

2. Amendment/Modification No. P00006	3. Effective Date 2004MAR05	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
---	--------------------------------	---	--------------------------------

6. Issued By TACOM-ROCK ISLAND AMSTA-LC-CFA-A LINDA M MAES (309)782-3657 ROCK ISLAND IL 61299-7630 EMAIL: MAESL@RIA.ARMY.MIL	Code W52H09	7. Administered By (If other than Item 6) DCMA GRAND RAPIDS RIVERVIEW CENTER BLDG 678 FRONT AVE NW GRAND RAPIDS MI 49504-5352	Code S2303A
---	----------------	---	----------------

SCD C PAS NONE ADP PT HQ0337

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RSL ELECTRONICS USA INC 4511 E PARIS AVE SE GRAND RAPIDS, MI. 49512-5314 TYPE BUSINESS: Other Small 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. DAAE20-03-C-0044
	<input type="checkbox"/>	10B. Dated (See Item 13) 2003FEB24

Code 002H2 Facility Code 01BB2

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 INCREASE: \$1,131,290.00

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) FAR 43.103(a)(3)	

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) MARK A HICKS LT COLONEL HICKSM@RIA.ARMY.MIL (309)782-7116		
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 2004MAR05

CONTINUATION SHEET	Reference No. of Document Being Continued	Page 2 of 6
	PIIN/SIIN DAAE20-03-C-0044	MOD/AMD P00006
Name of Offeror or Contractor: RSL ELECTRONICS USA INC		

SECTION A - SUPPLEMENTAL INFORMATION

CONTRACT FOR: M94 AND M93 MUZZLE VELOCITY SYSTEMS (MVS), MUZZLE COMMUNICATION ADAPTER (MCA), AND UPGRADE/RETROFIT OF THE M93 MVS.

MODIFICATION FOR: EXERCISE THE OPTION FOR THE M94 MVS AND THE MCA, AND PROVIDE ADDITIONAL FUNDS FOR THE UPGRADE/RETROFIT OF THE M93 MVS.

AMOUNT OF MODIFICATION: \$1,131,290.00.

1. As a result of exercising the first year M94 Option Quantity, 30 each M94 MVS's are awarded at a unit price of \$21,316.00, for a total of \$639,480.00; leaving an available M94 MVS first year option balance of 30 each that will expire 24 Feb 05. This newly awarded quantity will be identified on the contract as new CLIN: 0001AB.
2. As a result of exercising the first year MCA Option Quantity, 70 each MCA's are awarded at a unit price of \$3,283.00, for a total of \$229,810.00; leaving an available MCA first year option balance of 60 each that will expire 24 Feb 05. This newly awarded quantity will be identified on the contract as new CLIN: 0003AB.
3. In addition, funds in the amount of \$262,000.00 are awarded on the contract as new CLIN: 0004AC. CLIN 0004AC is for services for the upgrade and retrofit of the M93 Paladin MVS from P/N 12979002 to P/N 13002074 (Contractor P/N AY6707292-5). There are three different configurations of P/N 12979002 for upgrade, each with a firm fixed price:

Contractor P/N AY6707292-0: Unit Price \$1,021.00
Contractor P/N AY6707292-1: Unit Price \$856.00
Contractor P/N AY6707292-2: Unit Price \$825.00

The exact number of upgrade/retrofits that will be accomplished depends on the quantities of the three different configurations that will be provided to the contractor. The exact quantities are not known because the upgrade/retrofit schedule is an on-going effort that is being coordinated between the contractor and the government. The contractor is authorized to perform the upgrade/retrofit (all three configurations) only up to the amount of \$262,000.00 on CLIN 0004AC. For this reason, when the contractor receives M93 Palading MVSs for upgrade, they are to notify the contracting office of the quantities of each configuration so that the disbursement of funds on CLIN 0004 can be tracked. If there are additional retrofit/upgrades to be performed after these funds have been disbursed, additional funds will need to be provided on the contract.

The contractor's estimated upgrade/retrofit capacity is 60 each month.

DD250's will be used for acceptance of the upgraded/retrofitted items, identifying the applicable configuration(s) and unit price(s).

4. As a result of the above actions, the total contract price is increased by \$1,131,290.00, from \$2,683,859.30 to \$3,815,149.30.

*** END OF NARRATIVE A 008 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN DAAE20-03-C-0044 MOD/AMD P00006

Name of Offeror or Contractor: RSL ELECTRONICS USA INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT																					
0001AB	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>1290-01-412-5760</u></p> <p>NOUN: M94 MVS PRON: 7246K00572 PRON AMD: 01 ACRN: AC AMS CD: 52860178082</p> <p>SHIP TO: <u>FREIGHT ADDRESS</u> (W31G1Z) XR WOL7 ANNISTON MUNITIONS CENTER TRANS OFFICER 256 235 6837 CL V 7 FRANDFORD AVE BLDG 380 ANNISTON AL 36201-4199</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> DOC SUPPL <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>W80KTY4055D001</td> <td>Y00000</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>15</td> <td>31-AUG-2004</td> </tr> <tr> <td>002</td> <td>15</td> <td>30-SEP-2004</td> </tr> </tbody> </table> <p>FOB POINT: Destination</p> <p>SHIP TO: <u>FREIGHT ADDRESS</u> (Y00000) SHIPPING INSTRUCTIONS FOR CONSIGNEE (SHIP TO) WILL BE FURNISHED PRIOR TO SCHEDULED DELIVERY DATE FOR ITEM PRODUCTION DELIVERY SCHEDULE, REQUIRED UNDER THIS REQUISITION.</p> </p>	REL CD	MILSTRIP	ADDR	SIG CD	MARK FOR	TP CD	001	W80KTY4055D001	Y00000	M		3	DEL REL CD	QUANTITY	DEL DATE	001	15	31-AUG-2004	002	15	30-SEP-2004	30	EA	\$ 21,316.00000	\$ 639,480.00
REL CD	MILSTRIP	ADDR	SIG CD	MARK FOR	TP CD																					
001	W80KTY4055D001	Y00000	M		3																					
DEL REL CD	QUANTITY	DEL DATE																								
001	15	31-AUG-2004																								
002	15	30-SEP-2004																								
0003AB	<p><u>1290-01-468-6533</u></p> <p>NOUN: MCAS PRON: 7246K00672 PRON AMD: 01 ACRN: AC AMS CD: 52860178082</p> <p>SHIP TO: <u>FREIGHT ADDRESS</u> (W31G1Z) XR WOL7 ANNISTON MUNITIONS CENTER TRANS OFFICER 256 235 6837 CL V FRANDFORD AVE BLDG 380 ANNISTON AL 36201-4199</p>	70	EA	\$ 3,283.00000	\$ 229,810.00																					

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN DAAE20-03-C-0044 MOD/AMD P00006

Name of Offeror or Contractor: RSL ELECTRONICS USA INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT												
	<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> DOC SUPPL <u>REL CD MILSTRIP ADDR SIG CD MARK FOR TP CD</u> 001 W80KTY4055D002 Y00000 M 3 <u>DEL REL CD QUANTITY DEL DATE</u> 001 25 31-AUG-2004 002 25 30-SEP-2004 003 20 31-OCT-2004</p> <p>FOB POINT: Destination</p> <p>SHIP TO: <u>FREIGHT ADDRESS</u> (Y00000) SHIPPING INSTRUCTIONS FOR CONSIGNEE (SHIP TO) WILL BE FURNISHED PRIOR TO SCHEDULED DELIVERY DATE FOR ITEM PRODUCTION DELIVERY SCHEDULE, REQUIRED UNDER THIS REQUISITION.</p>																
0004AC	<p><u>SERVICES LINE ITEM</u></p> <p>NOUN: M93 UPGRADE EFFORT (PARTIAL) PRON: 7246K00872 PRON AMD: 01 ACRN: AC AMS CD: 52860181084</p> <p>NOUN: Retrofit/Upgrade of M93 MVS, from P/N 12979002 to P/N 13002074, for the following configurations:</p> <table border="1" data-bbox="324 1522 787 1659"> <thead> <tr> <th>Contractor P/N</th> <th>To</th> <th>Unit Price</th> </tr> </thead> <tbody> <tr> <td>AY6707292-0</td> <td>AY6707292-5</td> <td>\$1,021.00</td> </tr> <tr> <td>AY6707292-1</td> <td>AY6707292-5</td> <td>\$ 856.00</td> </tr> <tr> <td>AY6707292-2</td> <td>AY6707292-5</td> <td>\$ 825.00</td> </tr> </tbody> </table> <p>Exact quantities of each configuration to be upgraded are not known. The contractor is authorized to perform upgrade/retrofits only up to the total dollar amount on CLIN 0004AC.</p> <p>DD250's will be used for acceptance of the upgraded/retrofitted items, identifying the applicable configuration and unit price.</p> <p>(End of narrative B001)</p>	Contractor P/N	To	Unit Price	AY6707292-0	AY6707292-5	\$1,021.00	AY6707292-1	AY6707292-5	\$ 856.00	AY6707292-2	AY6707292-5	\$ 825.00				\$ 262,000.00
Contractor P/N	To	Unit Price															
AY6707292-0	AY6707292-5	\$1,021.00															
AY6707292-1	AY6707292-5	\$ 856.00															
AY6707292-2	AY6707292-5	\$ 825.00															

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN DAAE20-03-C-0044

MOD/AMD P00006

Name of Offeror or Contractor: RSL ELECTRONICS USA 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>
0001AB	7246K00572 52860178082 A14P50822R72	AC	2 4ZGB82	\$	0.00 \$	639,480.00	\$	639,480.00
0003AB	7246K00672 52860178082 A14P50822R72	AC	2 4ZGB82	\$	0.00 \$	229,810.00	\$	229,810.00
0004AC	7246K00872 52860181084 A14P50842R72	AC	2 4ZGB84	\$	0.00 \$	262,000.00	\$	262,000.00
					NET CHANGE	\$	1,131,290.00	

<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	AC	21	42035000045R5R03P52860131E9 S20113	W56HZV	\$ 1,131,290.00
					NET CHANGE \$ 1,131,290.00

	<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:	\$ 2,683,859.30	\$ 1,131,290.00	\$ 3,815,149.30