

2. Amendment/Modification No. 39	3. Effective Date 2004JAN25	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
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6. Issued By TACOM-ROCK ISLAND AMSTA-LC-CAC-A BARB CUNNINGHAM (309)782-0600 ROCK ISLAND IL 61299-7630 EMAIL: CUNNINGHAMB@RIA.ARMY.MIL	Code W52H09	7. Administered By (If other than Item 6) DCMA DETROIT US ARMY TANK & AUTOMOTIVE COMMAND (TACOM) ATTN: DCMAE-GJD WARREN MI 48397-5000	Code S2305A
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SCD A PAS NONE ADP PT SC1012

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) GENERAL DYNAMICS LAND SYSTEMS INC. 38500 MOUND ROAD STERLING HEIGHTS, MI. 48310-3260 TYPE BUSINESS: Large Business Performing in U.S.	<input type="checkbox"/>	9A. Amendment Of Solicitation No.
		9B. Dated (See Item 11)
	<input checked="" type="checkbox"/>	10A. Modification Of Contract/Order No. DAAA09-93-G-0001/DG10
		10B. Dated (See Item 13) 1996MAR07
Code 7W356	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 FMS REQUIREMENT

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: FAR 43.103	
<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) DAVE ELLIOTT ELLIOTT@RIA.ARMY.MIL (309)782-3814		
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 2004JAN25

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 2 of 9**

PIIN/SIIN DAAA09-93-G-0001/DG10

MOD/AMD 39

Name of Offeror or Contractor: GENERAL DYNAMICS LAND SYSTEMS INC.

SECTION A - SUPPLEMENTAL INFORMATION

THE PURPOSE OF THIS MODIFICATION IS AS FOLLOWS:

1. TO DEOBLIGATE \$48,900.04 FROM CLIN 0001AD, M161D018M1. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0001AD IS DECREASED BY \$48,900.04 FROM \$1,075,000.00 TO \$1,026,099.96.
2. TO DEOBLIGATE \$3.00 FROM CLIN 0002AA, PWD 475TSU0547. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0002AA IS DECREASED BY \$3.00 FROM \$1,615,000.00 TO \$1,614,997.00.
3. TO DEOBLIGATE \$26,162.00 FROM CLIN 0003AA, PWD J56W3B85M1. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0003AA IS DECREASED BY \$26,162.00 FROM \$800,000.00 TO \$773,838.00.
4. TO DEOBLIGATE \$19,850.00 FROM CLIN 0004AA, PWD 476SFM0147. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0004AA IS DECREASED BY \$19,850.00 FROM \$350,000.00 TO \$330,150.00.
5. TO DEOBLIGATE \$33,941.15 FROM CLIN 0005AA, PWD J50GFT0747. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0005AA IS DECREASED BY \$33,941.15 FROM \$1,726,000.00 TO \$1,692,058.85.
6. TO DEOBLIGATE \$120,310.71 FROM CLIN 0002AB, PWD 476TPS0347. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0002AB IS DECREASED BY \$120,310.71 FROM \$250,000.00 TO \$129,689.29.
7. TO DEOBLIGATE \$168,186.87 FROM CLIN 0006AA, PWD476TSU0747. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0006AA IS DECREASED BY \$168,186.87 FROM \$700,000.00 TO \$531,813.13.
8. TO DEOBLIGATE \$110,916.00 FROM CLIN 0010AA, PWD 476TPS0447. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0010AA IS DECREASED BY \$110,916.00 FROM \$644,410.00 TO \$533,494.00.
9. TO DEOBLIGATE \$158,274.18 FROM CLIN 0011AA, PWD 477SFM0147. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0011AA IS DECREASED BY \$158,274.18 FROM \$660,000.00 TO \$501,725.82.
10. TO DEOBLIGATE \$23,178.17 FROM CLIN 0012AA, PWD M18OP001M1. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0012AA IS DECREASED BY \$23,178.17 FROM \$352,558.00 TO \$329,379.83.
11. TO DEOBLIGATE \$8,317.50 FROM CLIN 0016AA, PWD M181D124M1. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0016AA IS DECREASED BY \$8,317.50 FROM \$20,602.50 TO \$12,285.00.
12. TO DEOBLIGATE \$113,751.00 FROM CLIN 0009AA, PWDJ56BOA0147. AS A RESULT OF THIS ACTION THE TOTAL DOLLAR AMOUNT ON CLIN 0009AA IS DECREASED BY \$113,751.00 FROM \$338,186.00 TO \$224,435.00.
13. AS A RESULT OF THE ABOVE THE TOTAL CONTRACT DOLLAR AMOUNT IS DECREASED BY \$831,790.62 FROM \$8,795,905.65 TO \$7,964,115.03.
14. THIS MODIFICATION IS FOR THE RECONCILIATION OF GOVERNMENT RECORDS ONLY AND FOR CONTRACT CLOSEOUT. IT DOES NOT CHANGE OR AFFECT GENERAL DYNAMICS' FINAL Z VOUCHER.
15. ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.

*** END OF NARRATIVE A 126 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN DAAA09-93-G-0001/DG10 MOD/AMD 39

Name of Offeror or Contractor: GENERAL DYNAMICS LAND SYSTEMS INC.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0001AD	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>SERVICES LINE ITEM/REPAIR</u></p> <p>NOUN: M1A2 TANKS PRON: M161D018M1 PRON AMD: 07 ACRN: AA AMS CD: 060015</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u> DLVR SCH PERFORM COMPL <u>REL CD QUANTITY DATE</u> 001 0 27-FEB-1999</p> <p>\$ 1,026,099.96</p>				\$ 1,026,099.96
0002AA	<p><u>SERVICES LINE ITEM</u></p> <p>NOUN: SAFETY HDWR FIXES/LRU/SRU'S PRON: 475TSU0547 PRON AMD: 07 ACRN: AB AMS CD: 31206500</p> <p><u>Description/Specs./Work Statement</u> PROCUREMENT DOCUMENTATION TITLE: SEC J-EXHBT 2 SOW 1PG</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u> DLVR SCH PERFORM COMPL <u>REL CD QUANTITY DATE</u> 001 0 27-FEB-1999</p> <p>\$ 1,614,997.00</p>		LO		\$ 1,614,997.00
0002AB	<p><u>SERVICES LINE ITEM</u></p> <p>NOUN: UPGRADE OF LRU/SRU SPARES PRON: 476TPS0347 PRON AMD: 04 ACRN: AF AMS CD: 33104540</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p>				\$ 129,689.29

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN DAAA09-93-G-0001/DG10 MOD/AMD 39

Name of Offeror or Contractor: GENERAL DYNAMICS LAND SYSTEMS INC.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT						
	AMS CD: 9XXXX CUSTOMER ORDER NO: J50VKZ0147SR FMS CASE IDENTIFIER: SR-B-VKZ <u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin <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>0</td> <td>30-JAN-1998</td> </tr> </table> \$ 1,692,058.85	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	0	30-JAN-1998				
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>									
001	0	30-JAN-1998									
0006AA	<u>SERVICES LINE ITEM</u> NOUN: MID TERM FIXES - ACALA PRON: 476TSU0747 PRON AMD: 04 ACRN: AG AMS CD: 31206500 <u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin <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>0</td> <td>30-SEP-1997</td> </tr> </table> \$ 531,813.13	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	0	30-SEP-1997				\$ 531,813.13
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>									
001	0	30-SEP-1997									
0009AA	<u>SERVICES LINE ITEM</u> NOUN: REPAIR AND RETURN PRON: J56BOA0147 PRON AMD: 16 ACRN: AQ FMS CASE IDENTIFIER: KU-B-JAT <u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin <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>0</td> <td>30-JUN-2001</td> </tr> </table> \$ 224,435.00	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	0	30-JUN-2001				\$ 224,435.00
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>									
001	0	30-JUN-2001									

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Reference No. of Document Being Continued
 PIIN/SIIN DAAA09-93-G-0001/DG10 MOD/AMD 39

Name of Offeror or Contractor: GENERAL DYNAMICS LAND SYSTEMS INC.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0010AA	<p><u>SERVICES LINE ITEM</u></p> <p>NOUN: REWORK/UPGRADE SPARE LRU/SRU PRON: 476TPS0447 PRON AMD: 03 ACRN: AJ AMS CD: 33104540</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>0</td> <td>27-FEB-1999</td> </tr> </table> <p style="text-align: right;">\$ 533,494.00</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	0	27-FEB-1999				\$ 533,494.00
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	0	27-FEB-1999												
0011AA	<p><u>SERVICES LINE ITEM</u></p> <p>NOUN: LRU/SRU'S FOR 15 PROTOTYPES PRON: 477SFM0147 PRON AMD: 03 ACRN: AK AMS CD: 31206406</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>0</td> <td>27-FEB-1999</td> </tr> </table> <p style="text-align: right;">\$ 501,725.82</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	0	27-FEB-1999				\$ 501,725.82
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	0	27-FEB-1999												
0012AA	<p><u>SERVICES LINE ITEM</u></p> <p>NOUN: FCEU/FCEU IFCP CCA, M1A2 TANK PRON: M18OP001M1 PRON AMD: 02 ACRN: AM AMS CD: 060015JEZM</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>0</td> <td>28-FEB-1999</td> </tr> </table> <p style="text-align: right;">\$ 329,379.83</p>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	0	28-FEB-1999				\$ 329,379.83
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	0	28-FEB-1999												

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Name of Offeror or Contractor: GENERAL DYNAMICS LAND SYSTEMS INC.

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ ITEM MIPR	ACRN	OBLG STAT/ JOB ORD NO	PRIOR AMOUNT	INCREASE/DECREASE AMOUNT	CUMULATIVE AMOUNT
0001AD	M161D018M1 060015	AA	2	\$ 1,075,000.00	\$ -48,900.04	\$ 1,026,099.96
0002AA	475TSU0547 31206500 A15P30162S47	AB	2 5GAAU1	\$ 1,615,000.00	\$ -3.00	\$ 1,614,997.00
0002AB	476TPS0347 33104540 A16P30452SS2	AF	2 6GAA2S	\$ 250,000.00	\$ -120,310.71	\$ 129,689.29
0003AA	J56W3B85M1 4310169993 BSR0456106Y001	AC	2 686B85	\$ 800,000.00	\$ -800,000.00	\$ 0.00
0003AA	J56W3B85M1 4310169993 BSR0456106Y001	AU	2 686B85	\$ 0.00	\$ 773,838.00	\$ 773,838.00
0004AA	476SFM0147 31206406 A16P30192S47	AD	2 6GAAP4	\$ 350,000.00	\$ -19,850.00	\$ 330,150.00
0005AA	J50GFT0747 9XXXX J50VKZ0147SR	AE	2 0FMJMS	\$ 1,726,000.00	\$ -1,726,000.00	\$ 0.00
0005AA	J50GFT0747 9XXXX J50VKZ0147SR	AV	2 0FMJMS	\$ 0.00	\$ 1,692,058.85	\$ 1,692,058.85
0006AA	476TSU0747 31206500 A16P30202S47	AG	2 6GAAU1	\$ 700,000.00	\$ -168,186.87	\$ 531,813.13
0009AA	J56BOA0147 J56JATSAEHKU	AQ	2 6FMJQA	\$ 338,186.00	\$ -113,751.00	\$ 224,435.00
0010AA	476TPS0447 33104540 A16P30452SS2	AJ	2 6GAA2S	\$ 644,410.00	\$ -110,916.00	\$ 533,494.00
0011AA	477SFM0147 31206406 A17P30182S47	AK	2 7GAAP4	\$ 660,000.00	\$ -158,274.18	\$ 501,725.82
0012AA	M18OP001M1 060015JEZN	AM	2	\$ 352,558.00	\$ -23,178.17	\$ 329,379.83
0016AA	M181D124M1 070011JEBL1	AN	2	\$ 20,602.50	\$ -8,317.50	\$ 12,285.00
				NET CHANGE	\$ -831,790.62	

SERVICE NAME	NET CHANGE BY ACRN	ACCOUNTING CLASSIFICATION	ACCOUNTING STATION	INCREASE/DECREASE AMOUNT
Army	AA	97 X4930AC9G 6D	25GZ S1111661D018	\$ -48,900.04
Army	AB	21 52033 55S5S01P3120	25CZ S201135TSU05	\$ -3.00
	AC	9711 X8242SR01X6V6V01VKZ	21325CZSRS11116	\$ -800,000.00

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN DAAA09-93-G-0001/DG10

MOD/AMD 39

Name of Offeror or Contractor: GENERAL DYNAMICS LAND SYSTEMS INC.

<u>SERVICE NAME</u>	<u>NET CHANGE BY ACRN</u>	<u>ACCOUNTING CLASSIFICATION</u>	<u>ACCOUNTING STATION</u>	<u>INCREASE/DECREASE AMOUNT</u>
Army	AD	21 62033 65S5S01P3120 25GZ S201136SFM01	W56HZV	\$ -19,850.00
Army	AE	9711 X8242SR01X6D1000VKZ 00125CZSRS20113	W56HZV	\$ -1,726,000.00
Army	AF	21 62033 65S5S01P3310 25CZ S201136TPS03	W56HZV	\$ -120,310.71
Army	AG	21 62033 65S5S01P3120 25CZ S201136TSU07	W56HZV	\$ -168,186.87
Army	AJ	21 62033 65S5S01P3310 26EB S201136TPS04	W56HZV	\$ -110,916.00
Army	AK	21 72033 75S5S01P3120 25GZ S201137SFM01	W56HZV	\$ -158,274.18
Army	AM	97 X4930AC9G 6D 25C1 S1111680P001	W52H09	\$ -23,178.17
Army	AN	97 X4930AC6G 6D 26FB S1111681D124	W52H09	\$ -8,317.50
Army	AQ	9711 X8242KU01X6D1000JAT 24325CZKUS201136BOA01	W56HZV	\$ -113,751.00
Army	AU	9711 X8242SR01X6V6V01VKZ 21325CZSRS111166W3B85	W52H09	\$ 773,838.00
Army	AV	9711 X8242SR01X6D1000VKZ 00125CZSRS201130GFT07	W56HZV	\$ <u>1,692,058.85</u>
NET CHANGE				\$ -831,790.62

	<u>PRIOR AMOUNT OF AWARD</u>	<u>INCREASE/DECREASE AMOUNT</u>	<u>CUMULATIVE OBLIG AMT</u>
NET CHANGE FOR AWARD:	\$ 8,795,905.65	\$ -831,790.62	\$ 7,964,115.03