Company Name:
G4S Government Services

Contract Number:
HSCEOP-07-D-00006 (HSCEOP07D00006)

Order Number:
HSCEOP-07-J-00677 (HSCEOP07J00677)

Requisition/Reference Number:
DRO-07-RQ5048

Latest Modification Processed:
P00005

Period of Performance:
9/25/2007 through 9/24/2009

Services Provided:
Provides enhanced supervision and reporting for the Intensive Supervision Appearance Program (ISAP).

ORDER FOR SUPPLIES OR SERVICES

PAGE OF PAGES: 1 | 2

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

1. DATE OF ORDER: 09/25/2007	2. CONTRACT NO. *(If any)*: HSCEOP-07-D-00006
3. ORDER NO.: HSCEOP-07-J-00677	4. REQUISITION/REFERENCE NO.: DRO-07-RQ5048

5. ISSUING OFFICE *(Address correspondence to)*:
ICE/Compliance & Removal/Compliance
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street NW, Suite 2208
Washington DC 20536

6. SHIP TO:
a. NAME OF CONSIGNEE: Immigration and Customs Enforcement
b. STREET ADDRESS: 425 I Street NW
Rm 2208
c. CITY: Washington | d. STATE: DC | e. ZIP CODE: 20536

7. TO:
a. NAME OF CONTRACTOR: G4S GOVERNMENT SERVICES
b. COMPANY NAME:
c. STREET ADDRESS: 30201 AVENTURA
d. CITY: RANCHO SANTA MARGARITA | e. STATE: CA | f. ZIP CODE: 926882049

f. SHIP VIA:

8. TYPE OF ORDER
☐ a. PURCHASE
REFERENCE YOUR:
Please furnish the following on the terms and conditions specified on both sides of this order and on the attached sheet, if any, including delivery as indicated.

☒ b. DELIVERY
Except for billing instructions on the reverse, this delivery order is subject to instructions contained on this side only of this form and is issued subject to the terms and conditions of the above-numbered contract.

9. ACCOUNTING AND APPROPRIATION DATA: SEE ATTACHMENT A

10. REQUISITIONING OFFICE: Immigration and Customs Enforcement

11. BUSINESS CLASSIFICATION *(Check appropriate box(es))*
☐ a. SMALL ☒ b. OTHER THAN SMALL ☐ c. DISADVANTAGED ☐ g. SERVICE-DISABLED VETERAN-OWNED
☐ d. WOMEN-OWNED ☐ e. HUBZone ☐ f. EMERGING SMALL BUSINESS

12. F.O.B. POINT: Destination

13. PLACE OF		14. GOVERNMENT B/L NO.	15. DELIVER TO F.O.B. POINT ON OR BEFORE *(Date)*	16. DISCOUNT TERMS
a. INSPECTION: Destination	b. ACCEPTANCE: Destination		30 Days After Award	Net 30

17. SCHEDULE *(See reverse for Rejections)*

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	Tax ID Number: 33-0983972 DUNS Number: 968689901 Task order HSCEOP-07-J-00677 against Contract No. HSCEOP-07-D-00006 for the Enhanced Supervision/Reporting Program (ESR). Continued ...					

18. SHIPPING POINT	19. GROSS SHIPPING WEIGHT	20. INVOICE NO.	17(h) TOTAL *(Cont. pages)*

21. MAIL INVOICE TO:

SEE BILLING INSTRUCTIONS ON REVERSE

a. NAME: U.S. DEPT. OF HOMELAND SECURITY — $8,000,000.00

b. STREET ADDRESS (or P.O. Box): U.S. IMMIG. AND CUSTOMS ENFORCEMENT
OFFICE OF DETENTION AND REMOVAL
801 I STREET, N.W., SUITE 800

c. CITY: WASHINGTON | d. STATE: DC | e. ZIP CODE: 20536

17(i) GRAND TOTAL: $8,000,000.00

22. UNITED STATES OF AMERICA
BY *(Signature)*

23. NAME *(Typed)*: Robert Romano
TITLE: CONTRACTING/ORDERING OFFICER

AUTHORIZED FOR LOCAL REPRODUCTION
PREVIOUS EDITION NOT USABLE

OPTIONAL FORM 347 (Rev. 3/2005)
Prescribed by GSA/FAR 48 CFR 53.213(e)

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER	CONTRACT NO.	ORDER NO.
09/25/2007	HSCEOP-07-D-00006	HSCEOP-07-J-00677

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY ORDERED (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)	QUANTITY ACCEPTED (G)
	Period of Performance: 09/25/2007 to 09/24/2008					
0001	Enhanced Supervision/Reporting Program (ESR) Services. For the base year: 09/25/2007 - 09/24/2008. This includes CLINs 0001A - 0027F as defined in section B-2 of the basic contract HSCEOP-07-D-00006. The not-to-exceed (NTE) price is $8,000,000.00 You are hereby authorized to prepare your staff, and facilities for contract performance. However, you shall not begin performing supervision services until you have received written notification by the contracting officer. INVOICE INSTRUCTIONS: Please submit 1 original invoice to the applicable ESR location COTR. The ESR COTR must verify that the goods and services have been received/accepted prior to invoice processing by the Dallas Finance Center. The total amount of award: $8,000,000.00. The obligation for this award is shown in box 17(i).				8,000,000.00	

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE	PAGE OF PAGES
	1 2

2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. *(If applicable)*
P00001	02/28/2008		

6. ISSUED BY	CODE	7. ADMINISTERED BY *(If other than Item 6)*	CODE
ICE/CR/COMPLIANC		ICE/CR/COMPLIANC	

ICE/Compliance & Removal/Compliance
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street NW, Suite 2208
Washington DC 20536

ICE/Compliance & Removal/Compliance
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street NW, Suite 2208
Attn: Patryk Drozd
Washington DC 20536

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

G4S GOVERNMENT SERVICES
30201 AVENTURA
RANCHO SANTA MARGARITA CA 926882049

CODE	FACILITY CODE
9686899010000	

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO.
HSCEOP-07-D-00006
HSCEOP-07-J-00677

10B. DATED *(SEE ITEM 11)*
09/25/2007

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 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 ACKNOWLEDGEMENT 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 ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	
	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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not. ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: 968689901
The purpose of this modification is to issue notices to proceed to the locations identified below, to incorporate the EM only notice to proceed issued on December 11, 2007, and to incorporate the notice to proceed for full service of 12 ESR offices issued on January 31, 2008.

1) A notice to proceed letter was issued to transfer the entire EMP population to EM-only service on December 11, 2007.

2) A notice to proceed letter for full service at 12 ESR locations was issued on January 31, 2008.

Continued ...

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)*	
		Patryk Drozd	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
(Signature of person authorized to sign)		*(Signature of Contracting Officer)*	2/28/08

NAME OF OFFEROR OR CONTRACTOR
G4S GOVERNMENT SERVICES

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	3) This modification issues a notice to proceed for the following three additional locations. Contract Line Items(CLINs) X00XA-X00XF apply for the following ICE field offices: 1) El Paso TX, CLINs X0010A - X0010F. 2) Newark NJ, CLINs X0015A - X0015F. 3) San Francisco CA, CLINs X0025A - X0025F. 4) Additional notices to proceed will be authorized in writing by the Contracting Officer for each of the remaining 12 offices as they are approved to be operational and take on a full level of service under the ESR Case Management and Supervision Contract. The CLINs for those locations cannot be billed until that time. 5) All other terms and conditions remain in full force and effect. . Period of Performance: 09/25/2007 to 09/24/2008 ATTACHMENTS: Attachment A: EM-only notice to proceed letter dated December 11, 2007 Attachment B: Full Service notice to proceed letter for 12 ESR locations dated January 31, 2008				

Attachment A:
EM-only notice to proceed, December 11, 2007

U.S. Department of Homeland Security
Immigration and Customs Enforcement
Office of Acquisition
425 I Street, NW
Washington, D.C. 20472

U.S. Immigration and Customs Enforcement

December 11, 2007

G4S Government Services
30201 Aventura
Rancho Santa Margarita, CA 92688

Subject: Contract Number HSCEOP-07-D-00006, Task Order HSCEOP-07-J-00677

Dear Ms. Walters:

This letter is to inform you that your company, G4S Government Services, has been authorized to proceed with transferring the participant population from the EMP contract, HSCEOP-07-F-00706, to the subject task order. You are authorized only for the Electronic Monitoring (EM) component of this order. Contract Line Item Numbers (CLINs) X000B – X000F apply for all 27 nationwide locations. You should begin transferring the new EM equipment and technology in all the field offices, in accordance to your submitted EM transition plan.

Additional notice to proceed will be authorized in writing by the Contracting Officer for each of the 27 offices as they are approved to be operational and take on a full level of service under the ESR Case Management and Supervision CLIN (X000A). These CLINs cannot be billed until that time.

Should you have any questions or comments, please do not hesitate to contact Patryk Drozd at 202-305 b6 .

Sincerely,

Anthony M. Gomez Jr.
Contracting Officer

Attachment B:
Full Service notice to proceed for 12 ESR locations, January 31, 2008

U.S. Immigration and Customs Enforcement

U.S. Department of Homeland Security
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street, NW
Washington, D.C. 20472

January 31, 2008

Ms. Fiona Walters
G4S Government Services, Inc.
2000 River Edge Parkway NW, Suite GL 100
Atlanta, GA 30328

Re: Contract HSCEOP-07-D-00006, task order HSCEOP-07-J-00677

Dear Ms. Walters:

This letter is to inform you that your company G4S Government Services, Inc. has been authorized to proceed with accepting participants under a full level of service at the following 12 ESR locations. Contract Line Items (CLINs) X00XA – X00XF apply for the following ICE field offices:

	Location	CLINs
1	Atlanta, GA	X001A – X001F
2	Charlotte, NC	X005A – X005F
3	Chicago, IL	X006A – X006F
4	Dallas, TX	X007A – X007F
5	Denver, CO	X008A – X008F
6	Hartford, CT	X011A – X011F
7	Houston, TX	X012A – X012F
8	Los Angeles, CA	X013A – X013F
9	Miami, FL	X014A – X014F
10	New Orleans, LA	X016A – X016F
11	Orlando, FL	X018A – X018F
12	San Antonio, TX	X023A – X023F

Additional notice to proceed will be authorized in writing by the Contracting Officer for each of the remaining15 offices as they are approved to be operational and take on a full level of service under the ESR Case Management and Supervision. These CLINs cannot be billed until that time.

Should you have any questions or comments, please do not hesitate to contact me at 202-305- b6

Sincerely,

Patryk Drozd
Contracting Officer

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE	PAGE OF PAGES
	1 2

2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. *(If applicable)*
P00002	03/10/2008		

6. ISSUED BY	CODE	7. ADMINISTERED BY *(If other than Item 6)*	CODE
ICE/Compliance & Removal/Compliance Immigration and Customs Enforcement Office of Acquisition Management 425 I Street NW, Suite 2208 Washington DC 20536	ICE/CR/COMPLIANC	ICE/Compliance & Removal/Compliance Immigration and Customs Enforcement Office of Acquisition Management 425 I Street NW, Suite 2208 Attn: Patryk Drozd Washington DC 20536	ICE/CR/COMPLIANC

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

G4S GOVERNMENT SERVICES
30201 AVENTURA
RANCHO SANTA MARGARITA CA 926882049

CODE 9686899010000 FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

X 10A. MODIFICATION OF CONTRACT/ORDER NO.
HSCEOP-07-D-00006
HSCEOP-07-J-00677

10B. DATED *(SEE ITEM 11)*
09/25/2007

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 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 ACKNOWLEDGEMENT 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 ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	
	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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not. ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: 968689901
The purpose of this modification is to issue notices to proceed to the locations identified below:

1) This modification issues a notice to proceed for the following eight additional locations. Contract Line Items(CLINs) X00XA-X00XF apply for the following ICE field offices:

1) Buffelo NY, CLINs X0004A - X0004F.
2) Detroit MI, CLINs X0009A - X0009F.
3) New York NY, CLINs X0017A - X0017F.

Continued ...

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)*	
		Patryk Drozd	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
_____ *(Signature of person authorized to sign)*		_____ *(Signature of Contracting Officer)*	03/11/08

NAME OF OFFEROR OR CONTRACTOR
G4S GOVERNMENT SERVICES

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	4) Philadelphia PA, CLINs X0019A - X0019F. 5) Phoenix AZ, CLINs X0020A - X0020F. 6) Saint Paul MN, CLINs X0021A - X0021F. 7) Seattle WA, CLINs X0026A - X0026F. 8) Washington DC, CLINs X0027A - X0027F.				
	2) Additional notices to proceed will be authorized in writing by the Contracting Officer for each of the remaining 4 offices as they are approved to be operational and take on a full level of service under the ESR Case Management and Supervision Contract. The CLINs for those locations cannot be billed until that time. 3) All other terms and conditions remain in full force and effect. . Period of Performance: 09/25/2007 to 09/24/2008				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE	PAGE OF PAGES
	1 2

2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. *(If applicable)*
P00003	03/13/2008		

6. ISSUED BY CODE ICE/CR/COMPLIANC

ICE/Compliance & Removal/Compliance
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street NW, Suite 2208
Washington DC 20536

7. ADMINISTERED BY *(If other than Item 6)* CODE ICE/CR/COMPLIANC

ICE/Compliance & Removal/Compliance
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street NW, Suite 2208
Attn: Patryk Drozd
Washington DC 20536

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

G4S GOVERNMENT SERVICES
30201 AVENTURA
RANCHO SANTA MARGARITA CA 926882049

CODE 9686899010000 FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO.
HSCEOP-07-D-00006
HSCEOP-07-J-00677

10B. DATED *(SEE ITEM 11)*
09/25/2007

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 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 ACKNOWLEDGEMENT 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 ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	
	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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not. ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: 968689901
The purpose of this modification is to issue a notice to proceed at the location identified below:

1) This modification issues a notice to proceed for the following one additional location. Contract Line Items(CLINs) X00XA-X00XF apply for the following ICE field offices:

1) Salt Lake City UT, CLINs X0022A - X0022F.

2) Additional notices to proceed will be authorized in writing by the Contracting Officer for each of the remaining three(3) offices as they are approved to be operational and able
Continued ...

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)*	
		Patryk Drozd	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
(Signature of person authorized to sign)		*(Signature of Contracting Officer)*	3/13/08

NAME OF OFFEROR OR CONTRACTOR
G4S GOVERNMENT SERVICES

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	to perform full service under the ESR Case Management and Supervision Contract. The CLINs for those locations cannot be billed until that time. 3) All other terms and conditions remain in full force and effect. . Period of Performance: 09/25/2007 to 09/24/2008				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE	PAGE OF PAGES
	1 2

2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. *(If applicable)*
P00004	03/18/2008		

6. ISSUED BY CODE ICE/CR/COMPLIANC

ICE/Compliance & Removal/Compliance
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street NW, Suite 2208
Washington DC 20536

7. ADMINISTERED BY *(If other than Item 6)* CODE ICE/CR/COMPLIANC

ICE/Compliance & Removal/Compliance
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street NW, Suite 2208
Attn: Patryk Drozd
Washington DC 20536

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

G4S GOVERNMENT SERVICES
30201 AVENTURA
RANCHO SANTA MARGARITA CA 926882049

CODE 9686899010000 FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

x 10A. MODIFICATION OF CONTRACT/ORDER NO.
HSCEOP-07-D-00006
HSCEOP-07-J-00677

10B. DATED *(SEE ITEM 11)*
09/25/2007

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 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 ACKNOWLEDGEMENT 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 ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	
	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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: 968689901
The purpose of this modification is to issue a notice to proceed at the location identified below:

1) This modification issues a notice to proceed for the following one additional location. Contract Line Items(CLINs) X00XA-X00XF apply for the following ICE field offices:

1) Boston MA, CLINs X0003A - X0003F.

2) Additional notices to proceed will be authorized in writing by the Contracting Officer for each of the remaining two(2) offices as they are approved to be operational and able to

Continued ...

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)*	
		Patryk Drozd	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
(Signature of person authorized to sign)		*(Signature of Contracting Officer)*	3/18/08

NAME OF OFFEROR OR CONTRACTOR

G4S GOVERNMENT SERVICES

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	perform full service under the ESR Case Management and Supervision Contract. The CLINs for those locations cannot be billed until that time and full service is being provided. 3) All other terms and conditions remain in full force and effect. . Period of Performance: 09/25/2007 to 09/24/2008				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE	PAGE OF PAGES
	1 2

2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. *(If applicable)*
P00005	03/28/2008		

6. ISSUED BY CODE ICE/CR/COMPLIANC

ICE/Compliance & Removal/Compliance
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street NW, Suite 2208
Washington DC 20536

7. ADMINISTERED BY *(If other than Item 6)* CODE ICE/CR/COMPLIANC

ICE/Compliance & Removal/Compliance
Immigration and Customs Enforcement
Office of Acquisition Management
425 I Street NW, Suite 2208
Attn: Patryk Drozd
Washington DC 20536

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

G4S GOVERNMENT SERVICES
30201 AVENTURA
RANCHO SANTA MARGARITA CA 926882049

CODE 9686899010000 FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

X 10A. MODIFICATION OF CONTRACT/ORDER NO.
HSCEOP-07-D-00006
HSCEOP-07-J-00677

10B. DATED *(SEE ITEM 11)*
09/25/2007

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 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 ACKNOWLEDGEMENT 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 ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	
	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.
X	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:
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

DUNS Number: 968689901
The purpose of this modification is to issue a notice to proceed at the location identified below:

1) This modification issues a notice to proceed for the following two additional locations. Contract Line Items(CLINs) X00XA-X00XF apply for the following ICE field offices:

1) Baltimore MD, CLINs X0002A - X0002F.
2) San Diego CA, CLINs X0024A - X0024F.

2) All 27 ESR locations have now been authorized in writing by the Contracting Officer and
Continued ...

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)*
	Patryk Drozd

15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
(Signature of person authorized to sign)		*(Signature of Contracting Officer)*	3/28/08

NAME OF OFFEROR OR CONTRACTOR
G4S GOVERNMENT SERVICES

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	are approved to perform full service under the ESR Case Management and Supervision Contract. 3) All other terms and conditions remain in full force and effect. . Period of Performance: 09/25/2007 to 09/24/2008				

Office of Detention and Removal Operations

U.S. Department of Homeland Security
425 I Street, NW
Washington, DC 20536

U.S. Immigration and Customs Enforcement

SUBJECT: ICE OAQ Response to letter submitted by G4S on January 15, 2008.

Dear Ms. Walters;

In response to the letter dated January 15, 2008, the Office of Acquisition (OAQ) would like to assist in coming to an expedited resolution to these mentioned issues and roadblocks. However, we are concerned that the timeline that G4S provided for an EM only transition has passed and G4S has not come forward with revised dates. As the first step, please provide a status update to the EM-only transition and milestones. Include discrepancies and corrective actions to meet original project schedule. It would also be beneficial if you were to include a narrative on the transition.

Second, please provide a complete transition plan that includes the complete transition from EMP to ESR. This should include a narrative description and an attached ghent chart.

We need to have a defined path forward, before we can issue the notices to proceed you have requested. Please provide both transitions plans mentioned above as soon as possible but not later then Thursday January 24, 2008. Once submitted we would like to call a meeting to discuss these issues in person.

Please find below responses to your questions and comments:

G4S Question #1: G4S in December 2007 was given authorization to transition equipment within the EMP. G4S has been attempting to communicate with COTRs and DRO Case Officers over the past few weeks in each of the 27 DRO Offices and 3 Sub-Offices. Roxann, as you are aware, per our e-mail correspondence, this has met with limited results. In some DRO offices we are moving forward and in others our Regional and Office Managers have yet to contact the local COTR. The lack of contact, partially, has been due to local and HQ COTRs holiday leave schedules (not provided to G4S) resulting in our G4S personnel placing calls that have gone unanswered. This has directly impacted G4S' ability to transition the EMP program in some offices. Additionally, COTRs that are contacted have been juggling their normal case loads, duties, training, and other priorities placed on them by their local offices along with the transition of the EMP. This has resulted in our officers being asked to wait weeks before a local COTR was able to meet and able to start the EMP transition. The ability of COTRS to validate and update the thousands of TR data files at this time is of concern because the review of TR and RF updates by COTRS is moving our program out several weeks. I would like to propose the following solutions:

a. G4S, EOD cleared, Supervision Specialists be temporarily assigned to the DRO Office where a significant number (to be determined) of TR cases still need to be reviewed,

updated, and validated. G4S (EOD) personnel will gain temporary access to ICE computer system holding the TR information and our G4S personnel will verify the information and update all active TR participant files.

-Or-

b. G4S will provide (EOD) cleared personnel (numbers to be determined) to work temporarily at the ICE HQ/ATD Unit and review, update, and validate all of the participant information for current TR cases.

ICE Response #1: On December 10, 2007, G4S submitted an "ESR EM Only Transition Plan." The accompanying e-mail from Fiona Walters stated that cleared G4S Supervision Specialists would "reach out to the COTRs/DOs to complete the gaps for the caseload that is transitioning over. This, as well as webinar training, is the primary requirement for DO participation in the transition. For the transition only we intend to have our Supervision Specialists actually do the equipment transfer with your agreement for the existing caseload whether the participants are inside or outside the 50 mile radius." G4S did not bring this problem to the attention of the ESR HQCOTR until this letter. On December 21, 2007, G4S wrote, "We have contacted COTR's or POC's in all 27 locations." On January 2, 2008, the ICE ESR TM for New York informed the HQCOTR that "due to construction delays G4S is not yet ready in the New York Field Office" to transition the EM cases. After the ESR HQCOTR requested transition status updates, G4S submitted their first status report on January 7, 2008. The status report showed the contacts that G4S had made and the next action. This was the first indication that G4S was having difficulty reaching two ICE ESR TMs who were not located in the city where the office was located (i.e., El Paso and St. Paul). The ESR HQCOTR provided alternate POC's for both locations on January 11, 2008. At no time has G4S provided the ESR HQCOTR with a detailed description of the necessary data updates for each office. G4S has not determined, as indicated in the question above, the number of TR cases still remaining to be reviewed, updated, and validated. G4S' proposed solutions above are not acceptable. G4S should submit the cases requiring updates to the ESR HQCOTR along with clear instructions.

G4S Question #2: G4S proposes an EMP/ESR transition team be developed at the HQ level. We recommend that our Compliance Manager and the DRO/COTR head up this transition team. This reduces the lack of communication and the misunderstandings that are inherent in the start up of a program of this size where telephonic/electronic communication is the sole source of communicating. The transition team is instrumental in moving forward and creating a seamless transition between EMP and ESR.

ICE Response #2: G4S has not effectively communicated to the ESR HQCOTR the issues surrounding the EM-only transition. Telephonic and electronic communication are effective tools if they are utilized.

G4S Question #3: On December 21, 2007, our Compliance Manger (Timothy Isenhart) determined that e-mail messages originating from G4S were being blocked from delivery to ICE/HQ ATD and other ICE DRO Field Offices. CM Isenhart has been in constant communication with both the ICE Help Desk (Ticket #3154848), Dan Feda, Systems Engineer, ICE Active Directory and Messaging Management, (303-404 b6) and the United States Coast Guard, who actually oversees the ICE domain to resolv significant communications issue. G4S has been unsuccessful and solicits HQ's assistance in resolving this issue.

Currently, our G4S Supervision Specialists, Office and Regional Managers are not able to communicate with ICE via e-mail. We ask that you expedite or lend any assistance possible to this problem.

ICE Response #3: G4S provided TR/RF webinar training for DRO personnel on December 14, 17, 18, 19 and January 4. G4S informed the webinar attendees that they would receive access to Web Patrol II after completing the webinars. The ESR HQCOTR requested access from Tim Eisenhart on 12/18/07. Other attendees also requested access directly from Tim Eisenhart. These e-mails went unanswered. Due to G4S' e-mail issues Tim Eisenhart and other G4S staff could not send e-mails to ICE. This issue affected G4S' ability to communicate with all 27 ICE office locations. To this date, no ICE personnel have received access to G4S' systems after completing the webinars. The ESR HQCOTR completed the G4S Officer Enrollment Form and submitted it to Tim Eisenhart on December 26, 2007 with no response from G4S. G4S informed the ESR HQCOTR of the e-mail problem around this time. The ESR HQCOTR suggested G4S contact the ICE Helpdesk. On January 16, 2008, the U.S. Coast Guard resolved G4S' e-mail issue. G4S' Tim Eisenhart confirmed e-mail capability with the ESR HQCOTR.

G4S Question #4: What is the number of TR/RF/GPS allocated for each ICE Office/sub-Office? At every meeting with local COTR we have been asked about the "budget" for this program and "who" is paying for this? Please advise what answer we may give to local ICE COTRs.

ICE Response #4: The allocated full service levels for each ICE office are delineated in Appendix 1 of the contract. The EM-only levels are not restricted.

G4S Question #5: G4S requests a complete listing of the names, phone numbers, and office addresses of all ICE COTRs and Case Officers that are currently handling EMP cases that are being transitioned to ESR.

ICE Response #5: On December 19, 2007, ICE provided a complete listing of the 27 assigned ESR Task Monitors. ICE provided G4S with two replacement ESR TMs on January 11, 2008. The ESR TMs can provide G4S with the contact information for officers with EMP cases outside of their office. ICE can provide an updated list.

G4S Question #6: G4S would like to know the communication profile that will be utilized by HQ/COTR to keep number 5 (above) current as we understand that case officers, unlike COTRs may change more often.

ICE Response #6: The ESR HQCOTR will provide updated points of contact as they become known.

G4S Question #7: In a document entitled "ESR Reporting Elements" received from your office ICE requested G4S to provide immigration court compliance rates: EOIR Hearings Scheduled, EOIR Hearing Attended, % of Compliance, Hearings of Final Decision (while participants are active), Hearings of Final Decision Ordered in Absentia (while participants are active), and % Attendance at Hearings of Final Decisions (while participants are active). The report should show both matrix and verbal descriptions of the above items. How will ICE

provide the information required for the EOIR reporting elements as G4S currently does not have access to retrieve this information?

ICE Response #7: G4S can obtain this information by monitoring the aliens on full service ESR.

G4S Question #8: G4s has been very focused on the hiring process and to that end we have hired several employees who have recently retired from ICE who have an extensive working knowledge of the Central Index System (CIS) and DACS that are used by your DRO Officers to provide participant information for this contract. G4S believes that ICE and G4S can improved the quality and submission time for participant intake information by allowing G4S Supervision Specialists access (view only) to DACS and the Central Index System (CIS). The access to DACS and CIS will allow G4S personnel the ability to update participant information on a real time basis with little or no assistance of the DRO/COTR or Case Officer. The COTR and Case Offices will be freed up to work other investigative priorities. The access by G4S cleared personnel will greatly reduce the time required between a request for information from a local COTR and submission of the requested information to G4S. G4S request access to DACS for all cleared (Full Suitability) Supervision Specialists.

ICE Response #8: Access to DACS and CIS is limited to use on government premises. ICE is not providing government space for use with this contract.

G4S Question #9: G4S Regional Managers and Office Managers have been approached by local COTRs who are requesting to change the TR notification profiles from monthly or bi-monthly in some cases to 6 months. What is HQ position on this? What should our response be to local COTRs?

ICE Response #9: Please coordinate the HQ COTR.

G4S Question #10: G4S has learned that DACS is being replaced with new case management system. Will the new case management system have any impact on the current TR/RF/GPS process or case management?

ICE Response #10: No.

G4S Question #11: Web Patrol II access. What level of access do you require for the DRO Case Officer, COTR, HQ/COTR/CO? These levels need to be discussed.

ICE Response #11: ICE requires “Officer” level access for DRO Case Officer, “Manager” level access for ESR COTRs/TMs, and “Administrator” access for HQATD.

G4S Question #12: The format for daily, weekly, monthly, and yearly reporting elements will be in Excel format. This will allow for archiving and immediate access by ICE for ad hoc reports. Please advise your concurrence with this report.

ICE Response #12: G4S should submit these reporting elements for approval. ICE will review the format and provide feedback or concurrence at that time.