

2. Amendment/Modification No. 02	3. Effective Date 2004SEP09	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
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6. Issued By TACOM-ROCK ISLAND AMSTA-LC-CSC-C ANN HAMERLINCK (309)782-3946 ROCK ISLAND IL 61299-7630 EMAIL: HAMERLINCKA@RIA.ARMY.MIL	Code	W52H09	7. Administered By (If other than Item 6) DCMA DALLAS 600 NORTH PEARL STREET SUITE 1630 DALLAS TX 75201-2843	Code	S4402A
			SCD B PAS NONE ADP PT HQ0339		

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) LITTON SYSTEMS INC. ELECTRO-OPTICAL SYSTEMS DIV 12024 FORESTGATE DRIVE DALLAS, TX. 75243-5411 TYPE BUSINESS: Large Business Performing in U.S.	<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. DAAE20-02-D-0007/0020
	<input type="checkbox"/>	10B. Dated (See Item 13) 2004JUL08
Code 27777 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: AB NET INCREASE: \$576,424.68

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 checked="" 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 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)	16A. Name And Title Of Contracting Officer (Type or print) TERESA L STOTTLEMYRE STOTTLEMYRET@RIA.ARMY.MIL (309)782-4626		
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 2004SEP09

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 2 of 5**

PIIN/SIIN DAAE20-02-D-0007/0020

MOD/AMD 02

Name of Offeror or Contractor: LITTON SYSTEMS INC.

SECTION A - SUPPLEMENTAL INFORMATION

THE PURPOSE OF THIS MODIFICATION IS TO ADD AND ADDITIONAL QUANTITY OF 2,049
ADVANCED COMBAT OPTICAL GUNFIGHT (ACOG) RIFLE TELESCOPES TO THIS DELIVERY ORDER
CHANGING THE TOTAL QUANTITY FROM 3,165 TO 5,214. THE TOTAL OF THIS DELIVERY
ORDER IS INCREASED BY \$576,424.68 FROM \$890,377.80 TO \$1,466,802.48.

CONTRACTOR'S PART NUMBER IS 39110700.

SHIPPING ADDRESS:

FOR ACOG RFI FILTERS
TENEBRAEX CORPORATION
ATTN: PETER JONES
326 A STREET
BOSTON, MA 02210

ALL THE OTHER TERMS AND CONDITIONS REMAIN THE SAME.

*** END OF NARRATIVE A 003 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN DAAE20-02-D-0007/0020 MOD/AMD 02

Name of Offeror or Contractor: LITTON SYSTEMS INC.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>PRODUCTION QUANTITY WITHOUT FIRST ARTICLE/OV</u></p> <p>NOUN: RFI ACOG LASER FILTERS PRON: BW4MP3331A PRON AMD: 04 ACRN: AA AMS CD: 32203010033</p> <p><u>Packaging and Marking</u></p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u> DOC SUPPL <u>REL CD MILSTRIP ADDR SIG CD MARK FOR TP CD</u> 001 W15BW941613322 W914K4 M 3 <u>DEL REL CD QUANTITY DEL DATE</u> 001 400 29-OCT-2004 002 400 30-NOV-2004 003 400 31-DEC-2004 004 400 29-JAN-2005 005 400 28-FEB-2005 006 400 31-MAR-2005 007 400 29-APR-2005 008 365 31-MAY-2005</p> <p>FOB POINT: Origin</p> <p>SHIP TO: <u>PARCEL POST ADDRESS</u> (W914K4) XU W27P VA PEO SOLDIER FT BELVOIR OPERATION IRAQI FREEDOM 2800 EASTERN BLVD BLDG AE DOOR 6 MIDDLE RIVER MD 21220-2824</p> <p><u>CONTRACT/DELIVERY ORDER NUMBER</u> DAAE20-02-D-0007/0020</p>	3165	EA	\$ 281.32000	\$ 890,377.80
0004AE	<p><u>PRODUCTION QUANTITY WITHOUT FIRST ARTICLE/OV</u></p> <p>NOUN: RFI ACOG LASER FILTERS PRON: BW4020541A PRON AMD: 01 ACRN: AB AMS CD: 32203010054</p>	2049	EA	\$ 281.32000	\$ 576,424.68

Name of Offeror or Contractor: LITTON SYSTEMS INC.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																														
	<p>SHIPPING ADDRESS:</p> <p>FOR THE ACOG RFI FILTERS TENEBRAEX CORPORATION ATTN: PETER JONES 326 A STREET BOSTON, MA 02210</p> <p>(End of narrative B001)</p> <p><u>Packaging and Marking</u></p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u></p> <p>DOC SUPPL</p> <table border="1"> <thead> <tr> <th>REL CD</th> <th>MILSTRIP</th> <th>ADDR</th> <th>SIG CD</th> <th>MARK FOR</th> <th>TP CD</th> </tr> </thead> <tbody> <tr> <td>001</td> <td>W15BW942473306</td> <td>W914K4</td> <td>M</td> <td></td> <td>3</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>DEL REL CD</th> <th>QUANTITY</th> <th>DEL DATE</th> </tr> </thead> <tbody> <tr> <td>001</td> <td>400</td> <td>29-APR-2005</td> </tr> <tr> <td>002</td> <td>400</td> <td>30-MAY-2005</td> </tr> <tr> <td>003</td> <td>400</td> <td>30-JUN-2005</td> </tr> <tr> <td>004</td> <td>400</td> <td>29-JUL-2005</td> </tr> <tr> <td>005</td> <td>449</td> <td>31-AUG-2005</td> </tr> </tbody> </table> <p>FOB POINT: Origin</p> <p>SHIP TO: <u>PARCEL POST ADDRESS</u> (W914K4) XU W27P VA PEO SOLDIER FT BELVOIR OPERATION IRAQI FREEDOM 2800 EASTERN BLVD BLDG AE DOOR 6 MIDDLE RIVER MD 21220-2824</p> <p><u>CONTRACT/DELIVERY ORDER NUMBER</u> DAAE20-02-D-0007/0020</p>	REL CD	MILSTRIP	ADDR	SIG CD	MARK FOR	TP CD	001	W15BW942473306	W914K4	M		3	DEL REL CD	QUANTITY	DEL DATE	001	400	29-APR-2005	002	400	30-MAY-2005	003	400	30-JUN-2005	004	400	29-JUL-2005	005	449	31-AUG-2005				
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CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN DAAE20-02-D-0007/0020 **MOD/AMD** 02

Name of Offeror or Contractor: LITTON SYSTEMS INC.

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ <u>ITEM</u> <u>MIPR</u>	<u>ACRN</u>	<u>OBLG STAT/</u> <u>JOB ORD NO</u>	<u>PRIOR AMOUNT</u>	<u>INCREASE/DECREASE</u> <u>AMOUNT</u>	<u>CUMULATIVE</u> <u>AMOUNT</u>
0004AE	BW4020541A 32203010054 A14P30541DBW	AB	2 4RM063	0.00 \$	576,424.68 \$	576,424.68
				NET CHANGE \$	576,424.68	

<u>SERVICE</u> <u>NAME</u>	<u>NET CHANGE</u> <u>BY ACRN</u>	<u>ACCOUNTING CLASSIFICATION</u>	<u>ACCOUNTING</u> <u>STATION</u>	<u>INCREASE/DECREASE</u> <u>AMOUNT</u>
Army	AB	21 42433000041D1D03P32203031E1 S28017	W52H09	\$ 576,424.68
				NET CHANGE \$ 576,424.68

	<u>PRIOR AMOUNT</u> <u>OF AWARD</u>	<u>INCREASE/DECREASE</u> <u>AMOUNT</u>	<u>CUMULATIVE</u> <u>OBLIG AMT</u>
NET CHANGE FOR AWARD:	\$ 890,377.80	\$ 576,424.68	\$ 1,466,802.48