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<th>Item</th>
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<th>Details</th>
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<td>For complete blocks 12, 17, 23, 24, and 31</td>
</tr>
<tr>
<td>2.</td>
<td>Contract No.</td>
<td>HQ0211-05-A-0019</td>
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<td>Solicitation Issue Date</td>
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<td>7.</td>
<td>For Solicitation Information Call:</td>
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<tr>
<td>8.</td>
<td>Name</td>
<td>DARPA</td>
</tr>
<tr>
<td>9.</td>
<td>Issued By Code</td>
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<tr>
<td>10.</td>
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</tr>
<tr>
<td>11.</td>
<td>Administered By Code</td>
<td></td>
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<td>12.</td>
<td>Issuing Office</td>
<td>DARPA</td>
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<tr>
<td>13a.</td>
<td>Contractor/Offeror Code</td>
<td>1QH05</td>
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| 13b.  | Contractor/Offeror Address | 3651 NAPA ST. |}

**Solicitation Information**

- **Code:** HQ011
- **Contractor/Offeror:** DARPA
- **Address:** 3651 NAPA ST.
- **Contact:** JENNIFER SCHODEN, 703-696-2440

**Award Information**

- **Award Date:** 06/05/2005
- **Award Amount:** $335,000.00

**Solicitation Terms**

- **Solicitation is:** Unrestricted
- **Set Aside:** Small Business
- **HUBZone Small Business:** Yes
- **For:** Destination/Under DPA/5 CFR 700
- **Rating:** No

**General**

- **Schedule:** See Schedule
- **Signature:** Tim McElrea/CEO

**Additional Notes**

- **Approved for Local Reproduction:** Previous Edition is Not Usable
- **Prescribed by GSA:** FAR (48 CFR) 52.212

---

*(Note: The image contains additional information that is not transcribed here for brevity.)*
SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEMS (CONTINUED)

|--------------|----------------------------------|--------------|---------|---------------|-----------|

SEE SCHEDULE

32a. QUANTITY IN COLUMN 21 HAS BEEN
☑ RECEIVED ☑ INSPECTED ☑ ACCEPTED, AND CONFORMS TO THE CONTRACT, EXCEPT AS NOTED:

32b. SIGNATURE OF AUTHORIZED GOVERNMENT REPRESENTATIVE
32c. DATE
32d. PRINTED NAME AND TITLE OF AUTHORIZED GOVERNMENT REPRESENTATIVE

32e. MAILING ADDRESS OF AUTHORIZED GOVERNMENT REPRESENTATIVE
32f. TELEPHONE NUMBER OF AUTHORIZED GOVERNMENT REPRESENTATIVE
32g. E-MAIL OF AUTHORIZED GOVERNMENT REPRESENTATIVE

33. SHIP NUMBER
34. VOUCHER NUMBER
35. AMOUNT VERIFIED CORRECT FOR
36. PAYMENT
☑ COMPLETE ☑ PARTIAL ☑ FINAL
37. CHECK NUMBER

38. S/R ACCOUNT NUMBER
39. S/R VOUCHER NUMBER
40. PAID BY

41a. I CERTIFY THIS ACCOUNT IS CORRECT AND PROPER FOR PAYMENT
41b. SIGNATURE AND TITLE OF CERTIFYING OFFICER
41c. DATE

42a. RECEIVED BY (Print)
42b. RECEIVED AT (Location)
42c. DATE REC'D (YY/MM/DD)
42d. TOTAL CONTAINERS
Section SF 1449 - CONTINUATION SHEET

This order is issued under and pursuant to the provisions of HR0011-05-A-0019 (the "Agreement"). The terms and conditions of the Agreement are hereby incorporated by reference and, except as provided herein by this order, remain in full force and effect.

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<td>FFP</td>
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<td></td>
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<tr>
<td></td>
<td>The Contractor shall design the Special Project Office's DARPA Tech 2005 Exhibit Booth in accordance with the Statement of Work attached hereto as Attachment I and the Contractor's Proposal entitled &quot;DARPA Tech 2005 Exhibit Booth&quot; dated March 21, 2005, and revised price proposal dated May 24, 2005, copies of which are in possession of both parties.</td>
<td></td>
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<td>$74,490.00</td>
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The Contractor shall manufacture one-third of the exhibit booth design approved by DARPA.
FOB: Destination

NET AMT $74,490.00

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<tr>
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The Contractor shall manufacture one-third of the exhibit booth design approved by DARPA and deliver approved "Giveaways".
FOB: Destination

NET AMT $84,490.00

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<tr>
<th>ITEM NO.</th>
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The Contractor shall deliver the fully manufacture exhibit booth.
FOB: Destination

NET AMT $74,491.00
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**Set-Up and Tear-Down**

FP
The Contractor shall provide complete set-up and tear-down of exhibit booth including a final acceptance walkthrough of the completed booth prior to set-up at Exhibit location.

FOB: Destination

**NET AMT**  
$53,225.00

<table>
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<tr>
<th>ITEM NO</th>
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**COST**
The Contractor will provide other exhibit related materials including but not limited to drayage.

FOB: Destination

AO No. U542/01

**ESTIMATED COST**  
$5,093.00

**ACRN AB**

**CIN:** 0000000000000000000000000000000000

**INSPECTION AND ACCEPTANCE TERMS**

Supplies/services will be inspected/accepted at:

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<th>ACCEPT AT</th>
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ACCOUNTING AND APPROPRIATION DATA

AA: 9750400 1320 U542 P5P30 2525 DPAC 5 5289 S12136 63767E
AMOUNT: $100,000.00
CIN 00000000000000000000000000000000: $100,000.00

AB: 9750400 1320 U542 P5P30 2523 DPAC 5 5289 S12136 63767E
AMOUNT: $235,000.00
CIN 00000000000000000000000000000000: $235,000.00

Exhibit/Attachment Table of Contents

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<th>DESCRIPTION</th>
<th>PAGES</th>
<th>DATE</th>
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<tr>
<td>Attachment 1</td>
<td>Statement of Work</td>
<td>2</td>
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PAYMENTS
The Contractor shall furnish the ORIGINAL and one (1) copy of each invoice to the DARPA Contracts Management Office for certification and forwarding to the payment office. Payments shall be made via Electronic Funds Transfer (EFT) in accordance with the information provided in the Central Contractor Registration (CCR).

Contractor is a small, disadvantaged business for Prompt Payment purposes.
Task Order Statement of Work

Defense Advanced Research Projects Agency Special Projects Office (DARPA/SPO)
DARPA Tech 2005 Exhibit Booth

1. Background

The DARPA/Special Projects Office (SPO) is seeking one or more contractors to develop and produce the necessary graphics support for DARPA Tech 2005 under the Graphics Support Blanket Purchase Agreements. DARPA Tech is conducted approximately every 18 months by the Defense Advanced Research Projects Agency to inform the private industry, the academic community, and the military services of the DARPA mission. The last DARPA Tech convention was held in March 2004 and is described at http://www.darpa.mil/DARPA Tech2004/index.html. DARPA Tech 2005 will be held in Anaheim, CA, from 8-12 August, 2005.

2. Objective

This Task Order Statement of Work is to provide a completely integrated Special Projects Office exhibit booth including booth design/manufacturer, graphics/multimedia development, and site installation and tear-down. The objective is a seamless appearance for the SPO DARPA Tech 2005 efforts. Due to the level of general public participation at DARPA Tech, this task order requires an experienced project coordinator working under SPO supervision.

3. Tasks/Technical Requirements

3.1. Exhibit Booth Design: The contractor will design an exhibit booth for SPO including all accessories (giveaways, brochures, posterettes, CD/DVD, etc.) The contractor design will create an integrated display of diverse technical concepts presented through posters, animations, static equipment displays, and equipment demonstrations within the 30' x 30' space allocated for SPO. The DARPA/SPO Director will approve the final designs for the booth and accessories.

DARPA anticipates the level of effort for this task is approximately 2 staff months.

3.2. Exhibit Booth and Accessories Manufacture: The contractor will manufacture the approved booth design and will manufacture or purchase all approved accessories. The contractor will perform a final acceptance walk-through of the completed booth in the Washington, DC area. The DARPA/SPO Director will perform the final acceptance.

DARPA anticipates the level of effort for this task is approximately 12 staff months plus materials, shipping, and travel.

3.3. Exhibit Set-Up and Tear-Down: The contractor will provide complete set-up and tear-down of the exhibit booth at the DARPA Tech location. The contractor will provide all shipping to and from the exhibit hall, related hotel personnel services (e.g. power installation), rental of A/V equipment, and personnel available for problem resolution.
during exhibit hours. The contractor team will perform all set-up, tear-down, and shipping of the exhibit booth between the hours provided by DARPA. Nominally, those hours and dates are:

- Shipping to DARPA Tech location: between 5 July and 4 August
- Set-up exhibit booth between 12:00PM, 7 August and 9:00PM, 8 August
- Tear-down between 6:00PM and 11:00PM on 11 August
- Shipping from DARPA Tech location: 12 August

DARPA anticipates the level of effort for this task is approximately 1 staff month plus shipping and travel.

3.4. **Project Coordination:** The contractor will provide program management with monthly status meetings. These meetings will report to the DARPA/SPO Director on the work progress, budget status, and adherence to schedule timelines.

DARPA anticipates the level of effort for this task is approximately 3 staff months plus travel.

4. **Personnel Requirements, Location of Work, and Other Requirements**

4.1. **Key Personnel:** The Contractor is responsible for providing a project coordinator as the single point-of-contact for DARPA/SPO on all matters concerning performance, problems and problem resolution, scheduling, cost, resources, and other related matters. The project controller is a critical position and can not be changed without the written permission of the DARPA contracting officer.

4.2. **Subcontractors:** The Contractor may issue subcontracts in executing this task order in coordination with the government Contracting Officer. The Contractor is fully responsible for all subcontractor performance.

4.3. **Location of Work:** The contractor is not required to perform at locations close to DARPA except as noted in the SOW requirements. The project controller will meet monthly (at a minimum) with DARPA personnel at DARPA's Arlington, VA, office.

4.4. **Other Direct Costs:** The Contractor shall be reimbursed for allowable, allocable, and reasonable other direct cost (ODC) expenses. Such ODCs may include supplies, materials, rental of conference/meetings facilities, etc. The contractor is expected to use procurement best practices when making such purchases.
AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

2. AMENDMENT/MODIFICATION NO. 01
3. EFFECTIVE DATE 21-Jul-2005
4. RQUISITION/PURCHASE REQ. NO. 
5. PROJECT NO. (If applicable) 
6. ISSUED BY DARPA
    OMD
    ATTN: JENNIFER SCHOFEN
    3291 NORTH FARIFAX DRIVE
    ARLINGTON VA 22203-1714
    CODE HR0011

7. ADMINISTERED BY (If other than Item 6) 
   CODE 

See Item 6

8. NAME AND ADDRESS OF CONTRACTOR (Name, Street, County, State and Zip Code)
   MEDIA FUSION, INCORPORATED
   4961 CENTURY ST.
   HUNTSVILLE AL 35816-1901
   CODE 10G24

FACILITY CODE: 10G24

9A. AMENDMENT OF SOLICITATION NO.
9B. DATED (See Item 11)
10A. MOD. OF CONTRACT/ORDER NO.
    HR0011-06-0-0019-0001
    DATED (See Item 13)
    03-Jun-2005

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS
   X
   The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of offer is illustrated. 
   is not extended.

Offer must acknowledge receipt of this amendment prior to the hour and date specified for the solicitation or as amended by one of the following methods:
   (a) By completing items 10A and 15, and returning copies of the amendment;
   (b) By acknowledging receipt of this amendment on each copy of the offer submitted;
   (c) By a written 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 any virtue of this amendment you desire to cancel an offer already submitted, such change may be made by telegram or letter, provided such 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 suit only)
    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)
      By Mutual Agreement of the Parties. FAR 42.103(a)

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

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

   Modification Control Number: bbaker085002

   The purpose of this modification is to add $20,000 in additional work thereby increasing the value of the task order by $20,000 from $335,000 to $355,000.

SEE PAGE 2, SUMMARY OF CHANGES

15A. NAME AND TITLE OF SIGNER (Type or print)
      Tim McEnery /CEO

15B. CONTRACTOR/OFFEROR

15C. DATE SIGNED 7/20/05

16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)
      JENNIFER SCHOFEN, CONTRACTING OFFICER

16B. UNITED STATES OF AMERICA

16C. DATE SIGNED 7/26/05

EXCEPTION TO SF 30
APPROVED BY CIRM 11-84

30-1054-0

STANDARD FORM 30 (Rev. 10-83)
Prescribed by GSA
FAR (48 CFR) 32.243

Except as provided herein, all terms and conditions of the document referenced in Item 9 or 10A, as hereafter changed, remain unchanged and is in full force and effect.
SUMMARY OF CHANGES

The total cost of this contract was increased by $20,000.00 from $335,000.00 to $355,000.00.

SUPPLIES OR SERVICES AND PRICES

<table>
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<th>UNIT</th>
<th>UNIT PRICE</th>
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3D LAASS Animation
FFP
The Contractor shall design and deliver two (2) versions of an animated 3D computer presentation for the Special Project Office's LAASS Program in accordance with the Contractor's Proposal entitled "LAASS Animation Proposal" dated June 13, 2005, copies of which are in possession of both parties.

FOB: Destination

NET AMT $20,000.00

<table>
<thead>
<tr>
<th>ITEM NO.</th>
<th>SUPPLIES/SERVICES</th>
<th>QUANTITY</th>
<th>UNIT</th>
<th>UNIT PRICE</th>
<th>AMOUNT</th>
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<tr>
<td>000401</td>
<td>Funding for CLIN 0004</td>
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FFP
FOB: Destination
AO No. U925/00

NET AMT $0.00

AC: NAC
CIN: 0000000000000000000000000000000000000000

ACCOUNTING AND APPROPRIATION
Summary for the Payment Office

As a result of this modification, the total funded amount for this document was increased by $20,000.00 from $335,000.00 to $355,000.00.

SUBCLIN 000401:
Funding on SUBCLIN 000401 is initiated as follows:

ACRN: AC
CIN: 00000000000000000000000000000000000000
Acctng Data: 9750400 1320 U925 P5P30 2525 DPAC 5 5382 S12136 63767E
Increase: $20,000.00
Total: $20,000.00

DELIVERIES AND PERFORMANCE

The following Delivery Schedule item has been added to CLIN 0004:

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<thead>
<tr>
<th>DELIVERY DATE</th>
<th>QUANTITY</th>
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<td>29-JUL-2005</td>
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<td>DARPA TIM CLARK</td>
<td>HR0011</td>
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<td>3701 NORTH FAIRFAX DRIVE</td>
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<td></td>
<td></td>
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<td>703-812-1975</td>
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INSPECTION AND ACCEPTANCE

The following Acceptance/Inspection Schedule was added for CLIN 0004:

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<th>ACCEPT AT</th>
<th>ACCEPT BY</th>
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<tbody>
<tr>
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<td>Government</td>
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</tr>
</tbody>
</table>

(End of Summary of Changes)
**AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT**

<table>
<thead>
<tr>
<th>1. CONTRACT CODE</th>
<th>2. AMENDMENT/MODIFICATION NO.</th>
<th>3. EFFECTIVE DATE</th>
<th>4. REQUISITION/PURCHASE REQ. NO.</th>
<th>5. PROJECT NO. (If applicable)</th>
<th>6. ISSUED BY</th>
<th>CODE</th>
<th>7. ADMINISTERED BY (other than item 6)</th>
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</thead>
<tbody>
<tr>
<td>J</td>
<td>02</td>
<td>05-Dec-2005</td>
<td>SEE SCHEDULE</td>
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<td>DARPA</td>
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<td>ATTN: JENNIFER SCHOEN</td>
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<td>ARLINGTON VA 22023-1714</td>
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</tbody>
</table>

**8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code)**

MEDIA FUSION, INCORPORATED
4951 CENTURY ST.
HUNTSVILLE, AL 35819-9801

**9A. AMENDMENT OF SOLICITATION NO.**

9B. DATED (SEE ITEM 11)

<table>
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<tr>
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**10A. MOD. OF CONTRACT/ORDER NO.**

X HR0011-05-A-0019-0001

**10B. DATED (SEE ITEM 13)**

X 03-Jun-2005

**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:

☐ D. OTHER (Specify type of modification and authority)
FAR 52.212-4(c) Changes.

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

Modification Control Number: jschoen06145

The purpose of this modification is to increase the total cost included under CLN 0003 by $16,860 to reflect additional other direct costs associated with the 2005 DARPA Tech Symposium.

SEE PAGE 2, SUMMARY OF CHANGES

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as hereof 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)

<table>
<thead>
<tr>
<th>15B. CONTRACTOR/OFFERER</th>
<th>15C. DATE SIGNED</th>
<th>16B. UNITED STATES OF AMERICA</th>
<th>16C. DATE SIGNED</th>
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<tbody>
<tr>
<td>(Signature of person authorized to sign)</td>
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<td>(b)(6)</td>
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</table>

**16A. NAME AND TITLE OF CONTRACTING OFFICER**

JENNIFER SCHOEN / PCO
TEL: (703) 986-2440
EMAIL: jennifer.schoen@darpa.mil

**EXCEPTION TO SF 30**

APPROVED BY OIRM 11-84

STANDARD FORM 30 (Rev. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

30-105-04
SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION SF 1449 - CONTINUATION SHEET

SOLICITATION/CONTRACT FORM

The total cost of this contract was increased by $16,860.00 from $355,000.00 to $371,860.00.

SUPPLIES OR SERVICES AND PRICES

CLIN 0003
The estimated/max cost has increased by $16,860.00 from $5,093.00 to $21,953.00.
The total cost of this line item has increased by $16,860.00 from $5,093.00 to $21,953.00.

ACCOUNTING AND APPROPRIATION

Summary for the Payment Office

As a result of this modification, the total funded amount for this document was increased by $16,860.00 from $355,000.00 to $371,860.00.

CLIN 0003:

AB: 9750400 1320 U542 P5P30 2523 DPAC 5 5289 S12136 63767E (CIN 00000000000000000000000000000000) was increased by $16,860.00 from $5,093.00 to $21,953.00

(End of Summary of Changes)