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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | 1. CONTRACT ID JA 103 | PAGE 1 | OF 2 |
| 2. AMENDMENT/MOD.NO. 0002 | 3. EFFECTIVE DATE 08 MAY 2002 | 4. REQUISITION NO.: SEE BLOCK 9a. | | 5. PROJECT NO.(if applicable) | |
| 6. ISSUED BY: U.S. NAVAL INVENTORY CONTROL POINT 700 ROBBINS AVENUE PHILADELPHIA, PA 19111 | | CODE: N00383 | 7. ADMINISTERED BY (if other than item 6) CODE: | | |
| | | Buyer: 0233.08 Phone:(215)697- 5537 | | | |
| 8. NAME AND ADDRESS OF CONTRACTOR | | | 9A. AMENDMENT OF SOLICITATION NO. N00383-02-R-H53SALE | | |
| | | | 9B. DATED (see item 11): 06 MAR 2002 | | |
| | | | 10 A. MODIFICATION OF CONTRACT/ORDER NO | | |
| CODE | | FACILITY CODE: | 10B. DATED(see item 13): | | |

11. THIS ITEM APPLIES ONLY 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 not extended. Offers must acknowledge this amendment prior to the hour and date specified in the solicitation as amended, by one of the following methods: (a) By completing items 8 and 15 and returning 2 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 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 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)

13. THIS ITEM APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

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| † | A. This change order is issued pursuant to: . The changes set forth in item 14 are made in the contract/order in item 10A. |
| | B. The above numbered contract/order is modified to reflect the administrative changes set forth in item 14. |
| | C. This supplemental agreement is entered into by mutual agreement of the parties. |
| | D. Other : <i>This unilateral modification is issued pursuant to</i> |

E. IMPORTANT: Contractor is is not required to sign this document and return 5 copies to the issuing office (attn: 02422)

14. DESCRIPTION OF AMENDMENT/MODIFICATION

- The text listed on page 2 of this amendment hereby replaces the text entitled "1. General" on page 5 of this solicitation.
- The text listed on page 2 of this amendment hereby replaces the text entitled "5. Payment Instructions" on page 6 of this solicitation.
- As a reminder, the date for receipt of offers is **Monday, May 13th at 4:00 p.m. EST.**

PLEASE SEE PAGE 2 OF THIS AMENDMENT FOR ADDITIONAL DETAILS. NEW INFORMATION IS BOLDED.

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| CONTINUATION SHEET (OPTIONAL FORM 336) | REFERENCE NO. OF DOCUMENT BEING CONTINUED N00383-02-R-H53SALE AMEND. 0002 | PAGE 2 | OF 2 |
|---|--|-----------|---------|

1. On page 5 of the subject solicitation, the text entitled "1. General" is deleted and replaced with the following: I

1. General

The Government will sell twelve (12) non-tactical, humanitarian CH-53 aircraft in conjunction with a supporting parts package. The Government has divided the fourteen (14) aircraft identified below into two (2) lots of seven (7) each. These aircraft are available for the contractor's physical inspection for the selection of twelve (12) aircraft, six (6) per each lot. The selected aircraft will be demilitarized and sold "where is" and "as is."

The following two lots of seven (7) tail numbers are available:

| CLIN 0001 | | CLIN 0002 | |
|--------------------|--------------|--------------------|--------------|
| <u>Tail Number</u> | <u>Model</u> | <u>Tail Number</u> | <u>Model</u> |
| 153712 | A | 153707 | A |
| 156673 | D | 156668 | D |
| 153301 | A | 156671 | D |
| 156666 | D | 156663 | D |
| 156676 | D | 156672 | D |
| 156656 | D | 156674 | D |
| 156655 | D | 156654 | D |

In addition to the twelve (12) aircraft that the contractor chooses to purchase, **fourteen (14)** non-flight worthy aircraft under Government cognizance will be made available for a one-time parts exchange. These aircraft will be stored at a segregated facility. The contractor will have **180 days** after date of contract award or until aircraft is **flown** to exchange parts and will bear the cost and responsibility to undertake this exchange. **The contractor will have the following options: exchange parts on a one for one basis, swap parts (or a combination of parts) for other parts of equal value, or purchase available parts from these non-flight worthy aircraft at standard price.** This evolution of utilizing parts from the **fourteen (14)** non-flight worthy aircraft includes upgrades from the A to D configuration if desired by the contractor. **Please note that all exchanges and/or sales will be based on standard unit price.**

2. On page 5 of the subject solicitation, the text entitled "5. Payment Instructions" is deleted and replaced with the following:

The contractor must make full payment for the aircraft, CLINs 0001 and 0002, within thirty (30) days of contract award. However, the contractor has the option of making full payment for the entire minimum parts package, \$19,968,980.00, within the first 30 days after contract award or making partial payments as stipulated in the following schedule:

| <u>Payment Amount</u> | <u>Date</u> |
|------------------------|--|
| \$4,992,245.00 | Within 30 days of contract award |
| \$4,992,245.00 | Within 120 days of contract award |
| \$4,992,245.00 | Within 210 days of contract award |
| \$4,992,245.00 | Within 300 days of contract award |
| \$19,968,980.00 | |

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| 15A. NAME AND TITLE OF SIGNER (Type/print) | | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type/print) | |
| 15B. CONTRACTOR/OFFERER (signature) | 15C. DATE SIGNED | 16B. UNITED STATES OF AMERICA | 16C. DATE SIGNED |