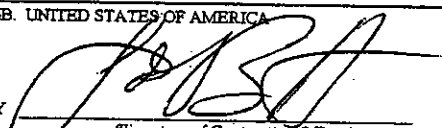


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE		PAGE OF PAG	
				W-19800		1 4	
2. AMENDMENT/MODIFICATION NO. 56		3. EFFECTIVE DATE See Block 16		4. REQUISITION/PURCHASE REQ. NO. see following page		5. PROJECT NO. (If applicable)	
6. ISSUED BY NASA/GSFC/Headquarters Procurement Office Mail code 210.H, Attn: John Brett Greenbelt, MD 20771-0001		CODE 210.H		7. ADMINISTERED BY (If other than Item 6)		CODE	
8. NAME AND ADDRESS OF CONTRACTOR (No. Street, county, State and ZIP: Code) Science Applications International Corporation 7980 Science Applications Court CV-48 Vienna, VA 22183				(4)		9A. AMENDMENT OF SOLICITATION NO.	
						9B. DATED (SEE ITEM 11)	
						10A. MODIFICATION OF CONTRACT/ORDER NO. W-19800	
						10B. DATED (SEE ITEM 13) May 3, 2000	
CODE 52302		FACILITY CODE					
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS <input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 one (1) copy of the amendment; (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 DATA 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 data specified.							
12. ACCOUNTING AND APPROPRIATION DATA (If required) See following page.							
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.							
(4)		A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
		B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, 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:					
x		D. OTHER Specify type of modification and authority) 52.232-22 Limitation of Funds (April 1984);					
14. IMPORTANT: Contractor x is not, is required to sign this document and return 2 copies to the issuing office.							
15. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) This modification establishes \$783,357 in earned award fee for the fourth evaluation period 12/01/01 through 05/31/02, revises the Award Fee Payment Schedule, and adds funding for continued performance							
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)			
				John Brett, Contracting Officer			
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED		16B. UNITED STATES OF AMERICA		16C. DATE SIGNED	
(Signature of person authorized to sign)				BY  (Signature of Contracting Officer)		July 19, 2002	

1. The Award Fee payment schedule in the Performance Evaluation Plan is revised as follows:

**ATTACHMENT III-A TO PEP FOR
Task Order No. W-19800 with SAIC**

**EVALUATION PERIODS AND MAXIMUM
AVAILABLE AWARD FEE FOR EACH PERIOD**

<u>Period Number</u>	<u>Start Date</u>	<u>End Date</u>	<u>Maximum Available Award Fee</u>	<u>Earned Award Fee</u>
1	May 30, 2000	November 30, 2000	\$ 687,564.50	\$566,553.00
2	December 1, 2000	May 31, 2001	\$ 778,056.00	\$672,240.00
Option One	June 1, 2001	November 30, 2001	\$ 790,528.00	\$711,475.00
4	December 1, 2001	May 31, 2002	\$ 868,467.00	\$783,357.00
Option Two	June 1, 2002	November 30, 2002	\$ 857,357.70	
5	June 1, 2002	November 30, 2002	\$ 857,357.70	
6	December 1, 2002	May 31, 2003	\$ 857,357.70	
Option Three	June 1, 2003	November 30, 2003	\$ 258,430.65	
7	June 1, 2003	November 30, 2003	\$ 258,430.65	
8	December 1, 2003	May 31, 2004	\$ 258,430.65	
Option Four	June 1, 2004	November 30, 2004	\$ 234,215.83	
9	June 1, 2004	November 30, 2004	\$ 234,215.83	
10	December 1, 2004	May 31, 2005	\$ 234,215.83	

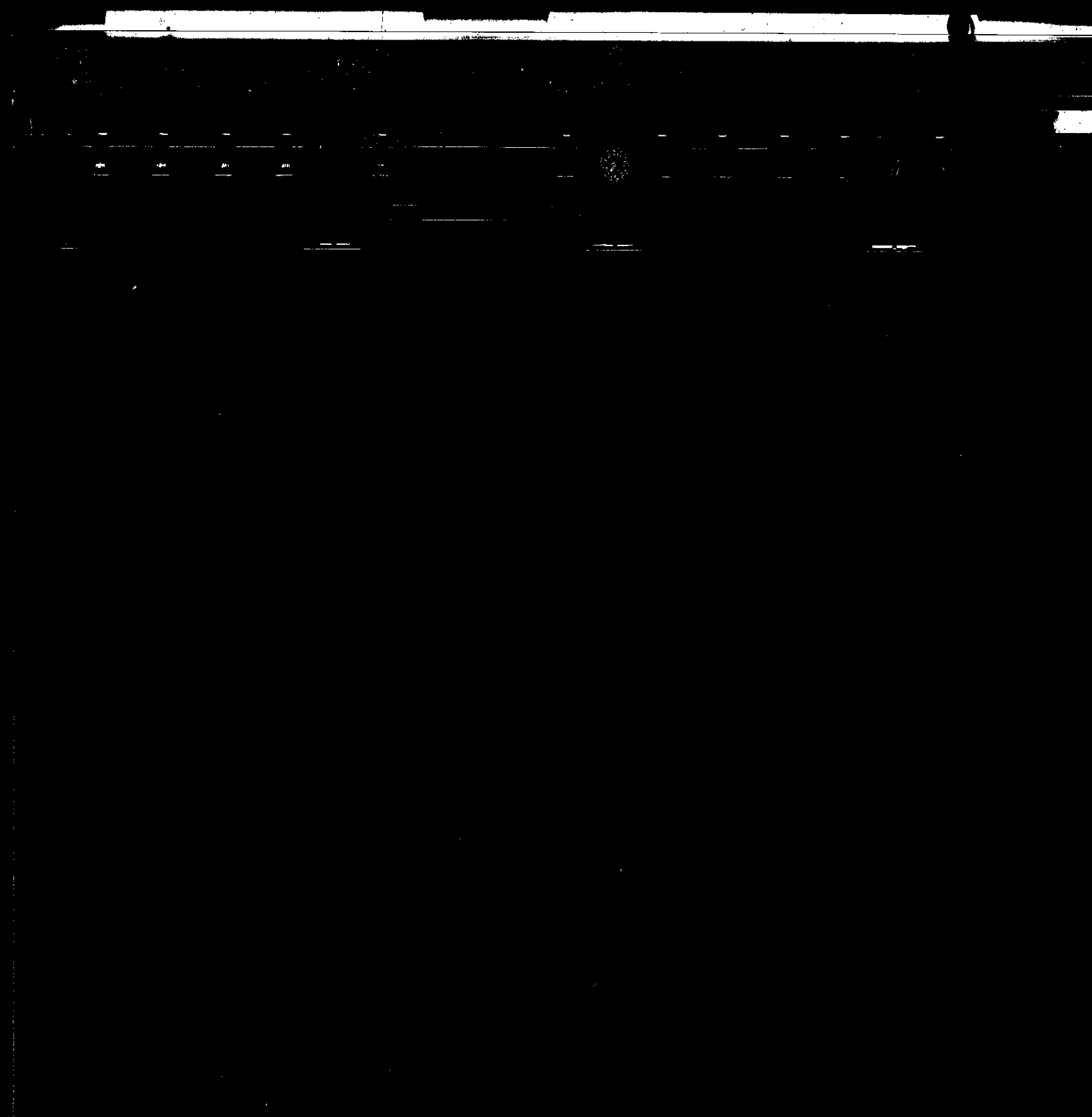
B.5, CONTRACT FUNDING, paragraphs (b) and (c) are revised as follows:

(b). For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to subtasks 0201AC-AC through 0201AC-BV is \$36,051,375.54. This allotment covers the following estimated period of performance 30 May 2000-(see Table A estimated date at which allotment expires)

(c) An additional amount of \$3,574,510.58 is obligated under this contract (CLIN 0201AC-AB) for payment of fee.

ACCOUNTING AND APPROPRIATION DATA

The funds added by this modification also update Block 21 of the SOLICITATION, OFFER AND AWARD, SF33. The accounting and appropriations and funding data for this modification, by subCLIN, is as follows:



1. The following amounts are reallocated from Costs to Award Fee

Line Item	Task Order	Procurement Request	Fund Source	Appropriation Symbol	Object Class	UPN/HPN	Office/Fin Code	IMS	Costs	Award Fee
0201AB-AE	10.08	10-07823	29	802/30110	2336	409-06-03	YAA00	40-00-00	(\$8,000.00)	\$8,000.00
0201AC-BU	10.16	10-07863	54	802/30111	2529	78910340.31	CIA00	30-02-04	(\$2,200.00)	\$2,200.00
0201AB-AJ	10.34	10-07823	29	802/30110	2336	409-06-03	YAA00	40-00-00	(\$8,500.00)	\$8,500.00
0201AB-AK	10.41	10-07823	29	802/30110	2336	409-06-03	YAA00	40-00-00	(\$5,000.00)	\$5,000.00
0201AB-AT	10.61	10-07810	29	802/30110	2529	704-40	RMA00	30-02-04	(\$25,000.00)	\$25,000.00
0201AB-AV	10.66	10-07816	29	802/30110	2529	77110020.03	BAA00	30-02-04	(\$1,300.00)	\$1,300.00
0201AB-AW	10.68	10-07706	29	802/30110	2529	77110591.81	JAA00	30-02-04	(\$2,000.00)	\$2,000.00
0201AB-BA	10.84	10-06970	54	80230111	2529	379-06-04	MAA00	300204	(\$10,336.00)	\$10,336.00
0201AB-BB	10.85	10-07719	54	80230111	2529	379-06-04	MAA00	300100	(\$5,000.00)	\$5,000.00
0201AB-BF	10.88	10-07839	54	802/30111	2529	78910340.31	CIA00	30-02-04	(\$27,625.00)	\$27,625.00

Line Item	Task Order	Procurement Request	Fund Source	Appropriation Symbol	Object Class	UPN/HPN	Office/Fin Code	IMS	Costs
0201AB-BS	10.02	10-07414	54	802/30111	2529	78910483090	COA10	30-02-04	(\$13,121.00)
0201AB-BS	10.02	10-07686	54	802/30111	2529	78910483080	COA10	30-02-04	\$13,121.00
0201AC-AL	10.46	10-07970	29	802/30110	2526	77110120.33	PAA00	30-10-02	\$4,500.00
0201AC-AL	10.46	10-08077	54	802/30110	2529	78910340.4	CIA00	30-02-04	\$35,000.00
0201AC-AM	10.47	10-07304	29	802/30110	2529	405-20-01	SPA00	30-02-01	\$60,090.65
0201AC-AM	10.47	10-07914	29	802/30110	2529	405-20-01	SPA00	30-02-01	\$ 332,000.00
0201AC-AH	10.3	10-05929	29	809/20110	2529	714-99	RMA00	30-02-04	\$111,000.00
0201AC-AG	10.15	10-07558	54	80230111	2529	379-06-04	MAA00	300204	\$412,680.00

0201AC-AB	Award Fee	10-06753	29	802/30110	2529	77110020.03	BAA00	30-02-04	\$1,234.65	10.66
0201AC-AB	Award Fee	10-07686	54	802/30111	2529	78910483080	COA10	30-02-04	\$9.00	10.02
0201AC-AB	Award Fee	10-05848	29	801/20110	2529	410-20-01	UPA00	30-02-04	\$2,232.00	10.62
0201AC-AB	Award Fee	10-07970	29	802/30110	2526	77110120.33	PAA00	30-10-02	\$500.00	10.46
0201AC-AB	Award Fee	10-08077	54	802/30110	2529	78910340.4	CIA00	30-02-04	22,000.00	10.46
0201AC-AB	Award Fee	10-07135	29	802/30110	2529	77110015.03	AOA00	30-02-04	\$15,980.00	10.99
0201AC-AB	Award Fee	10-07304	29	802/30110	2529	405-20-01	SPA00	30-02-01	\$10,000.00	10.47
0201AC-AB	Award Fee	10-07914	29	802/30110	2529	405-20-01	SPA00	30-02-01	\$ 18,000.00	10.47
0201AC-AB	Award Fee	10-05929	29	809/20110	2529	714-99	RMA00	30-02-04	\$52,671.00	10.30
0201AC-AB	Award Fee	10-07558	54	80230111	2529	379-06-04	MAA00	300204	\$21,000.00	10.15
0201AC-AB	Award Fee	10-07349	41	8020110	2527	603.04	CPA20	10/1/2003	\$6,931.00	10.97

1. Funding Changes by Subtask

	From	By	To
10.00A	\$ 3,328,991.83	\$245,518.75	\$ 3,574,510.58
10.46	\$ 712,210.45	\$39,500.00	\$ 751,710.45
10.47	\$ 1,199,922.06	\$392,090.65	\$ 1,592,012.71
10.30	\$ 2,867,155.00	\$111,000.00	\$ 2,978,155.00
10.15	\$ 1,409,865.58	\$412,680.00	\$ 1,822,545.58
10.08	\$ 2,419,222.51	(\$8,000.00)	\$ 2,411,222.51
10.16	\$ 123,000.00	(\$2,200.00)	\$ 120,800.00
10.34	\$ 636,929.53	(\$8,500.00)	\$ 628,429.53
10.41	\$ 1,006,815.13	(\$5,000.00)	\$ 1,001,815.13
10.61	\$ 2,253,630.74	(\$25,000.00)	\$ 2,228,630.74
10.66	\$ 124,607.77	(\$1,300.00)	\$ 123,307.77
10.68	\$ 245,415.11	(\$2,000.00)	\$ 243,415.11
10.84	\$ 617,937.43	(\$10,336.00)	\$ 607,601.43
10.85	\$ 539,048.49	(\$5,000.00)	\$ 534,048.49

ISEM Task Order, W-19800

Modification 56

Table A

Estimated Cost and Award Fee; Current Funding

Subtask CLIN	Task	From	By	To	From	By	To	Current Funding	Est End Date of Funding
0201AB-BS	10.02			\$79,578.00	\$4,711.00	\$ (462.00)	\$4,249.00	\$79,578.00	
0201AB-BR	10.03			\$59,571.00	\$4,242.00	\$ (416.00)	\$3,826.00	\$5,571.00	
0201AB-AC	10.04			\$49,604.41	\$3,085.35	\$ (96.50)	\$2,988.85	\$49,604.41	
0201AC-AD	10.06			\$123,018.53	\$8,053.45	\$ (138.50)	\$7,914.95	\$69,578.00	4-Oct-02
0201AC-AE	10.08			\$2,941,792.51	\$179,261.30	\$ (2,744.00)	\$176,517.30	\$2,411,222.51	TBD
0201AC-AF	10.12			\$1,585,087.00	\$98,451.90	\$ (2,340.00)	\$96,111.90	\$1,406,357.41	11-Dec-02
0201AC-AG	10.15			\$2,566,397.58	\$167,829.35	\$ (3,224.50)	\$164,604.85	\$1,822,545.58	TBD
0201AC-BU	10.16			\$311,228.00		\$ -	\$17,324.00	\$120,800.00	TBD
0201AC-BV	10.17			\$149,833.00		\$ -	\$8,959.00	\$149,833.00	6-Dec-02
0201AC-AH	10.30			\$3,307,199.00	\$184,551.80	\$ (3,301.00)	\$181,250.80	\$2,978,155.00	TBD
0201AC-AJ	10.34			\$799,569.53	\$46,808.05	\$ (825.50)	\$45,982.55	\$628,429.53	TBD
0201AC-AK	10.41			\$1,326,148.13	\$85,694.05	\$ (1,572.50)	\$84,121.55	\$1,001,815.13	7-Feb-03
0201AC-AL	10.46			\$1,144,872.45	\$73,895.00	\$ (1,188.00)	\$72,707.00	\$751,710.45	TBD
0201AC-AM	10.47			\$2,001,403.06	\$122,772.00	\$ (1,971.00)	\$120,801.00	\$1,592,012.71	TBD
0201AC-AN	10.48			\$531,795.49	\$35,323.25	\$ (749.50)	\$34,573.75	\$488,545.00	21-Mar-03
0201AB-AO	10.51			\$74,422.00	\$3,131.99	\$ (153.95)	\$2,978.04	\$74,422.00	20-Dec-02
0201AC-AP	10.52			\$677,842.60	\$42,496.00	\$ (755.00)	\$41,741.00	\$658,380.60	TBD
0201AC-AQ	10.53			\$5,113,691.16	\$305,229.45	\$ (5,450.50)	\$299,778.95	\$4,744,357.00	5-Feb-03
0201AC-AR	10.57			\$1,393,107.56	\$87,587.15	\$ (1,632.50)	\$85,954.65	\$987,547.20	18-Oct-02
0201AB-AS	10.58			\$83,285.93	\$5,196.20	\$ (146.00)	\$5,050.20	\$83,285.93	
0201AB-AT	10.61			\$2,696,382.00	\$154,960.10	\$ (2,688.00)	\$152,272.10	\$2,228,630.74	TBD
0201AC-AU	10.62			\$712,942.77	\$42,493.21	\$ (700.14)	\$41,793.07	\$547,572.43	15-Feb-03
0201AC-AV	10.66			\$146,239.77	\$9,322.15	\$ (182.50)	\$9,139.65	\$123,307.77	TBD
0201AC-AW	10.68			\$355,774.04	\$22,697.75	\$ (256.50)	\$22,441.25	\$243,415.11	TBD
0201AB-AX	10.69			\$151,717.81	\$8,798.10	\$ (71.00)	\$8,727.10	\$65,177.36	3-May-03
0201AC-BC	10.82			\$253,941.00	\$16,772.60	\$ (1,262.00)	\$15,510.60	\$205,458.00	30-Aug-02
0201AC-AZ	10.83			\$664,771.26	\$41,376.35	\$ (445.00)	\$40,931.35	\$543,812.25	4-Oct-02
0201AC-BT	10.81			\$1,570,000.00	\$75,619.00	\$ (671.50)	\$74,947.50	\$880,621.00	27-Sep-02

ISEM Task Order, W-19800
Modification 56

Table A

Estimated Cost and Award Fee; Current Funding

Subtask CLIN	Task	From	By	To	From	By	To	Current Funding	Est End Date of Funding
0201AB-BA	10.84			\$686,757.52	\$35,038.80	\$ (1,186.00)	\$33,852.80	\$607,601.43	
0201AC-BB	10.85			\$806,907.87	\$47,932.90	\$ (851.00)	\$47,081.90	\$534,048.49	TBD
0201AC-BD	10.86			\$1,177,269.00	\$35,313.87	\$ (1,125.70)	\$34,188.17	\$1,016,475.00	13-Mar-03
0201AC-BE	10.87			\$1,240,346.88	\$59,108.90	\$ (549.00)	\$58,559.90	\$866,932.50	19-Sep-02
0201AC-BF	10.88			\$1,030,792.58	\$63,562.40	\$ (1,571.00)	\$61,991.40	\$348,030.00	TBD
0201AC-BG	10.89			\$1,720,116.00	\$104,284.80	\$ (1,454.00)	\$102,830.80	\$669,000.00	2-Aug-02
0201AB-BH	10.90			\$51,492.00	\$3,236.80	\$ (90.00)	\$3,146.80	\$38,281.00	1-May-02
0201AA-BI	10.91			\$3,250,904.00	\$137,713.70	\$ (5,679.00)	\$132,034.70	\$1,236,000.00	
0201AB-BJ	10.92			\$625,142.00	\$41,897.94	\$ (1,954.36)	\$39,943.58	\$625,142.00	31-May-02
0201AC-BK	10.93			\$139,069.00	\$9,589.50	\$ (233.00)	\$9,356.50	\$116,307.00	20-Dec-02
0201AC-BL	10.94			\$252,754.00		\$ -	\$18,085.00	\$195,800.00	15-Feb-02
0201AC-BN	10.96			\$4,577,397.00	\$324,905.70	\$ (4,725.00)	\$320,180.70	\$2,223,214.07	20-Sep-02
0201AB-BO	10.97			\$150,042.00	\$9,759.30	\$ (607.00)	\$9,152.30	\$150,042.00	
0201AC-BP	10.98			\$121,494.00	\$8,374.85	\$ (159.50)	\$8,215.35	\$112,241.00	1-May-03
0201AC-BQ	10.99			\$587,011.00	\$38,529.00	\$ (2,593.00)	\$35,936.00	\$422,770.00	2-Aug-02