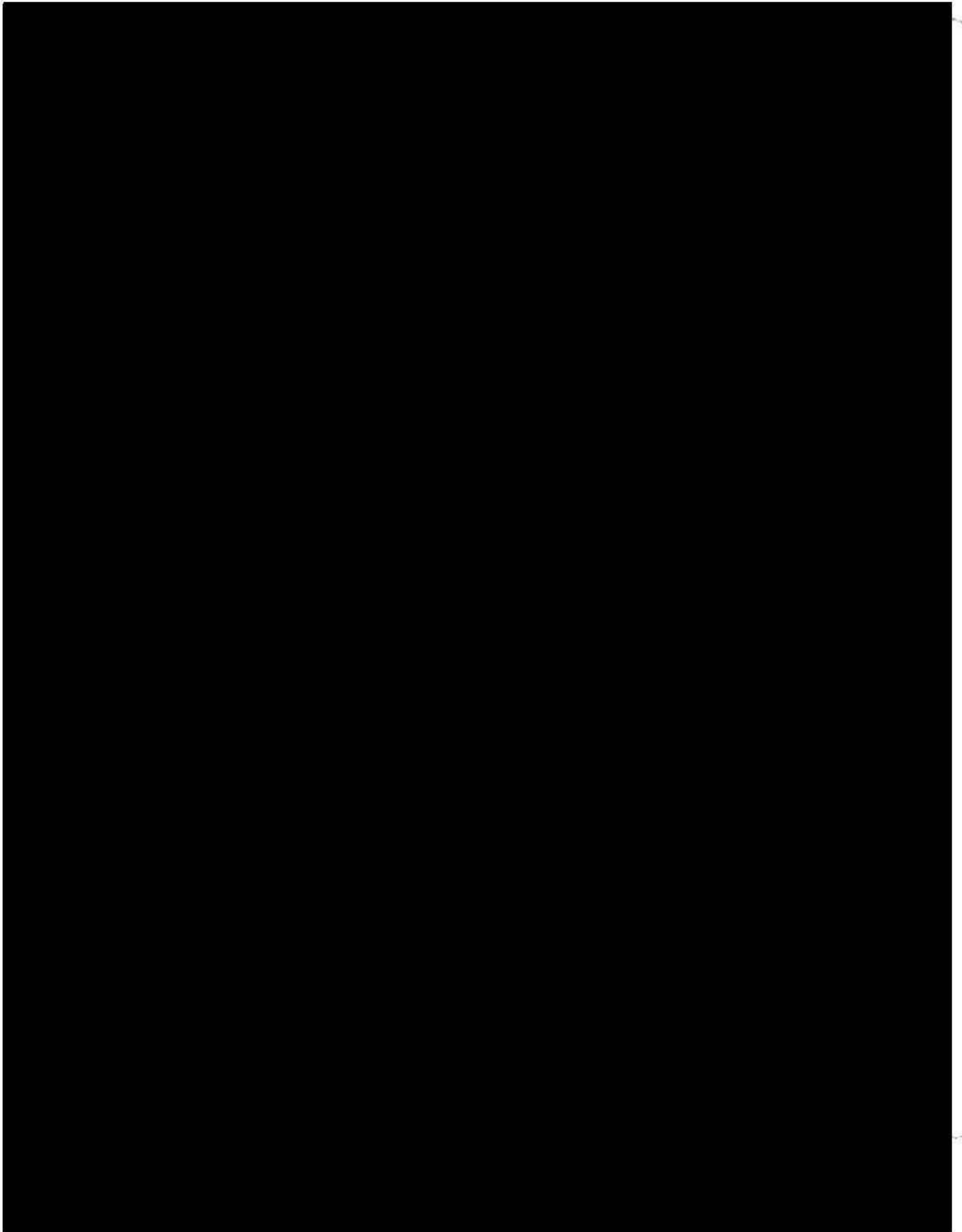
1 000			Platform
2			Platform
2			Platform
2			CCS (Weather & GSE)
2			MMS (Tools)
2			Platform
2			Platform
2			Platform
1			Platform
2			Platform
2			Platform
2			Platform
2			Platform
2			Platform
2			PCDS
2			PCDS
2			PCDS
2			PCDS
2			PCDS
1			PCDS
N/A			N/A
N/A			N/A
2			Platform (Spares)
2			Platform
2			FCR
2			SuR
2			Platform
2			Platform
2			SuR
2			SuR
2			SuR
2			Platform (Spares)
2			SuR
2			SuR
2			SuR
2			FCR
2			CCS (Weather & GSE)
2			FCR
2			N/A
2			Platform
2			Platform
2			SuR
2			SuR (Spares)
2			Platform
2			SuR
2			Platform
2			Platform (Spares)
2			Platform
2			SuR
2			SuR
2			Platform
2			Platform
2			CP
2			CP
2			N/A
2			CP

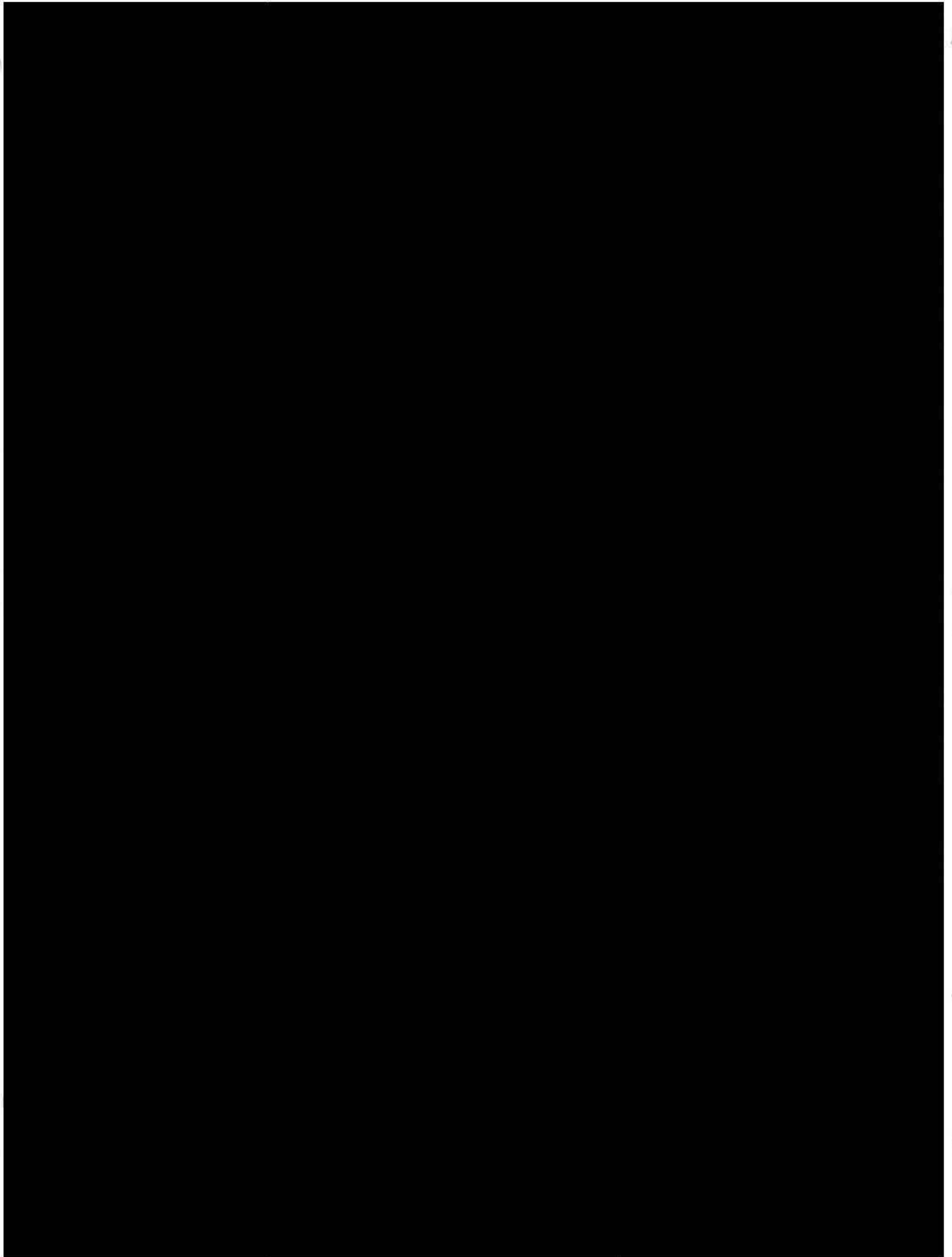
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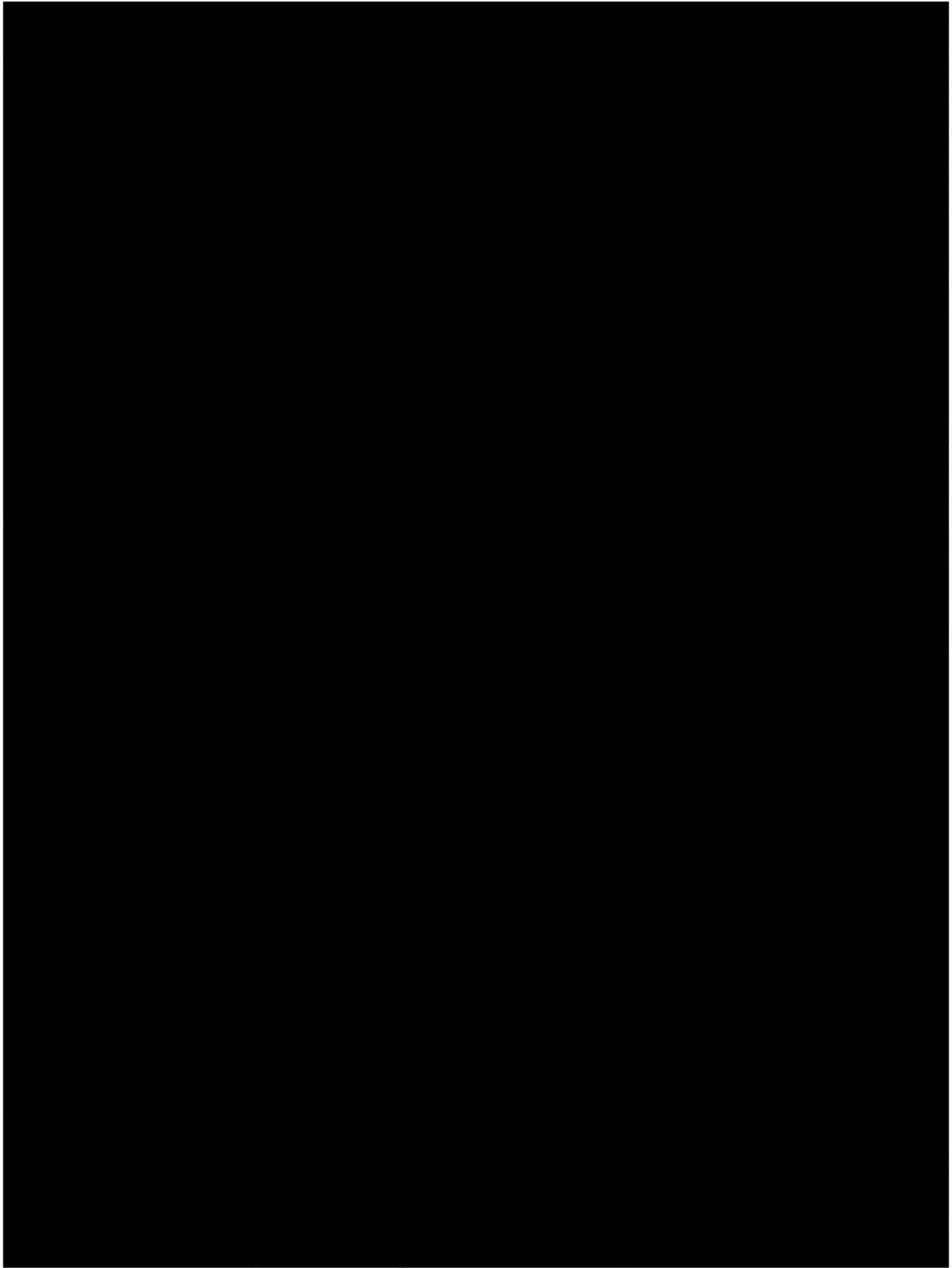
2 0008				FCR
2				FCR
2				CP
2				MMS (Tools)
2				N/A
2				PCDS
2				SUR
N/A				N/A
N/A				N/A
N/A				N/A

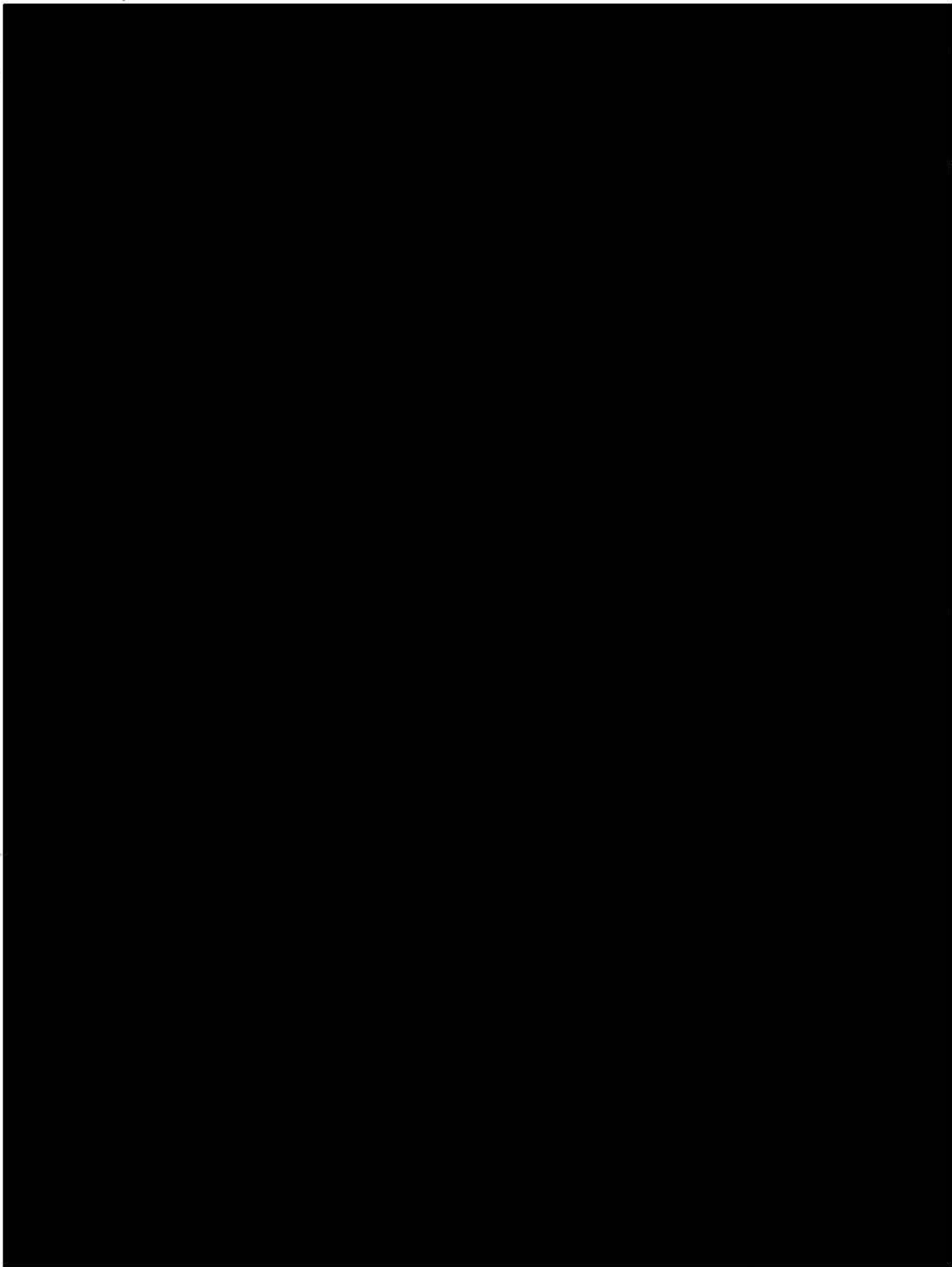


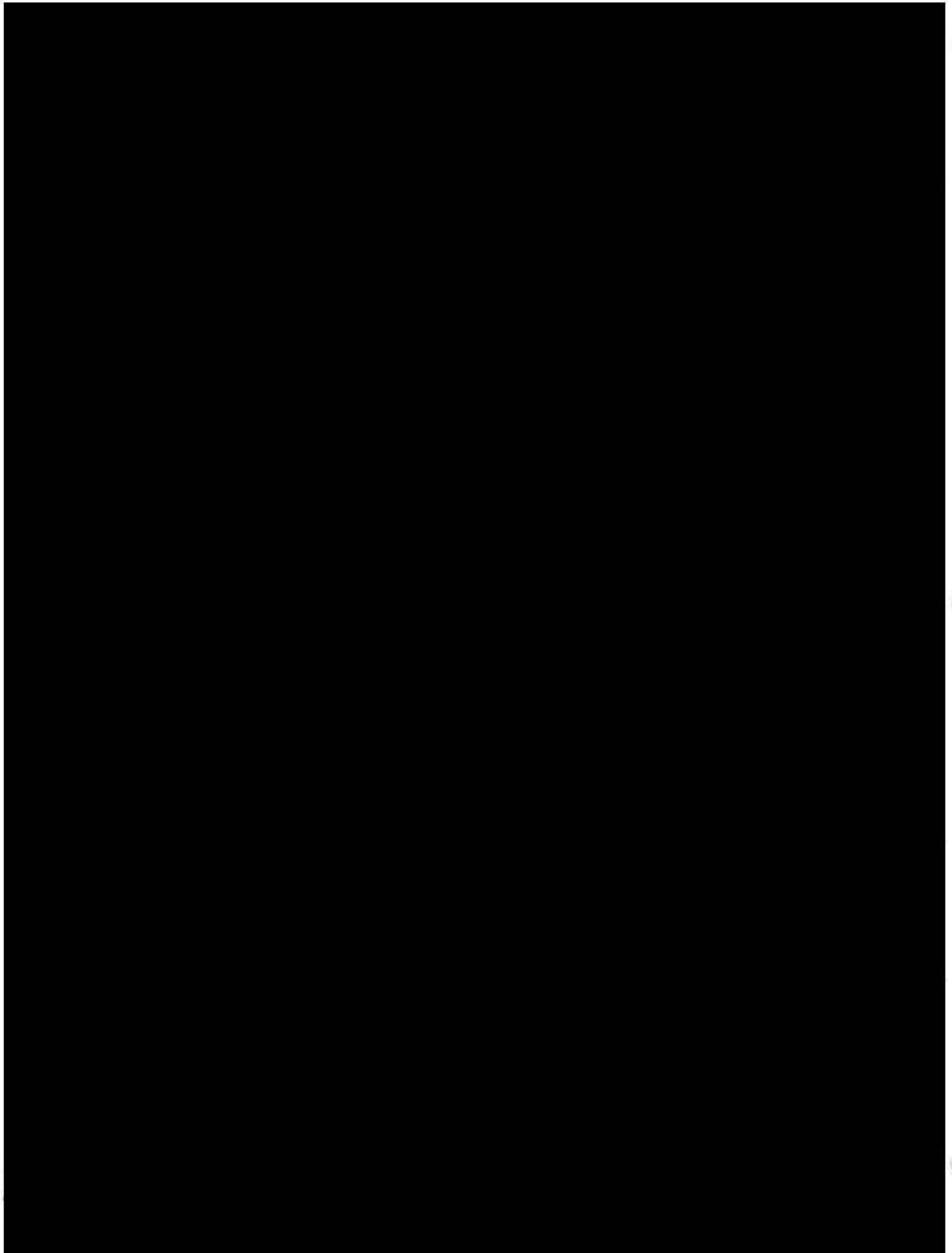
TAB 3
Tact Features of The Joint Case
ATTN 3

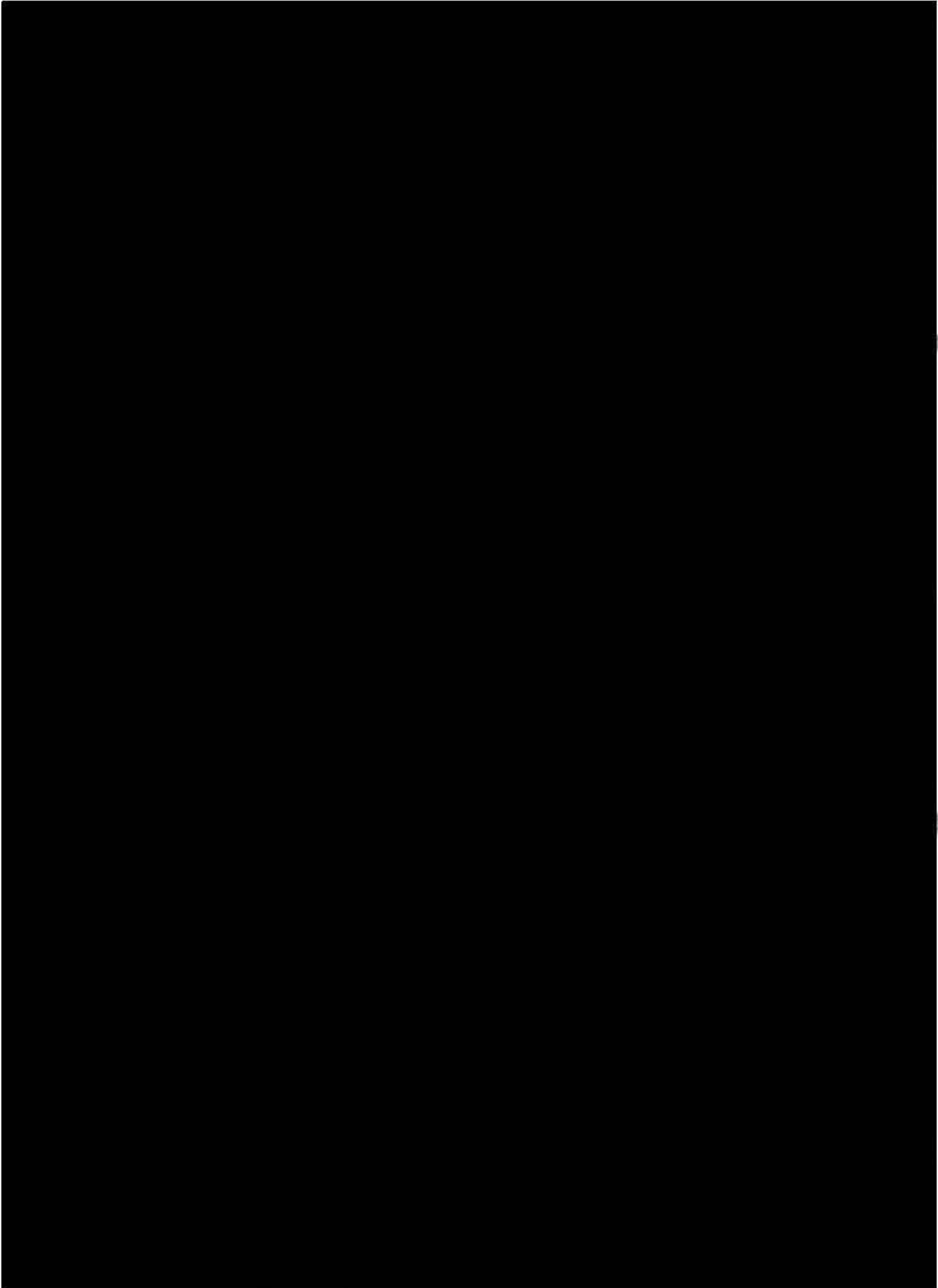


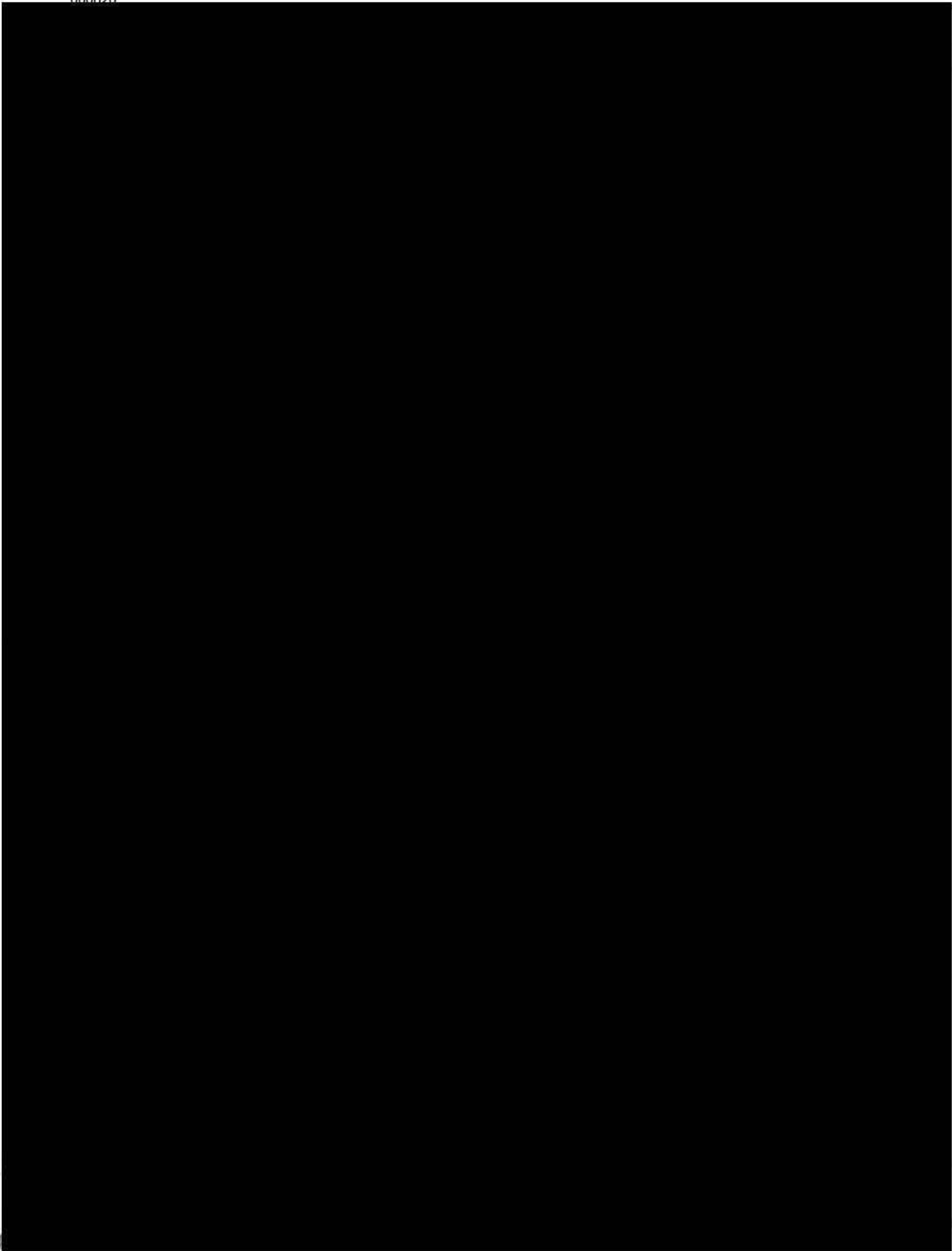




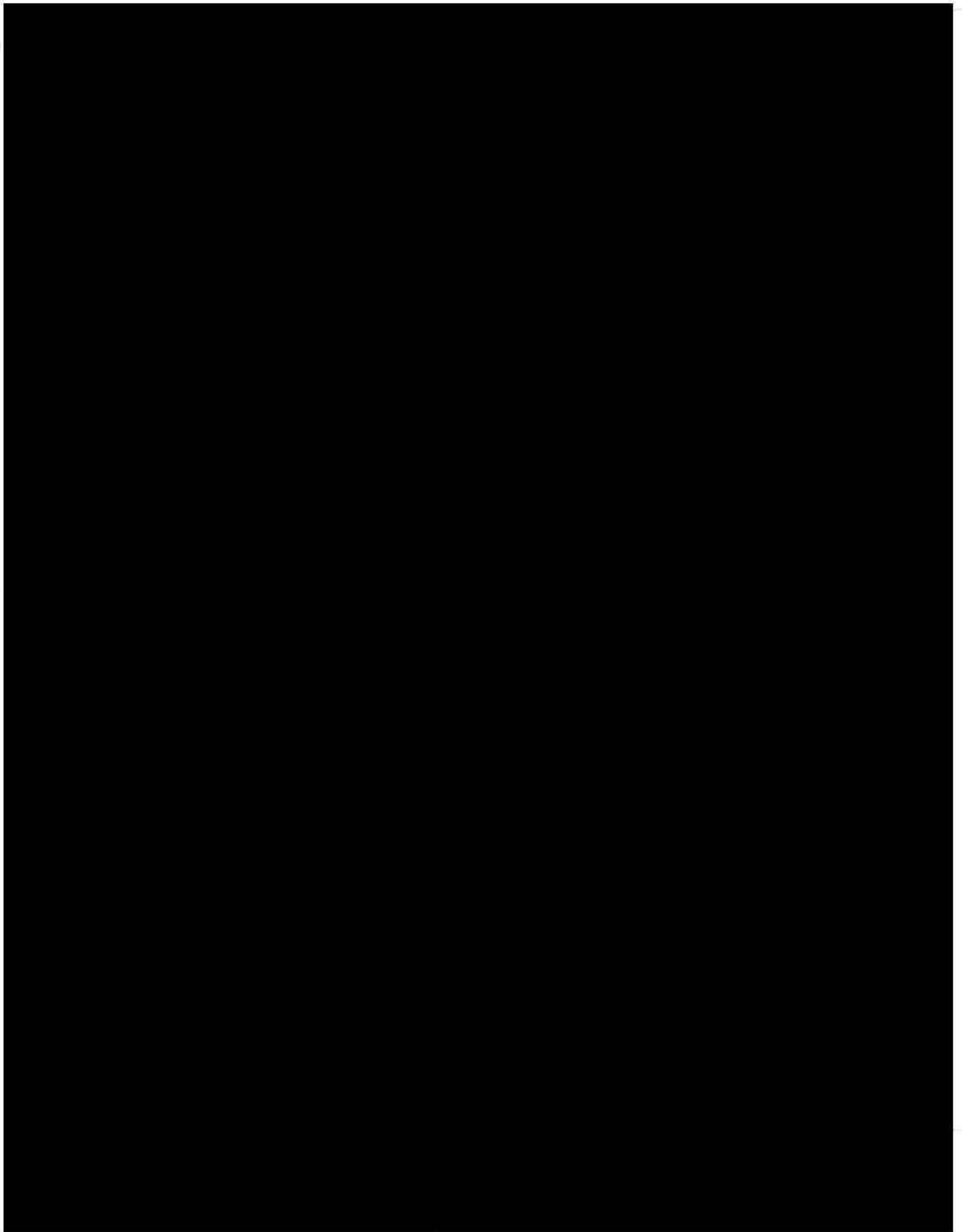


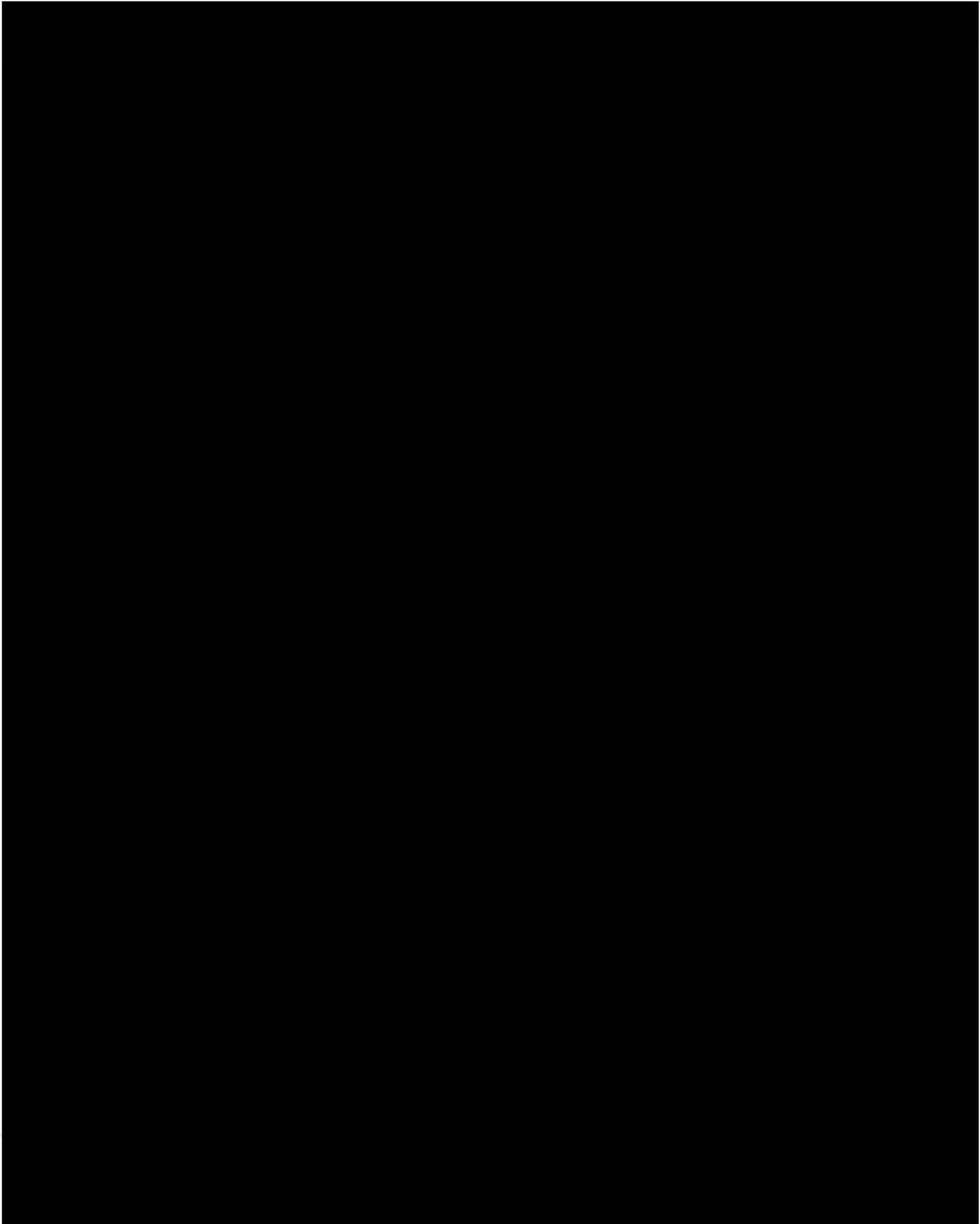


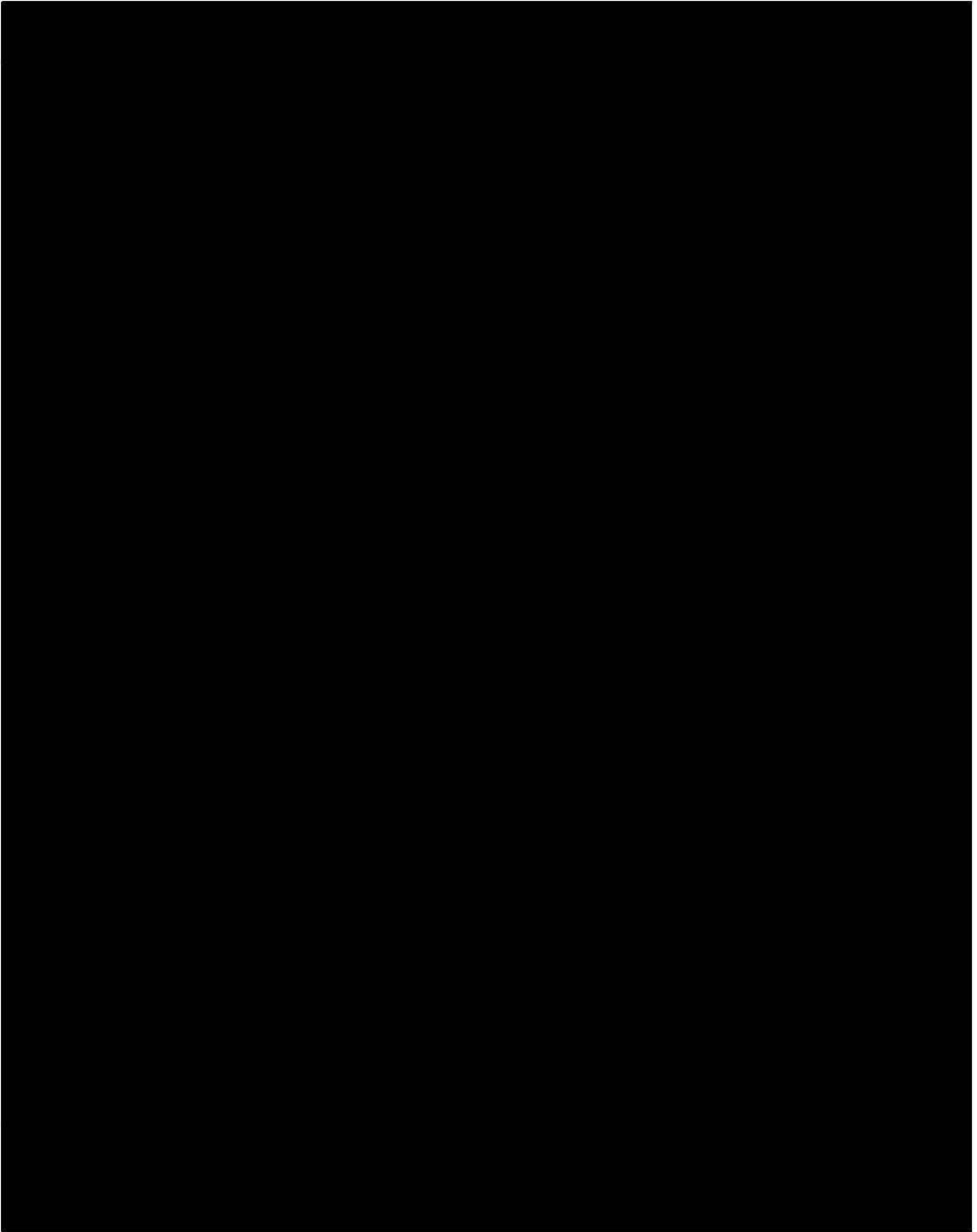


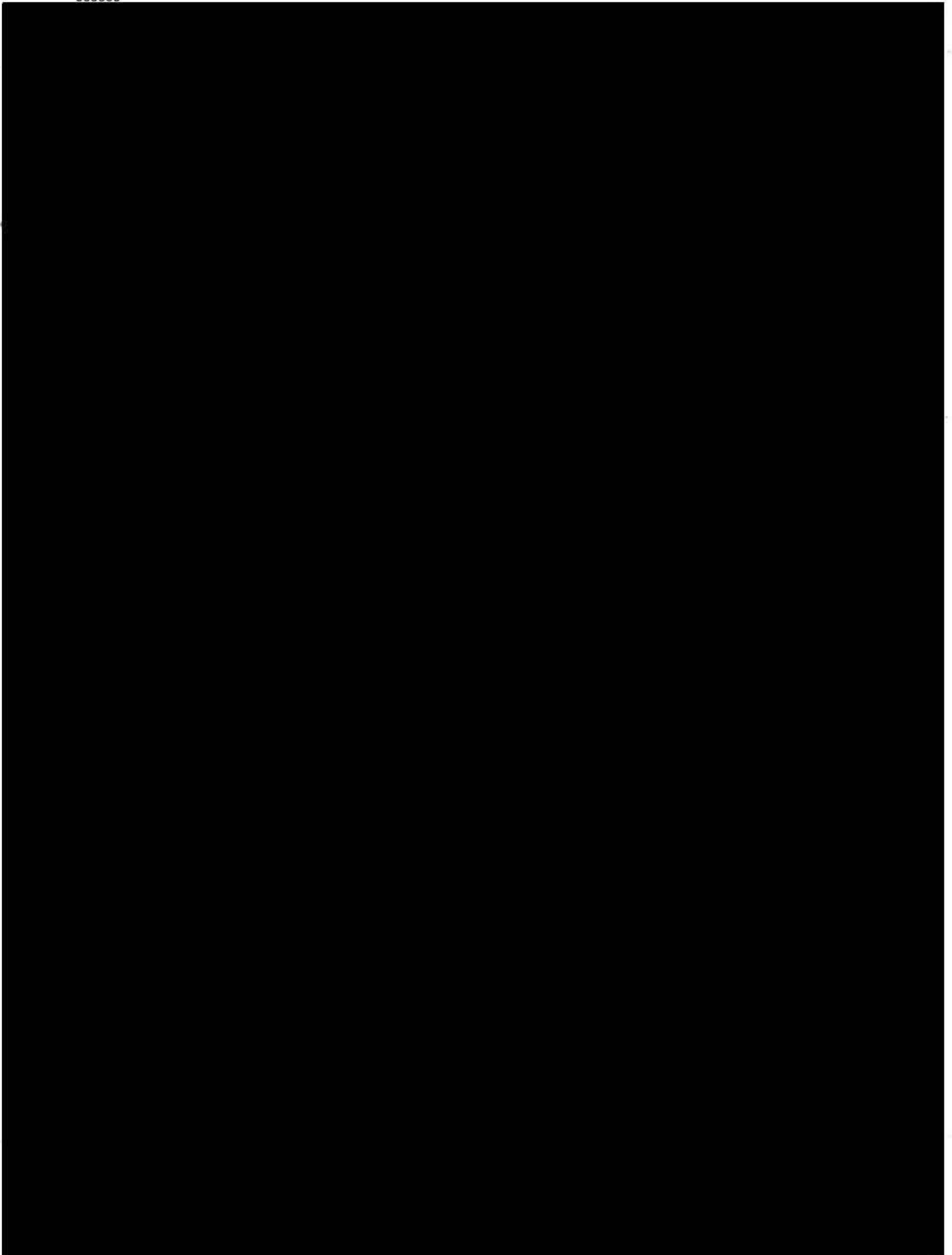


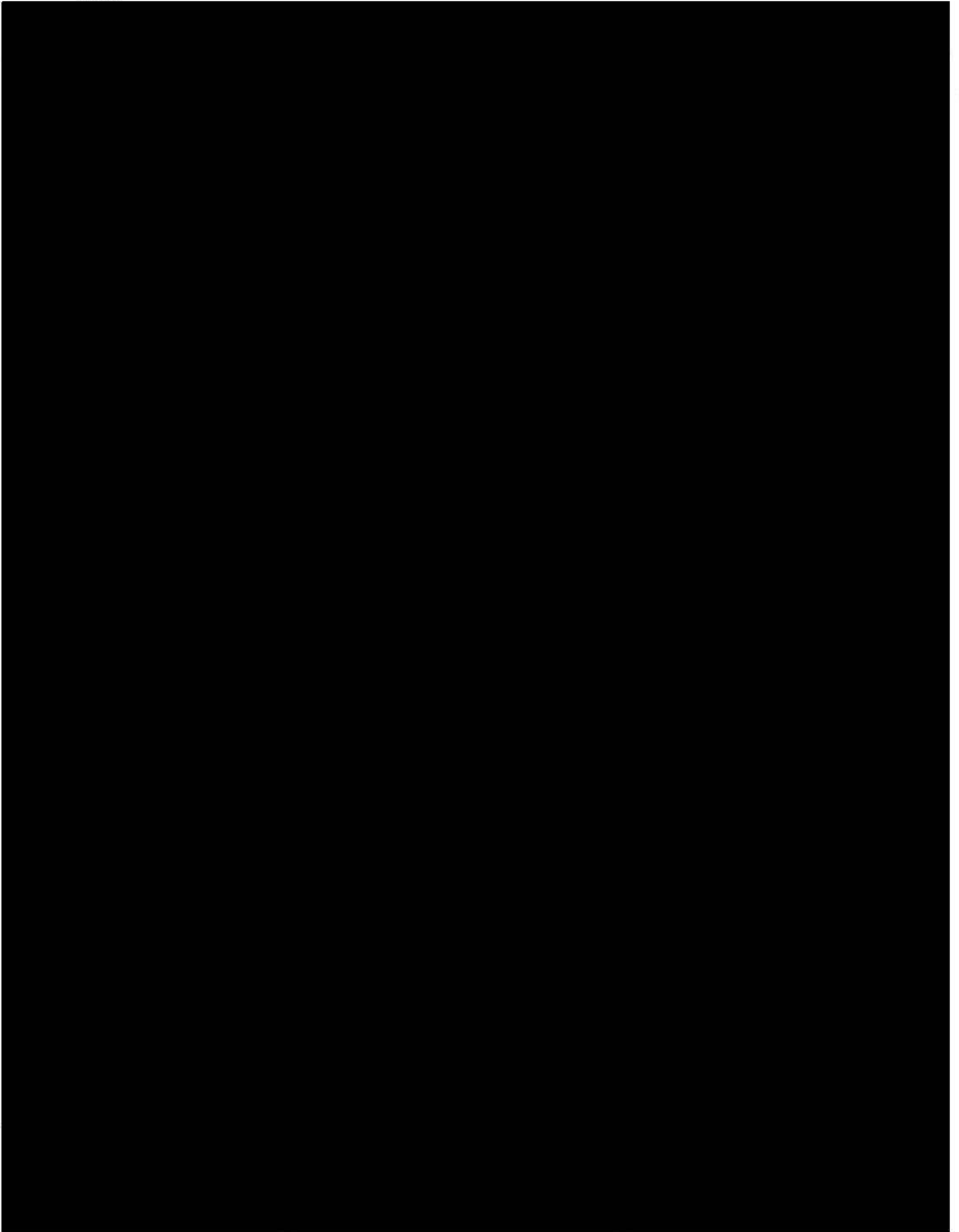
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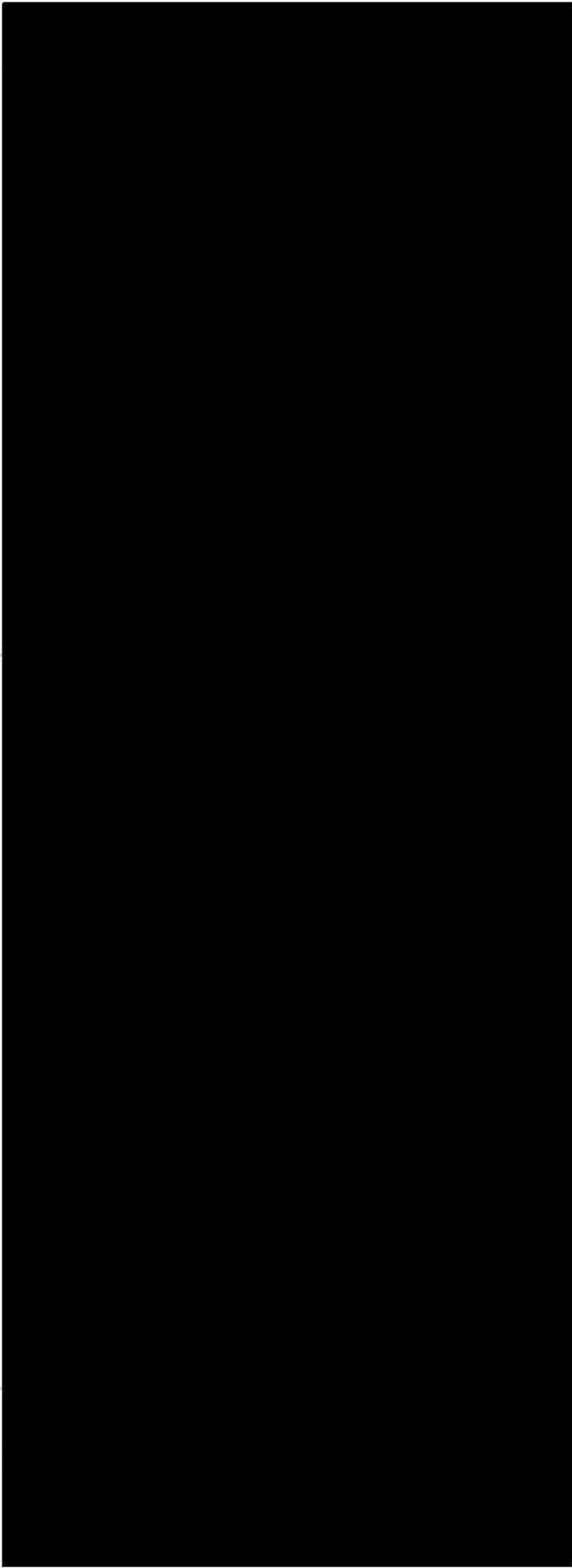












UID Marking	Qty Per CI
CPG / ECS	144
FCR	310
Platform	233
Comm Payload	13
PCDS	104
Total	804

Redactions per (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

000834

2466	1	OPEN	PCDS
1883	1	OPEN	CPG
1667	1	OPEN	CPG
2009	1	OPEN	PCDS
1047	1	OPEN	PCDS
126	1	OPEN	CPG
1818	1	OPEN	CPG
1112	1	OPEN	Platform
3016	1	OPEN	Platform
3985	1	OPEN	CPG
1005	1	OPEN	CPG
1018	1	OPEN	FCR
848	1	OPEN	CPG
1108	1	OPEN	Platform
6518	1	OPEN	Platform
6768	1	OPEN	SUR
4846	1	OPEN	CPG
6512	1	OPEN	PCDS
2473	1	OPEN	PCDS
5465	1	OPEN	FCR
6774	1	OPEN	SUR
8808	1	OPEN	PCDS
8126	1	OPEN	PCDS
8252	1	OPEN	CPG
8125	1	OPEN	PCDS
8253	1	OPEN	CPG
8829	1	OPEN	PCDS
7825	1	OPEN	Platform
1775	1	OPEN	CPG
1782	1	OPEN	CPG
1790	1	OPEN	CPG
3542	1	OPEN	CPG
8687	1	OPEN	SUR
9068	1	OPEN	FCR
9425	1	OPEN	PCDS
9445	1	OPEN	PCDS
9446	1	OPEN	PCDS
6770	1	OPEN	Platform
10891	1	OPEN	CPG
1726	1	OPEN	FCR
10285	1	OPEN	CPG
11445	1	OPEN	FCR
11465	1	OPEN	CPG
9025	1	OPEN	PCDS
10665	1	OPEN	FCR
9687	1	OPEN	PCDS
10985	1	OPEN	SUR
11066	1	OPEN	PCDS
11525	1	OPEN	Other
11046	1	OPEN	CPG
10965	1	OPEN	Other
9067	1	OPEN	FCR
11405	1	OPEN	CPG
11065	1	OPEN	PCDS
1953	1	OPEN	CPG

ATCH5
 Grbt 1
 MINOR Non-Conformance

Major End Items for DD250 - Orbit #1

FCS Hardware Configuration and Status at UTTR (As Designed vs As Maintained)

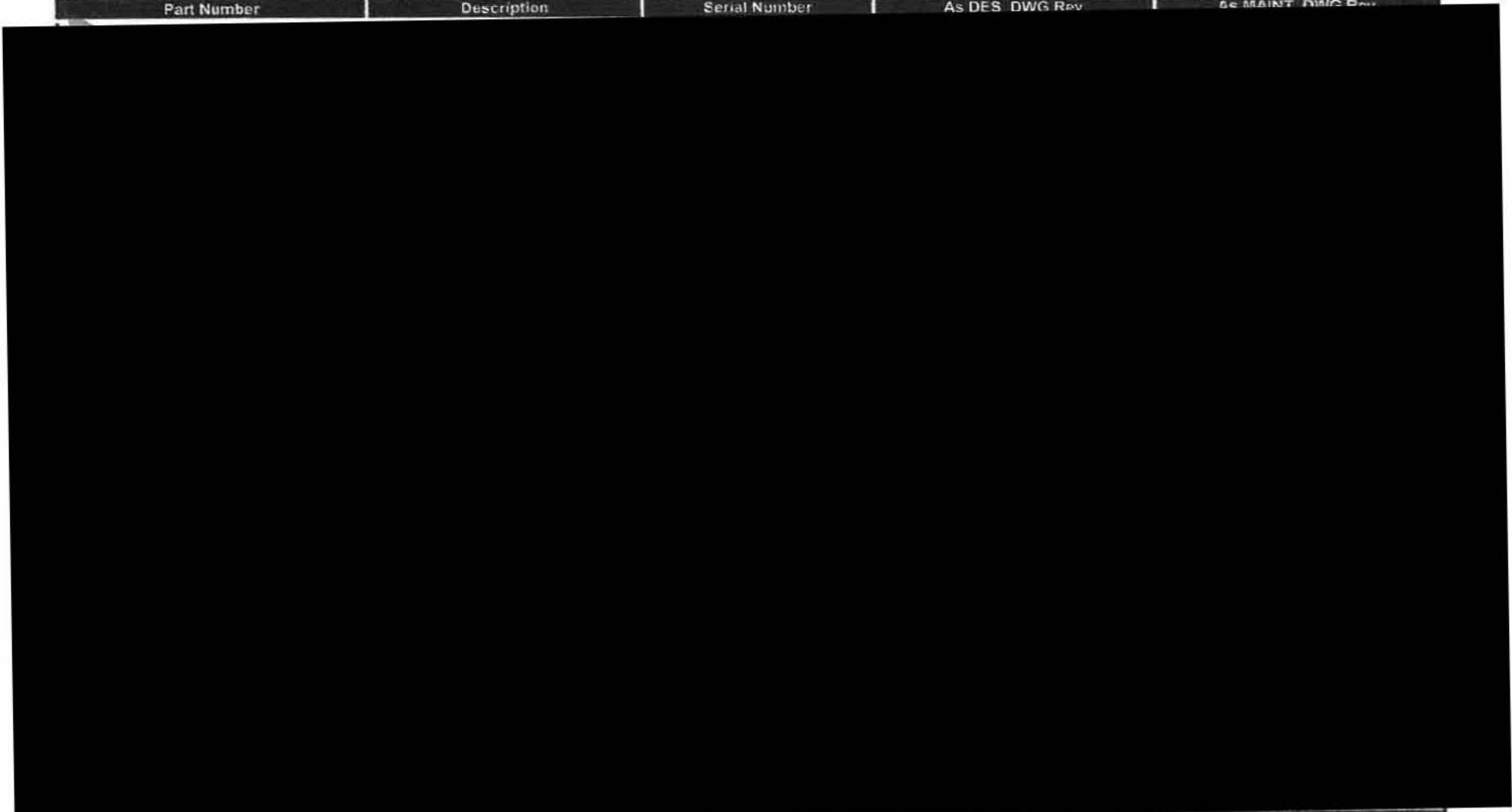
Part Number

Description

Serial Number

As DES DWG Rev

As MAINT DWG Rev



SuS Hardware Configuration and Status at UTTR (As Designed vs As Maintained)

Part Number

Description

Serial Number

As DES DWG Rev

As MAINT DWG Rev

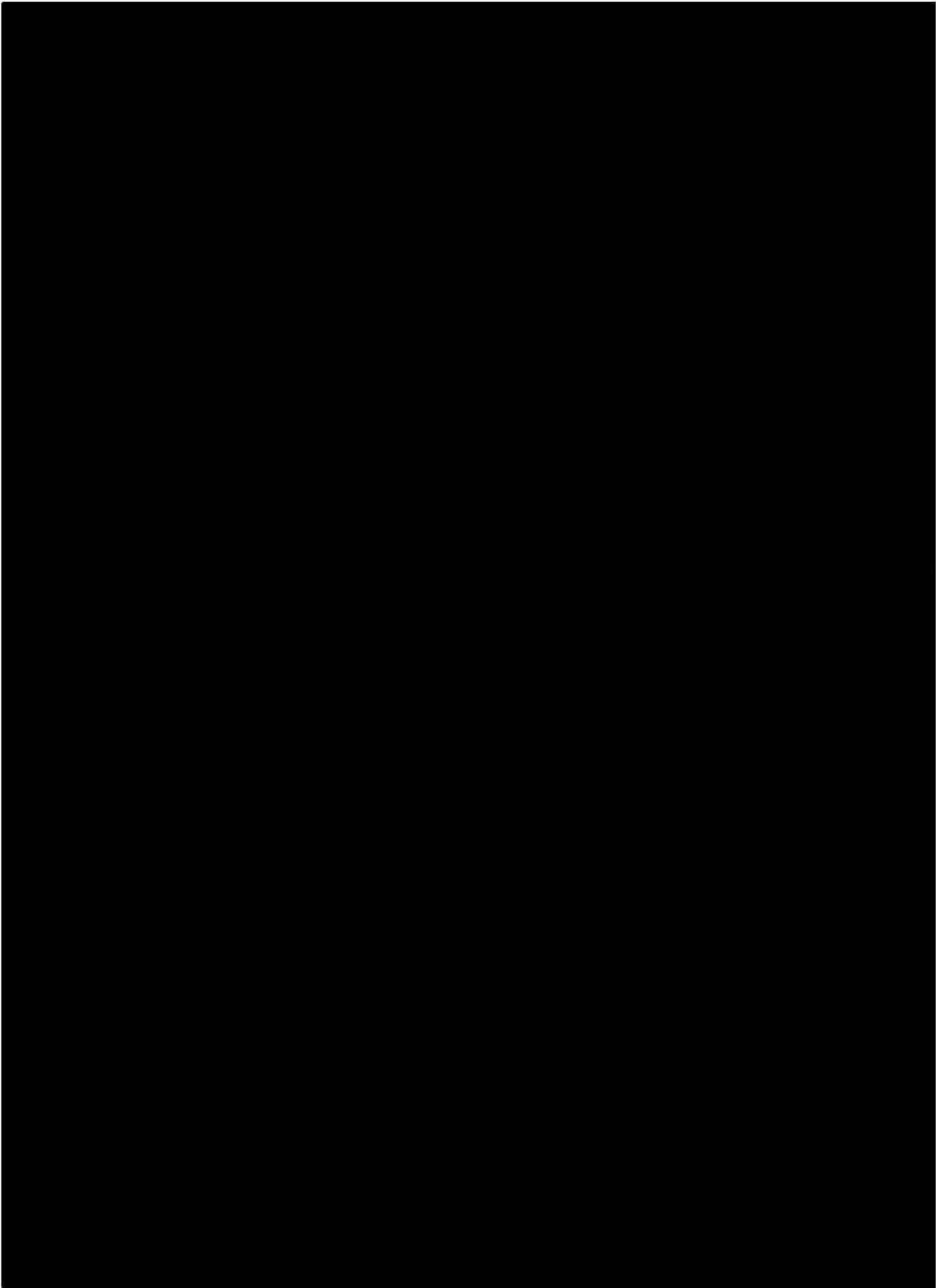
Platform



000835

Redactions per (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

ATCH 6
Orbit 1 Muz LOT



Redactions per (b)(6)



DD-250 - Ship in Place - Block #13

12/17/2013 09:08 AM

[Redacted]

As discussed yesterday afternoon, due to DD-250 system limitations, Raytheon is unable to state, "ship in place" in block #13. As stated in the DD-250 plan, shipping will be completed in place at UTTR and E-City (where the HW resides as of DD-250).

Please let me know if you have any additional questions.

Thank you,

[Redacted]

Raytheon Company, Integrated Defense Systems

[Redacted]

[Redacted]

ATCH 7
Ship in Place
MEMO

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT 1. Contract ID Code Cost Plus Fixed Fee Page 1 Of 7

2. Amendment/Modification No. P00069 3. Effective Date DEC 20 2013 4. Requisition/Purchase Req No. SEE SCHEDULE 5. Project No. (If applicable)

6. Issued By ARMY CONTRACTING COMMAND-REDSTONE REDSTONE ARSENAL AL 35998-5280 Code W31P40 7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198 Code S2205A

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810 4400 9A. Amendment Of Solicitation No. 9B. Dated (See Item 11) 10A. Modification Of Contract/Order No. W31P4Q-10-C-0003 10B. Dated (See Item 13) 2003MAR17 Code 05716 Facility Code

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 amendments; (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) ACRN: AQ NET INCREASE: \$2,422,332.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A. The Changes Set Forth In Item 14 Are Made In 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). C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of: D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) SEE SECOND PAGE FOR 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) 16A. Name And Title Of Contracting Officer (Type or print)

15C. Date Signed 12/20/13 16C. Date Signed 12/20/13

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIN/SIN W31P4Q-10-C-0003

MOD/AMD P00069

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee [REDACTED]
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 55 EN13-11 REV "A".

A-3 BY EXECUTION OF THIS MODIFICATION LABOR HOURS UNDER SLIN 0006AG AND MATERIAL UNDER SLIN 0006AH ARE INCREASED AS FOLLOWS.

SLIN 0006AG (LABOR) FROM BY TO
 DIRECT LABOR HOURS: [REDACTED]
 DIR LABOR & BURDEN [REDACTED]
 MATERIAL [REDACTED]

SLIN 0006AH (MATERIAL) FROM BY TO
 DIRECT LABOR HOURS: [REDACTED]
 DIR LABOR & BURDEN [REDACTED]
 MATERIAL [REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION THE AVAILABLE CEILING IN THE AMOUNT OF [REDACTED] AND THE HOURS ARE REALLOCATED FROM CLIN 0005 TO CLIN 0006 AS FOLLOWS IN SECTION B OF THIS CONTRACT.

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS INCREASED IN THE AMOUNT OF \$2,422,332 FROM \$35,919,451 TO \$38,341,783.00.

A-6 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0069 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00069

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																																																																								
0005	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY13 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="0"> <tr> <td><u>FY13</u></td> <td><u>Labor</u></td> <td><u>Material</u></td> <td><u>Total</u></td> <td></td> <td></td> </tr> <tr> <td>PCL COST</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>G&A</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>TCL COST (W/O COM</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td><u>FEE</u></td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>CPFF</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> </table> <table border="0"> <tr> <td></td> <td></td> <td><u>Hours</u></td> <td><u>Hours</u></td> <td></td> <td></td> </tr> <tr> <td><u>Description</u></td> <td><u>Hours</u></td> <td><u>Exercised</u></td> <td><u>Remaining</u></td> <td></td> <td></td> </tr> <tr> <td>PM/CM</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>ENGINEERING</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>PRODUCT ASSUR/TEST</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>LOGISTICS</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> </table> <table border="0"> <tr> <td></td> <td><u>Material</u></td> <td><u>Material</u></td> <td></td> <td></td> <td></td> </tr> <tr> <td><u>Description</u></td> <td><u>Material</u></td> <td><u>Exercised</u></td> <td><u>Remaining</u></td> <td></td> <td></td> </tr> <tr> <td>ESTIMATED COST</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>COST OF MONEY</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>FIXED FEE</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> <tr> <td>CPFF</td> <td colspan="3">[REDACTED]</td> <td></td> <td></td> </tr> </table> <p>COMPOSITE HOURLY RATE IS FOR [REDACTED]</p> <p>(End of narrative B013)</p>	<u>FY13</u>	<u>Labor</u>	<u>Material</u>	<u>Total</u>			PCL COST	[REDACTED]					G&A	[REDACTED]					TCL COST (W/O COM	[REDACTED]					COST OF MONEY	[REDACTED]					<u>FEE</u>	[REDACTED]					CPFF	[REDACTED]							<u>Hours</u>	<u>Hours</u>			<u>Description</u>	<u>Hours</u>	<u>Exercised</u>	<u>Remaining</u>			PM/CM	[REDACTED]					ENGINEERING	[REDACTED]					PRODUCT ASSUR/TEST	[REDACTED]					LOGISTICS	[REDACTED]					TOTAL	[REDACTED]						<u>Material</u>	<u>Material</u>				<u>Description</u>	<u>Material</u>	<u>Exercised</u>	<u>Remaining</u>			ESTIMATED COST	[REDACTED]					COST OF MONEY	[REDACTED]					FIXED FEE	[REDACTED]					CPFF	[REDACTED]								
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Redactions per (b)(4)

000841

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 4 of 7

PIIN/SHN W31P4Q-10-C-0003

MOD/AMD P00069

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p>PRODUCT ASSUR/TEST LOGISTICS TOTAL</p> <p>Material Material</p> <p>Description Material Exercised Remaining</p> <p>ESTIMATED COST</p> <p>COST OF MONEY</p> <p>FIXED FEE</p> <p>CPPF</p> <p>(End of narrative B005)</p>				
0006AG	<p><u>MAINTENANCE & P,H,S,&T</u></p> <p>SERVICE REQUESTED: #15956 PHS&T ESM</p> <p>CLIN CONTRACT TYPE: Cost Plus Fixed Fee</p> <p>PRON: 4M4J710100 PRON AMD: 01 ACRN: AQ</p> <p>Estimated Cost</p> <p>COM</p> <p>Fixed Fee</p> <p>Total</p> <p>ESM Description FY14 Hours</p> <p>EN13-11 "A" Labor</p> <p>COMPOSITE HOURLY RATE</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u></p> <p>INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <p>DLVR SCH PERF COMPL</p> <p>REL CD QUANTITY DATE</p> <p>001 30-JUN-2014</p> <p>\$</p>	1	L		<p>\$</p> <p>\$</p> <p>\$</p>

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
0006AH	<p><u>MAINTENANCE & P,H,S,&T</u></p> <p>SERVICE REQUESTED: #15956 PHS&T ESM CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J710100 PRON AMD: 01 ACRN: AQ</p> <p>SLIN 0006AH FROM BY TO</p> <p>DIRECT LABOR HOURS: DIRECT LABOR & BURDEN MATERIAL TOTAL</p> <p>Estimated Cost COM Fixed Fee Total</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="1"> <tr> <td>DLVR SCH</td> <td>PERF COMPL</td> </tr> <tr> <td>REL CD</td> <td>DATE</td> </tr> <tr> <td>001</td> <td>30-JUN-2014</td> </tr> </table> <p>\$</p>	DLVR SCH	PERF COMPL	REL CD	DATE	001	30-JUN-2014	[REDACTED]	LO	[REDACTED]	[REDACTED]
DLVR SCH	PERF COMPL										
REL CD	DATE										
001	30-JUN-2014										

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
Cost Plus Fixed Fee

Page 1 Of 7

2. Amendment/Modification No.

3. Effective Date

4. Requisition/Purchase Req No.

5. Project No. (If applicable)

P00070

FEB 24 2014

SEE SCHEDULE

6. Issued By

Code

W31P4Q

7. Administered By (If other than Item 6)

Code

S2205A

ARMY CONTRACTING COMMAND-REDSTONE
REDSTONE ARSENAL AL 35898-5280

DCMA RAYTHEON TEWKSBURY
50 APPLE HILL DRIVE
M/S T2FR2
TEWKSBURY MA 01876-1198

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)

RAYTHEON COMPANY
350 LOWELL ST
ANDOVER, MA 01810-4400

9A. Amendment Of Solicitation No.

9B. Dated (See Item 11)

10A. Modification Of Contract/Order No.

W31P4Q-10-C-0003

10B. Dated (See Item 13)

2003MAR17

Code 05716

Facility Code

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 amendments; (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)

ACRN: AR NET INCREASE: \$159,360.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: 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 data, 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:
D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15B. Contractor/Officer

15C. Date Signed

16C. Date Signed

(Signature of person authorized to sign)

2/24/14

NSN 7540-01-1 52-8070

30

PREVIOUS EDITIONS UNUSABLE

130 (REV. 10-83) FAR (48 CFR) 53.243

000844

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00070

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICES MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 0059 ESM EN14-001.

A-3 BY EXECUTION OF THIS MODIFICATION 390 LABOR HOURS UNDER SLIN 0006AJ AND MATERIAL UNDER SLIN 0006AK ARE INCREASED AS FOLLOWS:

SLIN 0006AJ (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]		
DIR LABOR & BURDEN			
MATERIAL			
TOTAL			

SLIN 0006AK - (MATERIAL)	[REDACTED]		
DIRECT LABOR HOURS:			
DIR LABOR & BURDEN			
MATERIAL			
COMPTR/SUBCONTR LBR			
TRAVEL & PER DIEM	[REDACTED]		
DTAL	[REDACTED]		

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS INCREASED IN THE AMOUNT OF \$159,360 FROM \$38,341,783.00 TO \$39,501,143.00

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0071 ***

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0003	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>Services - Priced</u></p> <p>FY11 LABOR MATERIAL TOTAL</p> <p>PCL COST</p> <p>G&A</p> <p>TCL COST (W/O COM)</p> <p>COST OF MONEY</p> <p>FEE</p> <p>CPFF</p> <p>DESCRIPTION MATERIAL MATERIAL MATERIAL REMAINING</p> <p>ESTIMATED COST</p> <p>COST OF MONEY</p> <p>FIXED FEE</p> <p>CPFF</p> <p>AVAILABLE EXERCISED REMAINING</p> <p>PM/CM</p> <p>ENG</p> <p>PA/TEST</p> <p>LOG</p> <p>TOTAL</p> <p>(End of narrative B005)</p>				
0006	<p><u>FY14 OPTION PERIOD JLENS ENG SRVS</u></p> <p>FY14 Labor Material Total</p> <p>PCL COST</p> <p>G&A</p> <p>TCL COST (W/O C</p> <p>COST OF MONEY</p> <p>FEE</p> <p>CPFF</p> <p>Hours Hours</p> <p>Description Hours Exercised Remaining</p> <p>PM/CM</p> <p>ENGINEERING</p> <p>PRODUCT ASSUR/TEST</p> <p>LOGISTICS</p> <p>TOTAL</p> <p>Material Material</p> <p>Description Material Exercised Remaining</p> <p>ESTIMATED COST</p>				

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
	COST OF MONEY FIXED FEE CPFF (End of narrative A001)										
0006AJ	<p><u>ESM EN14-001</u> [REDACTED]</p> SERVICE REQUESTED: [REDACTED] CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4NF50000 PRON AMD: 01 ACRN: AR <p>SLIN 0006AJ HOURS [REDACTED] LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>Estimated Cost: [REDACTED] COM: [REDACTED] Fixed Fee: [REDACTED]</p> <p>Total: [REDACTED]</p> <table border="0"> <tr> <td><u>ESM</u></td> <td><u>Description</u></td> <td><u>Hours</u></td> </tr> <tr> <td>EN14-001</td> <td>Labor</td> <td>[REDACTED]</td> </tr> </table> <p>COMPOSITE HOURLY RATE [REDACTED]</p> (End of narrative B001)	<u>ESM</u>	<u>Description</u>	<u>Hours</u>	EN14-001	Labor	[REDACTED]	1	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]
<u>ESM</u>	<u>Description</u>	<u>Hours</u>									
EN14-001	Labor	[REDACTED]									
0006AK	<p><u>ESM EN14-001</u> [REDACTED]</p>	[REDACTED]	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]						

ENGINEERING SERVICES MEMORANDUM

**U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA**

ESM NO.
EN14-001
DATE
28 January 2014

PROPOSAL TITLE
[REDACTED]
ESTIMATED COMPLETION DATE OF ESM
30 April 2014
CONTRACT NO.
W31P4Q-10-C-0003
COST ACCOUNT

DESCRIPTION OF PROPOSED WORK
Provide Engineering support to [REDACTED] exercises using the [REDACTED] Operations (MO) software at the [REDACTED] model and mission
a. Maintain existing hardware and software for one or two JLENS orbits during [REDACTED] exercises
b. Support meetings, integration, and operation during integration, operator checkout, and event weeks as needed
c. Support Technical Interchange Meetings (TIMs) for exercise planning. Locations may include: St. Louis MO, Huntsville AL, or Washington DC
This task supports one [REDACTED] (one Raytheon IDS engineer and one Raytheon Solipsys engineer); related activities (integration, software sustainment, maintenance release, travel); and Technical and Subcontract management Support.
Material includes HW & SW License maintenance for equipment at the [REDACTED]
(Continued)

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
None			

RESULTS DOCUMENTATION, HARDWARE, SERVICES AND DELIVERY DATE
Not applicable

ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
MATERIAL	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
COMPT/SUBCONTR LBR	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
TRAVEL & PER DIEM	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
OTHER	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
TOTAL	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

ESM MONITORS
Raytheon IDS: [REDACTED] CMD9 P.O.: [REDACTED]

CONCURRENCE SIGNATURES:

	RAYTHEON IDS	DATE		DATE
ORIGINAL ISSUE	[REDACTED]	1/28/14	[REDACTED]	29 JAN 14
REVISION "A"				
REVISION "B"				
REVISION "C"				
REVISION "D"				
REVISION "E"				

ENGINEERING SERVICES MEMORANDUM

ESM NO.

EN14-001

DESCRIPTION OF PROPOSED WORK (CON'T)

The ESM scope provided herein is provided to the Government under a Level of Effort basis

Assumptions:

- 1) Raytheon provides two-person support [redacted] Event includes [redacted] integration and [redacted] formal testing at [redacted]
- 2) Govt (JPO) to provide primary operators for all events.
- 3) No capability enhancements planned for FY14. Raytheon will provide a maintenance release of [redacted] and Mission Operations SW to incorporate applicable SW updates.
- 4) 3-month Period of Performance for management reporting (February - April 2014 only)

Item	Labor (hrs)	Cost
Software Updates		
Maintenance release of [redacted] and MO - Prepare release, QA review, delivery/install at [redacted] and regression testing	[redacted]	[redacted]
Test Event Support - IDS		
Hardware and Software License Maintenance (Material)	[redacted]	[redacted]
Mission Profile Development & Technical Interchange Meetings	[redacted]	[redacted]
Integration Week Labor [redacted]	[redacted]	[redacted]
Event Week Labor [redacted]	[redacted]	[redacted]
Technical Oversight, Finance & Subcontract Management [redacted]	[redacted]	[redacted]
[redacted] Travel: Technical Meetings, Integration and Test Events (ODC)	[redacted]	[redacted]
IDS Labor Subtotal:		[redacted]
Test Event Support - Solipsys (Subcontractor)		
MO Regression Testing @ [redacted]	[redacted]	[redacted]
Integration Week Labor [redacted]	[redacted]	[redacted]
Event Week Labor [redacted]	[redacted]	[redacted]
Finance / PM [redacted]	[redacted]	[redacted]
[redacted] Technical Meetings, Integration and Test Events	[redacted]	[redacted]
(Subcontractor) Subtotal:		[redacted]
Grand Total:		[redacted]

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 2
2. Amendment/Modification No. P00071	3. Effective Date FEB 27 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/> 9A. Amendment Of Solicitation No. <input type="checkbox"/> 9B. Dated (See Item 11) <input checked="" type="checkbox"/> 10A. Modification Of Contract/Order No. W31P4Q-10-C-0003 <input type="checkbox"/> 10B. Dated (See Item 13) 2003MAR17	
Code 05716	Facility Code		

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 amendments; (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).
NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____

D. Other (Specify type of modification and authority) _____

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15B. Contractor/Officer [REDACTED]	15C. Date Signed 2/27/14
Date Signed Feb 2014	

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 2

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00071

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION, THE FOLLOWING BILLING INSTRUCTIONS ARE INCORPORATED IN THE SUBJECT CONTRACT.

A-3 BY EXECUTION OF THIS MODIFICATION CLIN 0006 FOR PHS&T EFFORT UNDER ESM EN13-11A, IS TO BE INVOICED UNDER THE FOLLOWING SLINS:

SLIN 0006AE AMOUNT: [REDACTED]
SLIN 0006AF AMOUNT: [REDACTED]
SLIN 0006AG AMOUNT: [REDACTED]
SLIN 0006AH AMOUNT: [REDACTED]

THE SLINS FOR FUNDING/BILLING PURPOSES CAN BE COMBINED AS FOLLOWS:

SLIN 0006AE AND SLIN 0006AG FOR LABOR PURPOSE SLIN 0006AF AND SLIN 0006AH FOR MATERIAL PURPOSE.

A-3 AS A RESULT OF THIS MODIFICATION, THIS SUBJECT CONTRACT VALUE IS UNCHANGED AND REMAINS THE SAME.

A-4 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0072 ***

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 7
2. Amendment/Modification No. P00072	3. Effective Date MAR 03 2014	4. Requisition/Purchase Req No. SEE SCHEDULE		5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]		Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TSWKSBUY 50 APPLE HILL DRIVE M/S T2FR2 TENSBUYRY MA 01876-1198	
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400			<input type="checkbox"/>	9A. Amendment Of Solicitation No.
			<input type="checkbox"/>	9B. Dated (See Item 11)
			<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
Code 05716 Facility Code			<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17

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 amendments; (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)

ACRN: AS NET INCREASE: \$199,969.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]	15B. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15C. Date Signed 3/3/14	15D. Date Signed 3/3/14
NSN 7540-D 1-152-8070 PREVIOUS EDITIONS UNUSABLE	30-1 30 (REV. 10-83) FAR (48 CFR) 53.243

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 2 of 7
	PIIN/SHIN W31P4Q-10-C-0003	MOD/AMD P00072	
Name of Offeror or Contractor: RAYTHEON COMPANY			

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICES MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 0060 ESM EN14-003.

A-3 BY EXECUTION OF THIS MODIFICATION [REDACTED] LABOR HOURS UNDER SLIN 0006AL AND MATERIAL UNDER SLIN 0006AM ARE INCREASED AS FOLLOWS:

SLIN 0006AL (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]		
DIR LABOR & BURDEN	[REDACTED]		
<u>MATERIAL</u>	[REDACTED]		
TOTAL	[REDACTED]		

SLIN 0006AM (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]		
DIR LABOR & BURDEN	[REDACTED]		
<u>MATERIAL</u>	[REDACTED]		
TOTAL	[REDACTED]		

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE IS INCREASED IN THE AMOUNT OF \$199,969 FROM \$38,501,143.00 TO \$38,701,112.00

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0073 ***

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																			
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS																							
0006	<u>FY14 OPTION PERIOD JLENS ENG SRVS</u>																							
	<table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"><u>FY14</u></td> <td style="width:15%;"><u>Labor</u></td> <td style="width:15%;"><u>Material</u></td> <td style="width:15%;"><u>Total</u></td> <td style="width:45%;"></td> </tr> <tr> <td>PCL COST</td> <td colspan="4" rowspan="5" style="background-color: black;"></td> </tr> <tr> <td>G&A</td> </tr> <tr> <td>TCL COST (W/O CO</td> </tr> <tr> <td>COST OF MONEY</td> </tr> <tr> <td>FEE</td> </tr> <tr> <td>CPFF</td> <td colspan="4"></td> </tr> </table>					<u>FY14</u>	<u>Labor</u>	<u>Material</u>	<u>Total</u>		PCL COST					G&A	TCL COST (W/O CO	COST OF MONEY	FEE	CPFF				
<u>FY14</u>	<u>Labor</u>	<u>Material</u>	<u>Total</u>																					
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		<u>Hours</u>	<u>Hours</u>																					
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		<u>Material</u>	<u>Material</u>																					
<u>Description</u>	<u>Material</u>	<u>Exercised</u>	<u>Remaining</u>																					
ESTIMATED COST																								
COST OF MONEY																								
FIXED FEE																								
CPFF																								
	(End of narrative A002)																							
0006AL	<u>ESM EN14-003 PROPOSAL PREPARATION FY14</u>		■	LO	<table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">Estimated Cost</td> <td style="width:5%;">\$</td> <td style="width:35%; background-color: black;"></td> </tr> <tr> <td>Fixed Fee</td> <td>\$</td> <td style="background-color: black;"></td> </tr> <tr> <td>Not to Exceed (Funding)</td> <td>\$</td> <td style="background-color: black;"></td> </tr> </table>	Estimated Cost	\$		Fixed Fee	\$		Not to Exceed (Funding)	\$											
Estimated Cost	\$																							
Fixed Fee	\$																							
Not to Exceed (Funding)	\$																							
	<p>SERVICE REQUESTED: #16086 PROPOSAL PREP CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J715900 PRON AMD: 01 ACRN: AS</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:20%;"><u>SLIN 0006AL</u></td> <td style="width:10%;"><u>FROM</u></td> <td style="width:10%;"><u>BY</u></td> <td style="width:10%;"><u>TO</u></td> <td style="width:50%;"></td> </tr> <tr> <td>HOURS</td> <td colspan="4" rowspan="4" style="background-color: black;"></td> </tr> <tr> <td>LABOR & BURDEN</td> </tr> <tr> <td>MATERIAL</td> </tr> <tr> <td>TOTAL</td> </tr> </table> <p>Estimated Cost: \$ COM: Fixed Fee: \$ Total: \$ </p>					<u>SLIN 0006AL</u>	<u>FROM</u>	<u>BY</u>	<u>TO</u>		HOURS					LABOR & BURDEN	MATERIAL	TOTAL						
<u>SLIN 0006AL</u>	<u>FROM</u>	<u>BY</u>	<u>TO</u>																					
HOURS																								
LABOR & BURDEN																								
MATERIAL																								
TOTAL																								

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00072

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
ESM EN14-003	<p><u>Description</u> <u>Hours</u> Labor [REDACTED]</p>				
	<p>COMPOSITE HOURLY RATE [REDACTED]</p>				
	<p>(End of narrative B001)</p>				
	<p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p>				
	<p><u>Deliveries or Performance</u></p>				
	<p>DLVR SCH PERF COMPL</p>				
	<p><u>REL CD</u> <u>QUANTITY</u> <u>DATE</u></p>				
	<p>001 [REDACTED] 30-SEP-2014</p>				
	<p>\$ [REDACTED]</p>				
0006AM	<p>ESM EN14-003 PROPOSAL PREP</p>	[REDACTED]	LO	Estimated	[REDACTED]
				Cost	\$ [REDACTED]
				Fixed Fee	\$ [REDACTED]
				Not to Exceed	\$ [REDACTED]
				(Funding)	\$ [REDACTED]
	<p>SERVICE REQUESTED: #16086 PROPOSAL PREP</p>				
	<p>CLIN CONTRACT TYPE:</p>				
	<p>Cost Plus Fixed Fee</p>				
	<p>PRON: 4M3J715900 PRON AMD: 01 ACRN: AS</p>				
	<p>SLIN 0006AM FROM BY TO</p>				
	<p>HOURS [REDACTED]</p>				
	<p>LABOR & BURDEN [REDACTED]</p>				
	<p>MATERIAL [REDACTED]</p>				
	<p>TOTAL [REDACTED]</p>				
	<p>Estimated Cost: \$ [REDACTED]</p>				
	<p>COM: [REDACTED]</p>				
	<p>Fixed Fee: [REDACTED]</p>				
	<p>Total: \$ [REDACTED]</p>				
	<p>(End of narrative B001)</p>				
	<p><u>Inspection and Acceptance</u></p>				
	<p>INSPECTION: Destination ACCEPTANCE: Destination</p>				
	<p><u>Deliveries or Performance</u></p>				
	<p>DLVR SCH PERF COMPL</p>				
	<p><u>REL CD</u> <u>QUANTITY</u> <u>DATE</u></p>				
	<p>001 [REDACTED] 30-SEP-2014</p>				

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00072

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	\$ [REDACTED]				

CONTINUATION SHEET	Reference No. of Document Being Continued	Page 6 of 7
	PHN/SHN W31P4Q-10-C-0003	MOD/AMD P00072
Name of Offeror or Contractor: RAYTHEON COMPANY		

SECTION G - CONTRACT ADMINISTRATION DATA

PRON/ AMS CD/ LINE MIPR/ ITEM GFBS ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AL 4M3J715900	2	A.0009263.1.1.2	AS \$	[REDACTED] \$	[REDACTED] \$	[REDACTED]
0006AM 4M3J715900	2	A.0009263.1.1.2	AS \$	[REDACTED] \$	[REDACTED] \$	[REDACTED]
				NET CHANGE \$	199,969.00	

ACRN ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AS 021 201320142040 ASXFJ 172419E55FPDG 2550 L035597162 A.0009263.1.1.2	021001 \$ 199,969.00
	NET CHANGE \$ 199,969.00

PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD: \$ 38,501,143.00	\$ 199,969.00	\$ 38,701,112.00

LINE ITEM	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	021001
0006AL	AS	021 201320142040 ASXFJ 172419E55FPDG 2550 L035597162 A.0009263.1.1.2	021001
0006AM	AS	021 201320142040 ASXFJ 172419E55FPDG 2550 L035597162 A.0009263.1.1.2	021001

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00072

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0060	ENGINEERING SERVICES MEMORANDUM (ESM)	27-FEB-2014	001	EMAIL

ENGINEERING SERVICES MEMORANDUM

**U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA**

ESM NO.

EN14-003

DATE

27 Feb 2014

PROJECT TITLE

Proposal Preparation, FY14

CONTRACT NO.

W31P4Q-10-C-0003

ESTIMATED COMPLETION DATE OF ESM

30 Sep 2014

COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

The contractor shall, at the request of the Government, prepare proposals detailing labor hours and costs required to perform tasks which fall under the scope of work for the Engineering Services Contract, W31P4Q10C0003.

Where multiple distinct phases or sub-tasks are required to complete the task, hours and material costs for each phase and sub-task shall be broken out individually. A detailed cost and hour breakdown shall be provided with each proposal. Labor hours and material for preparation of each proposal shall be accounted for separately from the task proposal and charged against this Proposal Preparation ESM.

GOVERNMENT FURNISHED EQUIPMENT

DATE REQUIRED

RETURN DATE

CONDITION OF RETURN

To be specified in Sub-ESMs as required

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPUTER/SUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$

ESM MONITORS

Raytheon ID#:

CMOS P.O.:

CONCURRENCE SIGNATURES

	SIGNATURE	DATE	SIGNATURE	DATE
ORIGINAL ISSUE	[Redacted]	<i>27 Feb 14</i>	[Redacted]	<i>27 Feb 2014</i>
REVISION "A"				
REVISION "B"				
REVISION "C"				
REVISION "D"				
REVISION "E"				

EXPLANATION OF REVISION:

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 2
2. Amendment/Modification No. P00073	3. Effective Date MAR 20 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35096-5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	Code S2205A	
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/>	9A. Amendment Of Solicitation No.	
		<input type="checkbox"/>	9B. Dated (See Item 11)	
		<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003	
		<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17	
Code 05716	Facility Code			

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 amendments; (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)

NO CHANGE TO OBLIGATION DATA

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

If Modifies The Contract/Order No. As Described In Item 14.

<input type="checkbox"/>	A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A.	The Changes Set Forth In Item 14 Are Made In
<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:	Mutual Agreement of Both Parties
<input type="checkbox"/>	D. Other (Specify type of modification and authority)	

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15B. [REDACTED]	16B. [REDACTED]
15C. Date Signed 3/20/14	16C. Date Signed 3-20-2014
(Signature of person authorized to sign)	(Signature of Contracting Officer)

NSN 7540-01-152-8070
PREVIOUS EDITIONS UNUSABLE

30-105-02

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA FAR (48 CFR) 53.243

000860

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 2

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00073

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 BY EXECUTION OF THIS MODIFICATION, THE FOLLOWING IS INCORPORATED INTO CONTRACT W31P4Q-10-C-0003.

A-2 THE PURPOSE OF THIS MODIFICATION IS TO EXTEND THE PERIOD OF PERFORMANCE AND INCREASE THE CEILING AMOUNT BY [REDACTED] AS FOLLOWS.

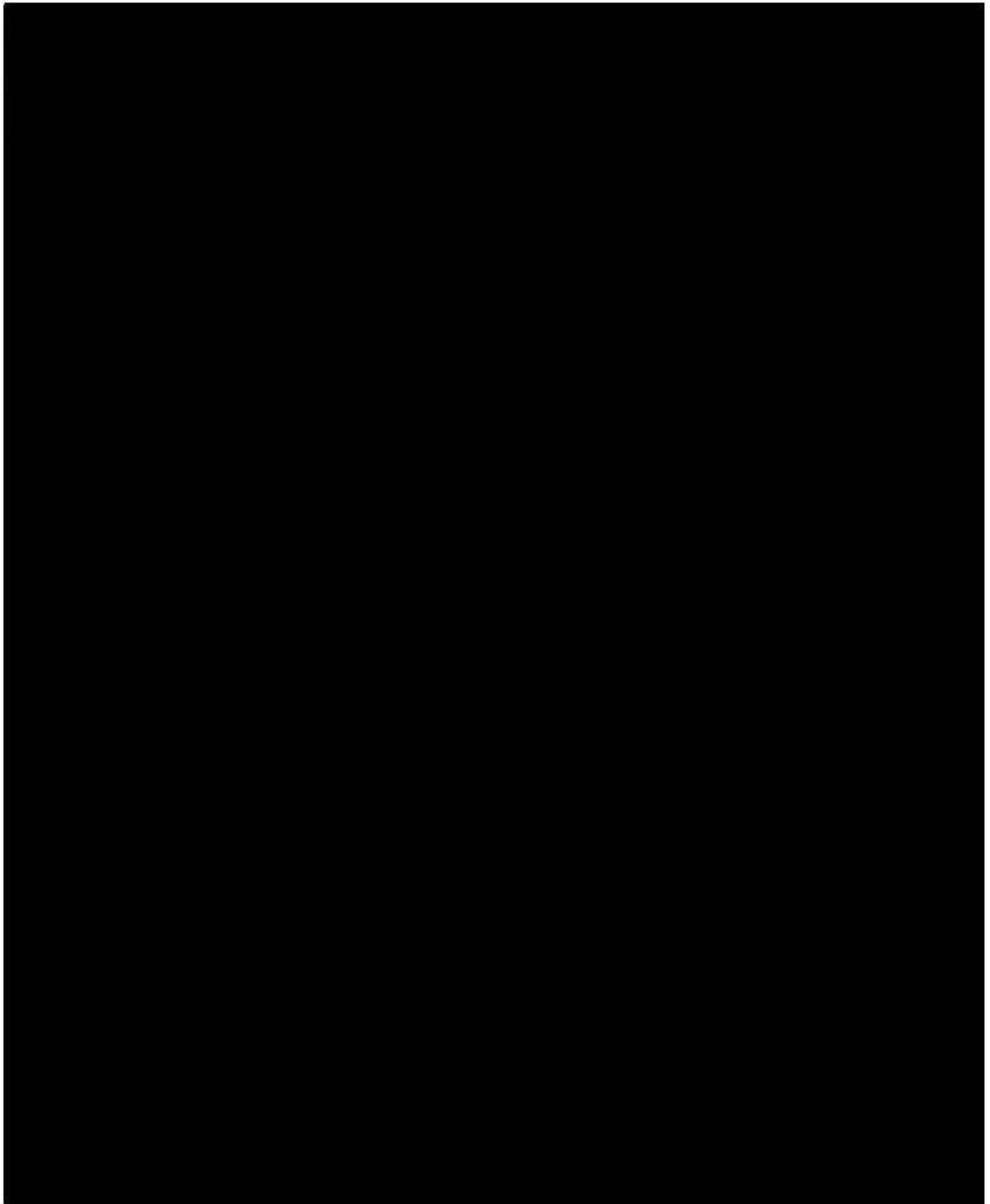
HOURS/MATERIAL	DOLLAR VALUE	PERIOD OF PERFORMANCE (POP)
TOTAL [REDACTED]	[REDACTED]	CONTRACT AWARD - 30 SEPT 2015

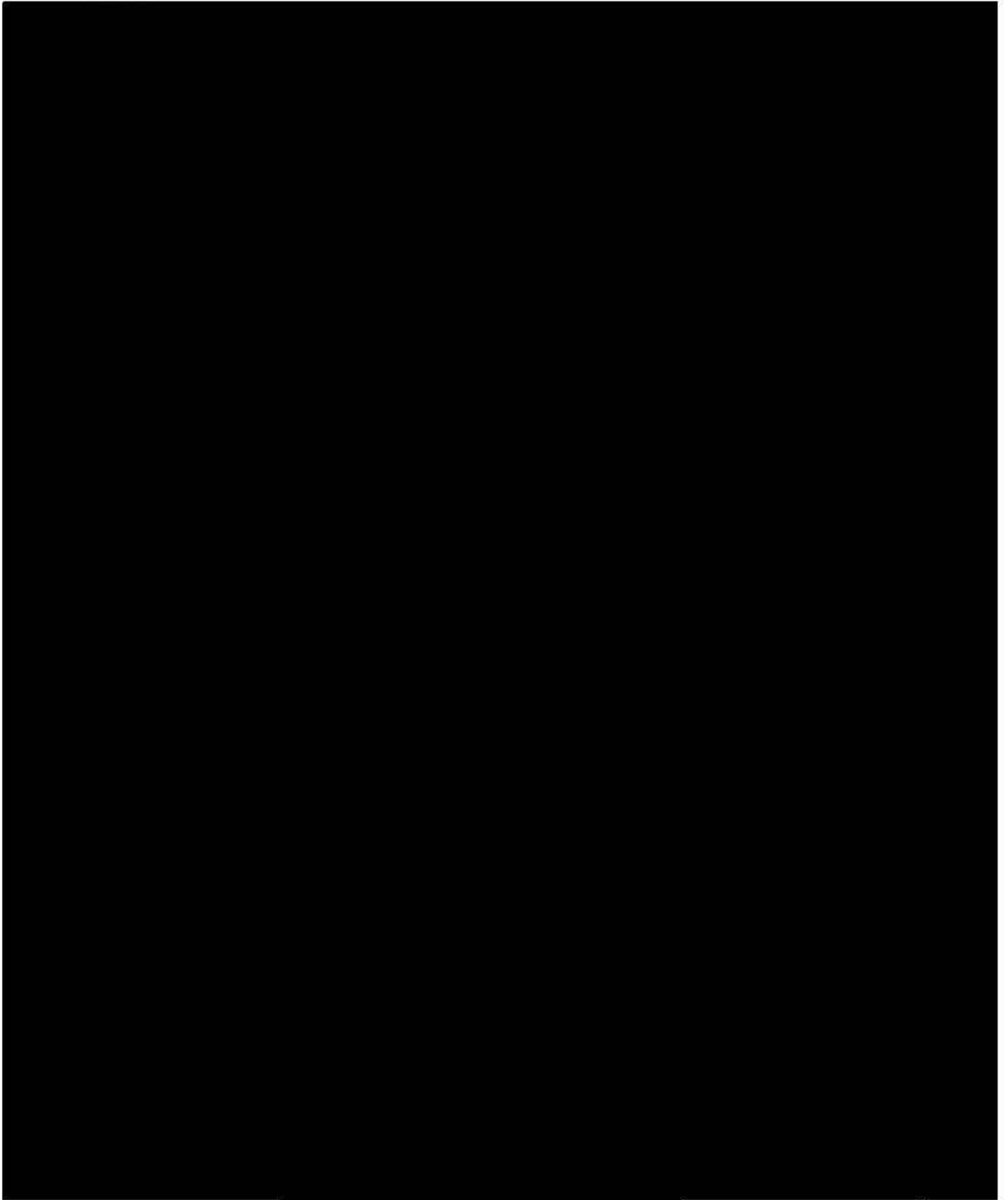
A-3 AS A RESULT OF THIS MODIFICATION, THE POP IS EXTENDED TO 30 SEPT 2015 AND THE CEILING AMOUNT IS INCREASED BY [REDACTED] FROM [REDACTED]

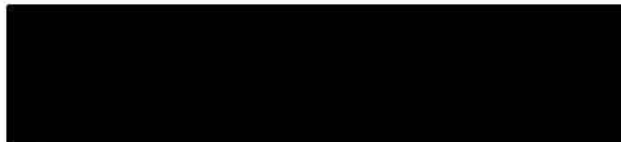
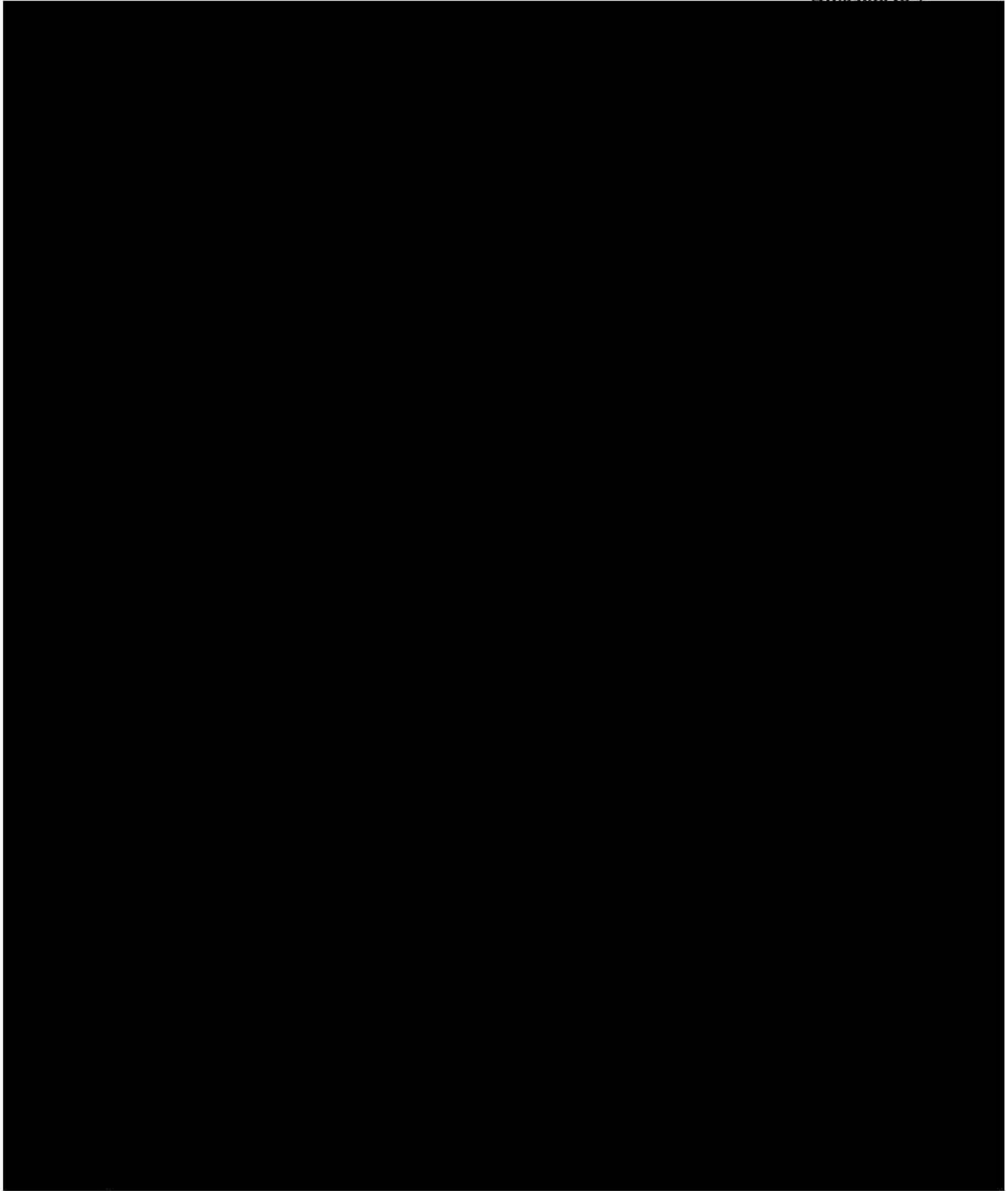
A-4 AS A RESULT OF THIS MODIFICATION, THE CONTRACT OBLIGATION AMOUNT WILL REMAIN UNCHANGED.

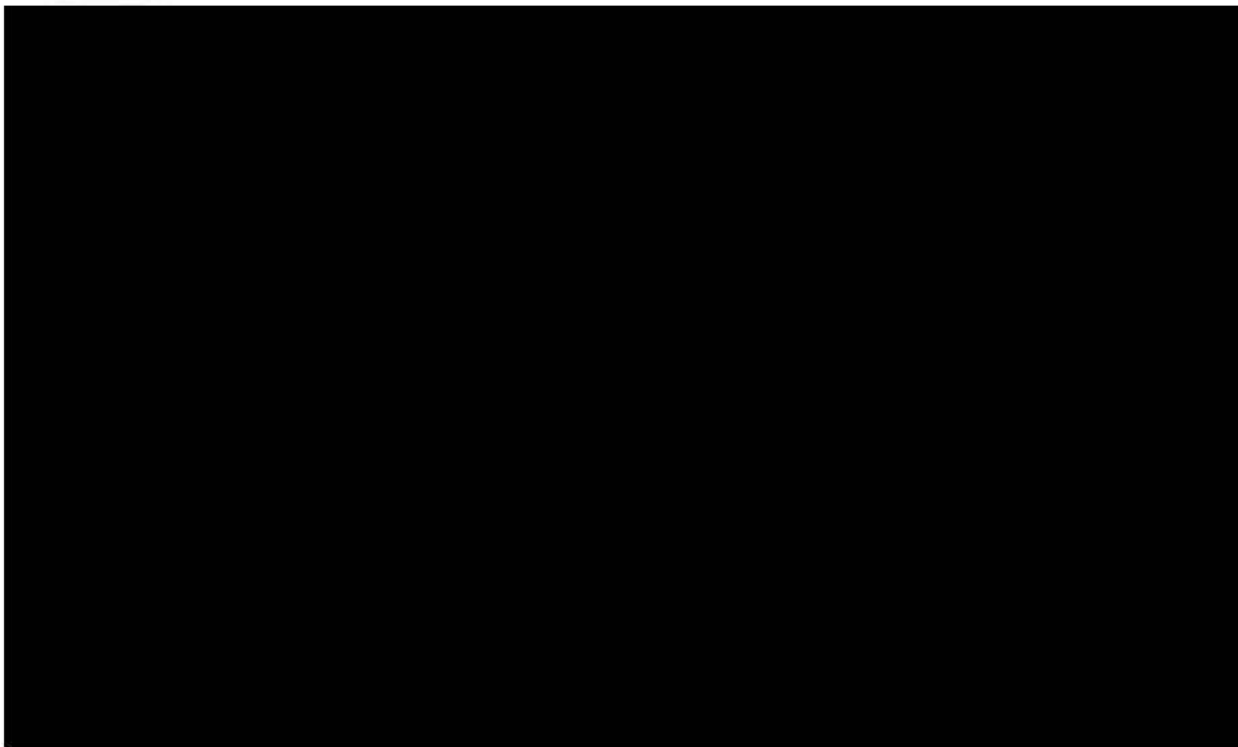
A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0074 ***



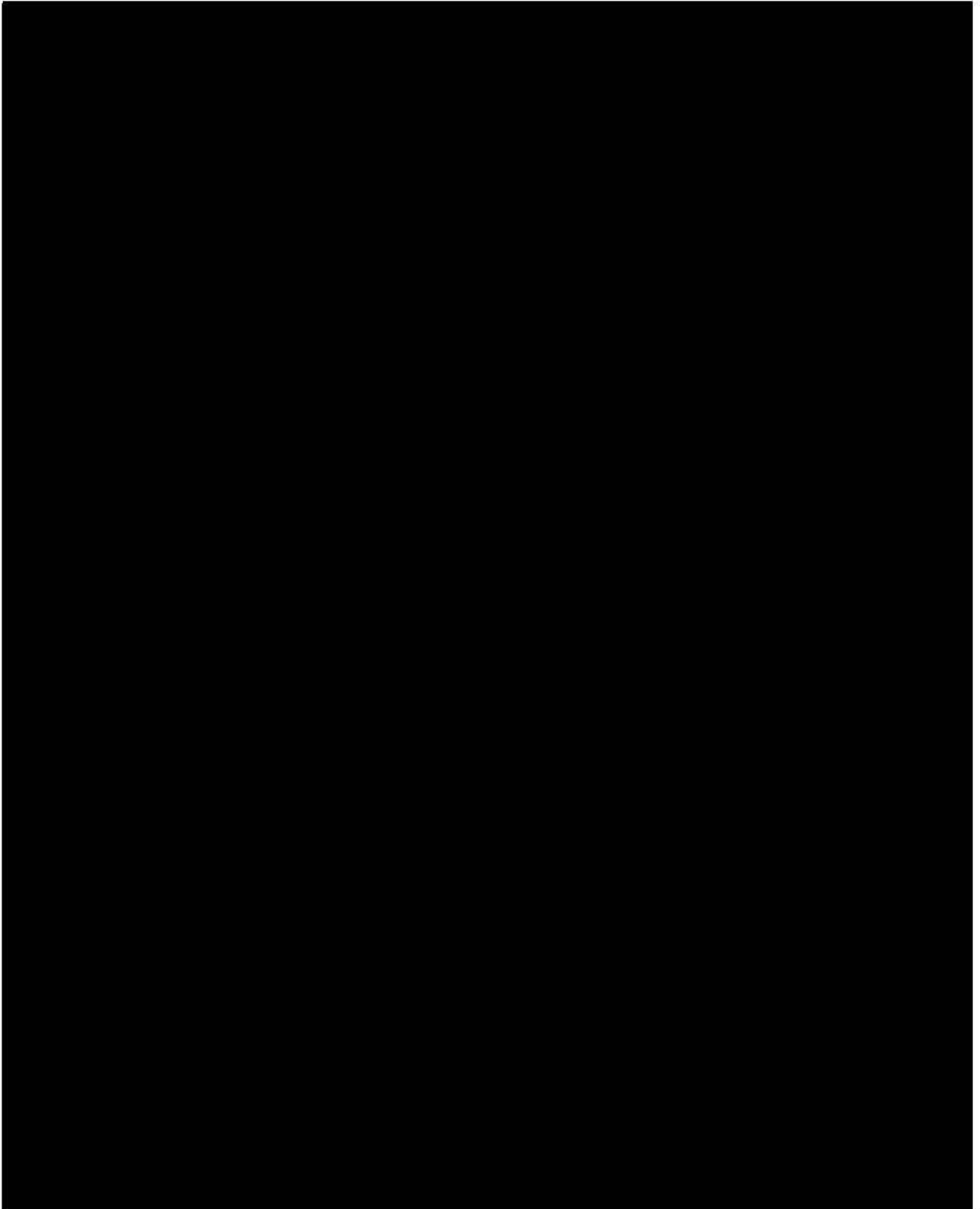


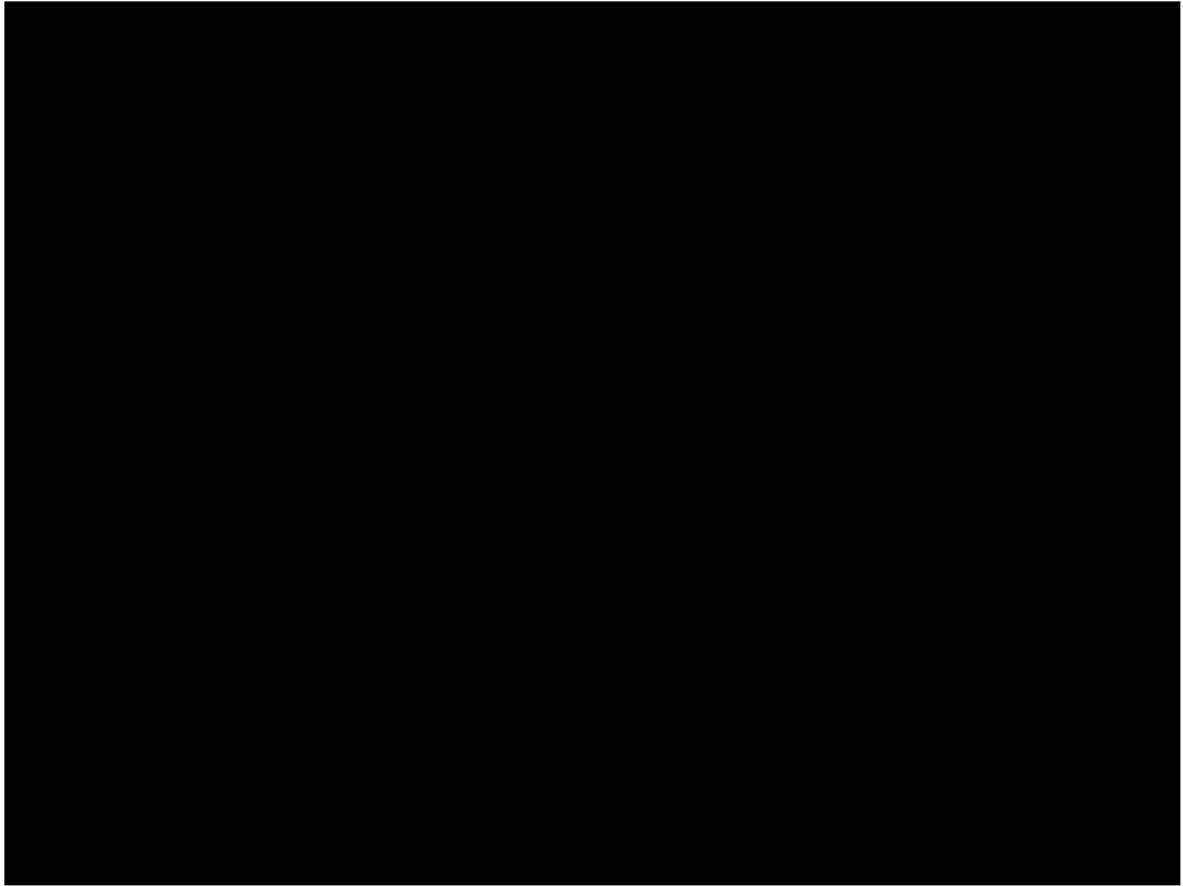




JEENS Program Security Manager
Cruise Missile Defense System
Project Office







CONTRACT DATA REQUIREMENTS LIST <i>(1 Data Item)</i>						Form Approved OMB No 0704-0188	
<small>The public reporting burden for this collection of information is estimated to average 10 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate, 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302, and to the Office of Management and Budget, Paperwork Project (0704-0188). Responses should not be sent to the Department of Defense, Executive Service Directorate, 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302, and to the Office of Management and Budget, Paperwork Project (0704-0188). Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.</small>							
A. CONTRACT LINE ITEM NO. I		B. EXHIBIT A		C. CATEGORY TOP FM OTHER X			
D. SYSTEM/ITEM JLENS Engineering Services			E. CONTRACT/PR NO		F. CONTRACTOR		
1. DATA ITEM NO. A001		2. TITLE OF DATA ITEM Engineering Services Memorandum (ESM)			3. SUBTITLE ESM		
4. AUTHORITY (Data Acquisition Document No) DI-MISC-80748			5. CONTRACT REFERENCE SOW Para 3.3.1 and 4.0a		6. REQUIRING OFFICE SEAF-MSIS-CMDS-BMD-AM		
7. DD 250 REQ LI		8. DIST STATEMENT REQUIRED F		10. FREQUENCY ONE R		12. DATE OF FIRST SUBMISSION SEE BIK 16	
9. APP CODE A		11. AS OF DATE N/A		13. DATE OF SUBSEQUENT SUBMISSION R ASR		14. DISTRIBUTION SEAF-MSIS-CMDS -PE-CM	
16. REMARKS Block 8 - The Government will provide approval/disapproval within 45 days after receipt. As part of the approval process, the Contractor may recommend changes to the content with submission of the sub-ESM. Only the technical manager will approve changes in content. The contractor shall resubmit corrected version 15 days after receipt of Government comments/disapproval. Block 9 - Distribution for further dissemination only as directed by JLENS Product Office. ATTN: SEAF-MSIS-CMDS-BN, P.O. Box 1300, Huntsville, AL 35896-3801, 24 March 2000. Block 10, 12 & 13 - SubESMs shall be submitted as required to initiate specific tasks under appropriate base ESM. Block 14 - Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management (DPR) at [REDACTED] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.							
AMSRD-AMR-SE-TD-DM CONCUR LOG# 20080153 NO. PAGES 19 D.I. NO. [REDACTED] THRU [REDACTED] NO. LINE ITEM 19 DATE 19 Sep 08							

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

CONTRACT DATA REQUIREMENTS LIST <i>(1 Data Item)</i>							Form Approved OMB No. 0704-0188	
<small>The number entering number for this collection of information is estimated to average 10 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate, OIGD-0188. Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government issuing Contracting Officer for the Contract/PR No. listed in Block E.</small>								
A. CONTRACT LINE ITEM NO			B. EXHIBIT		C. CATEGORY			
			A		TOP TM OTHER X			
D. SYSTEM/ITEM					E. CONTRACT/PR NO		F. CONTRACTOR	
JLENS Engineering Services								
1. DATA ITEM NO		2. TITLE OF DATA ITEM			3. SUBTITLE			
A002		Engineering and Technical Services Accomplishment Report						
4. AUTHORITY (Data Acquisition Document No)				5. CONTRACT REFERENCE		6. REQUIRING OFFICE		
DI-MGMT-80061A				SOW Para 4.0h		SFAL-MSLS-CMDS-BMD-AM		
7. DD 250 REQ		9. DIST STATEMENT REQUIRED		10. FREQUENCY		12. DATE OF FIRST SUBMISSION		
ET		F		Monthly		See Blk 16		
8. APP CODE		11. AS OF DATE		13. DATE OF SUBSEQUENT SUBMISSION		14. DISTRIBUTION		
NA		0		See Blk 16		ADDRESS: SFAL-MSLS-CMDS -PE-CM [REDACTED]		
16. REMARKS								
<p>Block 9 - Distribution F. Further dissemination only as directed by JLENS Product Office. ATTN: SFAL-MSLS-CMDS-ILN, P.O. Box 1500, Huntsville, AL 35897. INDI 24 March 2010</p> <p>Block 12 & 13 - First submission shall be NET the 10th of the Month following contract award. Subsequent submissions shall be monthly following the first delivery NET the 10th of the month.</p> <p>Block 14 - Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management (PR a [REDACTED]) when deliverable is sent. User of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.</p>								
H. DATE					DATE			
07 15 08					[REDACTED]			

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

CONTRACT DATA REQUIREMENTS LIST (1 Data Item)					Form Approved OMB No 0704-0188	
<p>The public reporting burden for this collection of information is estimated to average 170 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Paperwork Project, Washington, DC 20301-1215. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Paperwork Project, Washington, DC 20301-1215. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Paperwork Project, Washington, DC 20301-1215. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Paperwork Project, Washington, DC 20301-1215.</p>						
A. CONTRACT LINE ITEM NO.		B. EXHIBIT	C. CATEGORY			
1		A	TOP IM OTHER X			
D. SYSTEM/ITEM			E. CONTRACT/PR NO.		F. CONTRACTOR	
JLENS Engineering Services						
1 DATA ITEM NO.	2 TITLE OF DATA ITEM		3 SUBTITLE			
A003	Management Plan		Plan			
4. AUTHORITY (Data Acquisition Document No.)			5. CONTRACT REFERENCE		6. REQUIRING OFFICE	
DI-MGM1-80004A			SOW Para 4.0c		SFAE-MSLS-CMDS-BMD-AM	
7. DO 250 REQ	8. DIST STATEMENT REQUIRED	10. FREQUENCY	12. DATE OF FIRST SUBMISSION	14. DISTRIBUTION		
L1		See BIK 16	See BIK 16			
8. APP CODE	11. AS OF DATE	13. DATE OF SUBSEQUENT SUBMISSION	14. ADDRESS			
A	NA	See BIK 16	SFAE-MSLS-CMDS			
16. REMARKS			14. ADDRESS			
<p>Block 8 The Government will provide approval/disapproval within 45 days after receipt. As part of the approval process, the Contractor may recommend changes to the content with submission of the plan. Only the technical manager will approve changes in content. The contractor shall resubmit corrected version 15 days after receipt of Government comments/disapproval.</p> <p>Block 9 Distribution - Further dissemination only as directed by JLENS Product Office. APTN SFAE-MSLS-CMDS-JEN, P.O. Box 1500, Huntsville, AL 35807-5501, 24 March 2010</p> <p>Block 10, 12 & 13 Plans shall be submitted as required to describe specific tasks under appropriate base ESM.</p> <p>Block 14 Electronic delivery of this data item (AW the SOW) Notify JLENS Product Office Data Management OPR at [redacted] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.</p>			<p>PE-CM [redacted]</p>			
DATE			DATE			
07 15 08						

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

PREVIOUS EDITION MAY BE USED

CONTRACT DATA REQUIREMENTS LIST (1 Data Item)						Form Approved OMB No. 0704-0188	
<p>The entire reporting burden for this collection of information is estimated to average 110 hours per respondent, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Form completed form to the Government Issuing Contracting Office for the Contract/PR No. listed in Block 5.</p>							
A. CONTRACT LINE ITEM NO 1		B. EXHIBIT A		C. CATEGORY TOP TM OTHER <input checked="" type="checkbox"/>			
D. SYSTEM/ITEM JLENS Engineering Services			E. CONTRACT/PR NO		F. CONTRACTOR		
1 DATA ITEM NO A004		2 TITLE OF DATA ITEM Scientific and Technical Reports			3 SUBTITLE		
4. AUTHORITY (Data Acquisition Organization No.) DI-MISC-80711A		5. CONTRACT REFERENCE SOW Para 4.0d		8. REQUIRING OFFICE SFAC-MSLC-MDS-BMD-AM			
7. DD 250 REQ LT		9. DIST STATEMENT REQUIRED F		10. FREQUENCY See Blk 16		12. DATE OF FIRST SUBMISSION See Blk 16	
8. APP CODE A		11. AS OF DATE N/A		13. DATE OF SUBSEQUENT SUBMISSION See Blk 16		14. DISTRIBUTION A JUNE/SEC	
<p>16. REMARKS</p> <p>Block 8 - The Government will provide approval/disapproval within 25 days after receipt. As part of the approval process, the Contractor may recommend changes to the content with submission of the report. Only the technical manager will approve changes in content. The contractor shall resubmit corrected version 15 days after receipt of Government comments/disapproval.</p> <p>Block 9 - Distribution to further dissemination only is directed by JLENS Product Office. ATTN: SFAC-MSLC-MDS-JLENS, P.O. Box 500, Huntsville, AL 35897-5801 24 March 2010</p> <p>Block 10, 12 & 13. Reports shall be submitted as required to document specific tasks under appropriate base ESM.</p> <p>Block 14 - Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management OPR at [REDACTED] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.</p>						<p>17. PRICE GROUP</p>	
						18. ESTIMATED TOTAL PRICE	

[REDACTED] I. DATE [REDACTED] J. DATE [REDACTED]
07 15 08

CONTRACT DATA REQUIREMENTS LIST <i>(1 Data Item)</i>										Form Approved OMB No. 0704-0188		
<p>The public reporting burden for this collection of information is estimated to average 177 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Requirements should be waived if it notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Offices for the Contract/PR No. listed in Block E.</p>												
A. CONTRACT LINE ITEM NO. 1			B. EXHIBIT A		C. CATEGORY TOP FM OTHER <input checked="" type="checkbox"/>							
D. SYSTEM/ITEM JLENS Engineering Services				E. CONTRACT/PR NO.				F. CONTRACTOR				
1 DATA ITEM NO. A006		2 TITLE OF DATA ITEM Publication Cost Report (PCR)				3 SUBTITLE PCR						17 PRICE GROUP
4 AUTHORITY (Data Acquisition Document No. DI-FNCL-80729A				5 CONTRACT REFERENCE SOW Para 4.01				6 REQUIRING OFFICE SFAE-MSLC-CMDS-BMD-AM				18 ESTIMATED TOTAL PRICE
7 DD 260 REQ LT		9 DIST STATEMENT REQUIRED F		10 FREQUENCY Monthly		12 DATE OF FIRST SUBMISSION See Blk 16		14 DISTRIBUTION				
8 APP CODE NA				11 AS OF DATE 0		13 DATE OF SUBSEQUENT SUBMISSION See Blk 16		14 ADDRESS		14 COPIES		
16. REMARKS								SFAE-MSLC-CMDS				
<p>Block 9 - Distribution: Further dissemination only as directed by JLENS Product Office - ATTN: SFAE-MSLC-CMDS-JLS, P.O. Box 1500, Hoopeville, LA 70001-1500, 24 March 2010</p> <p>Blocks 12 & 13 - First submittal shall be NLT the 10th of the Month following contract award. Subsequent submissions shall be monthly following the first delivery NLT the 10th of the month.</p> <p>Block 14 - Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management OPR at [REDACTED] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.</p>								-PCR				

[REDACTED] . DATE [REDACTED] J DATE [REDACTED]
07 13 08

CONTRACT DATA REQUIREMENTS LIST <i>(1 Data Item)</i>										Form Approved OMB No. 0704-0188	
<p>The public reporting burden for this collection of information is estimated to average 110 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service, Directorate 0704-0188. Respondents should be aware that notwithstanding any other provision of law, persons shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.</p>											
A. CONTRACT LINE ITEM NO. 1		B. EXHIBIT A		C. CATEGORY: TDP TM OTHER <input checked="" type="checkbox"/>							
D. SYSTEM/ITEM JLENS Engineering Services				E. CONTRACT/PR NO.				F. CONTRACTOR			
1 DATA ITEM NO. A007		2 TITLE OF DATA ITEM Engineering Release Record (ERR)					3 SUBTITLE ERR				
4 AUTHORITY Data Acquisition Document No. DL-CMAN-80463C				5. CONTRACT REFERENCE SOW Para 4.0g				6 REQUIRING OFFICE SFAE-MSLS-CMDS-PE-CM			
7 DO 250 REQ LT		9. DDT STATEMENT REQUIRED F		10 FREQUENCY ASREQ		12. DATE OF FIRST SUBMISSION See Bk 16		14. DISTRIBUTION			
8 APP CODE A				11 AS OF DATE N/A		13 DATE OF SUBSEQUENT SUBMISSION See Bk 16		1 ADDRESS			
16. REMARKS								SI AE-MSLS-CMDS			
Block 8. The Government will provide approval/disapproval within 30 days after receipt. The contractor shall resubmit corrected version 30 days after receipt of Government comments.								-PE-CM 0 1 0			
Block 9. Distribution/E. format dissemination only as directed by JLENS Product Office. ATTN: SFAE-MSLS-CMDS-PE-CM, P.O. Box 1300, Huntsville, AL 35894-1300, 24 March 2010											
Block 10, 12 & 13. ERRs shall be submitted as required to capture changes to documents initiated by specific tasks under appropriate base ESMS.											
Block 14. Electronic delivery of this data item (AW the SOW). Notify JLENS Product Office Data Management OPR at [REDACTED] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.											

17 PRICE GROUP
18 ESTIMATED TOTAL PRICE

I. DATE [REDACTED] 07 15 08 J. DATE [REDACTED]

TDP OPTION SELECTION WORKSHEET			
PRODUCT DRAWINGS AND ASSOCIATED LISTS			
A. CONTRACT NO	B. EXHIBIT/ATTACHMENT NO	C. CLIN	D. CDRL DATA ITEM NO.
	A	1	A009
1. DELIVERABLE PRODUCT (X and complete as applicable.)			
a. ORIGINALS (Specify current design activity's full size reproducible drawing or digital data file(s) on which is kept the revision record recognized as official) (Identify specification, type, grade and class, etc.)			
X	b. REPRODUCTIONS (Identify specifications, type, grade and class, etc., and quantity of each) Digitized files shall replace stable base Artwork Master Pattern Drawings, the Contractor shall prepare MIL-PRF-28002, Type I, CALS raster images containing un-dimensioned illustrated pictorials of artwork Master and Master Pattern drawings and submit the dimensionally accurate reproducible digital Tagged Image File Format (TIFF) IAW MIS-STD-52406A-IS.		
X	c. DIGITAL DATA (Identify specification, exchange media, etc. and specify original (master) or copy) SEE BLOCK 8		
2. CAGE CODE AND DOCUMENT NUMBERS (X ONE)			
X	a. CONTRACTOR "FOR DESIGNATED COMMERCIAL ITEMS"		
X	b. GOVERNMENT Complete (1) and (2) or (3) "FOR DESIGNATED NON-COMMERCIAL ITEMS AND SOURCE CONTROL DOCUMENTS"		
(1) Use CAGE Code	(2) Use Document Numbers	(3) To Be Assigned By:	
AMCOM CAGE	See Blk 2b(3)	Obtain drawing/associated document numbers from the (PMO) Configuration Data Management representative, unless otherwise directed.	
3. DRAWING FORMATS AND DRAWING FORMS (X one and complete as applicable)			
X	a. CONTRACTOR FORMATS. Forms to be supplied by contractor		
	b. GOVERNMENT FORMATS. Forms to be supplied by contractor. Samples supplied by (Specify)		
	e. GOVERNMENT FORMATS. Forms to be supplied as Government Furnished Material by (Specify)		
4. TYPES OF DRAWINGS SELECTION (X as applicable)			
X	a. CONTRACTOR SELECTS From ASME Y14.24		X b. GOVERNMENT SELECTS (Specify in item 8)
5. ASSOCIATED LISTS (X and complete as applicable)			
X	a. PARTS LISTS (X one)	X (1) Integral	X (2) Separate
	b. DATA LISTS (X one)	X (1) Not Required	(2) Required (Specify levels of assembly)
	c. INDEX LISTS (X one)	X (1) Not Required	(2) Required (Specify levels of assembly)
X	d. WIRING LISTS (X one)	(1) Not Required	X (2) Required (Specify levels of assembly) Wiring Lists shall be provided when assemblies require interconnection.
X	e. INDENTURED DATA LISTS (X one)	(1) Not Required	X (2) Required
X	f. APPLICATION LISTS (X one)	(1) Not Required	X (2) Required
6. DETAILS (X as applicable)			
X	a. MULTIDETAIL DRAWINGS PERMITTED		X b. MONODETAIL DRAWINGS MANDATORY
7. APPLICABILITY OF STANDARDS. The following Standards apply. (X as applicable)			
X	a. ASME Y14.100, ENGINEERING DRAWING PRACTICES (COMMERCIAL)	B X C X D X E X	b. ASME Y14.100, WITH APPENDICES B, C, D, E X
			c. ASME Y14.34M ASSOCIATED LISTS
			d. EXISTING STANDARDS DO NOT APPLY
8. OTHER TAILORING (Attach additional sheets as necessary)			
BLK 1c:			
DIGITAL DATA: The contractor shall prepare or revise and deliver two dimensional 2D drawings, including all those to which 3D Model data is attached, as MIL-PRF-28002, type I, CALS Raster Image Data with all associated metadata IAW MIS-STD-52406A-IS. 3D CAD model data, when prepared, shall be delivered IAW instructions on, Sheet 2 (Fig 1A)			
(1) 2-D Digital Drawings and Document shall be delivered IAW MIS-STD-52406A-IS formats (paragraph 4.2.4.1.1) with the associative master native 2-D CAD or 3-D CAD Solid Model file. Delivery of Contractor native 2-D CAD format is acceptable provided it meets the requirements of ASME Y14.1-2005.			
(2) Delivery of data in 2-D computer generated drawing formats sourced from master native 3-D CAD solid models shall have no design data and product management information losses.			
(3) There shall be no conflict in data between the 3-D solid model plane view projections and its associated 2-D drawing.			
(4) Government Approval: Signature Block (ASME Y14.1-2005, Section 4), Title Blocks, Contents, Block G shall be used for Government Release Authority. All name blocks shall be completed with authorized signatures or the typed name of the approver, and shown on all drawing formats.			
4.b Government selects drawing type.			

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TDP OPTION SELECTION WORKSHEET			
PRODUCT DRAWINGS AND ASSOCIATED LISTS			
<i>Continuation Sheet</i>			
A. CONTRACT NO.	B. EXHIBIT/ATTACHMENT NO	C. CLIN	D. CDRL DATA ITEM NO
	A	1	A009
8. OTHER TAILORING (Attach additional sheets as necessary) <i>Cont.</i>			
<p>(5) The Contractor shall deliver an ISO 10303 STEP data exchange export Part 21 file, compliant with PDM Schema, that is complete with external references to the JLENS TDP content files (2D and CAD drawings, part and assembly 3D solid models, associated documentation) and packing of the respective product (part-assembly) structure and user-defined metadata.</p> <p>BLK 4b: NOTE: See ASME Y14.100, Y14.24, Y14.34 and Y14.35.</p> <p>BLK 7a: 2D/3-D CAD Solid Model Associativity. All 2-D drawings reproduced from digitally maintained CAD data (master source) shall comply with ASME Y14.100, Section 7.0. to establish and maintain 2-D CAD or 3D CAD solid model associativity. Drawing shall have "THIS DRAWING WAS GENERATED FROM A SOLID MODEL AND IS CAD MAINTAINED. CHANGES SHALL BE INCORPORATED BY THE CURRENT DESIGN ACTIVITY" applied beneath the last entry of the revision history block area or above the title block</p>			

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TDP WORKSHEET
2-D PRODUCT DRAWINGS, DOCUMENTS & ASSOCIATED LISTS

ASME Y14.100 TAILORING CHECKLIST – SHEET 1

A. Drawing Media (Choose all that apply)	
(1) Non-digital (Specify Convert 1:1 Digital)	<input type="checkbox"/>
(2) Digital Data (3D & 2D CAD, Adobe PDF, 2D Raster, IAW DI-SESS-81000C& MIS-STD-52406A-1S)	<input checked="" type="checkbox"/>
(3) Other (If hardcopy is all that is available, then scan in hardcopy into PDF format)	<input type="checkbox"/>
B. Drawing Format (Choose One)	
(1) Contractor	<input checked="" type="checkbox"/>
(2) Government (forms supplied by the Government)	<input type="checkbox"/>
(3) Government (forms supplied by the Contractor)	<input type="checkbox"/>
<small>Note: Item 1 and 3 should be consistent</small>	
C. Drawing Sheet Size and Format (Choose One)	
(1) ASME Y14.1	<input checked="" type="checkbox"/>
(2) ASME Y14.1M	<input type="checkbox"/>
D. Application Data (Choose all that apply)	
(1) Contractor option	<input type="checkbox"/>
(2) Required	<input checked="" type="checkbox"/>
(a) On drawing	<input type="checkbox"/>
(b) By reference (Specify)	<input type="checkbox"/>
(c) Contractor option	<input checked="" type="checkbox"/>
(3) General use or multi-use notations	<input checked="" type="checkbox"/>
(a) allowed	<input type="checkbox"/>
(b) not allowed	<input checked="" type="checkbox"/>
E. Drawing Detail (ASME Y14.24) (Choose all that apply)	
(1) Monodetail	<input checked="" type="checkbox"/>
(2) Multidetail (As applicable) Should be consistent with Block 6	<input checked="" type="checkbox"/>
(3) Tabulated	<input checked="" type="checkbox"/>
F. Dimensioning and Tolerancing (Choose all that apply)	
(1) Metric	<input type="checkbox"/>
(2) Decimal-inch	<input checked="" type="checkbox"/>
(3) Application of ASME Y14.5M	<input type="checkbox"/>
(a) Specific issue (revision) required (Specify issue)	<input type="checkbox"/>
(b) Issue in effect (ASME Y14.5M-1994)	<input checked="" type="checkbox"/>
G. Drawing Notes (Choose One)	
(1) On drawing	<input type="checkbox"/>
(2) By reference (Specify)	<input type="checkbox"/>
(3) Contractors option	<input checked="" type="checkbox"/>
H. Types of Drawings (ASME Y14.24) (both, as needed)	
(1) Contractor selects (as needed)	<input checked="" type="checkbox"/>
(2) Government selects (as needed)	<input checked="" type="checkbox"/>

I. Maintenance of Multi-Sheet Drawings (ASME Y14.35M) (Choose all that apply)	
(1) Drawing revision level (DOD preferred)	<input checked="" type="checkbox"/>
(2) All sheets same revision level	<input type="checkbox"/>
(3) Sheet revision level	<input type="checkbox"/>
J. Redrawn Drawings (redrawing without change) (ASME Y14.35M) (Choose one)	
(1) Advance revision level	<input checked="" type="checkbox"/>
(2) Revision level is not advanced	<input type="checkbox"/>
K. Maintenance of Revision History (Choose all that apply)	
(1) Contractor option	<input type="checkbox"/>
(2) Optional methods	
(a) Remove one or more revision record as required	<input type="checkbox"/>
(b) Remove all previous revision history	<input type="checkbox"/>
(c) Remove all revision history but retain line entry for revision authorization and date of revision	<input type="checkbox"/>
(d) Remove all except revision preceding current	<input type="checkbox"/>
(e) Maintain revision history in its entirety	<input checked="" type="checkbox"/>
L. Adding Sheets (ASME Y14.35M) (Choose all that apply)	
(1) Contractor option	<input type="checkbox"/>
(2) Optional methods	
(a) Renumber sheets using consecutive whole numbers	<input checked="" type="checkbox"/>
(b) Number added sheets in decimal-number sequence	<input type="checkbox"/>
(c) Number added sheets in alpha-numeric sequence	<input type="checkbox"/>
M. Deleting Sheets (ASME Y14.35M) (Choose all that apply)	
(1) Contractor option	<input type="checkbox"/>
(2) Optional methods	
(a) Renumber all affected remaining sheets	<input checked="" type="checkbox"/>
(b) Affected remaining sheets not renumbered (revision status of sheets block is updated with notations such as CANC or DEL)	<input type="checkbox"/>
N. Markings on Engineering Drawings (Choose one)	
(1) Special items and processes apply	
(a) Applicable symbols (ASME Y14.100-2004, Table E-1 and Section 7, Table 1)	<input checked="" type="checkbox"/>
(b) Applicable special notes (ASME Y14.100-2004, Appendix E, Paragraphs E-4 through E-7)	<input checked="" type="checkbox"/>
(2) Special items and processes do not apply	<input type="checkbox"/>
O. Associated Lists (ASME Y14.34M) (Choose all that apply)	
(1) Non-digital (Specify Convert 1:1 digital)	<input type="checkbox"/>
(2) Digital Data (Native CAD Drawings IAW DI-SESS-81000C & MIS-STD-52406A-IS)	<input checked="" type="checkbox"/>
(3) Other (If hardcopy is all that is available, then scan in hardcopy into Acrobat® PDF format)	<input type="checkbox"/>

ASME Y14.100 TAILORING CHECKLIST – SHEET 3

P. Types of Associated Lists (ASME Y14.34M) (Choose all that apply)	
(1) Parts Lists	<input checked="" type="checkbox"/>
(a) Integral	<input checked="" type="checkbox"/>
(b) Separate	<input checked="" type="checkbox"/>
(c) Contractors option	<input type="checkbox"/>
(2) Application List	<input checked="" type="checkbox"/>
(3) Data Lists	<input type="checkbox"/>
(4) Index Lists	<input type="checkbox"/>
(5) Indentured Data List	<input checked="" type="checkbox"/>
(6) Wire List (when assemblies require interconnection)	<input checked="" type="checkbox"/>
(7) Other (Specify)	<input type="checkbox"/>
Q. Angle of Projection (ASME Y14.3M) (Choose one)	
(1) 3rd Angle	<input checked="" type="checkbox"/>
(2) 1st Angle	<input type="checkbox"/>
R. Language (Choose one)	
(1) English required	<input checked="" type="checkbox"/>
(2) Other (Specify)	<input type="checkbox"/>
S. Applicability of Appendices	
(1) Appendix B	
(a) as detailed herein	<input checked="" type="checkbox"/>
(b) as modified	<input type="checkbox"/>
(2) Appendix C	
(a) as detailed herein	<input checked="" type="checkbox"/>
(b) as modified	<input type="checkbox"/>
(3) Appendix D	
(a) as detailed herein	<input checked="" type="checkbox"/>
(b) as modified	<input type="checkbox"/>
(4) Appendix E	
(a) as detailed herein	<input checked="" type="checkbox"/>
(b) as modified	<input type="checkbox"/>

MIL-DTL-31000C

TDP OPTION SELECTION WORKSHEET PRODUCT SOLID MODELS			
A. CONTRACT NO	B. EXHIBIT/ATTACHMENT NO A	C. CLIN	D. CDRL DATA ITEM NO A009
1. DELIVERABLE PRODUCT (X and complete as applicable.)			
X	a. 3-DIMENSIONAL SOLID MODELS (Specify format(s) (Native CAD, STEP, AP, IGES, etc.)) Native Format: Contractor's Modeling CAD Software System and Neutral Format: ISO 10303 STEP Edition 2, AP 214 and 203, See Block 5.		
X	b. 3-D SOLID MODELS ASSOCIATED DRAWINGS (If 2-D drawings based on 3-D solid models are required, indicate here and fill out TDP OPTION SELECTION WORKSHEET - PRODUCT DRAWINGS AND ASSOCIATED LIST) Required with Native 3-D CAD Solid Models. All 2-D drawings and master 2-D CAD or 3-D CAD Solid Models shall have bi-directional data associativity. See Block 5.		
2. CAGE CODE AND DOCUMENT NUMBERS (X ONE)			
X	a. CONTRACTOR "FOR DESIGNATED COMMERCIAL ITEMS"		
X	b. GOVERNMENT Complete (1) and (2) or (3) "FOR DESIGNATED NON-COMMERCIAL ITEMS AND SOURCE CONTROL DOCUMENTS"		
(1) Use CAGE Code	(2) Use Document Numbers	(3) To Be Assigned By	
AMCOM CAGE	See Blk 2b(3)	Obtain new drawing/associated document numbers from the JLENS Configuration Data Management representative, unless otherwise directed.	
3. 3-D SOLID MODEL REQUIREMENTS (X one and complete as applicable)			
X	a. CONTRACTOR FORMATS Models built to contractor requirements. SEE BLOCK 5		
	b. GOVERNMENT FORMATS 3-D solid models built to Government requirements and formats (Specify Government modeling applicable specifications or SOW paragraphs.)		
4. APPLICABILITY OF STANDARDS. (Apply an X as applicable)			
X	a. ASME Y14.41, Digital Product Definition Data Practices SEE BLOCK 5		b. Existing Standards Do Not Apply
5. OTHER TAILORING (Attach additional sheets as necessary)			
BLK 1a Native Formats:			
(1) 3-D CAD SOLID MODEL. digital product data shall be delivered containing a part and associated assembly 3D representation consisting of a fully defined model, having associated geometry, topology, dimensions, tolerances, annotations, colors, mass properties, material & finish requirements, corresponding notes, attributes, associativity, and revision information.			
(2) 3-D CAD EXPLICIT MODEL. For source control and vendor item control drawings for commercial or vendor-developed configuration items, the Contractor shall deliver native part and associated assembly 3-D CAD explicit solid models complete with sufficient envelope, mounting and mating dimensions and tolerances, applicable interface characteristics, accurate weight, center of gravity and inertia for part items, approximate for assembly configuration items, and complete with user-defined metadata attributes.			
(3) 3D CAD Solid Model FD&T, Views, and Units of Measure. 3-D CAD models shall contain functional dimensioning and tolerancing views (assigned in Contractor's geometry and CAD creation standards). All 3-D CAD models dimensions shall be in inches complying with Y14.5M for dimensions, tolerances and datums.			
BLK 1a Neutral Formats:			
ISO 10303 STEP Edition 2, AP 214 and AP203, 3-D CAD SOLID MODEL. 3-D CAD digital product data shall be delivered containing a part and associated assembly 3-D representation consisting of a solid model, associated geometry, dimensions, tolerances, annotations, colors, mass properties, material requirements, and corresponding notes. Conversion of 3-D annotations to polyline text is acceptable should Contractor's CAD system translation process not be capable of GD&T export.			
DELIVERY METHODS			
BLK1b: Model Based Definition (MBD) Product Data. Associated 2-D Drawings and Documents developed and released for MBD data sets shall be delivered IAW MIS-STD-52406A-IS. Refer to Drawings/Associated List TDP Worksheet for data formats and preparation requirements.			
BLK1a/b: File Extensions. The Government Joint Engineering Data Management Information and Control System (JEDMICS) only accepts files with a maximum of 3 characters in the extension. All product model files shall be delivered with a three (3) data file extension. The Contractor shall deliver each 3D Model data set in a zipped file with a file extension of '.zip'			

TDP OPTION SELECTION WORKSHEET PRODUCT SOLID MODELS <i>Continuation Sheet</i>			
A. CONTRACT NO	B. EXHIBIT/ATTACHMENT NO. A	C. CLIN	D. CDRL DATA ITEM NO A009
<p>5. OTHER TAILORING (Attach additional sheets as necessary) Cont.</p> <p>BLK 3a: Product Data Export Capability</p> <p>(1) PDM Schema. The Contractor shall deliver an ISO 10303 STEP data exchange export Part 21 file, compliant with PDM Schema, complete with external references to the JLENS TDP content files (2D and CAD drawings, part and assembly 3D solid models, associated documentation) and packing of the respective product (part-assembly) structure and user-defined metadata. Note: PM should specify file type depending on the intended use of the data.</p> <p>(2) MBData sets. The Contractor shall construct encapsulated 3-D product technical data sets that include part and assembly 2-D drawings 3-D CAD solid models, associated lists, material and process specifications, and identify, by reference or entity, all (PMO) 2-D Installation and Kit Drawings, Special Tools and Materials, and specify Installation Test and Calibration Requirements Product Data Definition Sheet shall be included with the MBData set(s). (See sample Attachment XX)</p> <p>BLK 3a: Validation Checks. Contractor shall conduct 3-D CAD model data validation checks on native and neutral data as a quality function to identify part, assembly, and installation shape and fit (geometry and topology), dimension and tolerance problems that will affect downstream applications, such as analysis, simulation, rapid prototype, and NC manufacturing and data exchange. A 3-D CAD validation check report shall be provided to Government with each contract 3-D CAD solid model (part and assembly) product data set delivery. The contractor shall submit with each delivery, a statement that the 3-D CAD model data has been validated and is acceptable for manufacturing.</p> <p>BLK 4a: Government Approval. The Contractor shall permanently record the Government design engineer approval name and organization user-defined metadata attributes in part and assembly 3-D CAD model files, Contractor's PDM system, engineering release system, and CAD source software system.</p> <p>BLK 4a: Drawing/Document Creation Standards. The Contractor shall provide to the Government, at [initial] product data set submittal, the Contractor's geometry and CAD / solid model data creation standard (in Contractor's format). Contractor shall provide any <u>Revisions</u> to this document(s) directly relating to changes in the process of developing and revising 2-D drawings, models and associated documents in subsequent TDP deliveries to the Government.</p>			

CONTRACT DATA REQUIREMENTS LIST <i>11 Data Items</i>						Form Approved OMB No. 0704-0188	
<p>The public reporting burden for this collection of information is estimated to average 10 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Respondents should be aware that notwithstanding any notations provided on the form that persons shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.</p>							
A. CONTRACT LINE ITEM NO. 1		B. EXHIBIT A		C. CATEGORY: TOP FM OTHER X			
D. SYSTEM/ITEM JLENS Engineering Services			E. CONTRACT/PR NO.		F. CONTRACTOR		
1. DATA ITEM NO. A016		2. TITLE OF DATA ITEM Parts Approval Request			3. SUBTITLE		
4. AUTHORITY <i>Data Access and Distribution No.</i> DI-MISC-800711			5. CONTRACT REFERENCE SOW Para 4.0j		6. REQUIRING OFFICE SFAE-MSLS-CMDS-LD-JLN		
7. DO 250 REG LT		9. DIST STATEMENT REQUIRED F		10. FREQUENCY See Blk 16		12. DATE OF FIRST SUBMISSION See Blk 16	
8. APP CODE A		11. AS OF DATE N/A		13. DATE OF SUBSEQUENT SUBMISSION See Blk 16		14. DISTRIBUTION	
						a ADDRESS b TOPES c Reg d Prio e Rspnd	
16. REMARKS						SFAE-MSLS-CMDS	
Block 8 The Government will provide approval/disapproval within 30 days after receipt. The contractor shall resubmit corrected version 30 days after receipt of Government comments.						-P/C/M	
Block 9 Distribution: Further dissemination only as directed by JLENS Product Office: AFEN SFAE-MSLS-CMDS-LD-JLN, P.O. Box 1500, Hantsfield, AL 35894-3801, 24 March 2010							
Block 10 12 & 13 Parts approval Requests shall be submitted as required by specific tasks under appropriate base ESMS.							
Block 14 Electronic delivery of this data item (AW the SOW) Notify JLENS Product Office Data Management OPR at [redacted] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.							

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

I. DATE [redacted] 07-15-08
 J. DATE [redacted]

JLENS Engineering Services
 CONTRACT W31P4Q-10-C-0003
 EXHIBIT A
 Page 17 of 26
 Date: 17 MARCH 2010

PREVIOUS EDITION MAY BE USED

CONTRACT DATA REQUIREMENTS LIST <i>(1 Data Item)</i>						Form Approved OMB No. 0704-0188																				
<p>The public reporting burden for this collection of information is estimated to average 110 hours per response, including the time for reviewing instructions, searching existing data sources, gathering the data needed, reviewing the collection of information, sending comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.</p>																										
A. CONTRACT LINE ITEM NO. 1		B. EXHIBIT A		C. CATEGORY: TDP TM OTHER <input checked="" type="checkbox"/>																						
D SYSTEM/ITEM JLENS Engineering Services			E. CONTRACT/PR NO		F. CONTRACTOR																					
1 DATA ITEM NO. A012		2 TITLE OF DATA ITEM Proposed Critical Manufacturing Process Description (PCMPD)			3 SUBTITLE PCMPD																					
4 AUTHORITY (Data Acquisition Document No.) DI-SESS-81012C				5 CONTRACT REFERENCE SOW Para 4.01		6 REQUIRING OFFICE SFAE-MSLS-CMDS-PF-PA																				
7 DD 250 REQ L1		8 DIST STATEMENT REQUIRED f		10 FREQUENCY See Blk 16		12 DATE OF FIRST SUBMISSION See Blk 16		14 DISTRIBUTION																		
9. APP CODE A		11 AS OF DATE N/A		13. DATE OF SUBSEQUENT SUBMISSION See Blk 16		ADDRESSEE																				
18. REMARKS Block 8: The Government will provide approval/disapproval within 30 days after receipt. The contractor shall resubmit corrected version 30 days after receipt of Government comment. Block 9: Distribution F. Further dissemination only as directed by JLENS Product Office. APTS, SFAE-MSLS-CMDS-JLENS, P.O. Box 1500, Huntsville, AL 35807-3801, 24 March 2010. Block 10, 12 & 13: PCMPDs shall be submitted as required initiated by specific tasks under appropriate base BSMs. Block 14: Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management OPR at [REDACTED] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDI format.						SFAE-MSLS-CMDS		COPIES																		
						-PL-CM		[REDACTED]																		
<table border="1"> <tr> <td colspan="2">17 PRICE GROUP</td> <td colspan="7">19 ESTIMATED TOTAL PRICE</td> </tr> <tr> <td colspan="2"> </td> <td colspan="7"> </td> </tr> </table>									17 PRICE GROUP		19 ESTIMATED TOTAL PRICE															
17 PRICE GROUP		19 ESTIMATED TOTAL PRICE																								
H. DATE 07-15-08				I. DATE [REDACTED]																						

CONTRACT DATA REQUIREMENTS LIST <i>11 Data Items</i>						Form Approved OMB No 0704-0188			
<small>The public reporting burden for this collection of information is estimated to average 110 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense Executive Service Directorate (0704-0188). Requirements should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Office for the Contract PR No. listed in Block E.</small>									
A. CONTRACT LINE ITEM NO 1		B. EXHIBIT A		C. CATEGORY: TDP TM OTHER <input checked="" type="checkbox"/>					
D. SYSTEM/ITEM JLENS Engineering Services			E. CONTRACT/PR NO.		F. CONTRACTOR				
1. DATA ITEM NO A013		2. TITLE OF DATA ITEM Engineering Change Proposal (ECP)			3. SUBTITLE ECP				
4. AUTHORITY (Data Acquisition Document No.) DI-CMAN-80639C			5. CONTRACT REFERENCE SOW Para 4.0m		6. REQUIRING OFFICE SFAE-MSLS-CMDS-PE-CM				
7. DD 250 REQ LT		9. DIST STATEMENT REQUIRED F		10. FREQUENCY See Blk 16		12. DATE OF FIRST SUBMISSION See Blk 16			
8. APP CODE A		11. AS OF DATE N/A		13. DATE OF SUBSEQUENT SUBMISSION See Blk 16		14. DISTRIBUTION			
16. REMARKS Block 8: The Government will provide approval/disapproval within 30 days after receipt. The contractor shall resubmit corrected version 30 days after receipt of Government comments. Block 9 - Distribution F. Further dissemination only as directed by JLENS Product Offices. A-LIN SFAE-MSLS-CMDS-JLN, P.O. Box 1560, Huntsville, AL 35801-3801 24 March 2010. Block 10, 12 & 13: ECPs shall be submitted as required to change Government controlled documents. The changes shall be initiated by specific tasks under appropriate base ISM. Block 14: Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management OPR at [redacted] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.						ADDRESS:		DISTRIBUTION	
						SFAE-MSLS-CMDS -PI-CM		[redacted]	

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

DATE 07 15-08

CONTRACT DATA REQUIREMENTS LIST (1 Data Item)						Form Approved OMB No. 0704-0188	
<p>The public reporting burden for this collection of information is estimated to average 10 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this estimate of time, the aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate, 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302, and to the Office of Management and Budget, Paperwork Project Director, 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302. Send completed form to the Government Contracting Officer for the Contract/PR No. listed in Block E.</p>							
A. CONTRACT LINE ITEM NO 1		B. EXHIBIT A		C. CATEGORY: TOP TM OTHER <input checked="" type="checkbox"/>			
D. SYSTEM/ITEM JLENS Engineering Services			E. CONTRACT/PR NO		F. CONTRACTOR		
1. DATA ITEM NO A014	2. TITLE OF DATA ITEM Notice of Revision (NOR)			3. SUBTITLE NOR			
4. AUTHORITY Data Acquisition Document No. DI-CMAN-80642C			5. CONTRACT REFERENCE SOW Para 4.0a		6. REQUIRING OFFICE SFAE-MSL S-CMDS		
7. DD 250 REQ LT	8. DIST STATEMENT REQUIRED E	10. FREQUENCY See Blk 16	12. DATE OF FIRST SUBMISSION See Blk 16	14. DISTRIBUTION			
8. APP CODE A	11. AS OF DATE NA	13. DATE OF SUBSEQUENT SUBMISSION See Blk 16	a. JUPRESce	b. JUPRESce	c. JUPRESce	d. JUPRESce	e. JUPRESce
16. REMARKS						SFAE-MSL S-CMDS	
<p>Block 9 - Distribution: Further dissemination only as directed by JLENS Product Office. ATTN: SFAE-MSL S-CMDS-H-N-P-19-Hox-500, Huntsville, AL 35892-3801, 24 March 2010.</p> <p>Blk 8, 10, 12 & 13: Submit for approval with engineering change proposal (ECP) DI-CMAN-80642C</p> <p>Block 14 Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management (PR at [redacted]) when deliverable is sent. Letter or transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.</p>						-PE-4 M [redacted]	

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

CONTRACT DATA REQUIREMENTS LIST (1 Data Item)						Form Approved OMB No. 0704-0188	
<p>The public reporting burden for this collection of information is estimated to average 15 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service One (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.</p>							
A. CONTRACT LINE ITEM NO 1		B. EXHIBIT A		C. CATEGORY: TOP TM OTHER <input checked="" type="checkbox"/>			
D. SYSTEM/ITEM JLENS Engineering Services			E. CONTRACT/PR NO		F. CONTRACTOR		
1 DATA ITEM NO A015		2 TITLE OF DATA ITEM Request for Nomenclature (DD61)			3 SUBTITLE DD61		
4 AUTHORITY (Data Acquisition Document No.) DI-CMAN-81254A			5 CONTRACT REFERENCE SOW Para 4.0a		6 REQUIRING OFFICE SFAE-MSLS-C/MDS-PE-CM		
7 DD 250 REQ LI		9 DIST STATEMENT REQUIRED F		10 FREQUENCY See Blk 16		12 DATE OF FIRST SUBMISSION See Blk 16	
8 APP CODE A		11 AS OF DATE N/A		13 DATE OF SUBSEQUENT SUBMISSION See Blk 16		14 DISTRIBUTION	
18 REMARKS						14 ADDRESS	
						SFAE-MSLS-C/MDS-PE-CM	
<p>Block 8 The Government will provide approval/disapproval within 30 days after receipt. The contractor shall resubmit corrected version 30 days after receipt of Government comments.</p> <p>Block 14 Distribution: Further dissemination only as directed by JLENS Product Office. ATTN: SFAE-MSLS-C/MDS-PE-CM, P.O. Box 1300, Huntsville, AL 35897-1300, 24 March 2010.</p> <p>Block 10, 12 & 13: Requests for Nomenclature (DD61) shall be submitted as required initiated by specific tasks under appropriate base ESMs.</p> <p>Block 14 Electronic delivery of this data item via the SOW. Notify JLENS Product Office Data Management (DPR) [redacted] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.</p>						15 TOTAL	
[redacted]						16 DATE	
[redacted]						17 DATE	

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

DATE 07/15/08 [redacted] DATE [redacted]

FORM 1423-1, FEB 2001

PREVIOUS EDITION MAY BE USED

JLENS Engineering Services
 CONTRACT W31P4Q-10-C-0003
 EXHIBIT A
 Page 22 Of 26
 Date: 17 MARCH 2010

CONTRACT DATA REQUIREMENTS LIST (1 Data Item)						Form Approved OMB No. 0704 0188	
<p>The user reporting burden for this collection of information is estimated to average 110 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be liable for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government issuing Contracting Officer for the Contract/PR No. listed in Block E.</p>							
A. CONTRACT LINE ITEM NO. 1		B. EXHIBIT A		C. CATEGORY TDP TM OTHER <input checked="" type="checkbox"/>			
D. SYSTEM/ITEM JLENS Engineering Services				E. CONTRACT/PR NO.		F. CONTRACTOR	
1 DATA ITEM NO. A016		2. TITLE OF DATA ITEM Technical Publications			4. SUBTITLE IM Changes with Associated Backup Pages		
4 AUTHORITY Data Acquisition Document No. N/A				5 CONTRACT REFERENCE SOW Para 4.0p		6 REQUIRING OFFICE SEAF-MSLS-C MDS-UD-JLN	
7 DD 250 REQ LT		9 DIST STATEMENT REQUIRED F		10. FREQUENCY See Blk 16		12 DATE OF FIRST SUBMISSION See Blk 16	
8 APP CODE A		11 AS OF DATE N/A		13 DATE OF SUBSEQUENT SUBMISSION See Blk 16		14 DISTRIBUTION Reg Pub	
10 REMARKS Block 8 The Government will provide approval/disapproval within 30 days after receipt. The contractor shall resubmit corrected version 30 days after receipt of Government comments. Block 9 Distribution F: Further dissemination only as directed by JLENS Product Office. ATTN: SEAF-MSLS-C MDS-JLN-P43 Box 1400, Huntsville, AL 35892-1801 24 March 2010. Block 10, 12 & 13 Technical Publications shall be submitted as required by specific tasks under appropriate base ESMs. Block 14 Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management OPR at [REDACTED] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MDS Office or PDF format.						SEAF-MSLS-C MDS	
						[REDACTED]	
I. DATE						J. DATE	
07 15 08						[REDACTED]	

17 PRICE GROUP
18 ESTIMATED TOTAL PRICE

CONTRACT DATA REQUIREMENTS LIST <i>(1 Data Item)</i>										Form Approved OMB No. 0704-0188	
<p>The study reporting burden for this collection of information is estimated to average 110 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering the data needed, reviewing the collection of information, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.</p>											
A. CONTRACT LINE ITEM NO.			B. EXHIBIT			C. CATEGORY:					
1			A			TDP		TM		OTHER <input checked="" type="checkbox"/>	
D. SYSTEM/ITEM					E. CONTRACT/PR NO.			F. CONTRACTOR			
JLENS Engineering Services											
1. DATA ITEM NO.		2. TITLE OF DATA ITEM			3. SUBTITLE						
A017		Technical Publications			New and Changed RPSTL Pages with Backup Pages						
4. AUTHORITY (Data Acquisition Document No.)				5. CONTRACT REFERENCE				6. REQUIRING OFFICE			
N/A				SOW Para 4.0q				SFAE-MSLS-CMDS-LD-JLN			
7. DD 250 REQ.		9. DIST STATEMENT REQUIRED		10. FREQUENCY		12. DATE OF FIRST SUBMISSION		14. DISTRIBUTION			
LI		F		See Blk 16		See Blk 16		3 COPIES			
8. APP CODE		11. AS OF DATE		13. DATE OF SUBSEQUENT SUBMISSION		15. APPROVALS		16. COMMENTS			
A		N/A		See Blk 16		[Redacted]		[Redacted]			
16. REMARKS											
<p>Block 8 - The Government will provide approval/disapproval within 30 days after receipt. The contractor shall resubmit corrected version 30 days after receipt of Government comments.</p> <p>Block 9 - Distribution: Further dissemination only as directed by JLENS Product Office: ATTN: SFAE-MSLS-CMDS-JLN, P.O. Box 4500, Huntsville, AL 35897-3804, 24 March 2010.</p> <p>Block 10, 12 & 13 - New and Changed RPSTL Pages with Backup Pages shall be submitted as required to capture changes to Government controlled technical publications as initiated by specific tasks under appropriate base ESMs.</p> <p>Block 14 - Electronic delivery of this data item via the SOW. Notify JLENS Product Office Data Management OPR at [Redacted] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.</p>											
17. PRICE GROUP											
18. ESTIMATED TOTAL PRICE											
19. TOTAL											
[Redacted]											

I. DATE: 07 15 08
J. DATE: [Redacted]

CONTRACT DATA REQUIREMENTS LIST						Form Approved OMB No. 0704-0188	
<p>The public reporting burden for the collection of information is estimated to average 15 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and reviewing the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Printing Office for the Contract-PR No. listed in Block E.</p>							
A. CONTRACT LINE ITEM NO.		B. EXHIBIT		C. CATEGORY			
1		A		TDP TM OTHER <input checked="" type="checkbox"/>			
D. SYSTEM/ITEM			E. CONTRACT/PR NO.		F. CONTRACTOR		
JLENS Engineering Services							
1. DATA ITEM NO.	2. TITLE OF DATA ITEM		3. SUBTITLE		T7. PRICE GROUP		
A01R	Funds and Manhour Expenditure Report		FMR				
4. AUTHORITY (Data Acquisition Document No.)			5. CONTRACT REFERENCE		6. REQUIRING OFFICE		
DI-FNCL-80331A			SOW Para 4.0r		SF AE-MSLS-CMDS-BMD-AM		
7. DD 250 REQ.	9. DIST STATEMENT REQUIRED	10. FREQUENCY		12. DATE OF FIRST SUBMISSION		14. DISTRIBUTION	
LT	F	Monthly		See Blk 16		ADDRESSES	
8. APP CODE		11. AS OF DATE	13. DATE OF SUBSEQUENT SUBMISSION		COPIES		
NA		0	Monthly		Total Req Req		
16. REMARKS						SF AE-MSLS-CMDS	
<p>Block 7 - Distribution F. Further dissemination only as directed by JLENS Product Office ATTN: SF AE-MSLS-CMDS-JLS-PO Box 1500, Huntsville, AL 35894-1500 24 March 2010</p> <p>Blk 12 - Submit 20 calendar days after accounting month ends.</p> <p>Reference paragraph 3 in DI-FNCL-20331A, data is to be reported at the Sub-ESM level and rolled up to the Base-ESM level. All EOC (ie labor, material, travel) identified on the Sub-ESM will be reported on the FMR.</p> <p>Block 14 Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management OPR at [REDACTED] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.</p>						[REDACTED]	
H. DATE						I. DATE	
07 15 08						[REDACTED]	

CONTRACT DATA REQUIREMENTS LIST <i>11 Data Item</i>						Form Approved OMB No. 0704-0188	
<p>The public reporting burden for this collection of information is estimated to average 10 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Office for the Contract/PR No. listed in Block E.</p>							
A. CONTRACT LINE ITEM NO 1		B. EXHIBIT A		C. CATEGORY: TDP TM OTHER <input checked="" type="checkbox"/>			
D. SYSTEM/ITEM JLENS Engineering Services			E. CONTRACT/PR NO.		F. CONTRACTOR		
1. DATA ITEM NO A010	2. TITLE OF DATA ITEM Contract Funds Status Report			3. SUBTITLE CFSR			
4. AUTHORITY (Data Acquisition Document No) DI-MGMT-81468			5. CONTRACT REFERENCE SOW Para 4.0s		6. REQUIRING OFFICE SFAI-MSLC-CMDS-BMD-AM		
7. DD 250 REQ LT	9. DIST STATEMENT REQUIRED F	10. FREQUENCY Monthly	12. DATE OF FIRST SUBMISSION See Blk 16	13. DISTRIBUTION			
8. APP CODE NA		11. AS OF DATE 0	13. DATE OF SUBSEQUENT SUBMISSION Monthly	4. ADDRESSEE		5. COPIES	
16. REMARKS				SFAI-MSLC-CMDS			
<p>Block 4 - Distribution - Further dissemination only as directed by JLENS Product Office: AFI SFAI-MSLC-CMDS JEN-PC Box 1500, Huntsville, AL 35807-3801 24 March 2009</p> <p>Blk 12. Submit 20 calendar days after accounting month end</p> <p>Columns 2-10 of Blocks 12, 13, and 14 shall be headed to show a 6-month "rolling window" followed by remaining projections by FY. "Rolling window" is defined as a projection for each of the next 6 months from the reported date. This shall be followed by a projection for remaining months by FY. Reporting shall be at Level 1</p> <p>Block 14 Electronic delivery of this data item IAW the SOW. Notify JLENS Product Office Data Management OPR at [REDACTED] when deliverable is sent. Letter of transmittal must be signed electronically. The data item shall be delivered in one or more of the MS Office or PDF format.</p>				-PE-CM		0 1 0	

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

[REDACTED] 4. DATE 07 15-08 [REDACTED] 5. DATE [REDACTED]

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 6
2. Amendment/Modification No. P00074	3. Effective Date 27 Mar 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	Code S2205A	
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		9A. Amendment Of Solicitation No. <input type="checkbox"/>		
		9B. Dated (See Item 11) <input type="checkbox"/>		
		10A. Modification Of Contract/Order No. <input checked="" type="checkbox"/> W31P4Q-10-C-0003		
		10B. Dated (See Item 13) 2003MAR17		
Code 05716	Facility Code			

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 amendments; (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)
ACRN: AN NET INCREASE: \$.00

**13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.**

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15C. Date Signed 3/27/14	16C. Date Signed 27 Mar 2014
NSN 7540-01-152-8070 PREVIOUS EDITIONS UNUSABLE	30-1 Prescribed by GSA FAR (48 CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 6

PIIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00074

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00074) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 55 EN13-11 REV B.

A-3 BY EXECUTION OF THIS MODIFICATION [REDACTED] MATERIAL DOLLARS TO BE CONVERTED TO LABOR HOURS UNDER CLIN 0006AF ARE CONVERTED TO [REDACTED] UNDER SLIN 0006AE LABOR HOURS IN ACCORDANCE WITH THE RATE DIFFERENCE. SLIN 0006AE LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006AF MATERIAL DOLLARS ARE DECREASED IN THE AMOUNT OF [REDACTED]; AS FOLLOWS:

Table with 4 columns: Item, FROM, BY, TO. Rows include SLIN 0006AE (LABOR), DIRECT LABOR HOURS, DIR LABOR & BURDEN, MATERIAL. BY and TO columns are redacted.

Table with 4 columns: Item, FROM, BY, TO. Rows include SLIN 0006AF (MATERIAL), DIRECT LABOR HOURS, DIR LABOR & BURDEN, MATERIAL. BY and TO columns are redacted.

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE REMAINS UNCHANGED.

A-5 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0077 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SHN W31P4Q-10-C-0003 MOD/AMD P00074

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																									
0006	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS <u>FY14 OPTION PERIOD JLENS ENG SRVS</u> <table border="1"> <thead> <tr> <th>FY14</th> <th>LABOR</th> <th>MATERIAL</th> <th>TOTAL</th> </tr> </thead> <tbody> <tr> <td>PCL COST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>G&A</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TCL</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>FEE</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>CPFF</td> <td colspan="3">[REDACTED]</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>DESCRIPTION</th> <th>LABOR</th> <th>HOURS EXERCISED</th> <th>HOURS REMAINING</th> </tr> </thead> <tbody> <tr> <td>PM/CM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>ENGINEERING</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>PRODUCT ASSUR</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>LOGISTICS</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>DESCRIPTION</th> <th>MATERIAL</th> <th>EXERCISED</th> <th>REMAINING</th> </tr> </thead> <tbody> <tr> <td>ESTIMATED COST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>FIXED FEE</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> </tr> </tbody> </table> <p>(End of narrative B006)</p>	FY14	LABOR	MATERIAL	TOTAL	PCL COST	[REDACTED]			G&A	[REDACTED]			TCL	[REDACTED]			COM	[REDACTED]			FEE	[REDACTED]			CPFF	[REDACTED]			DESCRIPTION	LABOR	HOURS EXERCISED	HOURS REMAINING	PM/CM	[REDACTED]			ENGINEERING	[REDACTED]			PRODUCT ASSUR	[REDACTED]			LOGISTICS	[REDACTED]			TOTAL	[REDACTED]			DESCRIPTION	MATERIAL	EXERCISED	REMAINING	ESTIMATED COST	[REDACTED]			COM	[REDACTED]			FIXED FEE	[REDACTED]			TOTAL	[REDACTED]							
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0006AE	<u>FY14 ESM EN13-11 EXERCISE SYSTEM MAINTENANCE</u> SERVICE REQUESTED: 13877 JLENS RAYTHEON CLIN CONTRACT TYPE: [REDACTED] FROM: 4M3J714600 PRON AMD: 01 ACRN: AN ESTIMATED COST \$ [REDACTED] COM \$ [REDACTED] FIXED FEE \$ [REDACTED] TOTAL \$ [REDACTED] <table border="1"> <thead> <tr> <th>ESM</th> <th>Description</th> <th>FY14 Hours</th> </tr> </thead> <tbody> <tr> <td>EN13-11B</td> <td>Labor</td> <td>[REDACTED]</td> </tr> </tbody> </table>	ESM	Description	FY14 Hours	EN13-11B	Labor	[REDACTED]	[REDACTED]	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]																																																																			
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EN13-11B	Labor	[REDACTED]																																																																												

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00074

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																					
	<p>COMPOSITE HOURLY RATE [REDACTED]</p> <p>(End of narrative B002)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td>REL CD</td> <td>QUANTITY</td> <td>DATE</td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>30-SEP-2014</td> </tr> </table> <p>\$ [REDACTED]</p>	DLVR SCH		PERF COMPL	REL CD	QUANTITY	DATE	001	[REDACTED]	30-SEP-2014																
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REL CD	QUANTITY	DATE																								
001	[REDACTED]	30-SEP-2014																								
0006AF	<p><u>FY14 ESM EN13-11 EXERCISE SYSTEM MAINTENANCE</u></p> <p>SERVICE REQUESTED: 13877 JLENS RAYTHEON CLIN CONTRACT TYPE: [REDACTED] PRON: 4M3J714600 PRON AMD: 01 ACRN: AN</p> <table border="0"> <tr> <td>ESTIMATED COST</td> <td>\$</td> <td>[REDACTED]</td> </tr> <tr> <td>COM</td> <td>\$</td> <td>[REDACTED]</td> </tr> <tr> <td>FIXED FEE</td> <td>\$</td> <td>[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td>\$</td> <td>[REDACTED]</td> </tr> </table> <p>(End of narrative B002)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td>REL CD</td> <td>QUANTITY</td> <td>DATE</td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>30-SEP-2014</td> </tr> </table> <p>\$ [REDACTED]</p>	ESTIMATED COST	\$	[REDACTED]	COM	\$	[REDACTED]	FIXED FEE	\$	[REDACTED]	TOTAL	\$	[REDACTED]	DLVR SCH		PERF COMPL	REL CD	QUANTITY	DATE	001	[REDACTED]	30-SEP-2014	[REDACTED]	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]
ESTIMATED COST	\$	[REDACTED]																								
COM	\$	[REDACTED]																								
FIXED FEE	\$	[REDACTED]																								
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001	[REDACTED]	30-SEP-2014																								

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 5 of 6

PHIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00074

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GPEBS ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AE	4M3J714600	2	A.0009263.1.2	AN	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
0006AF	4M3J714600	2	A.0009263.1.2	AN	\$ [REDACTED]	\$ [REDACTED]	[REDACTED]
					NET CHANGE	\$ [REDACTED]	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AN	021 201320142040 ASXFJ 172419E55FPDG 2550 L034780194 A.0009263.1.2	021001 \$ [REDACTED]
		NET CHANGE \$ [REDACTED]

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

LINE ITEM	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
0006AE	AN	021 201320142040 ASXFJ 172419E55FPDG 2550 L034780194 A.0009263.1.2	021001
0006AF	AN	021 201320142040 ASXFJ 172419E55FPDG 2550 L034780194 A.0009263.1.2	021001

CONTINUATION SHEET**Reference No. of Document Being Continued**

PIIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00074

Page 6 of 6**Name of Offeror or Contractor:** RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0055	ENGINEETING SERVICES MEMORANDUM EN13-11 REV B	28-FEB-2014	003	EMAIL

ENGINEERING SERVICES MEMORANDUM

000899

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO. EN13-11B
	DATE February 28, 2014

PROJECT TITLE Exercise System Maintenance & Packaging, Handling, Storage, and Transportation, Realignments	CONTRACT NO. W31P4Q-10-C-0003
--	---

ESTIMATED COMPLETION DATE OF ESM 30 September 2014	COST ACCOUNT
--	--------------

DESCRIPTION OF PROPOSED WORK

The contractor shall provide necessary manpower to maintain, secure and care for stored JLENS Hardware from Utah Test and Training Range (UTTR) to include Government furnished equipment required to displace and emplace the system. This period of performance shall begin on 1 Oct 2013.

The contractor shall ship stored HW to Aberdeen Proving Ground (APG), MD when directed.

Assumes equipment to be stored is packaged and stored at Echo Site at UTTR.

Assumes equipment to be transported to APG is packaged and ready for transport.

Storage support ends July 2014.

Helium skid recertification will be performed during this POP.

The contractor shall maintain SuS in flyable storage configuration until direction is provided to displace and pack the system. Excludes resources required to conduct any missions.

Cont'd

	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTS DOCUMENTATION, HARDWARE, SERIALS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ISSUE	CHANGE	CHANGE	CHANGE	CHANGE	CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN						
MATERIAL						
COMPTROL/USCONTR LBR						
TRAVEL & PER DIEM						
OTHER						
TOTAL						

ESM MONITORS

Raytheon IDB: [Redacted] CMDS P.O.: [Redacted]

CONCURRENCE SIGNATURES:

	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE				
REVISION 'A'	[Redacted]		[Redacted]	
REVISION 'B'	[Redacted]	3 Mar 14	[Redacted]	20 Mar 14
REVISION 'C'				
REVISION 'D'				
REVISION 'E'				

EXPLANATION OF REVISION: Mod B. Delivered transportation, added IFF Gov Testing Support, Buff Repairs and Additional PWFI and Echo Site Support.

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN13-11B

DESCRIPTION OF PROPOSED WORK (CONT)

SuR Repairs:

The contractor shall repair the SuR [redacted] as directed on 17 January, 2014.

The contractor shall follow the agreed to plan including;

- Before using Orbit #2 components approval from JPO is required.
- The contractor shall obtain updated cost and delivery schedule for parts consumed repairing the SuR.
- Once cost and delivery is complete spares purchase will be prioritized.
- The contractor shall generate a start-up procedure for the first time the repaired SuR is turned back on.
- A joint review needs to be conducted between the Government and Raytheon to gain concurrence on the start-up procedure prior to executing this procedure.
- Goal is to complete repairs and have a successful CAP flight no later than Feb 28.

IFF Government Testing and Verification Support:

The contractor shall provide the necessary personnel, equipment, supplies, transportation, tools, materials, supervision, and other needed to complete the IFF testing and verification support.

[redacted]

The Government will supply the necessary test targets and coordination with all government agencies.

The contractor shall ensure the IFF Government Testing and Verification Support services it provides are effectively managed. Services that are seen as essential to the success support include:

- Mission Preparation (Mission Readiness Reviews)
- [redacted]
- Data gathering, reduction and delivery
 - o Ensure tracks are recorded on target aircraft
 - o Ensure [redacted] data is recorded at SuS and FCS
 - o Ensure [redacted] data is recorded at SuS and FCS
 - o Reduction of necessary data to man readable format
 - o Reduced data will be provided to JPO for delivery to [redacted]

The contractor will conduct appropriate analysis of [redacted]

The contractor shall provide a Logistics Lead.

The contractor shall Provide Program Management and Exercise Planning support including [redacted] Program Travel and Support of SiL Infrastructures is included.

The ESM scope provided herein is provided to the Government under a Level of Effort basis.

Cont'd

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

FORM 8H-91-07-04

000901

Redactions per (b)(4) and Title 10 Sec.130 (a)(c)

ESM NO.
EN13-11B

DESCRIPTION OF PROPOSED WORK (CONT)

Provider	Task Title	Cost (Hrs or \$K Sell)
RTSC PHS&T	<p>Perform the following tasks:</p> <ul style="list-style-type: none"> - shipping/receiving of helium skids during recertifications - procurement of consumables (including Helium Gas (HeG)) - ISO container recertifications - daily PHS&T site activities - maintaining inventory and database/MMIS <p>During the one site operations and one site storage period, the PHS&T team shall also complete pre-employment activities to ready and prepare the system prior to Aberdeen Proving Grounds (APG) arrival. The PHS&T must ensure all packaging paperwork is in order and create transportation paperwork, ready additional required rentals and consumables.</p> <p>POP Jan 1, 2014 - July 2014</p>	8,754 hrs
RTSC Miscellaneous	RTSC Cell Services, MMIS, Lease vehicles and Travel	
RTSC Consumables	HW Consumables and Helium Re-certifications for pressure vessel test and Helium Gas.	
Supply Chain	Supply Chain Services to maintain Supplier and IOT SOWs and all Vendor services (previously removed in error Mod A)	
Vendors	Shipping and Rentals	
Echo Flyable Storage	Maintain Echo site in Flyable Storage configuration until directed RTSC, IDS, TCOM	8,372 hrs
SuR Repairs	Repairs to SuS as needed. Replenishment of Spares (IDS, SAS)	2,382 hrs
IDS Program Travel	Program travel as needed	
IBM Maintenance, HW/SW Maintenance	Maintain tactical and non tactical HW and SW	
IDS HW	Provide Storage planning and PMCS Maintenance Checks	1,257 hrs
IDS Lead	Half-time task leadership per JPO request	1032 hrs
PM/PI	Support ESMs for October 2013 - March 2014 (IDS, SAS, IIS)	13,825 hrs
IFF Testing & Gov Support	Analyze STRs and incorporate fixes into SW. Conduct missions appropriate to support verification. Conduct additional measurements to support 1494 (IDS, SAS, Solphys, TCOM)	2,745 hrs

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

000902 AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 7
2. Amendment/Modification No. P00075	3. Effective Date 28 Mar 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	Code S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/>	9A. Amendment Of Solicitation No.
		<input type="checkbox"/>	9B. Dated (See Item 11)
		<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
Code 05716 Facility Code		<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17

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 amendments; (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)

ACRN: AT NET INCREASE: [REDACTED]

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____

D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15C. Date Signed 28 MAR 14	16C. Date Signed 28 Mar 14

000903

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00075

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 61 EN14-006.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINS WILL BE EXERCISED. SLIN 0006AN LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006AP MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS.

SLIN 0006AN (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0006AP (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE WILL REMAIN THE UNCHANGED.

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$1,002,374.00 FROM \$38,701,112.00 TO \$39,703,486.00.

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0075 ***

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																				
0006	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY14 OPTION PERIOD JLENS ENG SRVS</u></p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"><u>FY14</u></td> <td style="width:20%;"><u>LABOR</u></td> <td style="width:20%;"><u>MATERIAL</u></td> <td style="width:20%;"><u>TOTAL</u></td> <td style="width:20%;"></td> </tr> <tr> <td>PCL COST</td> <td colspan="4" rowspan="5" style="background-color: black;"></td> </tr> <tr> <td>G&A</td> </tr> <tr> <td>TCL</td> </tr> <tr> <td>COM</td> </tr> <tr> <td>FEE</td> </tr> <tr> <td>CPFF</td> <td colspan="4"></td> </tr> </table> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"><u>HOURS</u></td> <td style="width:10%;"></td> <td style="width:10%;"><u>HOURS</u></td> <td style="width:10%;"></td> </tr> <tr> <td><u>DESCRIPTION</u></td> <td><u>LABOR</u></td> <td><u>EXERCISED</u></td> <td></td> <td><u>REMAINING</u></td> <td></td> </tr> <tr> <td>PM/CM</td> <td colspan="4" rowspan="4" style="background-color: black;"></td> </tr> <tr> <td>ENGINEERING</td> </tr> <tr> <td>PRODUCT ASSUR</td> </tr> <tr> <td>LOGISTICS</td> </tr> <tr> <td>TOTAL</td> <td colspan="4"></td> </tr> </table> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"><u>MATERIAL</u></td> <td style="width:10%;"><u>EXERCISED</u></td> <td style="width:10%;"><u>REMAINING</u></td> <td style="width:10%;"></td> </tr> <tr> <td><u>DESCRIPTION</u></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>ESTIMATED COST</td> <td colspan="4" rowspan="3" style="background-color: black;"></td> </tr> <tr> <td>COM</td> </tr> <tr> <td>FIXED FEE</td> </tr> <tr> <td>TOTAL</td> <td colspan="4"></td> </tr> </table> <p style="text-align: center;">(End of narrative B007)</p>	<u>FY14</u>	<u>LABOR</u>	<u>MATERIAL</u>	<u>TOTAL</u>		PCL COST					G&A	TCL	COM	FEE	CPFF							<u>HOURS</u>		<u>HOURS</u>		<u>DESCRIPTION</u>	<u>LABOR</u>	<u>EXERCISED</u>		<u>REMAINING</u>		PM/CM					ENGINEERING	PRODUCT ASSUR	LOGISTICS	TOTAL							<u>MATERIAL</u>	<u>EXERCISED</u>	<u>REMAINING</u>		<u>DESCRIPTION</u>						ESTIMATED COST					COM	FIXED FEE	TOTAL					█	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ █ \$ █ \$ █
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0006AN	<p><u>BCS-F INTERFACE DEVELOPMENT EN14-006</u></p> <p>SERVICE REQUESTED: #15708 █</p> <p>CLIN CONTRACT TYPE: █</p> <p>PRON: 4M4JX10200 PRON AMD: 01 ACRN: AT</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;">Estimated Cost</td> <td colspan="4" rowspan="3" style="background-color: black;"></td> </tr> <tr> <td>COM</td> </tr> <tr> <td>Fixed Fee</td> </tr> <tr> <td>Total</td> <td colspan="4"></td> </tr> </table> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"><u>ESM</u></td> <td style="width:30%;"><u>Description</u></td> <td style="width:20%;"><u>FY14 Hours</u></td> <td style="width:20%;"></td> <td style="width:20%;"></td> </tr> <tr> <td>EN13-004</td> <td>Labor</td> <td>█</td> <td></td> <td></td> </tr> </table>	Estimated Cost					COM	Fixed Fee	Total					<u>ESM</u>	<u>Description</u>	<u>FY14 Hours</u>			EN13-004	Labor	█			█	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ █ \$ █ \$ █																																														
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EN13-004	Labor	█																																																																							

000905 CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00075	Page 4 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	COMPOSITE HOURLY RATE [REDACTED] (End of narrative B001) <u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination <u>Deliveries or Performance</u> DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 [REDACTED] 30-AUG-2014 \$ [REDACTED]				
0006AP	<u>BCS-F INTERFACE DEVELOPMENT</u> SERVICE REQUESTED: #15708 [REDACTED] CLIN CONTRACT TYPE: [REDACTED] PRON: 4M4JX10200 PRON AMD: 01 ACRN: AT SLIN 0006AP FROM BY TO DIRECT LABOR HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED] Estimated Cost [REDACTED] COM [REDACTED] Fixed Fee [REDACTED] Total [REDACTED] (End of narrative B001) <u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination <u>Deliveries or Performance</u>	[REDACTED]	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]

000906

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 5 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00075

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
DLVR SCH REL CD 001	<table border="0"> <tr> <td style="text-align: right;">PERF COMPL</td> <td style="text-align: center;">QUANTITY</td> <td style="text-align: center;">DATE</td> </tr> <tr> <td></td> <td style="text-align: center;">[REDACTED]</td> <td style="text-align: center;">30-AUG-2014</td> </tr> <tr> <td></td> <td style="text-align: center;">\$ [REDACTED]</td> <td></td> </tr> </table>	PERF COMPL	QUANTITY	DATE		[REDACTED]	30-AUG-2014		\$ [REDACTED]					
PERF COMPL	QUANTITY	DATE												
	[REDACTED]	30-AUG-2014												
	\$ [REDACTED]													

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 6 of 7

PHN/SIIN W31P4Q-10-C-0003

MOD/AMD P00075

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFEBBS ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AN	4M4JX10200	2	A.0018921.1.4	AT	\$	\$	
0006AP	4M4JX10200	2	A.0018921.1.4	AT	\$	\$	
					NET CHANGE	\$	1,002,374.00

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AT	021 201420152040 A5XFJ 172419EG7FPDG 2550 L035758538 A.0018921.1.4	021001 \$ 1,002,374.00
NET CHANGE		\$ 1,002,374.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	38,701,112.00	\$ 1,002,374.00	\$ 39,703,486.00

LINE ITEM	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION		
0006AN	AT	021 201420152040 A5XFJ 172419EG7FPDG	2550 L035758538 A.0018921.1.4	021001
0006AP	AT	021 201420152040 A5XFJ 172419EG7FPDG	2550 L035758538 A.0018921.1.4	021001

000908

CONTINUATION SHEET

Reference No. of Document Being Continued

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PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00075

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of</u> <u>Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number</u> <u>of Pages</u>	<u>Transmitted By</u>
Attachment 0061	ENGINEERING SERVICES MEMORANDUM EN14-0006	22-OCT-2013	001	EMAIL

000909

ENGINEERING SERVICES MEMORANDUM

**U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA**

ESM NO.

EN14-006

DATE

22 October 2013

PROJECT TITLE

JLENS

CONTRACT NO.

W31P4Q-10-C-0003

ESTIMATED COMPLETION DATE OF ESM

30 August 2014

COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

The Contractor shall evaluate existing JLENS

The contractor shall design and develop a Operations (MO) interface component

The component will be developed separately from the JLENS tactical and design documentation will be contractor format only. The contractor shall perform engineering verification testing of the JLENS to demonstrate readiness for integration at the Government System Integration Lab (SIL). The contractor shall integrate the and support Government-led SIL testing to verify performance of the JLENS

GOVERNMENT FURNISHED EQUIPMENT

DATE REQUIRED

RETURN DATE

CONDITION OF RETURN

To be specified in Sub-ESMs as required

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPT/SUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$

ESM MONITORS

Raytheon IDS:

CMDS P.O.:

CONCURRENCE SIGNATURES:

	RAYTHEON IDS	DATE	DATE
ORIGINAL ISSUE		17 Mar 14	19 MAR 2014
REVISION "A"			
REVISION "B"			
REVISION "C"			
REVISION "D"			
REVISION "E"			

EXPLANATION

P00075

JLENS
W31P4Q-10-C-0003 MOD P00075
ATTACHMENT 0061
1 OF 1 MAR 28 2014

000910
AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
 Cont. Plus Fixed Fee
 Page 1 Of 7

2. Amendment/Modification No. 200076
 3. Effective Date **APR 01 2014**
 4. Requisition/Purchase Req No. SEE SCHEDULE
 5. Project No. (If applicable)

a. Issued By
 ARMY CONTRACTING COMMAND-REDSTONE
 REDSTONE ARSENAL AD 37800-6280
 Code W31P4G
 7. Administered By (If other than Item 6)
 DUMA PAYTHEON, TENNESSEE
 50 APPLE HILL DRIVE
 N/S 12FR2
 TENNESSEE WA 31875-1198
 Code 52305A

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)
 PAYTHEON COMPANY
 230 DOWELL ST
 ANDOVER, MA 01810-6508
 Code 08715 Facility Code
 9A. Amendment Of Solicitation No.
 9B. Dated (See Item 11)
 10A. Modification Of Contract/Order No.
 W31P4G-10-C-0003
 10B. Dated (See Item 13)
 2003MAR17

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 amendments; (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)
 ACRN: ANI NET INCREASE: \$6,472,058.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
 It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is issued Pursuant To: _____ 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 data, 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:
 D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
 SEE SECOND PAGE FOR 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)
 16A. Name And Title Of Contracting Officer (Type or print)
 15C. Date Signed 3/31/14
 16C. Date Signed 4/1/14

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00076

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 62 EN14-04.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINs WILL BE EXERCISED. SLIN 0006AQ LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006AR MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS.

SLIN 0006AQ (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0006AR (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$6,472,068.00 FROM \$39,703,486.00 TO \$46,175,554.00.

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT TOTAL VALUE IS UNCHANGED.

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-6 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0076 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00076

Name of Offeror or Contractor: RAYTHRON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS				
0006	<p><u>FY14 OPTION PERIOD JLENS ENG SRVS</u></p> <p>FY14 LABOR MATERIAL TOTAL</p> <p>PCL COST [REDACTED]</p> <p>G&A [REDACTED]</p> <p>TCL [REDACTED]</p> <p>COM [REDACTED]</p> <p>FEE [REDACTED]</p> <p>CPFF [REDACTED]</p> <p>DESCRIPTION LABOR HOURS EXERCISED HOURS REMAINING</p> <p>PM/CM [REDACTED]</p> <p>ENGINEERING [REDACTED]</p> <p>PRODUCT ASSUR [REDACTED]</p> <p>LOGISTICS [REDACTED]</p> <p>TOTAL [REDACTED]</p> <p>DESCRIPTION MATERIAL EXERCISED REMAINING</p> <p>ESTIMATED COST [REDACTED]</p> <p>COM [REDACTED]</p> <p>FIXED FEE [REDACTED]</p> <p>TOTAL [REDACTED]</p> <p>(End of narrative B007)</p>				
0006AQ	<p><u>PM/PI ESM EN14-04</u></p> <p>SERVICE REQUESTED: [REDACTED]</p> <p>CLIN CONTRACT TYPE: [REDACTED]</p> <p>PRON: 4M4J711300 PRON AMD: 01 ACRN: AU</p> <p>Estimated Cost [REDACTED]</p> <p>COM [REDACTED]</p> <p>Fixed Fee [REDACTED]</p> <p>Total [REDACTED]</p> <p>ESM Description FY14 Hours</p> <p>EN14-04 Labor [REDACTED]</p> <p>COMPOSITE HOURLY RATE [REDACTED]</p>	■	LO	<p>Estimated Cost \$ [REDACTED]</p> <p>Fixed Fee \$ [REDACTED]</p> <p>Not to Exceed (Funding) \$ [REDACTED]</p>	[REDACTED]

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00076

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD QUANTITY DATE</u> 001 [REDACTED] 30-SEP-2014</p> <p>\$ [REDACTED]</p>				
0006AR	<p><u>PM/PI ESM EN14-04</u></p> <p>SERVICE REQUESTED: [REDACTED] CLIN CONTRACT TYPE: [REDACTED] PRON: 4M4J711300 PRON AMD: 01 ACRN: AU</p> <p>SLIN 0006AR FROM BY TO DIRECT LABOR HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>Estimated Cost [REDACTED] COM [REDACTED] Fixed Fee [REDACTED] Total [REDACTED]</p>	1	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]
	<p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD QUANTITY DATE</u></p>				

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00076

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
001	[REDACTED] 30-SEP-2014 \$ [REDACTED]				

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PIIN/SHN W31P4Q-10-C-0003	MOD/AMD P00076	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFEBs ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AQ	4M4J711300	2	A.0016122.1.2	AU \$	[REDACTED]	[REDACTED]	[REDACTED]
0006AR	4M4J711300	2	A.0016122.1.2	AU \$	[REDACTED]	[REDACTED]	[REDACTED]
					NET CHANGE \$	6,472,068.00	

ACRN	ACCOUNTING CLASSIFICATION				INCREASE/ DECREASE
AU	021 201420152040	A5XFPJ 172419E55FPDG	2550 L035763846 A.0016122.1.2		021001 \$ 6,472,068.00
					NET CHANGE \$ 6,472,068.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 39,703,486.00	\$ 6,472,068.00	\$ 46,175,554.00

LINE ITEM	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION		
0006AQ	AU	021 201420152040	A5XFPJ 172419E55FPDG	2550 L035763846 A.0016122.1.2
0006AR	AU	021 201420152040	A5XFPJ 172419E55FPDG	2550 L035763846 A.0016122.1.2

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 7 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00076

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0062	ENGINEERING SERVICE MEMORANDUM EN14-04	11-MAR-2014	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO. EN14-04
	DATE 11 March 2014

PROJECT TITLE Program Management/Program Infrastructure (PM/PI) (Apr-Sep 14)	CONTRACT NO. W31P4Q-10-C-0003
---	----------------------------------

ESTIMATED COMPLETION DATE OF ESM 30 September 2014	COST ACCOUNT
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DESCRIPTION OF PROPOSED WORK

Provide necessary program level oversight to manage and propose FY14 tasks requested as well as oversight of Subcontractors and IOTs. This includes PM, Program Controls, Finance, Chief Engineer and Technical Direction, Quality Lead, Security Lead (non-site), Planning and Scheduling, Configuration Management, Supply Chain Manager, EVMS Support (as required) and engineering oversight/review of ESM task deliverables. Provide resources to continue planning for APG Exercise as requested.

Provide program infrastructure necessary to keep the classified Raytheon test and demonstration assets and classified information systems running and compliant with all security procedures/regulations, back-ups, scans and audits. Ensure readiness to support ongoing JLENS efforts for Raytheon and the applicable Subcontractors. Process security clearances, access/control to classified areas and enable classified areas to operate compliant to security guidelines. This includes Information Systems Management, Information Systems Security, SW/HW maintenance support, tools, and licenses. Includes extension of IBM Maintenance as necessary until no longer needed to support operations at UTTR.

	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE
To be specified in Sub-ESMs as required

ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPT/SUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$

ESM MONITORS

Raytheon IDS: [Redacted] CMDB P.O.: [Redacted]

CONCURRENCE SIGNATURES:

	SIGNATURE	DATE	SIGNATURE	DATE
ORIGINAL ISSUE	[Redacted]	11 Mar 14	[Redacted]	24 MAR 14
REVISION "A"	[Redacted]		[Redacted]	
REVISION "B"	[Redacted]		[Redacted]	
REVISION "C"	[Redacted]		[Redacted]	
REVISION "D"	[Redacted]		[Redacted]	
REVISION "E"	[Redacted]		[Redacted]	

EXPLANATION OF REVISION:

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN14-04

DESCRIPTION OF PROPOSED WORK (CONT)

The ESM scope provided herein is provided to the Government under a Level of Effort basis;

Provider	Task Title	Cost (Hrs or \$K Sell)
IBM Maintenance, HW/SW Maintenance,	Maintain tactical and non tactical HW and SW	[REDACTED]
Exercise Planning	Provide resources to continue planning for APG Exercise	[REDACTED]
IDS Logistics Lead	Logistics Leadership beyond PHS&T and Training PoP (Jul-Sep)	[REDACTED]
Program Management and Program Infrastructure	Support ESMs for April - September 2014 (IDS, SAS, IIS)	[REDACTED]
Material Storage	Maintain stored hardware at depot facility	[REDACTED]

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

000919

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 7
2. Amendment/Modification No. P00077	3. Effective Date APR 02 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35896-5280 EMAIL: [REDACTED]	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	Code	S2205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		<input type="checkbox"/>	9A. Amendment Of Solicitation No.	
		<input type="checkbox"/>	9B. Dated (See Item 11)	
		<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003	
Code 05716 Facility Code		<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17	

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 amendments; (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)
ACRN: AV NET INCREASE: \$140,162.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

<input type="checkbox"/>	A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A.	The Changes Set Forth In Item 14 Are Made In
<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:	
<input type="checkbox"/>	D. Other (Specify type of modification and authority)	

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15B. Date Signed [REDACTED]	15C. Date Signed 4/2/14
15D. Date Signed [REDACTED]	15E. Date Signed 4/2/14

(Signature of person authorized to sign)

NSN 7540-01-152-8070
PREVIOUS EDITIONS UNUSABLE

(REV. 10-83)
(48 CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00077

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee [REDACTED]
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 63 EN14-02.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINS ARE EXERCISED. SLIN 0006AS LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006AT MATERIAL DOLLARS ARE IN INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS.

SLIN 0006AS (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0006AT (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT VALUE WILL REMAIN UNCHANGED.

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$140,162.00 FROM \$46,175,554.00 TO \$46,315,716.00.

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE EFFECT.

*** END OF NARRATIVE A0077 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00077	Page 3 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS																				
0006	<u>FY14 OPTION PERIOD JLENS ENG SRVS</u>																				
	<table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%;"><u>FY14</u></td> <td style="width:20%;"><u>LABOR</u></td> <td style="width:20%;"><u>MATERIAL</u></td> <td style="width:45%;"><u>TOTAL</u></td> </tr> <tr> <td>PCL COST</td> <td colspan="3" rowspan="6" style="background-color: black; color: white; text-align: center;">[REDACTED]</td> </tr> <tr> <td>G&A</td> </tr> <tr> <td>TCL</td> </tr> <tr> <td>COM</td> </tr> <tr> <td>FEE</td> </tr> <tr> <td>CPFF</td> </tr> </table>	<u>FY14</u>	<u>LABOR</u>	<u>MATERIAL</u>	<u>TOTAL</u>	PCL COST	[REDACTED]			G&A	TCL	COM	FEE	CPFF							
<u>FY14</u>	<u>LABOR</u>	<u>MATERIAL</u>	<u>TOTAL</u>																		
PCL COST	[REDACTED]																				
G&A																					
TCL																					
COM																					
FEE																					
CPFF																					
	<table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%;"></td> <td style="width:20%;"><u>HOURS</u></td> <td style="width:20%;"><u>HOURS</u></td> <td style="width:45%;"></td> </tr> <tr> <td><u>DESCRIPTION</u></td> <td><u>LABOR</u></td> <td><u>EXERCISED</u></td> <td><u>REMAINING</u></td> </tr> <tr> <td>PM/CM</td> <td colspan="3" rowspan="5" style="background-color: black; color: white; text-align: center;">[REDACTED]</td> </tr> <tr> <td>ENGINEERING</td> </tr> <tr> <td>PRODUCT ASSUR</td> </tr> <tr> <td>LOGISTICS</td> </tr> <tr> <td>TOTAL</td> </tr> </table>		<u>HOURS</u>	<u>HOURS</u>		<u>DESCRIPTION</u>	<u>LABOR</u>	<u>EXERCISED</u>	<u>REMAINING</u>	PM/CM	[REDACTED]			ENGINEERING	PRODUCT ASSUR	LOGISTICS	TOTAL				
	<u>HOURS</u>	<u>HOURS</u>																			
<u>DESCRIPTION</u>	<u>LABOR</u>	<u>EXERCISED</u>	<u>REMAINING</u>																		
PM/CM	[REDACTED]																				
ENGINEERING																					
PRODUCT ASSUR																					
LOGISTICS																					
TOTAL																					
	<table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%;"></td> <td style="width:20%;"><u>MATERIAL</u></td> <td style="width:20%;"><u>EXERCISED</u></td> <td style="width:45%;"><u>REMAINING</u></td> </tr> <tr> <td><u>DESCRIPTION</u></td> <td colspan="3" rowspan="4" style="background-color: black; color: white; text-align: center;">[REDACTED]</td> </tr> <tr> <td>ESTIMATED COST</td> </tr> <tr> <td>COM</td> </tr> <tr> <td>FIXED FEE</td> </tr> <tr> <td>TOTAL</td> <td colspan="3"></td> </tr> </table>		<u>MATERIAL</u>	<u>EXERCISED</u>	<u>REMAINING</u>	<u>DESCRIPTION</u>	[REDACTED]			ESTIMATED COST	COM	FIXED FEE	TOTAL								
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<u>DESCRIPTION</u>	[REDACTED]																				
ESTIMATED COST																					
COM																					
FIXED FEE																					
TOTAL																					
	(End of narrative B008)																				
0006AS	[REDACTED]	[REDACTED]	LO	Estimated Cost	[REDACTED]																
				Fixed Fee	[REDACTED]																
				Not to Exceed	[REDACTED]																
				(Funding)	[REDACTED]																
	SERVICE REQUESTED: #16093 [REDACTED]																				
	CLIN CONTRACT TYPE: Cost Plus Fixed Fee																				
	PRON: 4M4J711400 PRON AMD: 01 ACRN: AV																				
	Estimated Cost																				
	COM																				
	Fixed Fee																				
	Total																				
	ESM	<u>Description</u>	<u>FY14 Hours</u>																		
	EN14-02	Labor	[REDACTED]																		
	COMPOSITE HOURLY RATE	[REDACTED]																			

CONTINUATION SHEET	Reference No. of Document Being Continued PHN/SHN W31P4Q-10-C-0003 MOD/AMD P00077	Page 4 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																		
0006AT	<p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;">DLVR SCH</td> <td style="width: 40%;">PERF COMPL</td> <td style="width: 30%;"></td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>28-SEP-2014</td> </tr> <tr> <td>\$</td> <td>[REDACTED]</td> <td></td> </tr> </table> <p>[REDACTED]</p> <p>SERVICE REQUESTED: #16093 [REDACTED] CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J711400 PRON AMD: 01 ACRN: AV</p> <p>SLIN 0006AR FROM BY TO DIRECT LABOR HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>Estimated Cost [REDACTED] COM [REDACTED] Fixed Fee [REDACTED] Total [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;">DLVR SCH</td> <td style="width: 40%;">PERF COMPL</td> <td style="width: 30%;"></td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> </table>	DLVR SCH	PERF COMPL		<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	28-SEP-2014	\$	[REDACTED]		DLVR SCH	PERF COMPL		<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	[REDACTED]	LO	<p>Estimated Cost \$ [REDACTED] Fixed Fee \$ [REDACTED] Not to Exceed (Funding) \$ [REDACTED]</p>	[REDACTED]
DLVR SCH	PERF COMPL																						
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>																					
001	[REDACTED]	28-SEP-2014																					
\$	[REDACTED]																						
DLVR SCH	PERF COMPL																						
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>																					

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD F00077

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
001	[REDACTED] 28-SEP-2014 \$ [REDACTED]				

000924

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PHN/SHN W31P4Q-10-C-0003	MOD/AMD P00077	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFEBs ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AS	4M4J711400	2	A.0016122.1.2	AV \$	[REDACTED]	[REDACTED]	[REDACTED]
0006AT	4M4J711400	2	A.0016122.1.2	AV \$	[REDACTED]	[REDACTED]	[REDACTED]
					NET CHANGE \$	140,162.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AV	021 201420152040 ASXFJ 172419E55FPDG 2550 L035764978 A.0016122.1.2	021001 \$ 140,162.00
		NET CHANGE \$ 140,162.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	46,175,554.00	\$ 140,162.00	\$ 46,315,716.00

LINE ITEM	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	
0006AS	AV	021 201420152040 ASXFJ 172419E55FPDG 2550 L035764978 A.0016122.1.2	021001
0006AT	AV	021 201420152040 ASXFJ 172419E55FPDG 2550 L035764978 A.0016122.1.2	021001

000925

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 7 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00077

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0063	ENGINEERING SERVICE MEMORANDUM EN-14-02	24-MAR-2014	001	EMAIL

000926

ENGINEERING SERVICES MEMORANDUM

**U.S. ARMY AVIATION AND MISSILE COMMAND
REDSTONE ARSENAL, ALABAMA**

ESM NO.
EN-14-02
DATE
24 March 2014

PROJECT TITLE
[REDACTED]
CONTRACT NO.
W31P4Q-10-C-0003
COST ACCOUNT

28 September 2014

DESCRIPTION OF PROPOSED WORK

[REDACTED] Provide description and impact assessment
cost and schedule for implementing [REDACTED] software update.

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]					
DIRECT LABOR & BURDEN	\$ [REDACTED]	\$	\$	\$	\$	\$
MATERIAL	\$ [REDACTED]	\$	\$	\$	\$	\$
COMPT/SG/CONTR LBR	\$ [REDACTED]	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$ [REDACTED]	\$	\$	\$	\$	\$
OTHER	\$ [REDACTED]	\$	\$	\$	\$	\$
TOTAL	\$ [REDACTED]	\$	\$	\$	\$	\$

ESM MONITORS

Raytheon
IDS: [REDACTED]

CMDS P.O.: [REDACTED]

CONCURRENCE SIGNATURES:

	DATE	DATE
ORIGINAL ISSUE	[REDACTED]	[REDACTED]
REVISION "A"	21 Mar 14	4 MAR 14
REVISION "B"		
REVISION "C"		
REVISION "D"		
REVISION "E"		

EXPLANATION OF REVISION:

P00077

000927

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT 1. Contract ID Code
Cost Plus Fixed Fee Page 1 Of 6

2. Amendment/Modification No. P00078	3. Effective Date APR 15 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
---	---	---	--------------------------------

6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35896-5280	Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2PR2 TEWKSBURY MA 01876-1198	Code S2205A
---	----------------	---	----------------

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400	<input type="checkbox"/>	9A. Amendment Of Solicitation No.
	<input type="checkbox"/>	9B. Dated (See Item 11)
	<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. W31P4Q-10-C-0003
	<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17

Code 05716 Facility Code

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 amendments; (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)
ACRN: AW NET INCREASE: \$3,026,940.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

<input type="checkbox"/>	A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A.	The Changes Set Forth In Item 14 Are Made In
<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:	
<input type="checkbox"/>	D. Other (Specify type of modification and authority)	

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15C. Date Signed 4/15/14	16C. Date Signed 4/15/14

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 6

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00078

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00078) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION, THE FOLLOWING BILLING INSTRUCTIONS ARE INCORPORATED IN THE SUBJECT CONTRACT.

A-3 BY EXECUTION OF THIS MODIFICATION CLIN 0006 FOR PHS&T EFFORT UNDER ESM EN13-11, IS TO BE INVOICED UNDER THE FOLLOWING SLINS:

SLIN 0006AE AMOUNT: [REDACTED] ESM13-11 & REV "B"
 SLIN 0006AF AMOUNT: [REDACTED] ESM13-11 & REV "B"
 SLIN 0006AG AMOUNT: [REDACTED] ESM13-11 REV "A"
 SLIN 0006AH AMOUNT: [REDACTED] ESM13-11 REV "A"
 SLIN 0006AU AMOUNT: [REDACTED] ESM13-11 REV "C"

THE SLINS FOR FUNDING/BILLING PURPOSES CAN BE COMBINED AS FOLLOWS:

SLIN 0006AE AND SLIN 0006AG FOR LABOR PURPOSE SLIN 0006AF AND SLINS 0006AH AND 0006AU FOR MATERIAL PURPOSE.

A-4 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 64 EN13-11 REV C.

A-5 BY EXECUTION OF THIS MODIFICATION SLIN 0006AU MATERIAL DOLLARS IS ESTABLISHED AND INCREASED BY [REDACTED] AS FOLLOWS:

SLIN 0006AU (MATERIAL)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

FROM BY TO

[REDACTED]

A-6 A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$3,026,940.00 FROM \$46,315,716.00 TO \$49,342,656.00.

A-7 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT TOTAL VALUE IS UNCHANGED.

A-8 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-9 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0078 ***

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																								
0006	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY14 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="1"> <thead> <tr> <th>FY14</th> <th>LABOR</th> <th>MATERIAL</th> <th>TOTAL</th> </tr> </thead> <tbody> <tr> <td>PCL COST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>G&A</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TCL</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>FEE</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>CPFF</td> <td colspan="3">[REDACTED]</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>DESCRIPTION</th> <th>LABOR</th> <th>HOURS EXERCISED</th> <th>HOURS REMAINING</th> </tr> </thead> <tbody> <tr> <td>PM/CM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>ENGINEERING</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>PRODUCT ASSUR</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>LOGISTICS</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>DESCRIPTION</th> <th>MATERIAL</th> <th>EXERCISED</th> <th>REMAINING</th> </tr> </thead> <tbody> <tr> <td>ESTIMATED COST</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>FIXED FEE</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> </tr> </tbody> </table> <p>(End of narrative B009)</p>	FY14	LABOR	MATERIAL	TOTAL	PCL COST	[REDACTED]			G&A	[REDACTED]			TCL	[REDACTED]			COM	[REDACTED]			FEE	[REDACTED]			CPFF	[REDACTED]			DESCRIPTION	LABOR	HOURS EXERCISED	HOURS REMAINING	PM/CM	[REDACTED]			ENGINEERING	[REDACTED]			PRODUCT ASSUR	[REDACTED]			LOGISTICS	[REDACTED]			TOTAL	[REDACTED]			DESCRIPTION	MATERIAL	EXERCISED	REMAINING	ESTIMATED COST	[REDACTED]			COM	[REDACTED]			FIXED FEE	[REDACTED]			TOTAL	[REDACTED]			1	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	<p>\$ [REDACTED]</p> <p>\$ [REDACTED]</p> <p>\$ [REDACTED]</p>
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0006AU	<p><u>EN13-11C</u></p> <p>SERVICE REQUESTED: #15958 PHS&T CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J711600 PRON AMD: 01 ACRN: AW</p> <table border="1"> <thead> <tr> <th>SLIN 0006AR</th> <th>FROM</th> <th>BY</th> <th>TO</th> </tr> </thead> <tbody> <tr> <td>DIRECT LABOR HOURS:</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>DIRECT LABOR & BURDEN</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>MATERIAL</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> </tr> </tbody> </table> <table border="1"> <tbody> <tr> <td>Estimated Cost</td> <td>[REDACTED]</td> </tr> <tr> <td>COM</td> <td>[REDACTED]</td> </tr> <tr> <td>Fixed Fee</td> <td>[REDACTED]</td> </tr> <tr> <td>Total</td> <td>[REDACTED]</td> </tr> </tbody> </table>	SLIN 0006AR	FROM	BY	TO	DIRECT LABOR HOURS:	[REDACTED]			DIRECT LABOR & BURDEN	[REDACTED]			MATERIAL	[REDACTED]			TOTAL	[REDACTED]			Estimated Cost	[REDACTED]	COM	[REDACTED]	Fixed Fee	[REDACTED]	Total	[REDACTED]																																																
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CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00078

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
	<p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>█</td> <td>30-SEP-2014</td> </tr> </table> <p>\$ █</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	█	30-SEP-2014				
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<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	█	30-SEP-2014												

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 5 of 6
	PHN/SIN W31P4Q-10-C-0003	MOD/AMD P00078	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFEBs ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AU	4M4J711600	2	A.0016122.1.2	AW \$			
					NET CHANGE \$	3,026,940.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AW	021 201420152040 A5XFJ 172419E55FPDG 2550 L035799616 A.0016122.1.2	021001 \$ 3,026,940.00
		NET CHANGE \$ 3,026,940.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 46,315,716.00	\$ 3,026,940.00	\$ 49,342,656.00

LINE ITEM	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	
0006AU	AW	021 201420152040 A5XFJ 172419E55FPDG	2550 L035799616 A.0016122.1.2 021001

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 6 of 6**

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00078

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0064	ENGINEERING SERVICES MEMORANDUM EN13-11 REV "C"	21-MAR-2014	003	EMAIL

000933

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO. EN13-11C
	DATE March 21, 2014

PROJECT TITLE Exercise System Maintenance & Packaging, Handling, Storage, and Transportation, Realignments	CONTRACT NO. W31P4Q-10-C-0003
--	---

ESTIMATED COMPLETION DATE OF ESM 30 September 2014	COST ACCOUNT
--	--------------

DESCRIPTION OF PROPOSED WORK

The contractor shall provide necessary manpower to maintain, secure and care for stored JLENS Hardware from Utah Test and Training Range (UTTR) to include Government furnished equipment required to displace and emplace the system. This period of performance shall begin on 1 Oct 2013.

The contractor shall ship stored HW to Aberdeen Proving Ground (APG), MD when directed.

Assumes equipment to be stored is packaged and stored at Echo Site at UTTR.

Assumes equipment to be transported to APG is packaged and ready for transport.

Storage support ends July 2014.

Helium skid recertification will be performed during this POP.

The contractor shall maintain SuS in flyable storage configuration until direction is provided to displace and pack the system. Excludes resources required to conduct any missions.

Cont'd

	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST	*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***					
	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN \$						
MATERIAL \$						
COMPT/SUB/CONTR LBR \$						
TRAVEL & PER DIEM \$						
OTHER \$						
TOTAL \$						

ESM MONITORS

Raytheon IDS: [Redacted] CMDS P.O.: [Redacted]

CONCURRENCE SIGNATURES:					
	RAYTHEON IDS	DATE	CMDS PROJECT OFFICE	DATE	
ORIGINAL ISSUE					
REVISION "A"					
REVISION "B"					
REVISION "C"		21 Mar 14		21 Mar 14	
REVISION "D"					
REVISION "E"					

EXPLANATION OF REVISION: Mod C. Added value for previously deferred transportation in Mod B

JLENS
W31P4Q-10-C-0003 MOD P00078
ATTACHMENT 0064
1 OF 3 **APR 15 2014**

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN13-11C

DESCRIPTION OF PROPOSED WORK (CON'T)

SuR Repairs:

The contractor shall repair the SuR [REDACTED] as directed on 17 January, 2014.

The contractor shall follow the agreed to plan including;

- Before using Orbit #2 components approval from JPO is required.
- The contractor shall obtain updated cost and delivery schedule for parts consumed repairing the SuR.
- Once cost and delivery is complete spares purchase will be prioritized.
- The contractor shall generate a start-up procedure for the first time the repaired SuR is turned back on.
- A joint review needs to be conducted between the Government and Raytheon to gain concurrence on the start-up procedure prior to executing this procedure.
- Goal is to complete repairs and have a successful CAP flight no later than Feb 28.

IFF Government Testing and Verification Support:

The contractor shall provide the necessary personnel, equipment, supplies, transportation, tools, materials, supervision, and other services to complete two IFF test windows, each consisting of two missions [REDACTED]

The Government will supply the necessary test targets and coordination with all government agencies.

The contractor shall ensure the IFF Government Testing and Verification Support services it provides are effectively managed. Services that are seen as essential to the success support include:

- Mission Preparation (Mission Readiness Reviews)

- Data gathering, reduction and delivery

- o Ensure tracks are recorded on target aircraft
- o Ensure [REDACTED] data is recorded at SuS and FCS
- o Ensure [REDACTED] data is recorded at SuS and FCS
- o Reduction of necessary data to man readable format
- o Reduced data will be provided to JPO for delivery to [REDACTED]

The contractor will conduct appropriate analysis [REDACTED]

The contractor shall provide a Logistics Lead.

The contractor shall Provide Program Management and Exercise Planning support including [REDACTED] Program Travel and Support of SIL Infrastructures is included.

The ESM scope provided herein is provided to the Government under a Level of Effort basis.

Cont'd

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

000935

ESM NO.
EN13-11C

DESCRIPTION OF PROPOSED WORK (CONT)		
Provider	Task Title	Cost (Hrs or \$K Sell)
RTSC PHS&T	<p>Perform the following tasks:</p> <ul style="list-style-type: none"> - shipping/receiving of helium skids during recertifications - procurement of consumables (including Helium Gas (HeG)) - ISO container recertifications - daily PHS&T site activities - maintaining inventory and database/MMIS <p>During the one site operations and one site storage period, the PHS&T team shall also complete pre-emplacment activities to ready and prepare the system prior to Aberdeen Proving Grounds (APG) arrival. The PHS&T must ensure all packaging paperwork is in order and create transportation paperwork, ready additional required rentals and consumables.</p> <p>POP Jan 1, 2014 - July 2014</p>	8,754 hrs
RTSC Miscellaneous	RTSC Cell Services, MMIS, Lease vehicles and Travel	
RTSC Consumables	HW Consumables and Helium Re-certifications for pressure vessel test and Helium Gas.	
Supply Chain	Supply Chain Services to maintain Supplier and IOT SCWs and all Vendor services (previously removed in error Mod A)	
Vendors	Shipping and Rental	
Echo Flyable Storage	Maintain Echo site in Flyable Storage configuration until directed RTSC, IDS, TCOM	8,372 hrs
SuR Repairs	Repairs to SuS as needed. Replenishment of Spares (IDS, SAS)	2,382 hrs
IDS Program Travel	Program travel as needed	
IBM Maintenance, HW/SW Maintenance	Maintain tactical and non tactical HW and SW	
IDS HW	Provide Storage planning and PMCS Maintenance Checks	1,257 hrs
IDS Lead	Half-time task leadership per JPO request	1032 hrs
PMPI	Support ESMs for October 2013 - March 2014 (IDS, SAS, IIS)	13,825 hrs
IFF Testing & Gov Support	Analyze STRs and incorporate fixes into SW. Conduct missions appropriate to support verification. Conduct additional measurements to support 1494 (IDS, SAS, Solipsys, TCOM)	2,745 hrs

Task	New Mod C			SubTotal
	Material	Travel	Labor	Labor Hrs (IDS only)
PHS&T Mod A Subtotal				
SuR Repairs				
IIS Supply Chain				
PMPI w/ Exercise Planning				
Echo Flyable Storage				
IFF/RFA Test Support				
PHS&T Mod B Subtotal				
Total Mod C Total				

MILESTONE PLAN (MEASURABLE TASKS ONLY)					
MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
Cost Plus Fixed Fee Page 1 Of 5

2. Amendment/Modification No. P00079
3. Effective Date APR 17 2014
4. Requisition/Purchase Req No. SEE SCHEDULE
5. Project No. (If applicable)

6. Issued By
Code W31P4Q
ARMY CONTRACTING COMMAND-REDSTONE
[REDACTED]
REDSTONE ARSENAL AL 35898-5280
7. Administered By (If other than Item 6)
Code S2205A
DCMA RAYTHEON TEWKSBURY
50 APPLE HILL DRIVE
M/S T2FR2
TEWKSBURY MA 01876-1198

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)
RAYTHEON COMPANY
350 LOWELL ST
ANDOVER, MA 01810-4400
9A. Amendment Of Solicitation No.
9B. Dated (See Item 11)
10A. Modification Of Contract/Order No.
W31P4Q 10 C 0003
10B. Dated (See Item 13)
2003MAR17
Code 05716 Facility Code

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 amendments; (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)
ACRN: AX NET INCREASE: \$4,862,391.00

**13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.**

A. This Change Order is Issued Pursuant To: _____ 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 data, 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:
 D. Other (Specify type of modification and authority) Exercise Option

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]
16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15C. Date Signed 4/17/14
16C. Date Signed 4/17/14

CONTINUATION SHEET	Reference No. of Document Being Continued PIINSIN W31P4Q-10-C-0003	Page 2 of 6 MOD/AMD P00079
Name of Offeror or Contractor: RAYTHEON COMPANY		

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00079) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 6S EN14-07.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINS WILL BE EXERCISED. SLIN 0006AV LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006AW MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS:

SLIN 0006AV (LABOR)
 DIRECT LABOR HOURS:
 DIR LABOR & BURDEN
 MATERIAL

FROM BY TO

[REDACTED]

SLIN 0006AW (MATERIAL)
 DIRECT LABOR HOURS
 DIR LABOR & BURDEN
 MATERIAL

FROM BY TO

[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$4,862,391.00 FROM \$49,342,656.00 TO \$54,205,047.00

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT TOTAL VALUE IS UNCHANGED.

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0079 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SHN W31P4Q-10-C-0003 MOD/AMD P00079	Page 4 of 6
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH - PERF COMPL <u>REL CD</u> <u>QUANTITY</u> <u>DATE</u> 001 [REDACTED] 30-SEP-2014</p> <p style="margin-left: 40px;">\$ [REDACTED]</p>				
0006AW	<p><u>MATERIAL ESM14-07</u></p> <p>SERVICE REQUESTED: #15960 ORBIT 1 DISPL CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J711800 PRON AMD: 01 ACRN: AX</p> <p>SLIN 0006AW FROM [REDACTED] BY [REDACTED] TO [REDACTED] DIRECT LABOR HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>Estimated Cost [REDACTED] COM [REDACTED] Fixed Fee [REDACTED] Total [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH - PERF COMPL <u>REL CD</u> <u>QUANTITY</u> <u>DATE</u> 001 [REDACTED] 30-SEP-2014</p> <p style="margin-left: 40px;">\$ [REDACTED]</p>	[REDACTED]	LO	<p>Estimated Cost \$ [REDACTED] Fixed Fee \$ [REDACTED] Not to Exceed (Funding) \$ [REDACTED]</p>	[REDACTED]

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00079	Page 3 of 6
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																											
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS																															
0006	<u>FY14 OPTION PERIOD JLENS ENG SRVS</u>																															
	<table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"><u>FY14</u></td> <td style="width:15%;"><u>LABOR</u></td> <td style="width:15%;"><u>MATERIAL</u></td> <td style="width:15%;"><u>TOTAL</u></td> </tr> <tr> <td>PCL COST</td> <td colspan="3" style="background-color: black;">[REDACTED]</td> </tr> <tr> <td>G&A</td> <td colspan="3" style="background-color: black;">[REDACTED]</td> </tr> <tr> <td>TCL</td> <td colspan="3" style="background-color: black;">[REDACTED]</td> </tr> <tr> <td>COM</td> <td colspan="3" style="background-color: black;">[REDACTED]</td> </tr> <tr> <td>FEE</td> <td colspan="3" style="background-color: black;">[REDACTED]</td> </tr> <tr> <td>CFFF</td> <td colspan="3" style="background-color: black;">[REDACTED]</td> </tr> </table>	<u>FY14</u>	<u>LABOR</u>	<u>MATERIAL</u>	<u>TOTAL</u>	PCL COST	[REDACTED]			G&A	[REDACTED]			TCL	[REDACTED]			COM	[REDACTED]			FEE	[REDACTED]			CFFF	[REDACTED]					
<u>FY14</u>	<u>LABOR</u>	<u>MATERIAL</u>	<u>TOTAL</u>																													
PCL COST	[REDACTED]																															
G&A	[REDACTED]																															
TCL	[REDACTED]																															
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FEE	[REDACTED]																															
CFFF	[REDACTED]																															
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		<u>HOURS</u>	<u>HOURS</u>																													
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COM	[REDACTED]																															
FIXED FEE	[REDACTED]																															
TOTAL	[REDACTED]																															
	(End of narrative B010)																															
0006AV	<u>LABOR HOURS ESM-14-07</u>	[REDACTED]	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]																											
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EN14-07	LABOR	[REDACTED]																														
	COMPOSITE HOURLY RATE [REDACTED]																															
	(End of narrative B001)																															

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 5 of 6
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00079	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFRBS ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AV	4M4J711800	2	A.0016122.1.2	AX \$	[REDACTED]	[REDACTED]	[REDACTED]
0006AW	4M4J711800	2	A.0016122.1.2	AX \$	[REDACTED]	[REDACTED]	[REDACTED]
NET CHANGE						\$	4,862,391.00

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AX	021 201420152040 A5XFJ 172419E55FPDG 2550 L035838449 A.0016122.1.2	021001 \$ 4,862,391.00
NET CHANGE		\$ 4,862,391.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	49,342,656.00	\$ 4,862,391.00	\$ 54,205,047.00

LINE ITEM	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION	
0006AV	AX	021 201420152040 A5XFJ 172419E55FPDG	2550 L035838449 A.0016122.1.2 021001
0006AW	AX	021 201420152040 A5XFJ 172419E55FPDG	2550 L035838449 A.0016122.1.2 021001

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 6
	PIIN/SHN W31P4Q-10-C-0003	MOD/AMD P00079	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of</u> <u>Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number</u> <u>of Pages</u>	<u>Transmitted By</u>
Attachment 0065	ENGINEERING SERVICES MEMORANDUM EN14-07	04-APR-2014	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

FORM SH-21-00-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO EN14-07
	DATE 20 March 2014

PROJECT TITLE Orbit 1 Displacement	CONTRACT NO. W31P4Q-10-C-0003
--	---

ESTIMATED COMPLETION DATE OF ESM 30 September 2014	COST ACCOUNT
--	--------------

DESCRIPTION OF PROPOSED WORK

The contractor shall provide support personnel to keep the Surveillance System (SuS) at the Utah Test and Training Range (UTTR) Echo site in a "Flyable Storage" state until disassembly begins. "Flyable Storage" is described as maintaining the Echo site in a "mission ready" status with the Aerostat inflated and the tactical equipment kept up to date on Preventative Maintenance Checks and Services (PMCS) and configuration control. Furthermore, the site will be prepared to conduct test/training missions with short (two to four week) notice.

The contractor shall plan, resource and implement the displacement and packing of the Surveillance System at Echo site. The contractor shall disassemble the Surveillance System and place into best commercial packaging to include inventory, pack-up, and storage until ready for shipment to Aberdeen Proving Ground (APG). A detailed inventory will be conducted that provides system assets by location and identifies system non-conformances (NC). The contractor shall identify the resources needed to conduct this displacement to include GFE, rental equipment, materials, and consumables. The contractor shall provide the government with a detailed plan of displacement that will include all Labor, Materials, and Other Direct Costs (ODC) required to properly displace the system and place into best commercial packaging. The contractor shall be responsible for the following activities:

	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE
To be specified in Sub-ESMs as required

ESTIMATED COST

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-670 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPTWBSUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$

ESM SIGNOFFS

Raytheon IDS: [Redacted] CMOS P.O.: [Redacted]

CONFORMANCE SIGNATURES:

	RAYTHEON IDS	DATE	CNDR PROJECT OFFICR	DATE
ORIGINAL	[Redacted]	20 Mar 14	[Redacted]	17 Apr 2014
REVISION "A"	[Redacted]		[Redacted]	
REVISION "B"	[Redacted]		[Redacted]	
REVISION "C"	[Redacted]		[Redacted]	
REVISION "D"	[Redacted]		[Redacted]	
REVISION "E"	[Redacted]		[Redacted]	

EXPLANATION OF REVISION:

Sheet 1

ENGINEERING SERVICES MEMORANDUM

MEM NO.
EN14-07

DESCRIPTION OF PROPOSED WORK (CONT)

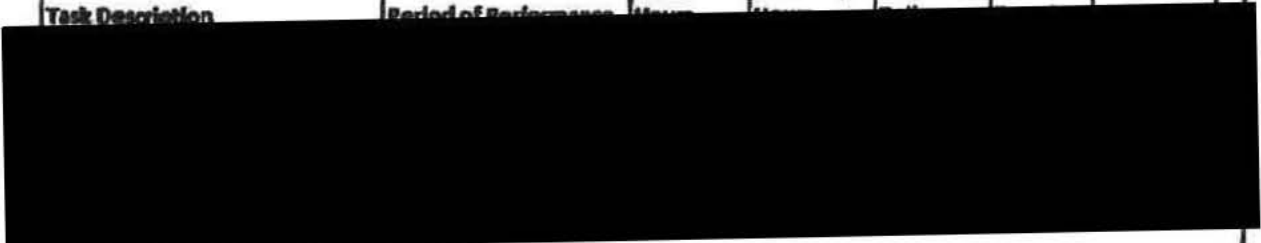
- Maintain log books and configuration management for tactical equipment at Echo site.
- Perform system scans and installs software patches while power is maintained.
- Maintain access lists and classified inventory for Echo site.
- Retain office/work space.
- Maintain/monitor Environmental Health and Safety (EH&S) Compliance Calendar action items for Echo site.
- Maintain watch standers who will monitor magnetic pressure of the aerostat, tension on the mooring lines at the Mobile Mooring Station (MMS) and check the Power Control and Distribution System (PCDS) on an as needed basis and perform other safety and security functions as part of the watch stander role.
- Maintain minimum site personnel to perform platform maintenance and be able to help resolve emergency situations.

The contractor shall displace the SuS system to best commercial packaging, to include inventory and pickup prior to shipment to APG. Effort shall include all Labor, Materials, and Other Direct Costs (ODC) required to properly displace the system into best commercial packaging.

The contractor shall plan, resource and implement the displacement and packing of the Fire Control System (FCS) at Utah Test and Training Range (UTTR) Delta site. The contractor shall disassemble the system and place into best commercial packaging to include inventory, pack-up, and storage until ready for shipment to Aberdeen Proving Ground (APG). A detailed inventory will be conducted that provides system assets by location and identifies system non-conformances (NC). The contractor shall identify the resources needed to conduct this displacement to include GFE, rental equipment, materials, and consumables. The contractor shall provide the government with a detailed plan of displacement that will include all Labor, Materials, and Other Direct Costs (ODC) required to properly displace the system and place into best commercial packaging. The Contractor shall be responsible for the following activities:

- Perform PMCS on the tactical hardware at Delta site.
- Maintain log books and configuration management for tactical equipment at Delta site.
- Maintain access lists for Delta site.
- Maintain/monitor Environmental Health and Safety (EH&S) Compliance Calendar action items for Delta site.

Task Description	Period of Performance	Labor	Labor	Material		
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MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 7
2. Amendment/Modification No. P00080	3. Effective Date MAY 08 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (if applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED] EMAIL: [REDACTED]	Code W31P4Q	7. Administered By (if other than Item 6) DCMA RAYTHEON TSWKSBUY 50 APPLE HILL DRIVE M/S T2PR2 TEWKSBURY MA 01876-1198	Code 82205A
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400	Code 05716	Facility Code	9A. Amendment Of Solicitation No. 9B. Dated (See Item 11) 10A. Modification Of Contract/Order No. W31P4Q-10-C-0003 10B. Dated (See Item 13) 2003MAR17

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 amendments; (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)
ACRN: AY NET INCREASE: \$164,426.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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. [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15B. [REDACTED]	15C. Date Signed 5/8/14
NSN 7540-01-152-8070 PREVIOUS EDITIONS UNUSABLE	30- [REDACTED] C. Date Signed 5/8/14 (REV. 10-83) R (48 CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00080

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
Buyer Office Symbol/Telephone Number: [REDACTED]
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00080) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCOPORATED IN SECTION J AS ATTACHMENT 66 EN14-003A.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINS WILL BE EXERCISED. SLIN 0006AX LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006AY MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS:

Table with 3 columns: FROM, BY, TO. Rows include SLIN 0006AX (LABOR), DIRECT LABOR HOURS, DIR LABOR & BURDEN, MATERIAL, and TOTAL. BY column is redacted.

Table with 3 columns: FROM, BY, TO. Rows include SLIN 0006AY (MATERIAL), DIRECT LABOR HOURS, DIR LABOR & BURDEN, MATERIAL, and TOTAL. BY column is redacted.

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$164,426.00 FROM \$54,205,047.00 TO \$54,369,473.00

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT TOTAL VALUE IS UNCHANGED.

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0080 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00080

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																																								
0006	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY14 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="1"> <thead> <tr> <th>FY14</th> <th>LABOR</th> <th>MATERIAL</th> <th>TOTAL</th> </tr> </thead> <tbody> <tr><td>PCL</td><td></td><td></td><td></td></tr> <tr><td>G&A</td><td></td><td></td><td></td></tr> <tr><td>TCL</td><td></td><td></td><td></td></tr> <tr><td>COM</td><td></td><td></td><td></td></tr> <tr><td>FEE</td><td></td><td></td><td></td></tr> <tr><td>CPFF</td><td></td><td></td><td></td></tr> </tbody> </table> <table border="1"> <thead> <tr> <th>DESCRIPTION</th> <th>LABOR</th> <th>HOUR EXERCISED</th> <th>HOUR REMAINING</th> </tr> </thead> <tbody> <tr><td>PM/CM</td><td></td><td></td><td></td></tr> <tr><td>ENGINEERING</td><td></td><td></td><td></td></tr> <tr><td>PRODUCT ASSUR</td><td></td><td></td><td></td></tr> <tr><td>LOGISTICS</td><td></td><td></td><td></td></tr> <tr><td>TOTAL</td><td></td><td></td><td></td></tr> </tbody> </table> <table border="1"> <thead> <tr> <th>DESCRIPTION</th> <th>MATERIAL</th> <th>HOURS EXERCISED</th> <th>HOURS REMAINING</th> </tr> </thead> <tbody> <tr><td>EST COST</td><td></td><td></td><td></td></tr> <tr><td>COMM</td><td></td><td></td><td></td></tr> <tr><td>FIXED FEE</td><td></td><td></td><td></td></tr> <tr><td>TOTAL</td><td></td><td></td><td></td></tr> </tbody> </table> <p>(End of narrative B011)</p>	FY14	LABOR	MATERIAL	TOTAL	PCL				G&A				TCL				COM				FEE				CPFF				DESCRIPTION	LABOR	HOUR EXERCISED	HOUR REMAINING	PM/CM				ENGINEERING				PRODUCT ASSUR				LOGISTICS				TOTAL				DESCRIPTION	MATERIAL	HOURS EXERCISED	HOURS REMAINING	EST COST				COMM				FIXED FEE				TOTAL							
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CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00080

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p><u>ESM</u> <u>DESCRIPTION</u> <u>FY14 HOURS</u> EN14-003A LABOR [REDACTED]</p> <p>COMPOSITE HOURLY RATE [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD</u> <u>QUANTITY</u> <u>DATE</u> 001 [REDACTED] 30-SEP-2014</p> <p>\$ [REDACTED]</p>				
0006AY	<p><u>MATERIAL ESM14-003A</u></p> <p>SERVICE REQUESTED: #16130 ADDL PROPOSAL CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J712100 PRON AMD: 02 ACRN: AY PSC: 6625</p> <p>SLIN 0006AY FROM BY TO</p> <p>DIRECT LABOR HOURS: [REDACTED] DIRECT LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>ESTIMATED COST [REDACTED] COM [REDACTED] FIXED FEE [REDACTED] TOTAL [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u></p>	1	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00080

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT												
	<p>INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>30-SEP-2014</td> </tr> <tr> <td></td> <td>\$ [REDACTED]</td> <td></td> </tr> </table>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	30-SEP-2014		\$ [REDACTED]					
DLVR SCH		PERF COMPL															
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>															
001	[REDACTED]	30-SEP-2014															
	\$ [REDACTED]																

000049

CONTINUATION SHEET	Reference No. of Document Being Continued	Page 6 of 7
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00080

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFEB5 ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AX	4M4J712100	2	A.0016122.1.2	AY \$	[REDACTED]	[REDACTED]	[REDACTED]
0006AY	4M4J712100	2	A.0016122.1.2	AY \$	[REDACTED]	[REDACTED]	[REDACTED]
					NET CHANGE \$	164,426.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AY	021 201420152040 ASXFJ 172419E55FPDG 2550 L035946181 A.0016122.1.2	021001 \$ 164,426.00
		NET CHANGE \$ 164,426.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	54,205,047.00	\$ 164,426.00	\$ 54,369,473.00

LINE ITEM	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	021001
0006AX	AY	021 201420152040 ASXFJ 172419E55FPDG 2550 L035946181 A.0016122.1.2	021001
0006AY	AY	021 201420152040 ASXFJ 172419E55FPDG 2550 L035946181 A.0016122.1.2	021001

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 7 of 7

PIN/SIN W31P4Q-10-C-0003

MOD/AMD P00080

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0066	ENGINEERING SERVICES MEMORANDUM EN14-003A	23-APR-2014	001	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN14-003A DATE 23 Apr 14
PROJECT TITLE Proposal Preparation, FY14	CONTRACT NO. W31P4Q-10-C-0003	
ESTIMATED COMPLETION DATE OF ESM 30 Sep 2014	COST ACCOUNT	
DESCRIPTION OF PROPOSED WORK The contractor shall, at the request of the Government, prepare proposals detailing labor hours and costs required to perform tasks which fall under the scope of work for the Engineering Services Contract, W31P4Q10C0003. Where multiple distinct phases or sub-tasks are required to complete the task, hours and material costs for each phase and sub-task shall be broken out individually. A detailed cost and hour breakdown shall be provided with each proposal. Labor hours and material for preparation of each proposal shall be accounted for separately from the task proposal and charged against this Proposal Preparation ESM.		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE To be specified in Sub-ESMs as required		
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL ISSUE	"A" CHANGE
DIRECT LABOR HOURS		
DIRECT LABOR & BURDEN	\$	\$
MATERIAL	\$	\$
COMPT & SUBCONTR LBR	\$	\$
TRAVEL & PER DIEM	\$	\$
OTHER	\$	\$
TOTAL	\$	\$
ESM MONITORS Raytheon IDS: [REDACTED] CMDS P.O.: [REDACTED]		
CONFERENCE SIGNATURES:		
	RAYTHEON IDS	DATE
ORIGINAL ISSUE		
REVISION "A"		3 Apr 14
REVISION "B"		30 Apr 14
REVISION "C"		
REVISION "D"		
REVISION "E"		
EXPLANATION OF REVISION: ESM, EN14-003A, dated 23 Apr 14 Additional hours required to support Request for Proposals (RFPs) thru Sep 2014. Initial ESM, EN14-003 was funded with FY13 funds on SLINs 0006AL (Direct Labor Hours) and 0006AM (Material). This revision, ESM, EN14-003A will be funded with FY14 fund and require the establishment of two new SLINs; 0006X (Direct Labor Hours) and 0006AY		

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT 1. Contract ID Code
Cost Plus Fixed Fee Page 1 Of 7

2. Amendment/Modification No. P00081	3. Effective Date MAY 14 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY COMBAT CENTER COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]		7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400	<input type="checkbox"/> 9A. Amendment Of Solicitation No. <input type="checkbox"/> 9B. Dated (See Item 11) <input checked="" type="checkbox"/> 10A. Modification Of Contract/Order No. W31P4Q-10-C-0003 <input type="checkbox"/> 10B. Dated (See Item 13) 2003MAR17
Code 05716 Facility Code	

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 amendments; (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)

ACRN: AZ NET INCREASE: \$166,103.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority) _____ Exercise Option

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15B. [REDACTED]	15C. Date Signed 5/14/14
15D. [REDACTED]	Date Signed 5/14/14

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 2 of 7
	PHN/SHN W31P4Q-10-C-0003	MOD/AMD P00061	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00081) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 67 EN13-04B.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINS WILL BE EXERCISED. SLIN 0006AZ LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006BA MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS:

	FROM	BY	TO
SLIN 0006AZ (LABOR)			
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
<u>MATERIAL</u>			
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]

	FROM	BY	TO
SLIN 0006BA (MATERIAL)			
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
<u>MATERIAL</u>			
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$166,103.00 FROM \$54,369,473.00 TO \$54,535,576.00

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT TOTAL VALUE IS UNCHANGED.

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0081 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00081	Page 3 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

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CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4G-10-C-0003 MOD/AMD P00031	Page 4 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																				
	<p>ESM DESCRIPTION FY14 HOURS</p> <p>EN13-04B LABOR [REDACTED]</p> <p>COMPOSITE HOURLY RATE [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u></p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:30%;">DLVR SCH</td> <td style="width:30%;">PERF COMPL</td> <td style="width:40%;"></td> </tr> <tr> <td>REL CD</td> <td>QUANTITY</td> <td>DATE</td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>26-SEP-2014</td> </tr> </table> <p style="margin-left: 20px;">\$ [REDACTED]</p>	DLVR SCH	PERF COMPL		REL CD	QUANTITY	DATE	001	[REDACTED]	26-SEP-2014															
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0006BA	<p><u>EN13-04B</u></p> <p style="text-align: right;">Estimated Cost \$ [REDACTED] Fixed Fee \$ [REDACTED] Not to Exceed (Funding) \$ [REDACTED]</p> <p>SERVICE REQUESTED: #16384 GSIL SPT ESM CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J712000 PRON AMD: 01 ACRN: AZ PSC: 4970</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:30%;">SLIN 0006AY</td> <td style="width:30%;">FROM</td> <td style="width:30%;">BY</td> <td style="width:10%;">TO</td> </tr> <tr> <td>DIRECT LABOR HOURS:</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>DIRECT LABOR & BURDEN</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>MATERIAL</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> </tr> </table> <p>ESTIMATED COST [REDACTED] COM [REDACTED] FIXED FEE [REDACTED] TOTAL [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u></p>	SLIN 0006AY	FROM	BY	TO	DIRECT LABOR HOURS:	[REDACTED]			DIRECT LABOR & BURDEN	[REDACTED]			MATERIAL	[REDACTED]			TOTAL	[REDACTED]			1	LO		
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CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00081	Page 5 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	INSPECTION: Destination ACCEPTANCE: Destination				
	<u>Deliveries or Performance</u>				
	DLVR SCH				
	REL CD QUANTITY PERFORM COMPLETION DATE				
	001 [REDACTED] [REDACTED]				
	\$ [REDACTED]				

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00081	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ MIPR/ GFBS ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006AZ	4M4J712000	2	A.0016122.1.2	AZ \$	[REDACTED]	[REDACTED]	[REDACTED]
0006BA	4M4J712000	2	A.0016122.1.2	AZ \$	[REDACTED]	[REDACTED]	[REDACTED]
NET CHANGE \$						166,103.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
AZ	021 201420152040 A5XFJ 172419E55FPDG 2550 L035865371 A.0016122.1.2	021001 \$ 166,103.00
NET CHANGE \$		166,103.00

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	54,369,473.00	166,103.00	54,535,576.00

LINE	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION	021001
0006AZ	AZ	021 201420152040 A5XFJ 172419E55FPDG 2550 L035865371 A.0016122.1.2	021001
0006BA	AZ	021 201420152040 A5XFJ 172419E55FPDG 2550 L035865371 A.0016122.1.2	021001

CONTINUATION SHEET

Reference No. of Document Being Continued

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PIN/SIN W31P4Q-10-C-0003

MOD/AMD P00081

Name of Offeror or Contractor: RAYTHEON COMPANY**SECTION J - LIST OF ATTACHMENTS**

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0067	ENGINEERING SERVICE MEMORANDUM EN13-04B	23-APR-2014	001	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN13-04B DATE 23 Apr 14
PROJECT TITLE Provide support t the [REDACTED]		CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 26 September 2014		COST ACCOUNT
DESCRIPTION OF PROPOSED WORK		
<ol style="list-style-type: none"> 1. Support maintenance of the [REDACTED] facility at [REDACTED] and the IV & V facility [REDACTED] collectively referred to as the GSILs 2. Support coordination, delivery and installation of software build deliveries and relevant mods (patches) 3. Attend meetings, VTCs, and/or telecons as requested in support of SIL installation/maintenance activities 4. Support configuration management and security certification programs, as requested 5. Review findings/issues provided by the JPO as a result of source code analysis and IV & V activities, including the review of findings/issues of subcontractor software where applicable. 6. Support the IV & V dynamic evaluations through generation of STR lists as required, SME support during planning, and coordination of issues resulting from dynamic testing 7. Support interoperability certification activities including participation in test events, analysis of Government SPRs, development and regression testing of associated software modifications. <p>[REDACTED] support not included. FY 12 SAS did not need to support on-site SIL efforts.</p>		
GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE		
To be specified in Sub-ESMs as required		
ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***		
	ORIGINAL ISSUE	"A" CHANGE
	"B" CHANGE	"C" CHANGE
	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	\$ [REDACTED]	\$ [REDACTED]
DIRECT LABOR & BURDEN	\$ [REDACTED]	\$ [REDACTED]
MATERIAL	\$ [REDACTED]	\$ [REDACTED]
COMPT/SUBCONTR LBR	\$ [REDACTED]	\$ [REDACTED]
TRAVEL & PER DIEM	\$ [REDACTED]	\$ [REDACTED]
OTHER	\$ [REDACTED]	\$ [REDACTED]
TOTAL	\$ [REDACTED]	\$ [REDACTED]
ESM MONITORS		
Raytheon IDS: [REDACTED]	CMDS P.O.: [REDACTED]	
CONCURRENCE SIGNATURES:		
	RAYTHEON IDS	DATE
	CMDS PROJECT OFFICE	DATE
ORIGINAL ISSUE	[REDACTED]	[REDACTED]
REVISION "A"	[REDACTED]	[REDACTED]
REVISION "B"	[REDACTED]	28 Apr 14
REVISION "C"	[REDACTED]	[REDACTED]
REVISION "D"	[REDACTED]	[REDACTED]
REVISION "E"	[REDACTED]	[REDACTED]
EXPLANATION OF REVISION:		
ESM, EN14-04B, dated 23 Apr 14 Additional hours required to support [REDACTED] thru Sep 2014. Previous ESM, EN14-04A was funded with FY13 funds on SLINs 0005AG (Direct Labor Hours) and 0005AH (Material). This revision, ESM, EN14-04B will be funded with FY14 fund and require the establishment of two new SLINs; 0006Z [REDACTED] and 0006BA [REDACTED]		

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT 1. Contract ID Code Cost Plus Fixed Fee Page 1 Of 7

2. Amendment/Modification No. P00082 3. Effective Date MAY 30 2014 4. Requisition/Purchase Req No. SRR SCHEDULE 5. Project No. (If applicable)

6. Issued By ARMY CONTRACTING COMMAND-REDSTONE REDSTONE ARSENAL AL 35898-5280 Code W31P4Q 7. Administered By (If other than Item 6) DCMA RAYTHEON TOWNSBURY 50 APPLE HILL DRIVE M/S T2FR2 TOWNSBURY MA 01876-1198 Code E2205A

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400 9A. Amendment Of Solicitation No. 9B. Dated (See Item 11) 10A. Modification Of Contract/Order No. W31P4Q-10-C-0003 10B. Dated (See Item 13) 2003MAR17 Code 05716 Facility Code

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 amendments; (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) ACRN: BB NET INCREASE: \$2,029,587.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: _____ The Changes Set Forth In Item 14 Are Made In _____
- 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).
- C. This Supplemental Agreement is Entered Into Pursuant To Authority Of: _____
- D. Other (Specify type of modification and authority) Exercise Option

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15. Name And Title Of Contracting Officer (Type or print)

15C. Date Signed

5/30/14

16C. Date Signed

5/30/14

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 2 of 7
	PIIN/SIIN W31P40-10-C-0003	MOD/AMD P00082	
Name of Offeror or Contractor: RAYTHEON COMPANY			

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00082) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P40-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THIS FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 68 EN14-08.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINS WILL BE EXERCISED. SLIN 0006BB LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006BC MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS:

SLIN 0006BB (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
<u>MATERIAL</u>	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0006BC (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
<u>MATERIAL</u>	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$2,029,587.00 FROM \$54,535,576.00 TO \$56,565,163.00

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT TOTAL VALUE IS UNCHANGED.

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0081 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SHIN W31P4Q-10-C-0003 MOD/AMD P00082	Page 1 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

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	<p>SERVICE REQUESTED: #16199 WORN EQUIPMEN CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J712200 PRON AMD: 01 ACRN: BB PSC: 4970</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">SLIN 0006BB</th> <th style="text-align: center;">FROM</th> <th style="text-align: center;">BY</th> <th style="text-align: center;">TO</th> </tr> </thead> <tbody> <tr><td>DIRECT LABOR HOURS:</td><td colspan="3" style="background-color: black;"></td></tr> <tr><td>DIRECT LABOR & BURDEN</td><td colspan="3" style="background-color: black;"></td></tr> <tr><td>MATERIAL</td><td colspan="3" style="background-color: black;"></td></tr> <tr><td>TOTAL</td><td colspan="3" style="background-color: black;"></td></tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr><td>ESTIMATED COST</td><td colspan="3" style="background-color: black;"></td></tr> <tr><td>COM</td><td colspan="3" style="background-color: black;"></td></tr> <tr><td>FIXED FEE</td><td colspan="3" style="background-color: black;"></td></tr> <tr><td>TOTAL</td><td colspan="3" style="background-color: black;"></td></tr> </tbody> </table>					SLIN 0006BB	FROM	BY	TO	DIRECT LABOR HOURS:				DIRECT LABOR & BURDEN				MATERIAL				TOTAL				ESTIMATED COST				COM				FIXED FEE				TOTAL																																											
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CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00082	Page 4 of 7
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Name of Offeror or Contractor: RAYTHON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																				
0006BC	<p><u>ESM</u> EN14-08</p> <p style="text-align: center;"><u>DESCRIPTION</u> LABOR</p> <p style="text-align: right;"><u>FY14 HOURS</u> [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERP COMPL <u>REL CD</u> <u>QUANTITY</u> <u>DATE</u> 001 [REDACTED] 30-SEP-2014</p> <p style="text-align: right;">\$ [REDACTED]</p> <p><u>MATERIAL EN14-08</u></p> <p>SERVICE REQUESTED: #16399 WORK EQUIPMEN CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J712200 PRON AMD: 01 ACRN: BB PSC: 4970</p> <table border="0" style="width: 100%;"> <tr> <td>SLIN 0006BC</td> <td style="text-align: center;">FROM</td> <td style="text-align: center;">BY</td> <td style="text-align: center;">TO</td> </tr> <tr> <td>DIRECT LABOR HOURS:</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>DIRECT LABOR & BURDEN</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>MATERIAL</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TOTAL</td> <td colspan="3">[REDACTED]</td> </tr> </table> <p>ESTIMATED COST COM [REDACTED] FIXED FEE [REDACTED] TOTAL [REDACTED]</p> <p style="text-align: center;">(End of narrative B001)</p> <p><u>Inspection and Acceptance</u></p>	SLIN 0006BC	FROM	BY	TO	DIRECT LABOR HOURS:	[REDACTED]			DIRECT LABOR & BURDEN	[REDACTED]			MATERIAL	[REDACTED]			TOTAL	[REDACTED]			[REDACTED]	LO	<p>Estimated Cost</p> <p>Fixed Fee</p> <p>Not to Exceed (Funding)</p>	<p>\$ [REDACTED]</p> <p>\$ [REDACTED]</p> <p>\$ [REDACTED]</p>
SLIN 0006BC	FROM	BY	TO																						
DIRECT LABOR HOURS:	[REDACTED]																								
DIRECT LABOR & BURDEN	[REDACTED]																								
MATERIAL	[REDACTED]																								
TOTAL	[REDACTED]																								

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIN W31P4Q-10-C-0003 MOD/AMD P00082

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT												
	<p>INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Delivery or Performance</u></p> <table border="0"> <tr> <td>DLVR SCH</td> <td></td> <td>PERF COMPL</td> </tr> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>30-SEP-2014</td> </tr> <tr> <td></td> <td>\$ [REDACTED]</td> <td></td> </tr> </table>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	30-SEP-2014		\$ [REDACTED]					
DLVR SCH		PERF COMPL															
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>															
001	[REDACTED]	30-SEP-2014															
	\$ [REDACTED]																

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PIIN/SIIN W3194Q-10-C-0003	MOD/AMD P00082	
Name of Offeror or Contractor: RAYTHEON COMPANY			

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD/ MIPR/ GFBS ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006BB	4M4J712200	2	A.0016122.1.2	BB \$	[REDACTED]	[REDACTED]	[REDACTED]
0006BC	4M4J712200	2	A.0016122.1.2	BB \$	[REDACTED]	[REDACTED]	[REDACTED]
NET CHANGE \$						2,029,587.00	

ACRN	ACCOUNTING CLASSIFICATION	INCREASE/ DECREASE
BB	021 201420152040 ASXFKJ 172419E55FPDG 2550 L036132689 A.0016122.1.2	021001 \$ 2,029,587.00
NET CHANGE \$		2,029,587.00

	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$ 54,535,576.00	\$ 2,029,587.00	\$ 56,565,163.00

LINE ITEM	ACRN	EDI/SFIS ACCOUNTING CLASSIFICATION		
0006BB	BB	021 201420152040 ASXFKJ 172419E55FPDG	2550 L036132689 A.0016122.1.2	021001
0006BC	BB	021 201420152040 ASXFKJ 172419E55FPDG	2550 L036132689 A.0016122.1.2	021001

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 7 of 7
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00082	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0068	ENGINEERING SERVICES MEMORANDUM (ESM)	21-MAY-2014	002	EMAIL

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM EHS-1-99-04

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA		ESM NO. EN14-08
		DATE 28 April 2014
PROJECT TITLE Proposal to Replace Worn Equipment		CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 30 September 2014		COST ACCOUNT
DESCRIPTION OF PROPOSED WORK <p>The contractor shall make/buy all hardware essential to APG activities. Contractor's proposal shall include all cost associated with repairs and transportation of material. The itemized material costs of hardware shall be provided with proposal (next page).</p>		
	DATE REQUIRED	RETURN DATE
To be specified in Sub-ESMs as required		
RECEIPTS DOCUMENTATION, INVENTORY, RECEIPTS AND DELIVERY DATE		
To be specified in Sub-ESMs as required		
ESTIMATED COST		
*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-678 ***		
	ORIGINAL ISSUE	CHANGE
DIRECT LABOR HOURS		
DIRECT LABOR & BURDEN	\$	\$
MATERIAL	\$	\$
COMPTUSUBCONTR LBR	\$	\$
TRAVEL & PER DIEM	\$	\$
OTHER	\$	\$
TOTAL	\$	\$
ESM MONITOR		
Raytheon ID#:		OMBS P.O.:
CONCURRENCE SIGNATURES:		
ORIGINAL ISSUE	DATE	OMBS PROJECT OFFICE
REVISION "A"	<i>2014</i>	<i>21 MAY 14</i>
REVISION "B"		
REVISION "C"		
REVISION "D"		
REVISION "E"		
EXPLANATION OF REVISION:		

000968

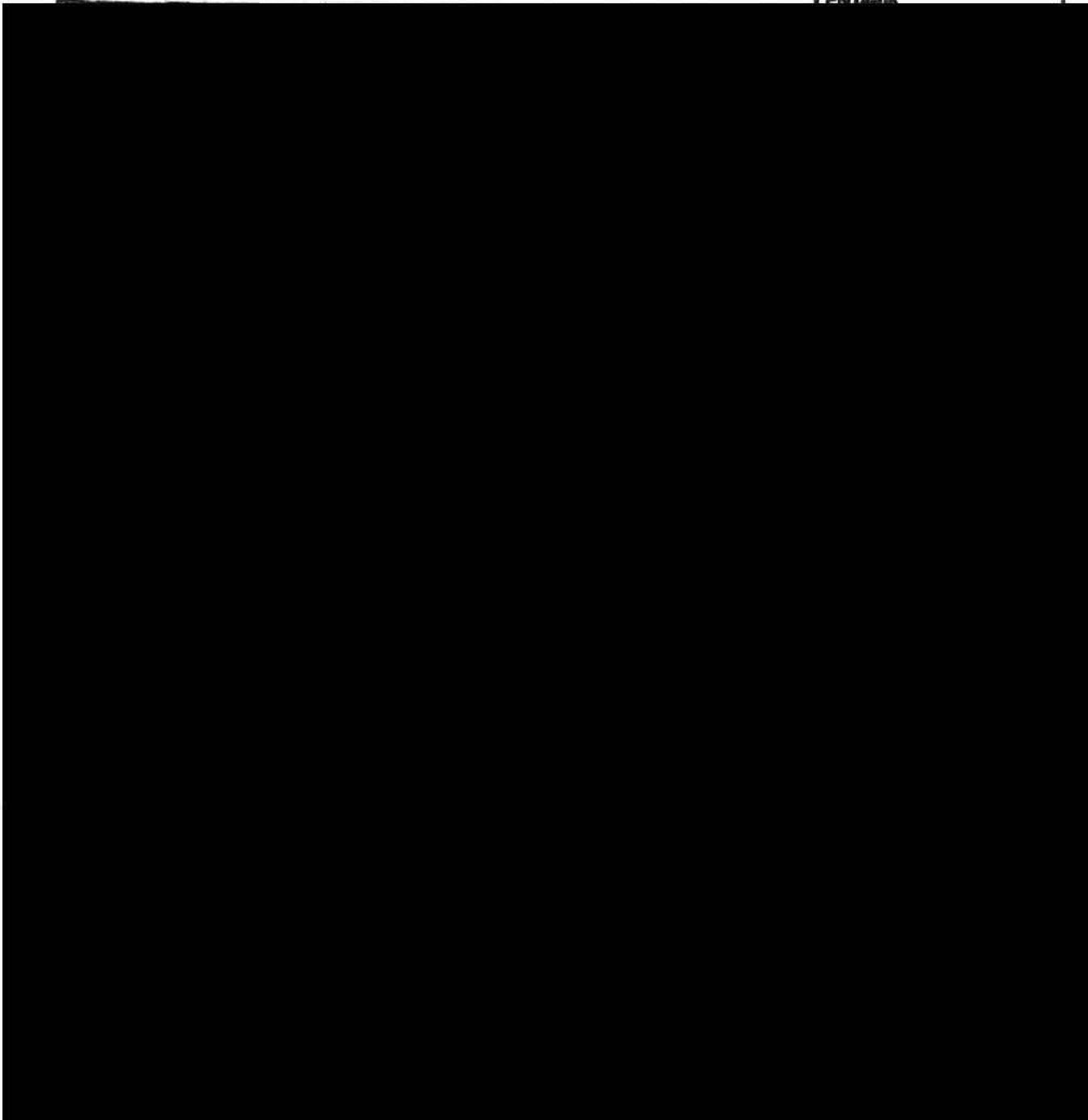
Redactions per (b)(4), (b)(3)(A)(i) and Title 10 Sec.130 (a)(c)

RAYTHEON COMPANY

ENGINEERING SERVICES MEMORANDUM

FORM #H-31-00-04

EM NO.
EM14-08



MILESTONE PLAN (MEASURABLE TASKS ONLY)					
MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. Contract ID Code <small>Cost Plus Fixed Fee</small>	Page 1 Of 7
2. Amendment/Modification No. P00083	3. Effective Date JUN 13 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)	
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280 [REDACTED]		Code W31P4Q	7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY 50 APPLE HILL DRIVE M/S T2FR2 TEWKSBURY MA 01876-1198	
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400		9A. Amendment Of Solicitation No. 9B. Dated (See Item 11) 10A. Modification Of Contract/Order No. W31P4Q-10-C-0003 10B. Dated (See Item 13) 2003MAR17		
Code 05716	Facility Code			

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 amendments; (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)

ACRN: BC NET INCREASE: \$2,971,124.00

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

It Modifies The Contract/Order No. As Described In Item 14.

A. This Change Order is Issued Pursuant To: _____ 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 data, 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:

D. Other (Specify type of modification and authority) _____ Exercise Option

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

16A. Name And Title Of Contracting Officer (Type or print)

[REDACTED]

15C. Date Signed

6/12/2014

C. Date Signed

6/13/14

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SHIN W31P4Q-10-C-0003

MOD/AMD P00083

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00083) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THIS FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 69 EN14-11.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINS WILL BE EXERCISED. SLIN 0006BD LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006BE MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED]. THE INCREASES ARE AS FOLLOWS:

SLIN 0006BD (LABOR)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0006BE (MATERIAL)	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$2,971,124.00 FROM \$56,565,163.00 TO \$59,536,287.00

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT TOTAL VALUE IS UNCHANGED

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0082 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00083

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																											
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS																															
0006	<u>FY14 OPTION PERIOD JLENS ENG SRVS</u>																															
	<table border="0"> <tr> <td><u>FY14</u></td> <td><u>LABOR</u></td> <td><u>MATERIAL</u></td> <td><u>TOTAL</u></td> </tr> <tr> <td>PCL</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>G&A</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>TCL</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>COM</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>FEE</td> <td colspan="3">[REDACTED]</td> </tr> <tr> <td>CPFF</td> <td colspan="3">[REDACTED]</td> </tr> </table>	<u>FY14</u>	<u>LABOR</u>	<u>MATERIAL</u>	<u>TOTAL</u>	PCL	[REDACTED]			G&A	[REDACTED]			TCL	[REDACTED]			COM	[REDACTED]			FEE	[REDACTED]			CPFF	[REDACTED]					
<u>FY14</u>	<u>LABOR</u>	<u>MATERIAL</u>	<u>TOTAL</u>																													
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		<u>HOURS</u>	<u>HOURS</u>																													
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		<u>MATERIAL</u>	<u>MATERIAL</u>																													
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TOTAL	[REDACTED]																															
	(End of narrative B014)																															
0006BD	<u>LABOR EN14-11</u>	[REDACTED]	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]																											
	SERVICE REQUESTED: #15527 SPR SYSTEM AD CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J712400 PRON AMD: 01 ACRN: BC PSC: 4970																															
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COM	[REDACTED]																															
FIXED FEE	[REDACTED]																															

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SHN W31P4Q-10-C-0003 MOD/AMD P00083

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p>TOTAL [REDACTED]</p> <p>ESM DESCRIPTION FY14 HOURS EN14-11 LABOR [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERFORM COMPL REL CD QUANTITY DATE 001 [REDACTED] 30-SEP-2014</p> <p>\$ [REDACTED]</p>				
0006BE	<p><u>MATERIAL EN14-11</u></p> <p>SERVICE REQUESTED: #15527 SPR SYSTEM AD CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J712400 PRON AMD: 01 ACRN: BC PSC: 4970</p> <p>SLIN 0006BE FROM BY TO DIRECT LABOR HOURS: [REDACTED] DIR LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]</p> <p>ESTIMATED COST [REDACTED] COM [REDACTED] FIXED FEE [REDACTED] TOTAL [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERFORM COMPL REL CD QUANTITY DATE 001 [REDACTED] 30-SEP-2014</p>	[REDACTED]	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO. EN14-11
	DATE 30 May 2014

PROJECT TITLE System Problem Reports (SPRs) & [REDACTED]	CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 30 September 2014	COST ACCOUNT

DESCRIPTION OF PROPOSED WORK
 The contractor will provide the necessary personnel, equipment, system engineering and software development [REDACTED]

This ESM will include generation of specifications [REDACTED].
 The final software delivered under this ESM will be a formal delivery.

A TIM with the JPO will be conducted defining these updates prior to the start of software coding. (Cont.)

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE
 To be specified in Sub-ESMs as required

ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]					
DIRECT LABOR & BURDEN	\$ [REDACTED]	\$	\$	\$	\$	\$
MATERIAL	\$ [REDACTED]	\$	\$	\$	\$	\$
COMPTR/SUBCONTR LBR	\$ [REDACTED]	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$ [REDACTED]	\$	\$	\$	\$	\$
OTHER	\$ [REDACTED]	\$	\$	\$	\$	\$
TOTAL	\$ [REDACTED]	\$	\$	\$	\$	\$

ESM MONITORS
 Raytheon IDS: [REDACTED] CMDS P.O.: [REDACTED]

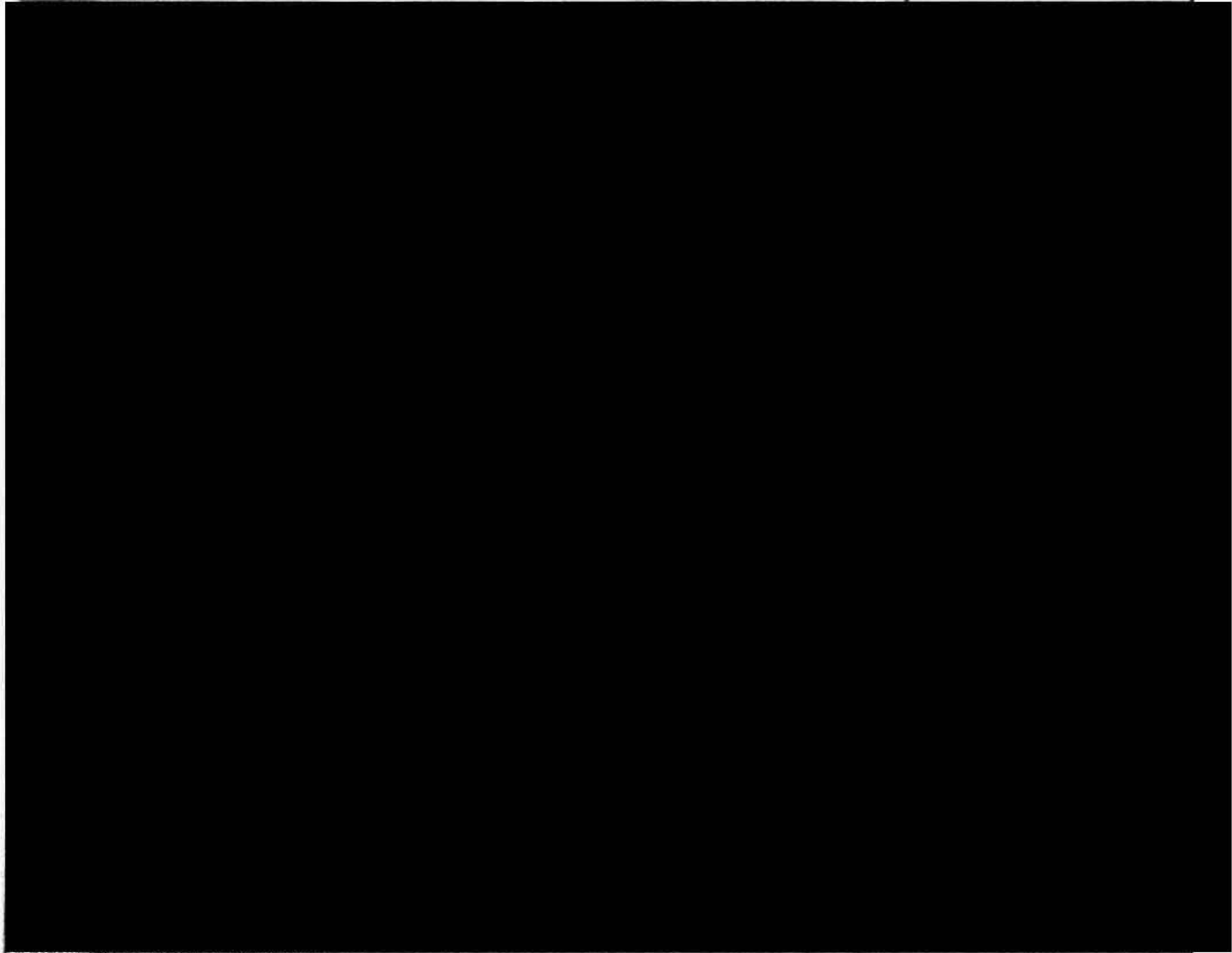
CONCURRENCE SIGNATURES:			
	RAYTHEON IDS	DATE	DATE
ORIGINAL ISSUE	[REDACTED]	5/30/2014	[REDACTED]
REVISION "A"	[REDACTED]		5 Jun 2014
REVISION "B"	[REDACTED]		
REVISION "C"	[REDACTED]		
REVISION "D"	[REDACTED]		
REVISION "E"	[REDACTED]		

EXPLANATION OF REVISION:

Attachment 2

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN14-11**



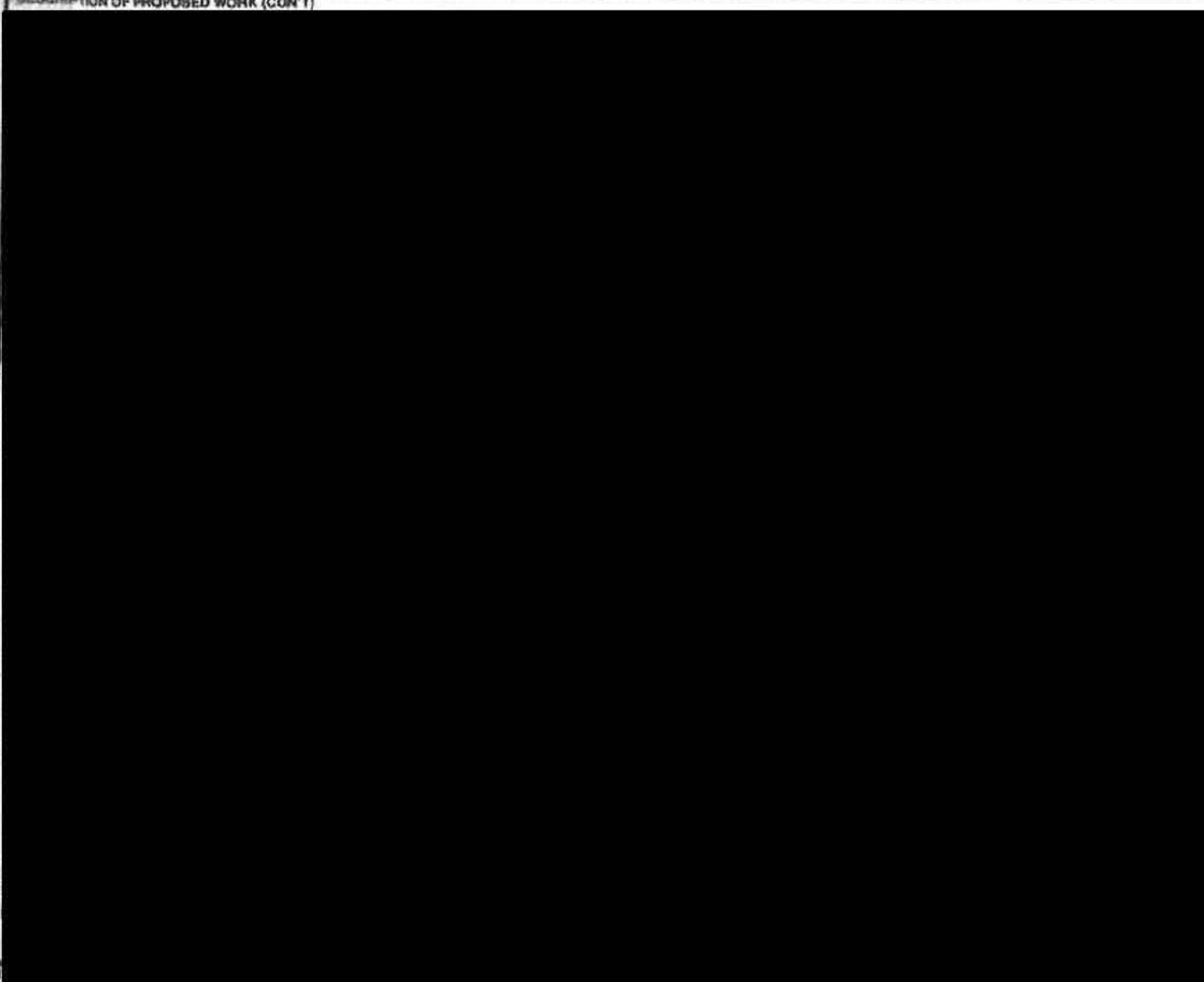
MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN14-11

DESCRIPTION OF PROPOSED WORK (CONT)



MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code Page 1 Of 7
Cost Plus Fixed Fee

2. Amendment/Modification No. 3. Effective Date 4. Requisition/Purchase Req No. 5. Project No. (If applicable)
P00084 19 June 2014 SEE SCHEDULE

6. Issued By ARMY CONTRACTING COMMAND REDSTONE
REDSTONE ARSENAL AL 35898 5280
7. Administered By (If other than Item 6) DCMA RAYTHEON TEWKSBURY
50 APPLE HILL DRIVE
M/S T2FR2
TEWKSBURY MA 01876-1196
Code W31P4Q Code S2205A

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RAYTHEON COMPANY
350 LOWELL ST
ANDOVER, MA 01810-4400
9A. Amendment Of Solicitation No.
9B. Dated (See Item 11)
10A. Modification Of Contract/Order No. X
W31P4Q-10-C-0003
10B. Dated (See Item 13)
2003MAR17
Code 05716 Facility Code

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 amendments; (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) SEE SECTION G (IF APPLICABLE)

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS It Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is Issued Pursuant To: 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 data, 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:
D. Other (Specify type of modification and authority) EXERCISE OPTION

E. IMPORTANT: Contractor is not, is required to sign this document and return copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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.

15. Name And Title Of Signer (Type or print)

15C. Date Signed

6C. Date Signed

6/18/2014

17 June 2014

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SHN W31P4Q-10-C-0003

MOD/AMD P00084

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name:
Buyer Office Symbol/Telephone Number:
Type of Contract: Cost Plus Fixed Fee
Kind of Contract: Service Contracts
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00084) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 70 EN14-12.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINS WILL BE EXERCISED. SLIN 0006BF LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF AND THE LABOR HOURS ARE INCREASED BY SLIN 0006BG LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF AND THE LABOR HOURS ARE INCREASED BY SLIN 0006BH MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF THE INCREASES ARE AS FOLLOWS:

Table with columns: SLIN (LABOR) FY13, FROM, BY, TO. Rows include DIRECT LABOR HOURS, DIR LABOR & BURDEN, MATERIAL, and TOTAL for SLIN 0006BF, 0006BG, and 0006BH.

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$9,327,926.00 FROM \$59,536,287.00 TO \$68,864,213.00

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT TOTAL VALUE IS UNCHANGED

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0083 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00084

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																				
0006	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY14 OPTION PERIOD JLENS ENG SRVS</u></p> <table border="1"> <thead> <tr> <th data-bbox="280 510 370 531">FY14</th> <th data-bbox="370 510 516 531">LABOR</th> <th data-bbox="516 510 727 531">MATERIAL</th> <th data-bbox="727 510 889 531">TOTAL</th> </tr> </thead> <tbody> <tr> <td>PCL</td> <td colspan="3" rowspan="6">[REDACTED]</td> </tr> <tr> <td>G&A</td> </tr> <tr> <td>TCL</td> </tr> <tr> <td>COM</td> </tr> <tr> <td>FEE</td> </tr> <tr> <td>CPFF</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th data-bbox="280 741 516 762">DESCRIPTION</th> <th data-bbox="516 741 727 762">LABOR</th> <th data-bbox="727 741 889 762">HOURS EXERCISED</th> <th data-bbox="889 741 1052 762">HOURS REMAINING</th> </tr> </thead> <tbody> <tr> <td>PM/CM</td> <td colspan="3" rowspan="5">[REDACTED]</td> </tr> <tr> <td>ENGINEERING</td> </tr> <tr> <td>PRODUCT ASSUR</td> </tr> <tr> <td>LOGISTICS</td> </tr> <tr> <td>TOTAL</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th data-bbox="280 993 427 1014">DESCRIPTION</th> <th data-bbox="427 993 516 1014">MATERIAL</th> <th data-bbox="516 993 727 1014">MATERIAL EXERCISED</th> <th data-bbox="727 993 889 1014">MATERIAL REMAINING</th> </tr> </thead> <tbody> <tr> <td>EST COST</td> <td colspan="3" rowspan="4">[REDACTED]</td> </tr> <tr> <td>COM</td> </tr> <tr> <td>FIXED FEE</td> </tr> <tr> <td>TOTAL</td> </tr> </tbody> </table> <p>(End of narrative B014)</p>	FY14	LABOR	MATERIAL	TOTAL	PCL	[REDACTED]			G&A	TCL	COM	FEE	CPFF	DESCRIPTION	LABOR	HOURS EXERCISED	HOURS REMAINING	PM/CM	[REDACTED]			ENGINEERING	PRODUCT ASSUR	LOGISTICS	TOTAL	DESCRIPTION	MATERIAL	MATERIAL EXERCISED	MATERIAL REMAINING	EST COST	[REDACTED]			COM	FIXED FEE	TOTAL				
FY14	LABOR	MATERIAL	TOTAL																																						
PCL	[REDACTED]																																								
G&A																																									
TCL																																									
COM																																									
FEE																																									
CPFF																																									
DESCRIPTION	LABOR	HOURS EXERCISED	HOURS REMAINING																																						
PM/CM	[REDACTED]																																								
ENGINEERING																																									
PRODUCT ASSUR																																									
LOGISTICS																																									
TOTAL																																									
DESCRIPTION	MATERIAL	MATERIAL EXERCISED	MATERIAL REMAINING																																						
EST COST	[REDACTED]																																								
COM																																									
FIXED FEE																																									
TOTAL																																									
0006BF	<p><u>LABOR EN14-12 FY13</u></p> <p>SERVICE REQUESTED: #16658 SICO PHASE I CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M3J716100 PRON AMD: 01 ACRN: BD PSC: 4970</p> <p>SLIN 0006BF(LABOR) FY13 FROM BY TO DIRECT LABOR HOURS: DIR LABOR & BURDEN MATERIAL TOTAL</p> <p>ESTIMATED COST COM FIXED FEE</p>	1	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ [REDACTED] \$ [REDACTED] \$ [REDACTED]																																				

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00084

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
	TOTAL [REDACTED]										
	<table border="0"> <tr> <td><u>ESM</u></td> <td><u>DESCRIPTION</u></td> <td><u>FY13 HOURS</u></td> </tr> <tr> <td>EN14-12</td> <td>LABOR</td> <td>[REDACTED]</td> </tr> </table>	<u>ESM</u>	<u>DESCRIPTION</u>	<u>FY13 HOURS</u>	EN14-12	LABOR	[REDACTED]				
<u>ESM</u>	<u>DESCRIPTION</u>	<u>FY13 HOURS</u>									
EN14-12	LABOR	[REDACTED]									
	(End of narrative B001)										
	<u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination										
	<u>Deliveries or Performance</u> DLVR SCH PERF COMPL <table border="0"> <tr> <td><u>REL CD</u></td> <td><u>QUANTITY</u></td> <td><u>DATE</u></td> </tr> <tr> <td>001</td> <td>[REDACTED]</td> <td>31-MAR-2015</td> </tr> </table>	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	[REDACTED]	31-MAR-2015				
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>									
001	[REDACTED]	31-MAR-2015									
	\$ [REDACTED]										
0006BG	<u>LABOR EN14-12 FY14</u>	[REDACTED]	LO	Estimated Cost	\$ [REDACTED]						
	Fixed Fee			\$ [REDACTED]							
	Not to Exceed (Funding)			\$ [REDACTED]							
	SERVICE REQUESTED: #14962 SICO PHASE I CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J712500 PRON AMD: 01 ACRN: BE PSC: 4970										
	SLIN 0006BG (LABOR) FY14 FROM BY TO DIRECT LABOR HOURS: [REDACTED] DIR LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED]										
	ESTIMATED COST COM [REDACTED] FIXED FEE [REDACTED]										
	TOTAL [REDACTED]										
	<table border="0"> <tr> <td><u>ESM</u></td> <td><u>DESCRIPTION</u></td> <td><u>FY14 HOURS</u></td> </tr> <tr> <td>EN14-12</td> <td>LABOR</td> <td>[REDACTED]</td> </tr> </table>	<u>ESM</u>	<u>DESCRIPTION</u>	<u>FY14 HOURS</u>	EN14-12	LABOR	[REDACTED]				
<u>ESM</u>	<u>DESCRIPTION</u>	<u>FY14 HOURS</u>									
EN14-12	LABOR	[REDACTED]									
	(End of narrative B001)										
	<u>Inspection and Acceptance</u>										

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00084

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	INSPECTION: Destination ACCEPTANCE: Destination <u>Deliveries or Performance</u> DLVR SCH _____ PERF COMPL _____ REL CD QUANTITY DATE 001 [REDACTED] 31-MAR-2015 \$ [REDACTED]				
0006BH	<u>MATERIAL EN14-12 FY14</u> SERVICE REQUESTED: #14962 SICO PHASE I CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4J712500 PRON AMD: 01 ACRN: BE PSC: 4970 SLIN 0006BH(MATERIAL) FY14 FROM BY TO DIRECT LABOR HOURS: [REDACTED] DIR LABOR & BURDEN [REDACTED] MATERIAL [REDACTED] TOTAL [REDACTED] ESTIMATED COST [REDACTED] COM [REDACTED] FIXED FEE [REDACTED] TOTAL [REDACTED] (End of narrative B001)	[REDACTED]	LO	Estimated Cost \$ [REDACTED] Fixed Fee \$ [REDACTED] Not to Exceed (Funding) \$ [REDACTED]	[REDACTED]
	<u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination <u>Deliveries or Performance</u> DLVR SCH _____ PERF COMPL _____ REL CD QUANTITY DATE 001 [REDACTED] 31-MAR-2015 \$ [REDACTED]				

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 6 of 7
	PIIN/SIIN W31P4Q-10-C-0003	MOD/AMD P00084	

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ MIPR/ GFEBs ATA	OBLG STAT	JO NO/ ACCT ASSIGN	ACRN	PRIOR AMOUNT	INCREASE/ DECREASE	CUMULATIVE AMOUNT
0006BF	4M3J716100	2	A.0009263.1.2	BD	\$	\$	
0006BG	4M4J712500	2	A.0016122.1.2	BE	\$	\$	
0006BH	4M4J712500	2	A.0016122.1.2	BE	\$	\$	
					NET CHANGE	\$ 9,327,926.00	

ACRN	ACCOUNTING CLASSIFICATION				INCREASE/ DECREASE	
BD	021 201320142040	ASXPJ 172419E55FPDG	2550 L036191855 A.0009263.1.2	021001	\$	
BE	021 201420152040	ASXPJ 172419E55FPDG	2550 L036191856 A.0016122.1.2	021001	\$	
					NET CHANGE	\$ 9,327,926.00

NET CHANGE FOR AWARD:	\$	PRIOR AMOUNT OF AWARD	\$	INCREASE/DECREASE AMOUNT	\$	CUMULATIVE OBLIG AMT
		59,536,287.00		9,327,926.00		68,864,213.00

LINE	ACRN	EDI/SPIS ACCOUNTING CLASSIFICATION		
0006BF	BD	021 201320142040	ASXPJ 172419E55FPDG	2550 L036191855 A.0009263.1.2
0006BG	BE	021 201420152040	ASXPJ 172419E55FPDG	2550 L036191856 A.0016122.1.2
0006BH	BE	021 201420152040	ASXPJ 172419E55FPDG	2550 L036191856 A.0016122.1.2

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 7 of 7**

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00084

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION J - LIST OF ATTACHMENTS

<u>List of Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number of Pages</u>	<u>Transmitted By</u>
Attachment 0070	ENGINEERING SERVICES MEMORANDUM	01-MAY-2014	002	EMAIL

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO EN14-12 DATE 1 May 2014
---	---

PROJECT TITLE SICO Phase I SuS	CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 31 March 2015	COST ACCOUNT

DESCRIPTION OF PROPOSED WORK
 Provide system assembly, integration, checkout (SICO) and initial capability delivery (ICD) of one JLENS Surveillance Radar System (SuS) at a prepared site at Aberdeen Proving Ground (APG), MD.

The contractor shall be ready to begin SICO and ICD for the SuS on or about 26 August 2014. Confirmation of anticipated start date will be provided at the Ship Readiness Review (SRR) NLT forty-five (45) days prior to start of SuS work. The contractor will be allowed to perform pre-integration activities such as staging of containers, delivery of equipment and supplies to an agreed upon site at APG, MD. There will be no access to the JLENS SuS site, prior to the start of SICO. Initial access to the prepared site shall be limited to only the pad area and tactical area as delineated on the site diagram. No commercial power will be available at the start of integration and checkout work.



Cont

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE
 To be specified in Sub-ESMs as required

*** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***						
ESTIMATED COST	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS						
DIRECT LABOR & BURDEN	\$	\$	\$	\$	\$	\$
MATERIAL	\$	\$	\$	\$	\$	\$
COMPTA/SUBCONTR LBR	\$	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$	\$	\$	\$	\$	\$
OTHER	\$	\$	\$	\$	\$	\$
TOTAL	\$	\$	\$	\$	\$	\$

ESM MONITORS
 Raytheon IDS: [Redacted] CMDS P.D.: [Redacted]

CONCURRENCE SIGNATURES:	DATE	DATE
ORIGINAL ISSUE	[Redacted]	[Redacted]
REVISION "A"	23 May 14	6 Jun 2014
REVISION "B"		
REVISION "C"		
REVISION "D"		
REVISION "E"		

EXPLANATION OF REVISION

ENGINEERING SERVICES MEMORANDUM

ESM NO.
EN14-12

DESCRIPTION OF PROPOSED WORK (CONT)

[REDACTED]

Once ICD is accepted by the Government, soldiers will be responsible for tactical manning of the system. For all remaining Phase two efforts the contractor shall be required to coordinate access to the tactical system with the battery commander or designated on-site government representative.

The contractor shall provide objective evidence of system performance [REDACTED]

The contractor shall include all consumable costs associated with emplacing, operating and maintaining the system during SICO. [REDACTED]

The contractor shall manage and perform the repair or replacement of JLENS tactical and support equipment, Government Furnished

Equipment (GFE), and spares that failed or were damaged during SICO. The contractor shall also perform Preventative Maintenance Checks and Services (PMCS), maintain log books, and conduct configuration management for tactical equipment. The contractor shall provide a comprehensive listing of all GFE, for prior approval by the government, required to support the SICO. This list also needs to include required need dates for equipment requiring procurement [REDACTED]

[REDACTED]

	Labor Hours	Labor Dollars	Material Dollars*	Travel Dollars	Total Sell
PHASE I					
Pre-SICO	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
ICD	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
System Staging	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Post ICD	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
SICO IPT Support	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Subtotal	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Option	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. Contract ID Code Cost Plus Fixed Fee	Page 1 Of 7
2. Amendment/Modification No. P00085	3. Effective Date JUN 24 2014	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
6. Issued By ARMY CONTRACTING COMMAND-REDSTONE [REDACTED] REDSTONE ARSENAL AL 35898-5280	Code H31P4Q	7. Administered By (If other than Item 6) DOMA RAYTHEON TENKSURRY 50 APPLE HILL DRIVE M/S T2FR4 TENKSURRY MA 01876-1198	Code S2205A
8. Name of Contractor (Firm, Street, City, County, State and Zip Code) RAYTHEON COMPANY 350 LOWELL ST ANDOVER, MA 01810-4400	<input type="checkbox"/>	9A. Amendment Of Solicitation No.	
	<input type="checkbox"/>	9B. Dated (See Item 11)	
	<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. H31P4Q-10-C-0003	
	<input type="checkbox"/>	10B. Dated (See Item 13) 2003MAR17	
Code 05716	Facility Code		

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 amendments; (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)

ACRN: BP NET INCREASE: [REDACTED]

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS
If Modifies The Contract/Order No. As Described In Item 14.

- A. This Change Order is issued Pursuant To: _____ 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 data, 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: _____
- D. Other (Specify type of modification and authority) _____ Exercise Option

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR 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 Contracting Officer (Type or print) [REDACTED]	16A. Name And Title Of Contracting Officer (Type or print) [REDACTED]
15C. Date Signed 6/24/2014	16C. Date Signed 6/24/2014

NSN 7540-01-152-8970 (30-1) PREVIOUS EDITIONS UNUSABLE

FAR (48 CFR) 53.243

CONTINUATION SHEET

Reference No. of Document Being Continued

Page 2 of 7

PIIN/SIIN W31P4Q-10-C-0003

MOD/AMD P00085

Name of Offeror or Contractor: RAYTHEON COMPANY

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: [REDACTED]
 Buyer Office Symbol/Telephone Number: [REDACTED]
 Type of Contract: Cost Plus Fixed Fee
 Kind of Contract: Service Contracts
 Type of Business: Large Business Performing in U.S.
 Surveillance Criticality Designator: A

*** End of Narrative A0000 ***

A-1 THE PURPOSE OF THIS MODIFICATION (P00085) IS TO INCORPORATE THE FOLLOWING INTO CONTRACT NUMBER W31P4Q-10-C-0003.

A-2 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING ENGINEERING SERVICE MEMORANDUM IS INCORPORATED IN SECTION J AS ATTACHMENT 71 EN14-13.

A-3 BY EXECUTION OF THIS MODIFICATION THE FOLLOWING SLINS WILL BE EXERCISED. SLIN 0006BJ LABOR DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] AND THE LABOR HOURS ARE INCREASED BY [REDACTED] SLIN 0006BK MATERIAL DOLLARS ARE INCREASED IN THE AMOUNT OF [REDACTED] THE INCREASES ARE AS FOLLOWS:

SLIN 0006BJ (LABOR) FY14	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]

SLIN 0006BK (MATERIAL) FY14	FROM	BY	TO
DIRECT LABOR HOURS:	[REDACTED]	[REDACTED]	[REDACTED]
DIR LABOR & BURDEN	[REDACTED]	[REDACTED]	[REDACTED]
MATERIAL	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]	[REDACTED]

A-4 AS A RESULT OF THIS MODIFICATION, THE SUBJECT OBLIGATED AMOUNT IS INCREASED IN THE AMOUNT OF \$6,359,368.00 FROM \$68,864,213.00 TO \$75,223,581.00

A-5 AS A RESULT OF THIS MODIFICATION, THE SUBJECT CONTRACT TOTAL VALUE IS UNCHANGED.

A-6 AS A RESULT OF THIS MODIFICATION, THE REMAINING CEILING AMOUNT TO BE FUNDED IS [REDACTED]

A-7 EXCEPT AS PROVIDED ABOVE, ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

*** END OF NARRATIVE A0084 ***

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00085	Page 3 of 7
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Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																																																				
0006	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>FY14 OPTION PERIOD JLENS RRG SRVS</u></p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"><u>FY14</u></td> <td style="width:20%;"><u>LABOR</u></td> <td style="width:20%;"><u>MATERIAL</u></td> <td style="width:10%;"><u>TOTAL</u></td> <td style="width:30%;"></td> </tr> <tr> <td>PCL</td> <td colspan="4" rowspan="6" style="background-color: black;"></td> </tr> <tr> <td>G&A</td> </tr> <tr> <td>TCL</td> </tr> <tr> <td>COM</td> </tr> <tr> <td>FEE</td> </tr> <tr> <td>CPFF</td> </tr> </table> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"></td> <td style="width:20%;"></td> <td style="width:20%; text-align: center;"><u>HOURS</u></td> <td style="width:10%; text-align: center;"><u>HOURS</u></td> <td style="width:30%;"></td> </tr> <tr> <td><u>DESCRIPTION</u></td> <td><u>LABOR</u></td> <td><u>EXERCISED</u></td> <td><u>REMAINING</u></td> <td></td> </tr> <tr> <td>PM/CM</td> <td colspan="4" rowspan="5" style="background-color: black;"></td> </tr> <tr> <td>ENGINEERING</td> </tr> <tr> <td>PRODUCT ASSUR</td> </tr> <tr> <td>LOGISTICS</td> </tr> <tr> <td>TOTAL</td> </tr> </table> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"></td> <td style="width:20%;"></td> <td style="width:20%; text-align: center;"><u>MATERIAL</u></td> <td style="width:10%; text-align: center;"><u>MATERIAL</u></td> <td style="width:30%;"></td> </tr> <tr> <td><u>DESCRIPTION</u></td> <td><u>MATERIAL</u></td> <td><u>EXERCISED</u></td> <td><u>REMAINING</u></td> <td></td> </tr> <tr> <td>BST COST</td> <td colspan="4" rowspan="4" style="background-color: black;"></td> </tr> <tr> <td>COM</td> </tr> <tr> <td>FIXED FEE</td> </tr> <tr> <td>TOTAL</td> </tr> </table> <p style="text-align: center;">(End of narrative B015)</p>	<u>FY14</u>	<u>LABOR</u>	<u>MATERIAL</u>	<u>TOTAL</u>		PCL					G&A	TCL	COM	FEE	CPFF			<u>HOURS</u>	<u>HOURS</u>		<u>DESCRIPTION</u>	<u>LABOR</u>	<u>EXERCISED</u>	<u>REMAINING</u>		PM/CM					ENGINEERING	PRODUCT ASSUR	LOGISTICS	TOTAL			<u>MATERIAL</u>	<u>MATERIAL</u>		<u>DESCRIPTION</u>	<u>MATERIAL</u>	<u>EXERCISED</u>	<u>REMAINING</u>		BST COST					COM	FIXED FEE	TOTAL	█	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ █ \$ █ \$ █
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0006BJ	<p><u>LABOR EN14-13</u></p> <p>SERVICE REQUESTED: #16620 SICO PHASE II CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4JX10600 PRON AMD: 01 ACRN: BF PSC: 4970</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"><u>SLIN 0006BJ (LABOR) FY14</u></td> <td style="width:20%;"><u>FROM</u></td> <td style="width:20%;"><u>BY</u></td> <td style="width:10%;"><u>TO</u></td> <td style="width:30%;"></td> </tr> <tr> <td>DIRECT LABOR HOURS:</td> <td colspan="4" rowspan="3" style="background-color: black;"></td> </tr> <tr> <td>DIR LABOR & BURDEN</td> </tr> <tr> <td>TOTAL</td> </tr> </table> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"><u>ESTIMATED COST</u></td> <td style="width:20%;"></td> <td style="width:20%;"></td> <td style="width:10%;"></td> <td style="width:30%;"></td> </tr> <tr> <td>COM</td> <td colspan="4" rowspan="2" style="background-color: black;"></td> </tr> <tr> <td>FIXED FEE</td> </tr> </table>	<u>SLIN 0006BJ (LABOR) FY14</u>	<u>FROM</u>	<u>BY</u>	<u>TO</u>		DIRECT LABOR HOURS:					DIR LABOR & BURDEN	TOTAL	<u>ESTIMATED COST</u>					COM					FIXED FEE	█	LO	Estimated Cost Fixed Fee Not to Exceed (Funding)	\$ █ \$ █ \$ █																													
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CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN W31P4Q-10-C-0003 MOD/AMD P00085

Name of Offeror or Contractor: RAYTHEON COMPANY

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p>TOTAL [REDACTED]</p> <p>ESM DESCRIPTION FY14 HOURS EN14-13 LABOR [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 [REDACTED] 31-MAR-2015</p> <p>\$ [REDACTED]</p>				
0006BK	<p><u>MATERIAL EN14-13</u></p> <p>SERVICE REQUESTED: #16620 ORBIT SICO FC CLIN CONTRACT TYPE: Cost Plus Fixed Fee PRON: 4M4JK10600 PRON AMD: 01 ACRN: BF PSC: 4970</p> <p>SLIN 0006BK (MATERIAL) FY14 FROM BY TO DIRECT LABOR HOURS: [REDACTED] DIR LABOR & BURDEN [REDACTED] <u>MATERIAL</u> TOTAL [REDACTED]</p> <p>ESTIMATED COST [REDACTED] COM [REDACTED] FIXED FEE [REDACTED] TOTAL [REDACTED]</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 [REDACTED] 31-MAR-2015</p>	[REDACTED]	LO	Estimated Cost \$ [REDACTED] Fixed Fee \$ [REDACTED] Not to Exceed (Funding) \$ [REDACTED]	[REDACTED]

ENGINEERING SERVICES MEMORANDUM

U.S. ARMY AVIATION AND MISSILE COMMAND REDSTONE ARSENAL, ALABAMA	ESM NO. EN14-13 DATE 1 May 2014
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PROJECT TITLE SICO Phase II FCS	CONTRACT NO. W31P4Q-10-C-0003
ESTIMATED COMPLETION DATE OF ESM 31 March 2015	COST ACCOUNT

DESCRIPTION OF PROPOSED WORK

Provide system assembly, integration, checkout (SICO) and initial capability delivery (ICD) of one JLENS FCS and orbit at a prepared site at Aberdeen Proving Ground (APG), MD.

The contractor shall be ready to begin SICO and ICD for the Fire Control System (FCS) on or about 1 October 2014. Confirmation of anticipated start date will be provided at the combined Ship Readiness Review (SRR) NLT forty-five (45) days prior to start of Surveillance System (SuS) work. The contractor will be allowed to perform pre-integration activities such as staging of containers, delivery of equipment and supplies to an agreed upon site at APG, MD. There will be no access to the JLENS FCS sites prior to the start of SICO. Initial access to the prepared site shall be limited to only the pad area and tactical area as delineated on the site diagram. No commercial power will be available at the start of integration and checkout work.

The SICO and ICD [REDACTED]

[REDACTED] Phase one will also include demonstration of a JLENS Orbit capability. Phase two shall consist of all remaining integration, calibration and demonstration tasks [REDACTED]

Cont

GOVERNMENT FURNISHED EQUIPMENT	DATE REQUIRED	RETURN DATE	CONDITION OF RETURN
To be specified in Sub-ESMs as required			

RESULTING DOCUMENTATION, HARDWARE, BENEFITS AND DELIVERY DATE

To be specified in Sub-ESMs as required

ESTIMATED COST *** THE FOLLOWING IS PROPRIETARY INFORMATION PROTECTED UNDER P. L. 100-679 ***

	ORIGINAL ISSUE	"A" CHANGE	"B" CHANGE	"C" CHANGE	"D" CHANGE	"E" CHANGE
DIRECT LABOR HOURS	[REDACTED]					
DIRECT LABOR & BURDEN	\$ [REDACTED]	\$	\$	\$	\$	\$
MATERIAL	\$ [REDACTED]	\$	\$	\$	\$	\$
COMPUTER/SUBCONTR LBR	\$ [REDACTED]	\$	\$	\$	\$	\$
TRAVEL & PER DIEM	\$ [REDACTED]	\$	\$	\$	\$	\$
OTHER	\$ [REDACTED]	\$	\$	\$	\$	\$
TOTAL	\$ [REDACTED]	\$	\$	\$	\$	\$

ESM MONITORS

Raytheon IDS: [REDACTED] CMDS F.O.: [REDACTED]

CONCURRENCE SIGNATURES:

	DATE	DATE
ORIGINAL ISSUE	[REDACTED]	[REDACTED]
REVISION "A"	[REDACTED]	[REDACTED]
REVISION "B"		
REVISION "C"		
REVISION "D"		
REVISION "E"		

EXPLANATION OF REVISION:

ENGINEERING SERVICES MEMORANDUM

ESM NO. **EN14-13**

DESCRIPTION OF PROPOSED WORK (CONT)
(Cont)

[REDACTED]

Once ICD is accepted by the Government for each system, soldiers will be responsible for tactical manning of the system. For all remaining Phase two efforts the contractor shall be required to coordinate access to the tactical system with the battery commander or designated on-site government representative. The contractor shall provide objective evidence of system performance.

[REDACTED]

The contractor shall include all consumable costs associated with employing, operating and maintaining the system during SICO.

The contractor shall manage and perform the repair or replacement of JLENS tactical and support equipment, Government Furnished Equipment (GFE), and spares that failed or were damaged during SICO. The contractor shall also conduct Preventative Maintenance Checks and Services (PMCS), maintain log books, and configuration management for tactical equipment. The contractor shall provide a comprehensive listing of all GFE, for prior approval by the government, required to support the SICO. This comprehensive listing also needs to include required need dates for equipment requiring procurement.

	Labor Hours	Labor Dollars	Material Dollars*	Travel Dollars	Total \$
PHASE II					
FCS Pre-SICO	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
FCS ICD	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
System Staging	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Post ICD	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

MILESTONE PLAN (MEASURABLE TASKS ONLY)

MILESTONE	START DATE	END DATE	MILESTONE	START DATE	END DATE