

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 6
2. AMENDMENT/MODIFICATION NO. 378	3. EFFECTIVE DATE see Block 16c	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)	
6. ISSUED BY John F. Kennedy Space Center, NASA Procurement Office Kennedy Space Center, FL 32899		7. ADMINISTERED BY (If other than Item 6)	CODE	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code) Space Gateway Support 2411 Dulles Corner Park, Suite 500 Herndon, VA 20171-3430			9A. AMENDMENT OF SOLICITATION NO.	
			9B. DATED (SEE ITEM 11)	
			10A. MODIFICATION OF CONTRACT/ORDER NO. NAS10-99001	
			10B. DATED (SEE ITEM 13) August 21, 1998	
CODE	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 amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.				
12. ACCOUNTING AND APPROPRIATION DATA (If required) See Contracting Officer for current Accounting & Appropriation Data				
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.				
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.				
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).				
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:				
<input checked="" type="checkbox"/> D. OTHER (Specify type of modification and authority) Mutual Agreement of the Parties and Contract Article B-12				
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 3 copies to the issuing office.				
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)				
The purpose of this modification is to incorporate changes within CCR 06-69 which DECREASE from the Installation Improvement Program (Article B-12 and WBS 4.0) the amount of \$12,672,063 for costs and \$956,238* for fee, for a total decrease of \$13,628,301. The DECREASED amount of \$12,712,521 for costs and \$958,252 for fee, for a total decrease of \$13,670,773 is effective in the Option period, Contract Year 8, Award Fee Periods 15 and 16 (1 October 2005 through 30 September 2006). The INCREASED amount of \$40,458 for costs and \$2,014 for fee, for a total increase of \$42,472 is effective in the Option Period, Contract Year 7, Award Fee Period 14 (1 Apr 2005 through 30 Sept 2005). The total value of the contract is hereby DECREASED from \$2,808,279,694 by \$13,628,301 to \$2,794,651,393. This change revises Article B-3, Contract Value; Article B-4, Award Fee; Article G-2, and Contract Funding as shown on the attached pages. All other terms and conditions of the contract remain unchanged. In consideration of the modification agreed to herein as complete equitable adjustment for the contractor's proposal for adjustment, the contractor hereby releases the government from any and all liability under this contract for further equitable adjustments attributable to such facts and circumstances giving rise to the proposal for adjustment.				
*The contractor shall credit a future award fee voucher to reflect the above decrease resulting from this modification.				
15A. NAME AND TITLE OF SIGNER (Type or print) Victoria G. Lockard Director, Contracts			16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Bryce D. Collins Contracting Officer	
15B. CONTRACTOR/OFFEROR Victoria G. Lockard (Signature of person authorized to sign)		15C. DATE SIGNED 15 NOV 06	16B. UNITED STATES OF AMERICA BY Bryce D. Collins (Signature of Contracting Officer)	
			16C. DATE SIGNED 12/5/06	

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ARTICLE B-3 CONTRACT VALUE				
<u>Basic Period Sep 98-30 Sep 03</u>				
The contract value is summarized below:				
Contract Period	Estimated Cost	Available Award Fee*	Contract Value	
Phase-In Period (FFP) (Sept 1998)	\$1,113,486		1,113,486	
Basic Period Thru 377				
10/01/98-09/30/00	\$396,406,378	\$23,187,199	419,593,577	
Neg. Cost Overrun MOD 135	\$9,200,000	\$0	9,200,000	
Cost Overrun	\$0	\$0	0	
Mod No. Cost Overrun			0	
Mod No.			0	
Total FY99-FY00	\$405,606,378	\$23,187,199	428,793,577	
(10/01/00-09/30/01)	\$215,635,118	\$13,106,768	228,741,886	
Neg. Cost Overrun MOD 135	\$18,804,377	\$0	18,804,377	
Cost Overrun	\$0	\$0	0	
Mod No. Cost Overrun			0	
Mod No.			0	
Total FY01	\$234,439,495	\$13,106,768	247,546,263	
(10/01/01-09/30/02)	\$234,055,207	\$14,098,312	248,153,519	
Neg. Cost Overrun MOD 135	\$19,865,904	\$0	19,865,904	
Cost Overrun	\$0	\$0	0	
Mod No. Cost Overrun			0	
Mod No.			0	
Total FY02	\$253,921,111	\$14,098,312	268,019,423	
(10/01/02-09/30/03)	\$247,365,902	\$15,357,411	262,723,313	
Neg. Cost Overrun MOD 135	\$22,426,471	\$0	22,426,471	
Cost Overrun	\$0	\$0	0	
Mod No. Cost Overrun			0	
Mod No.			0	
Total FY03	\$269,792,373	\$15,357,411	285,149,784	
TOTAL BASIC PERIOD	\$1,164,872,843	\$65,749,680	1,230,622,533	
<u>Option Period 1 Oct 03 - 30 Sept 04</u>				
Option 1A				
(10/01/03-09/30/04)	\$244,075,599	\$15,352,803	259,428,402	
Neg. Cost Overrun MOD 135	\$22,135,767	\$0	22,135,767	
Cost Overrun	\$0	\$0	0	
Mod No. Cost Overrun			0	
Mod No.			0	
Total FY04	\$266,211,366	\$15,352,803	281,564,169	
Option 3BA				
(10/01/03-09/30/04)	\$2,322,030	\$185,762	2,507,792	
Option 5BA				
(10/01/03-09/30/04)	\$321,092	\$25,687	346,779	
TOTAL OPTION 1A PERIOD	\$268,854,488	\$15,564,252	284,418,740	

Option Period 1 Oct 04 - 30 Sept 06			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
Options Thru Mod 377			
OPTION 1B			
(10/01/04-09/30/05)	\$278,445,181	\$17,041,395	295,486,576
Neg. Cost Overrun MOD 135	\$25,895,945	\$0	25,895,945
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No. 378	\$40,458	\$2,014	\$42,472
Total FY05	\$304,381,584	\$17,043,409	321,424,993
(10/01/05-09/30/06)	\$275,588,475	\$16,488,865	292,077,340
Neg. Cost Overrun MOD 135	\$29,101,654	\$0	29,101,654
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No. 378	(\$12,712,521)	(\$958,252)	(\$13,670,773)
Total FY06	\$291,977,608	\$15,530,613	307,508,221
Option 3BB			
10/01/04-09/30/05	\$2,391,149	\$191,292	2,582,441
10/01/05-09/30/06	\$2,477,883	\$198,231	2,676,114
Total Option 3BB	\$4,869,032	\$389,523	5,258,555
Option 5BB			
10/01/04-09/30/05	\$331,342	\$26,507	357,849
10/01/05-09/30/06	\$331,781	\$26,542	358,323
Total Option 5BB	\$663,123	\$53,049	716,172
TOTAL OPTION 1B Period	\$601,891,347	\$33,016,594	634,907,941
Option Periods 1 Oct 06 - 30 Sep 08			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
OPTION 1C			
(10/01/06-9/30/07)	\$265,537,332	\$17,392,805	282,930,137
Neg. Cost Overrun MOD 135	\$31,867,270	\$0	31,867,270
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY07	\$297,404,602	\$17,392,805	314,797,407
(10/01/07-9/30/08)	\$272,330,038	\$17,823,964	290,154,002
Neg. Cost Overrun MOD 135	\$33,448,837	\$0	33,448,837
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY08	\$305,778,875	\$17,823,964	323,602,839

	Option Periods 1 Oct 06 - 30 Sep 08 Cont.		
Option 3BC			
10/01/06-09/30/07	\$2,539,810	\$203,185	2,742,995
10/01/07-09/30/08	\$2,621,598	\$209,728	2,831,326
Total Option 3BC	\$5,161,408	\$412,913	5,574,321
Option 4BB			
10/01/04-09/30/05	\$0	\$0	0
10/01/05-09/30/08	\$0	\$0	0
Total Option 4BB	\$0	\$0	0
Option 4BC			
10/01/06-09/30/07	\$0	\$0	\$0
10/01/07-09/30/08	\$0	\$0	\$0
Total Option 4BC	\$0	\$0	\$0
Option 5BC			
10/01/06-09/30/07	\$332,204	\$26,576	358,780
10/01/07-09/30/08	\$341,511	\$27,321	368,832
Total Option 5BC	\$673,715	\$53,897	727,612
TOTAL OPTION 1C Period	\$609,018,600	\$35,683,579	644,702,179
TOTAL CONTRACT			
VALUE SEP98-SEP08	\$2,644,637,278	\$150,014,115	\$2,794,651,393
*Earned fees for past periods plus the available fees for future periods			
Exercised options are moved above the Total Contract Value Line.			

ARTICLE B-4 AWARD FEE

The amount of award fee earned, if any, shall be determined in accordance with Section J, Attachment J-8, Award Fee Evaluation Plan, and other provisions of this contract as applicable. The following specifies by award fee period the amount of available award fee, the amount of earned award fee, and the award fee score.

AF P	BASIC PERIOD OF PERFORMANCE		Available Award Fee Through Mod 377	Total Award Fee For Mod 378	Adjusted Available Award Fee	Earned Award Fee Mod 377	Earned Award Fee Mod 378	Earned Award Fee	Award Fee Score and Mod
1	10/01/98	03/31/99	\$7,681,869		\$7,681,869	\$6,146,144		\$6,146,144	80% Mod 15
2	04/01/99	09/30/99	\$6,033,858		\$6,033,858	\$4,826,665		\$4,826,665	80% Mod 36
3	10/01/99	03/31/00	\$7,837,000		\$7,837,000	\$6,731,039		\$6,731,039	86% Mod 57
4	04/01/00	09/30/00	\$6,451,003		\$6,451,003	\$5,483,352		\$5,483,352	85% Mod 75
5	10/01/00	03/31/01	\$7,589,239		\$7,589,239	\$6,754,934		\$6,754,934	89% Mod 99
6	04/01/01	09/30/01	\$6,976,249		\$6,976,249	\$6,348,388		\$6,348,388	91%Mod118
7	10/01/01	03/31/02	\$5,863,642		\$5,863,642	\$5,336,408		\$5,336,408	91%Mod127
8	04/01/02	09/30/02	\$9,798,867		\$9,798,867	\$8,765,356		\$8,765,356	92%Mod147
9	10/01/02	03/31/03	\$8,121,627		\$8,121,627	\$7,634,968		\$7,634,968	94%Mod167
10	04/01/03	09/30/03	\$8,128,883		\$8,128,883	\$7,722,439		\$7,722,439	95%Mod194
11	10/01/03	03/31/04	\$7,899,317		\$7,899,317	\$7,583,343		\$7,583,343	96%Mod220
12	04/01/04	09/30/04	\$8,227,738		\$8,227,738	\$7,980,906		\$7,980,906	97%Mod248
13	10/01/04	03/31/05	\$9,788,138		\$9,788,138	\$9,103,283		\$9,103,283	93%Mod 283
14	04/01/05	09/30/05	\$8,962,882	\$2,027	\$8,964,909	\$8,155,912	\$2,014	\$8,157,926	91%Mod325
15	10/01/05	03/31/06	\$9,747,806	(\$526,512)	\$9,221,294	\$7,993,203	(\$431,740)	\$7,561,463	82%Mod350
16	04/01/06	09/30/06	\$8,720,435	(\$526,512)	\$8,193,923				
17	10/01/06	03/31/07	\$8,797,164		\$8,797,164				
18	04/01/07	09/30/07	\$8,825,402		\$8,825,402				
19	10/01/07	03/31/08	\$9,016,055		\$9,016,055				
20	04/01/08	09/30/08	\$9,044,957		\$9,044,957				
GRAND TOTAL			\$163,512,131	(\$1,050,997)	\$162,461,134			\$150,014,115	Earned & Available

ARTICLE G-2

CONTRACT FUNDING

Pursuant to FAR Clause 52.232.22, Limitation of Funds, funds presently allotted to this contract and the period through which they are estimated to be adequate are specified in the table below:

The below table is created with the beginning values based on modification 371

<u>As of MOD</u>	<u>Contract Value</u>	<u>Funded Cost</u>	<u>Funded Fee</u>	<u>Total Funded Cost/Fee</u>	<u>ADEQUATE THROUGH</u>
Subtotal as of Mod 371	\$2,807,573,014	\$2,031,284,171	\$163,520,197	\$ 2,194,804,368	12/8/2006
374	\$462,548				
376		\$3,239,869	\$259,190.00	\$ 3,499,059	12/15/2006
377	\$244,132				
378	(\$13,628,301)				

TOTAL \$2,794,651,393 \$2,034,524,040 \$163,779,387 \$2,198,303,427