

2. Amendment/Modification No. P00007	3. Effective Date 1999SEP29	4. Requisition/Purchase Req No. SEE SCHEDULE	5. Project No. (If applicable)
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6. Issued By TACOM-ROCK ISLAND AMSTA-LC-CFA-A MARGE EMMERT (309) 782-7149 ROCK ISLAND IL 61299-7630 EMAIL: EMMERTM@RIA.ARMY.MIL	Code	W52H09	7. Administered By (If other than Item 6) DCMC DETROIT-GRAND RAPIDS RIVERVIEW CENTER BLDG 678 FRONT AVE NW GRAND RAPIDS MI 49504-5352	Code	S2303A
			SCD C	PAS NONE	ADP PT SC1012

8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) RSL ELECTRONICS USA INC GRAND RAPIDS DIV 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. DAAE20-98-C-0089
	<input type="checkbox"/>	10B. Dated (See Item 13) 1998MAY27
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)
SEE SECTION G

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

KIND MOD CODE: G

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(A)(3)	
<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

Contract Expiration Date: 2003MAY30

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) BARRY R HARTLEBEN HARTLEBENB@RIA.ARMY.MIL (309) 782-7116		
15B. Contractor/Offeror _____ (Signature of person authorized to sign)	15C. Date Signed	16B. United States Of America By _____ (Signature of Contracting Officer)	16C. Date Signed

CONTINUATION SHEET**Reference No. of Document Being Continued****Page 2 of 7**

PIIN/SIIN DAAE20-98-C-0089

MOD/AMD P00007

Name of Offeror or Contractor: RSL ELECTRONICS USA INC

SECTION A - SUPPLEMENTAL INFORMATION

CONTRACT FOR: M94 MUZZLE VELOCITY SYSTEM (MVS) AND TECHNICAL SUPPORT

MODIFICATION FOR: INCORPORATING MVS SOFTWARE AND MANUAL UPGRADE, EXERCISE MUZZLE COMMUNICATION ADAPTER OPTION, AND FUND CONTRACTOR'S SOFTWARE DEMONSTRATION TRAVEL.

AMOUNT OF MODIFICATION: \$181,142.11 INCREASE

RESULTING TOTAL CONTRACT AMOUNT: \$7,024,581.76

1. THE PURPOSE OF THIS MODIFICATION IS TO INCORPORATE THE M94 MVS SOFTWARE SCOPE OF WORK (ATTACHMENT-1) AND MANUAL UPGRADE; TO ADD THE APPLICABLE CDRLS: A001 AND A002 (ATTACHMENTS-2 & 3); EXERCISE THE MUZZLE COMMUNICATION ADAPTER OPTION AT A QUANTITY OF 32 EACH; AND TO REIMBURSE THE CONTRACTOR FOR TRAVEL EXPENSES TO FT. SILL, OK WHILE DEMONSTRATING THE MVS/MCA SOFTWARE PROGRAM.
2. AS A RESULT OF THE MCA OPTION EXERCISE, THE TOTAL AVAILABLE OPTION OF 1090 IS DECREASED BY 32 FOR A BALANCE AVAILABLE AFTER THIS MODIFICATION IS 1058. ALSO, THE NEWLY ASSIGNED NATIONAL STOCK NUMBER FOR THE MCA OF 1290-01-468-6533 IS TO BE USED FOR ALL MCA'S DELIVERIES; AND WILL BE INCORPORATED INTO THE CONTRACT CLIN LINES AS SOON AS THE AMENDMENTS CAN BE RELEASED.
3. AS A RESULT, THE TOTAL CONTRACT PRICE IS INCREASED BY \$181,142.11 FROM \$6,843,439.65 TO \$7,024,581.76. ALL OTHER TERMS AND CONDITIONS REMAIN IN FULL FORCE AND EFFECT.
4. THE CONTRACTOR'S PROPOSAL LETTERS DATED 02 SEPT 99 AND 08 SEPT 99 ARE INCORPORATED INTO THIS CONTRACT; THEREFORE COUNTERSIGNATURE IS NOT REQUIRED.

*** END OF NARRATIVE A011 ***

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN DAAE20-98-C-0089 MOD/AMD P00007

Name of Offeror or Contractor: RSL ELECTRONICS USA INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0004AC	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>NEW NSN 1290-01-468-6533</u></p> <p>NSN: Interim Control Number NOUN: MUZZLE COMM. ADAPTERS (MCA) FSCM: 19200 PART NR: 11838876 SECURITY CLASS: Unclassified PRON: M17AS312M1 PRON AMD: 01 ACRN: AK AMS CD: 528601</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 W52H099271T720 W31G1Y M 3 <u>PROJ CD BRK BLK PT</u> IIE <u>DEL REL CD QUANTITY DEL DATE</u> 001 32 30-JUN-2000</p> <p>FOB POINT: Destination</p> <p>SHIP TO: <u>PARCEL POST ADDRESS</u> (W31G1Y) CONSOL PROP OFF ANNISTON ARMY DEPOT ANNISTON AL 36201</p>	32	EA	\$ ** N/A **	\$ 98,627.84 ESTIMATED
0006AA	<p><u>PRODUCTION QUANTITY</u></p> <p>NSN: 0000-00-000-0000 NOUN: MVS/MCA SOFTWARE PACKAGE SECURITY CLASS: Unclassified PRON: M19SW331M1 PRON AMD: 03 ACRN: AM AMS CD: 528601780885286</p> <p><u>Packaging and Marking</u> PACKAGING/PACKING/SPECIFICATIONS: BEST COMMERCIAL PACKAGING LEVEL PRESERVATION: Commercial LEVEL PACKING: Commercial</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 W52H099264T720 Y00000 M 3 <u>DEL REL CD QUANTITY DEL DATE</u> 001 4 29-NOV-1999</p>	4	EA	\$ ** N/A **	\$ 65,000.00

CONTINUATION SHEET

Reference No. of Document Being Continued
 PIIN/SIIN DAAE20-98-C-0089 MOD/AMD P00007

Name of Offeror or Contractor: RSL ELECTRONICS USA INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0006AB	<p>FOB POINT: Destination</p> <p>SHIP TO: <u>PARCEL POST ADDRESS</u> (Y00000) SHIPPING INSTRUCTIONS FOR CONSIGNEE (SHIP TO) WILL BE FURNISHED PRIOR TO SCHEDULED DELIVERY DATE FOR ITEM REQUIRED UNDER THIS REQUISITION.</p> <p><u>MVS MANUAL UPDATE</u></p> <p>NSN: 0000-00-000-0000 NOUN: CDRL A0002 MANUALS MCA SFTWR SECURITY CLASS: Unclassified PRON: M19TM331M1 PRON AMD: 03 ACRN: AN AMS CD: 528601780885286</p> <p><u>Packaging and Marking</u> PACKAGING/PACKING/SPECIFICATIONS: BEST COMMERCIAL PACKAGING LEVEL PRESERVATION: Commercial LEVEL PACKING: Commercial</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 W52H099264T721 Y00000 M 3 <u>DEL REL CD QUANTITY DEL DATE</u> 001 5 28-JAN-2000</p>	5	EA	\$ ** N/A **	\$ 14,000.00
0010AA	<p>FOB POINT: Destination</p> <p>SHIP TO: <u>PARCEL POST ADDRESS</u> (Y00000) SHIPPING INSTRUCTIONS FOR CONSIGNEE (SHIP TO) WILL BE FURNISHED PRIOR TO SCHEDULED DELIVERY DATE FOR ITEM REQUIRED UNDER THIS REQUISITION.</p> <p><u>SERVICES LINE ITEM</u></p> <p>NOUN: CONTRACTOR TDY SPT TO SOFTWARE SECURITY CLASS: Unclassified PRON: M17TV312M1 PRON AMD: 01 ACRN: AL AMS CD: 528601</p> <p><u>Inspection and Acceptance</u> INSPECTION: Origin ACCEPTANCE: Origin</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD QUANTITY DATE</u> 001 0 30-DEC-1999</p>				\$ 3,514.27

CONTINUATION SHEET

Reference No. of Document Being Continued
PIIN/SIN DAAE20-98-C-0089 **MOD/AMD** P00007

Name of Offeror or Contractor: RSL ELECTRONICS USA INC

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	\$ 3,514.27				

CONTINUATION SHEET

Reference No. of Document Being Continued

PIIN/SIIN DA4E20-98-C-0089

MOD/AMD P00007

Name of Offeror or Contractor: RSL ELECTRONICS USA INC

SECTION G - CONTRACT ADMINISTRATION DATA

LINE ITEM	PRON/ AMS CD	OBLG STAT/ ACRN JOB ORD NO	PRIOR AMOUNT	INCREASE/DECREASE AMOUNT	CUMULATIVE AMOUNT
0004AC	M17AS312M1 528601	AK 2 \$ 775312	0.00 \$	98,627.84 \$	98,627.84
0006AA	M19SW331M1 528601780885286	AM 2 \$ 975331	0.00 \$	65,000.00 \$	65,000.00
0006AB	M19TM331M1 528601780885286	AN 2 \$ 975331	0.00 \$	14,000.00 \$	14,000.00
0010AA	M17TV312M1 528601	AL 2 \$ 775312	0.00 \$	3,514.27 \$	3,514.27
NET CHANGE				\$ 181,142.11	

SERVICE NAME	NET CHANGE BY ACRN	ACCOUNTING CLASSIFICATION	ACCOUNTING STATION	INCREASE/DECREASE AMOUNT
Army	AK	21 72035000076D6D02P52860125GZ	S111167AS312 W52H09	\$ 98,627.84
Army	AL	21 72035000076D6D02P52860125GZ	S111167TV312 W52H09	\$ 3,514.27
Army	AM	21 92035000096D6D02P52860131E1	S111169SW331 W52H09	\$ 65,000.00
Army	AN	21 92035000096D6D02P52860131E1	S111169TM331 W52H09	\$ 14,000.00
NET CHANGE				\$ 181,142.11

NET CHANGE FOR AWARD:	PRIOR AMOUNT OF AWARD	INCREASE/DECREASE AMOUNT	CUMULATIVE OBLIG AMT
\$	6,843,439.65	\$ 181,142.11	\$ 7,024,581.76

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PIIN/SIIN DAAE20-98-C-0089

MOD/AMD P00007

Name of Offeror or Contractor: RSL ELECTRONICS USA INC

SECTION J - LIST OF ATTACHMENTS

<u>List of</u> <u>Addenda</u>	<u>Title</u>	<u>Date</u>	<u>Number</u> <u>of Pages</u>	<u>Transmitted By</u>
Attachment 001	MVS/MCA UTILITY SOFTEARE-SOW	17-MAR-99	005	MAIL
Attachment 002	CDRL A001-COMPUTER PROGRAM END ITEM DOCUMENTATION	17-MAR-99	002	MAIL
Attachment 003	CDRL A002-MANUALS, COMMERCIAL-OFF-THE-SHELF	17-MAR-99	001	MAIL
Attachment 004	CONTRACTOR'S PROPOSAL LETTERS	08-SEP-99	002	MAIL