

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE: **L** PAGE OF PAGES: **1** / **14**

2. AMENDMENT/MODIFICATION NO.: **P00011** 3. EFFECTIVE DATE: **12/12/2013** 4. REQUISITION/PURCHASE REQ. NO.: SEE SCHEDULE 5. PROJECT NO. (if applicable):

6. ISSUED BY: AIR-2333 SUITE 155, BLDG. 2272 47123 BUSE ROAD, UNIT IPT PATUXENT RIVER MD 20670 CODE: **N00019** 7. ADMINISTERED BY (if other than item 6): DCMC BOEING PHILADELPHIA PO BOX 10859 PHILADELPHIA PA 19142-0859 CODE: **S3916A**

8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code): BELL BOEING JOINT PROJECT OFFICE 401 TILTROTOR DR PLANT A AMARILLO TX 79111-1200 9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) 10A. MOD. OF CONTRACT/ORDER NO. **N00019-12-C-2001** 10B. DATED (SEE ITEM 13) **29-Dec-2011**

CODE: **3B1R2** 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 Offer is extended, is not extended.
 Offer 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 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 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 Schedule

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

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: **Mutual Agreement of the Parties FAR 43.103 (a)**
 D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
 Modification Control Number: **hartshoc141211**
 The purpose of this modification is to incorporate Helmet Mounted Display ECPV-22-1007. Reference PID# N00019-13-F7-PMA-275-0220.

Except as provided herein, all terms and conditions of the document referenced in Item 9A or

15A. NAME AND TITLE OF SIGNER (Type or print): [Redacted] Manager Contracts 15C. DATE SIGNED: **12/12/2013** 15D. DATE SIGNED: **12/12/2013**

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION A - SOLICITATION/CONTRACT FORM

The total cost of this contract was increased by [REDACTED] from [REDACTED] to \$6,484,255,056.00.

SECTION B - SUPPLIES OR SERVICES AND PRICES

CLIN 0006

The target cost has increased by [REDACTED] from [REDACTED] to [REDACTED].
The target profit/fee has increased by [REDACTED] from [REDACTED] to [REDACTED].
The unit price amount has increased by [REDACTED] from [REDACTED] to [REDACTED].
The ceiling price has increased by [REDACTED] from [REDACTED] to [REDACTED].
The PTA cost has increased by [REDACTED] from [REDACTED] to [REDACTED].
The PTA profit has increased by [REDACTED] from [REDACTED] to [REDACTED].
The total cost of this line item has increased by [REDACTED] from [REDACTED] to [REDACTED].

CLIN 0106

The target cost has increased by [REDACTED] from [REDACTED] to [REDACTED].
The target profit/fee has increased by [REDACTED] from [REDACTED] to [REDACTED].
The unit price amount has increased by [REDACTED] from [REDACTED] to [REDACTED].
The ceiling price has increased by [REDACTED] from [REDACTED] to [REDACTED].
The PTA cost has increased by [REDACTED] from [REDACTED] to [REDACTED].
The PTA profit has increased by [REDACTED] from [REDACTED] to [REDACTED].
The total cost of this line item has increased by [REDACTED] from [REDACTED] to [REDACTED].

CLIN 0107

The target cost has increased by [REDACTED] from [REDACTED] to [REDACTED].
The target profit/fee has increased by [REDACTED] from [REDACTED] to [REDACTED].
The unit price amount has increased by [REDACTED] from [REDACTED] to [REDACTED].
The ceiling price has increased by [REDACTED] from [REDACTED] to [REDACTED].
The PTA cost has increased by [REDACTED] from [REDACTED] to [REDACTED].
The PTA profit has increased by [REDACTED] from [REDACTED] to [REDACTED].
The total cost of this line item has increased by [REDACTED] from [REDACTED] to [REDACTED].

SUBCLIN 000608 is added as follows:

ITEM NO 000608	SUPPLIES/SERVICES Funding for HMD ECP 1007 FPI PURCHASE REQUEST NUMBER: [REDACTED]	QUANTITY	UNIT	UNIT PRICE	AMOUNT [REDACTED]
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TARGET COST	[REDACTED]
TARGET PROFIT	[REDACTED]
TOTAL TARGET PRICE	[REDACTED]
CEILING PRICE	[REDACTED]
SHARE RATIO ABOVE TARGET	
SHARE RATIO BELOW TARGET	

ACRN [REDACTED]
CIN: [REDACTED]

SECTION E - INSPECTION AND ACCEPTANCE

The following Acceptance/Inspection Schedule was added for SUBCLIN 000608:

INSPECT AT N/A	INSPECT BY N/A	ACCEPT AT N/A	ACCEPT BY Government
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SECTION F - DELIVERIES OR PERFORMANCE

The following Delivery Schedule item for CLIN 0001 has been changed from:

DELIVERY DATE [REDACTED]	QUANTITY [REDACTED]	SHIP TO ADDRESS BELL BOEING JOINT PROJECT OFFICE [REDACTED] 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	UIC 3B1R2
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To:

DELIVERY DATE [REDACTED]	QUANTITY [REDACTED]	SHIP TO ADDRESS BELL BOEING JOINT PROJECT OFFICE [REDACTED] 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	UIC Q94203
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The following Delivery Schedule item for CLIN 0001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

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DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
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To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

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DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0001 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0006 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0006 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0006 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0006 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0106 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	█	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0106 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	■	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	■	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule item for CLIN 0106 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	■	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	3B1R2

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	■	BELL BOEING JOINT PROJECT OFFICE ██████████ 401 TILTROTOR DRIVE, PLANT A AMARILLO TX 79111-1200 FOB: Origin	Q94203

The following Delivery Schedule Item has been deleted from SUBCLIN 010603:

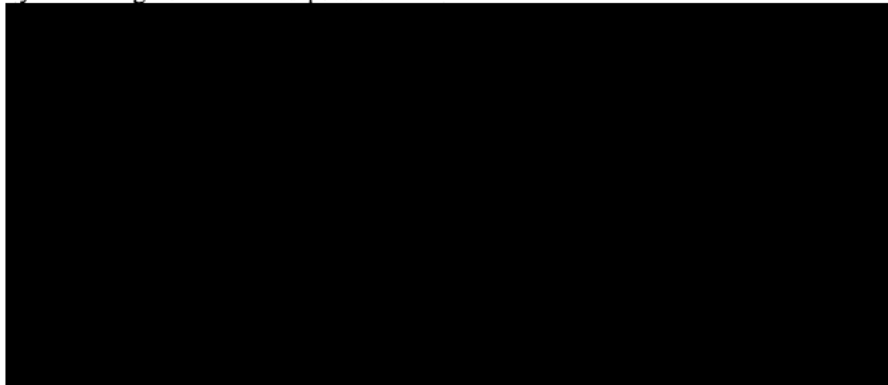
DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
██████████	N/A	N/A FOB: N/A	

The following Delivery Schedule item for CLIN 0107 has been changed from:

obligated to reimburse the Contractor for expenditures or obligations, in excess of the amounts that the Contracting Officer has specified in Section B as available for contract performance.

Amount available for contract performance: [REDACTED]

Fiscal year funding will be provided on or before the funding dates set forth below, unless those dates are extended by mutual agreement of the parties.



2. If this contract is terminated for the convenience of the Government in part, the Government's obligation under this contract shall not exceed the amount specified in this clause as available for contract performance.
3. In accordance with FAR 17.106-1(h), if this contract is terminated for the convenience of the Government in whole, including requirements subject to cancellation, the Government's obligation under this contract shall not exceed the amount specified in this clause as available for contract performance, plus the cancellation ceiling, which is \$0 for all cancelled program years.
4. Unless otherwise specifically stated in any change order, change orders issued under this contract shall not increase the limitation of Government liability established in this clause.

SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

The following have been added by full text:

ATCH 4A GFE DETAIL LIST CHANGE

Attachment 4(a) Government Furnished Equipment Detail List, dated 15 May 2013 (Incorporated in MYPII Defin Mod P0005 is changed as follows:

- **MV-22 Government Furnished Equipment**

No Changes

- **CV-22 Government Furnished Equipment:**

Nomenclature	Noun Name	Part Number	NSN	Add/Delete	Mod
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

The following have been modified:

SECTION J

Section J - List of Documents, Exhibits and Other Attachments

LIST OF ATTACHMENTS

- Exhibits A&B (Item 0002, 0102, 0202, 0302, and 0402) Contract Data Requirements List, DD Form 1423 (Updated in MYPII Defin Mod P00005)
- Exhibit C RESERVED
- Exhibit D RESERVED
- Attachment 1(a) [REDACTED], dated 24 July 2013
- Attachment 1(b) [REDACTED] dated 21 June 2013 (Incorporated in Mod P00006)
- Attachment 1(c) [REDACTED] dated 21 June 2013 (Incorporated in Mod P00006)
- Attachment 1(d) [REDACTED] dated 21 June 2013 (Incorporated in Mod P00006)
- Attachment 1(e) [REDACTED] dated 21 June 2013 (Incorporated in Mod P00006)
- Attachment 1(f) [REDACTED] dated 21 June 2013 (Incorporated in Mod P00006)
- Attachment 2 [REDACTED]
- Attachment 3 Engineering Change Proposal Baseline Changes dated 12 Dec 2013 (Updated in P00011)**
- Attachment 4(a) Government Furnished Equipment Detail List, dated 15 May 2013 (Incorporated in MYPII Defin Mod P00005) Note: P00005 Baseline changes are noted above (P00011)**
- Attachment 4(b) MV-22 and CV-22 Government Furnished Equipment List dated 6 November 2013 (Updated in MYPII P00011)**

- Attachment 5(a) DD Form 254, Department of Defense Contractor Security Classification Specification – Bell dated 18 December 2012
- Attachment 5(b) DD Form 254, Department of Defense Contractor Security Classification Specification – Boeing dated 11 December 2012
- Attachment 6 Draft V-22 Obsolescence Management Plan, August 2009 Rev. C–
- Attachment 7 [REDACTED]
- Attachment 8 [REDACTED]
- Attachment 9(a) Contractor Cost and Software Data Reporting Plan (CSDR) Plan - Bell dated 10 December 2012
- Attachment 9(b) CSDR Plan – Boeing 10 December 2012
- Attachment 9(c) CSDR Plan – Bell Boeing dated 10 December 2012
- Attachment 10 Long Lead-Time Items Parts List dated 21 December 2011
- Attachment 11 Economic Ordering Quantity Components, Materials, and Parts List, dated 15 May 2013 (Incorporated in MYPII Defin Mod P00005)
- Attachment 12 UID Parts Marking List dated 13 December 2012
- Attachment 13 Small Business Subcontracting Plan, JPO-9055-13V dated 31 January 2013 (Incorporated in MYPII Defin Mod P00005)
- Attachment 14 Distribution Statements
- Attachment 15 Critical Safety Items (Rev A)
- Attachment 16 Supplies to be Afforded Duty Free Entry Bell Boeing dated 11 December 2012
- Attachment 17(a) Bell Boeing Identification and Assertion of Restrictions on the Government’s Use, Release, or Disclosure of Technical Data made under DFARS 252.227-7013, “Rights in Technical Data – Noncommercial Items” (Enclosures (1) and (4) of Bell Boeing Letter JPO-9253-13V, dated 30 May 2013, is incorporated by reference) (Incorporated in MYPII Defin Mod P00005)
- Attachment 17(b) Bell Boeing Identification and Assertion of Restrictions on the Government’s Use, Release, or Disclosure of Computer Software made under DFARS 252.227-7014, “Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation” (Enclosure (3) of Bell Boeing Letter JPO-9253-13V, dated 30 May 2013, is incorporated by reference) (Incorporated in MYPII Defin Mod P00005)

[REDACTED]