

2. Amendment/Modification No. P00016 3. Effective Date 12 Nov 2012 4. Requisition/Purchase Req No. SEE SCHEDULE 5. Project No. (If applicable)

6. Issued By Code W52P1J 7. Administered By (If other than Item 6) Code S2404A
 ROCK ISLAND CONTRACTING CENTER
 CCRC-TB
 TRISHA M. TAYLOR (309) 782-2836
 ROCK ISLAND, IL 61299-8000
 BLDGS 60 & 390
 EMAIL: TRISHA.M.TAYLOR@US.ARMY.MIL
 DCMA MANASSAS
 10500 BATTLEVIEW PKWY
 SUITE 200
 MANASSAS VA 20109-2342
 SCD C PAS NONE ADP PT HQ0338

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)
 NORTHROP GRUMMAN INFORMATION TECHNOLOGY, INC
 DEFENSE GROUP (FORMERLY DEFENSE ENTERPRISE SOLUTIONS)
 7575 COLSHIRE DR
 MCLEAN, VA 22102-7508
 TYPE BUSINESS: Large Business Performing in U.S.
 Code 1V4D7 Facility Code
 9A. Amendment Of Solicitation No.
 9B. Dated (See Item 11)
 10A. Modification Of Contract/Order No.
 W91QUZ-09-D-0041
 10B. Dated (See Item 13)
 2012MAY25

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.

KIND MOD CODE: G
 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: Part C-1 (c) Changes.
 D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return 1 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

Contract Expiration Date: 2014JUL23

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)
 Monica Kulisch, Senior Contract Admin.
 16A. Name And Title Of Contracting Officer (Type or print)
 JUSTIN D. TRINE
 JUSTIN.TRINE@US.ARMY.MIL (309) 782-5096
 15B. Contractor/Offeror
 (Signature of person authorized to sign)
 15C. Date Signed
 11/6/12
 16B. United States Of America
 By (Signature of Contracting Officer)
 16C. Date Signed
 12 Nov 2012

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. Contract ID Code
Firm-Fixed-Price

Page 1 Of 8

2. Amendment/Modification No. P00016	3. Effective Date 2012NOV12	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
---	--------------------------------	---	--------------------------------

6. Issued By ROCK ISLAND CONTRACTING CENTER TRISHA M. TAYLOR ROCK ISLAND, IL 61299-8000 BLDGS 60 & 390 EMAIL: TRISHA.M.TAYLOR@US.ARMY.MIL	Code W52P1J	7. Administered By (If other than Item 6) DCMA MANASSAS 10500 BATTLEVIEW PKWY SUITE 200 MANASSAS VA 20109-2342	Code S2404A
--	----------------	--	----------------

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) NORTHROP GRUMMAN INFORMATION TECHNOLOGY, INC DEFENSE GROUP (FORMERLY DEFENSE ENTERPRISE SOLUTIONS) 7575 COLSHIRE DR MCLEAN, VA 22102-7508	<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. W91QUZ-09-D-0041
	<input type="checkbox"/>	10B. Dated (See Item 13) 2012MAY25

Code 1V4D7 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:	Part C-1 (c) Changes.
<input type="checkbox"/>	D. Other (Specify type of modification and authority)	

E. IMPORTANT: Contractor is not, is required to sign this document and return 1 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) JUSTIN D. TRINE JUSTIN.TRINE@US.ARMY.MIL (309)782-5096
15B. Contractor/Offeror (Signature of person authorized to sign)	15C. Date Signed
16B. United States Of America By _____ /SIGNED/ (Signature of Contracting Officer)	16C. Date Signed 2012NOV12

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 2 of 8****PIIN/SIIN** W91QUZ-09-D-0041**MOD/AMD** P00016**Name of Offeror or Contractor:** NORTHROP GRUMMAN INFORMATION TECHNOLOGY, INC

SECTION A - SUPPLEMENTAL INFORMATION

Buyer Name: TRISHA M. TAYLOR
Buyer Office Symbol/Telephone Number: CCRC-TB/(309)782-2836
Type of Business: Large Business Performing in U.S.
Surveillance Criticality Designator: C
Contract Expiration Date: 2014JUL23
Kind of Modification: Supplemental Agreement

*** End of Narrative A0000 ***

The purpose of modification (P00016) is to do the following:

1. In accordance with CCP 005, the following partial SLIN descriptions have changed:

SLIN 1023DA

From:
General Dynamics Itronix GoBook XR-1 (P/N:XR-1) - 1 each,

To:
General Dynamics Itronix GD8200 - 1 each,

SLIN 1023DB

From:
General Dynamics Itronix GoBook XR-1 (P/N:XR-1) - 1 each,

To:
General Dynamics Itronix GD8200 - 1 each,

SLIN 1023DC

From:
General Dynamics Itronix GoBook XR-1 (P/N:XR-1) - 1 each,

To:
General Dynamics Itronix GD8200 - 1 each,

SLIN 1023DD

From:
General Dynamics Itronix GoBook XR-1 (P/N:XR-1) - 1 each,

To:
General Dynamics Itronix GD8200 - 1 each,

SLIN 1023DE

From:
General Dynamics Itronix GoBook XR-1 (P/N:XR-1) - 1 each,

To:
General Dynamics Itronix GD8200 - 1 each,

2. There is no change to SLIN unit price. For complete SLIN Descriptions see Schedule B.

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W91QUZ-09-D-0041 MOD/AMD P00016	Page 3 of 8
Name of Offeror or Contractor: NORTHROP GRUMMAN INFORMATION TECHNOLOGY, INC		

3. Due to the contract writing system (PADDS) limitations the unit prices are not displayed in Section B. Therefore, unit price has been added to the narrative part of Section B.

4. To add FAR Clause 52.204-10 Reporting Executive Compensation and First-Tier Subcontract Awards as prescribed in 4.1403(a), by full text in Section I.

5. All other terms and conditions remain unchanged.

*** END OF NARRATIVE A0003 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W91QUZ-09-D-0041 **MOD/AMD** P00016

Name of Offeror or Contractor: NORTHROP GRUMMAN INFORMATION TECHNOLOGY, INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
1023DA	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>SERVICES LINE ITEM</u></p> <p>Transit Case Configuration, Small Arms R FFP Transit Case Configuration, Small Arms Room Kit Transit Case Configuration, Small Arms Room Kit includes: Transit Case (GemStar P/N:C09030513) - 1 each, General Dynamics Itronix GD8200 - 1 each, Belkin 7 Port USB HUB with over current protection (P/N:F5U307-WHT) - 1 each, HP LaserJet Printer hp2015d (P/N:HP2015 CB366A) - 1 each, HP Highspeed USB cable A-B (P/N:Q6264A) - 1 each, 80 GB Model External HD (DataBook P/N:DBPRO-80) - 1 each, Topaz, Signature Pad GEM,1X5 LCD HID-U (P/N:Z-T-LBK462-HSB) - 1 each, SCR331LF USB SMART CARD REA 1 (MicroSystems P/N:904622-SCM) - 1 each, Logitech Optical Mouse (P/N:931637-0403) - 1 each, UPS American Power Conversion, CS-500 (P/N:BK500) - 1 each, ELO Intellitouch Monitor 15 inch TFT (P/N:ELO- E700813) - 1 each, Imager for PC Input - General Bar Code (w/Data Conversion) (Motorola P/N: DS3508- DP20005R) - 1 each, USB Cable: Power Plus Connector, 9ft. Coiled (Motorola P/N: CBA-U14-C09ZAR) - 1 each, Desk Top Holder (Motorola P/N:20-67176-01R) - 1 each, SMARTRACK Small Arms Room S/W (Williams Software Associates P/N:SMARTRACK) - 1 each, Packing lists for each case - 1 each, Installation Manual & hardware manuals for individual products - 1 set each FOB: Destination</p> <p>Unit is Each</p> <p>Unit Price is \$32,843.00</p> <p>(End of narrative B001)</p>				
1023DB	<p><u>SERVICES LINE ITEM</u></p> <p>Transit Case Configuration, Small Arms R FFP Transit Case Configuration, Small Arms Room Kit - Lot of 50 EA Configurations, Transit Case Configuration, Small Arms Room Kit Transit Case Configuration, Small Arms Room Kit includes: Transit Case (GemStar P/N:C09030513) - 1 each, General Dynamics Itronix GD8200 - 1 each, Belkin 7 Port USB HUB with over current protection (P/N:F5U307-WHT) - 1 each, HP LaserJet Printer hp2015d (P/N:HP2015 CB366A) - 1 each, HP Highspeed USB cable A-B</p>				

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W91QUZ-09-D-0041 **MOD/AMD** P00016

Name of Offeror or Contractor: NORTHROP GRUMMAN INFORMATION TECHNOLOGY, INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
1023DC	<p>(P/N:Q6264A) - 1 each, 80 GB Model External HD (DataBook P/N:DBPRO-80) - 1 each, Topaz, Signature Pad GEM,1X5 LCD HID-U (P/N:Z-T-LBK462-HSB) - 1 each, SCR331LF USB SMART CARD REA 1 (MicroSystems P/N:904622-SCM) - 1 each, Logitech Optical Mouse (P/N:931637-0403) - 1 each, UPS American Power Conversion, CS-500 (P/N:BK500) - 1 each, ELO Intellitouch Monitor 15 inch TFT (P/N:ELO-E700813) - 1 each, Imager for PC Input - General Bar Code (w/Data Conversion) (Motorola P/N: DS3508-DP20005R) - 1 each, USB Cable: Power Plus Connector, 9ft. Coiled (Motorola P/N: CBA-U14-C09ZAR) - 1 each, Desk Top Holder (Motorola P/N:20-67176-01R) - 1 each, SMARTRACK Small Arms Room S/W (Williams Software Associates P/N:SMARTRACK) - 1 each, Packing lists for each case - 1 each, Installation Manual & hardware manuals for individual products - 1 set each FOB: Destination</p> <p>Unit is Each</p> <p>Unit Price is \$1,347,537.00</p> <p>(End of narrative B001)</p> <p><u>SERVICES LINE ITEM</u></p> <p>Transit Case Configuration, Small Arms R FFP Transit Case Configuration, Small Arms Room Kit - Lot of 100 EA Configurations, Transit Case Configuration, Small Arms Room Kit Transit Case Configuration, Small Arms Room Kit includes: Transit Case (GemStar P/N:C09030513) - 1 each, General Dynamics Itronix GD8200 - 1 each, Belkin 7 Port USB HUB with over current protection (P/N:F5U307-WHT) - 1 each, HP LaserJet Printer hp2015d (P/N:HP2015 CB366A) - 1 each, HP Highspeed USB cable A-B (P/N:Q6264A) - 1 each, 80 GB Model External HD (DataBook P/N:DBPRO-80) - 1 each, Topaz, Signature Pad GEM,1X5 LCD HID-U (P/N:Z-T-LBK462-HSB) - 1 each, SCR331LF USB SMART CARD REA 1 (MicroSystems P/N:904622-SCM) - 1 each, Logitech Optical Mouse (P/N:931637-0403) - 1 each, UPS American Power Conversion, CS-500 (P/N:BK500) - 1 each, ELO Intellitouch Monitor 15 inch TFT (P/N:ELO-E700813) - 1 each, Imager for PC Input - General Bar Code (w/Data Conversion) (Motorola P/N: DS3508-DP20005R) - 1 each, USB Cable: Power Plus Connector, 9ft. Coiled (Motorola P/N: CBA-U14-C09ZAR) - 1 each, Desk Top Holder (Motorola P/N:20-67176-01R) - 1 each, SMARTRACK Small Arms Room S/W (Williams Software Associates P/N:SMARTRACK) - 1 each, Packing lists for each case - 1 each, Installation Manual & hardware manuals for individual products - 1 set each FOB: Destination</p>				

Name of Offeror or Contractor: NORTHROP GRUMMAN INFORMATION TECHNOLOGY, INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
1023DD	<p>Unit is Each</p> <p>Unit Price is \$2,581,217.00</p> <p>(End of narrative B001)</p> <p><u>SERVICES LINE ITEM</u></p> <p>Transit Case Configuration, Small Arms R FFP Transit Case Configuration, Small Arms Room Kit - Lot of 250 EA Configurations, Transit Case Configuration, Small Arms Room Kit Transit Case Configuration, Small Arms Room Kit includes: Transit Case (GemStar P/N:C09030513) - 1 each, General Dynamics Itronix GD8200 - 1 each, Belkin 7 Port USB HUB with over current protection (P/N:F5U307-WHT) - 1 each, HP LaserJet Printer hp2015d (P/N:HP2015 CB366A) - 1 each, HP Highspeed USB cable A-B (P/N:Q6264A) - 1 each, 80 GB Model External HD (DataBook P/N:DBPRO-80) - 1 each, Topaz, Signature Pad GEM,1X5 LCD HID-U (P/N:Z-T-LBK462-HSB) - 1 each, SCR331LF USB SMART CARD REA 1 (MicroSystems P/N:904622-SCM) - 1 each, Logitech Optical Mouse (P/N:931637-0403) - 1 each, UPS American Power Conversion, CS-500 (P/N:BK500) - 1 each, ELO Intellitouch Monitor 15 inch TFT (P/N:ELO-E700813) - 1 each, Imager for PC Input - General Bar Code (w/Data Conversion) (Motorola P/N: DS3508-DP20005R) - 1 each, USB Cable: Power Plus Connector, 9ft. Coiled (Motorola P/N: CBA-U14-C09ZAR) - 1 each, Desk Top Holder (Motorola P/N:20-67176-01R) - 1 each, SMARTRACK Small Arms Room S/W (Williams Software Associates P/N:SMARTRACK) - 1 each, Packing lists for each case - 1 each, Installation Manual & hardware manuals for individual products - 1 set each FOB: Destination</p> <p>Unit is Each</p> <p>Unit Price is \$6,168,399.00</p> <p>(End of narrative B001)</p>				
1023DE	<p><u>SERVICES LINE ITEM</u></p> <p>Transit Case Configuration, Small Arms R FFP Transit Case Configuration, Small Arms Room Kit - Lot of 500 EA Configurations, Transit Case Configuration, Small Arms Room Kit Transit Case Configuration, Small Arms Room Kit includes: Transit</p>				

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIIN W91QUZ-09-D-0041 **MOD/AMD** P00016

Page 7 of 8

Name of Offeror or Contractor: NORTHROP GRUMMAN INFORMATION TECHNOLOGY, INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p>Case (GemStar P/N:C09030513) - 1 each, General Dynamics Itronix GD8200 - 1 each, Belkin 7 Port USB HUB with over current protection (P/N:F5U307-WHT) - 1 each, HP LaserJet Printer hp2015d (P/N:HP2015 CB366A) - 1 each, HP Highspeed USB cable A-B (P/N:Q6264A) - 1 each, 80 GB Model External HD (DataBook P/N:DBPRO-80) - 1 each, Topaz, Signature Pad GEM,1X5 LCD HID-U (P/N:Z-T-LBK462-HSB) - 1 each, SCR331LF USB SMART CARD REA 1 (MicroSystems P/N:904622-SCM) - 1 each, Logitech Optical Mouse (P/N:931637-0403) - 1 each, UPS American Power Conversion, CS-500 (P/N:BK500) - 1 each, ELO Intellitouch Monitor 15 inch TFT (P/N:ELO-E700813) - 1 each, Imager for PC Input - General Bar Code (w/Data Conversion) (Motorola P/N: DS3508-DP20005R) - 1 each, USB Cable: Power Plus Connector, 9ft. Coiled (Motorola P/N: CBA-U14-C09ZAR) - 1 each, Desk Top Holder (Motorola P/N:20-67176-01R) - 1 each, SMARTRACK Small Arms Room S/W (Williams Software Associates P/N:SMARTRACK) - 1 each, Packing lists for each case - 1 each, Installation Manual & hardware manuals for individual products - 1 set each FOB: Destination</p> <p>Unit is Each</p> <p>Unit Price is \$10,059,644.00</p> <p>(End of narrative B001)</p>				

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 8 of 8****PIIN/SIIN** W91QUZ-09-D-0041**MOD/AMD** P00016**Name of Offeror or Contractor:** NORTHROP GRUMMAN INFORMATION TECHNOLOGY, INC

SECTION I - CONTRACT CLAUSES

<u>Status</u>	<u>Regulatory Cite</u>	<u>Title</u>	<u>Date</u>
I-1 ADDED	52.204-10	REPORTING EXECUTIVE COMPENSATION AND FIRST-TIER SUBCONTRACT AWARDS	AUG/2012