

2. AMENDMENT/MODIFICATION NO. 47	3. EFFECTIVE DATE See block 15c below.	4. REQUISITION/PURCHASE REQ. NO. See block 14.	5. PROJECT NO. (If applicable)
6. ISSUED BY U.S. Nuclear Regulatory Commission Division of Contracts & Property Mgmt. Contract Management Branch No. 2 Mail Stop - T-712 Washington, DC 20555-0001		7. ADMINISTERED BY (If other than Item 6)	

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) SBA/SYTEL, Inc. 6430 Rockledge Drive, STE. 400 Bethesda, MD 20817 Principal Investigator: James C. Kronz Phone No. (301) 770-0386	(X)	9A. AMENDMENT OF SOLICITATION NO.
		9B. DATED (SEE ITEM 11)
		10A. MODIFICATION OF CONTRACT/ORDER NO. Con# NRC-33-96-194 SBA# 0353-96-006041
CODE TIN:52-1542248	X	10B. DATED (SEE ITEM 13) 04-08-1996

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 of 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 the attached pages.

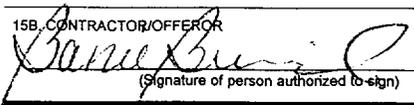
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

(X)	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) 52.243-2 CHANGES COST-REIMBURSEMENT (8/87) and mutual agreement of the parties.

E. IMPORTANT: Contractor is not, is required to sign this document and return 2 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
Block 4 continued: RFPA No.: IRM-96-194 dated 8/11/00, 8/15/00 -FFS#-RQ-CFO-00314, 8/15/00 and 8/15/00.
See the attached continuation page.

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) Barrie Burnett, Sr. Manager - Legal	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Donald A. King Contracting Officer
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 8/26/00
15B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED 09-25-2000

The purpose of this modification is to:

(1) accept an Assignment of Claims by acknowledging receipt of the Instrument of Assignment of Payments Under Government Contracts dated June 2000, and Notice of Assignment of U.S. Government Contracts (original plus three copies) entered into between Sytel, Inc. and the Bank of America, N. A. transmitted by letter dated August 14, 2000.

(2) revise subsection B.3 SCHEDULE OF COSTS by increasing the estimated cost, fixed fee and total CPFF for the contract period;

(3) revise subsection B.4 CONSIDERATION AND OBLIGATION -- COST PLUS FIXED FEE (JUN 1988) ALTERNATE I (JUN 1991) by (a) increasing the contract ceiling by \$486,200 from \$36,807,990 to \$37,294,190; and (b) providing incremental funding which increases the contract-obligated amount by \$481,741 from \$34,125,544.55 to \$34,607,285.55; and

(4) revise Appendix A to Attachment 4 of the contract to allow the purchase of additional pieces of hardware and software. The work shall be completed within the ceiling increase associated with the additional work of this modification and Sytel's proposal, dated 09/11/00. The NRC accepts Sytel's proposal dated 09/11/00, which is hereby incorporated into and made a part of this contract.

Continuation of block number 12 Accounting and Appropriation Data:

<u>B&R</u>	<u>Job Code</u>	<u>CLIN</u>	<u>Boc</u>	<u>APPN NO.</u>	<u>Obligate</u>
01015524120	J1017	2002	3131	31X0200.010	\$126,510.00
07N15532125	K7057	2002	3131	31X0200	\$ 11,109.00
FFS Commitment Number: RQ-CFO-00314					
01015524120	J1017	2002	3131	31X0200.010	\$ 45,522.00
01015522120	J1004*	2002	252A	31X0200.010	\$244,600.00
01015522105	E1010*	2002	252A	31X0200.010	\$ 54,000.00
TOTAL					\$481,741.00

Accordingly, the following section of the contract is hereby modified:

- (1) The NRC acknowledges and accepts the Instrument of Assignment of Payments Under Government Contracts dated June 2000 (copy attached), and Notice of Assignment of U.S. Government Contracts (copy attached) entered into between Sytel, Inc. and the Bank of America, N. A. As such, the remit to addresses are revised as follows:

If by mail, remit to:
 Bank of America, N. A./Sytel, Inc.
 P.O. Box 631869
 Baltimore, MD 21263-1869

If by ACH, remit to:
 Bank of America, N. A.
 P.O. Box 27025, Richmond, VA 27025
 052001633 (ABA#)
 003931037806 (MD) (Account #)

- (2) under Subsection B.3 SCHEDULE OF COSTS items (a) CLIN 2002 and (b) the Total of all CLINS, are deleted in their entirety and the following is substituted in lieu thereof:

CLIN	ESTIMATED COST	FIXED FEE	TOTAL CPFF
(a)			
2002 Provide option for additional services, equipment, and software for Option Year Two (forty-ninth month through the sixtieth month) of the contract.	\$ 3,403,023	\$ 108,226	\$ 3,511,249
(b) TOTAL ALL CLINS	\$36,211,675	\$1,082,515	\$37,294,190

- (3) Under subsection B.4 CONSIDERATION AND OBLIGATION--COST PLUS FIXED FEE (JUNE 1988) ALTERNATE I (JUN 1991) paragraphs (a) and (c) are deleted in their entirety and the following paragraphs are substituted in lieu thereof:

(a) The total estimated cost to the Government for full performance of this contract is \$37,294,190, of which the sum of \$36,211,675 represents estimated reimbursable costs, and of which \$1,082,515 represents the fixed fee.

“(c) The amount currently obligated by the Government with respect to this contract is \$34,607,285.55, of which the sum of \$33,524,770.55 represents estimated reimbursable costs, and of which \$1,082,515.00 represents the fixed fee.

- (4) Appendix A of the contract, Attachment 4 is revised to allow the purchase of the following items:

<u>ITEM</u>	<u>Description</u>	<u>QUANTITY</u>
001	Storage Tek 9840 Drives with Autoloaders	2
002	Lieber UPS	1
003	SnapBack UK Backup Software	5
004	Interphase 5575 ATM NICs	5
005	Tivoli ADSM Maintenance	1
006	Dell 4400 server (933 MHZ and 1GB of SDRAM memory)	1
007	ATM NIC	1
008	OV IT/Op s 4.x Management Module Tier 1 with Standard Support	1
009	Dell 4400 Servers (512 MHZ and 512MB of SDRAM memory)	3
010	Dell Racks	2
011	NORTEL 24 Port 100 MB Ethernet Cards	2
012	DS-3 ARE Link Module Spare	6
013	NORTON Anti-virus Software	1
014	Nortel 32 MB Flash Cards	6
015	1.25GB of Memory	5
016	Tivoli SW for Storage Tech.	1
017	DS Expert & DS Analyzer + one year maintenance	1
018	Tivoli Backup Software	1

The work shall be completed within the ceiling increase associated with the additional work of this modification and Sytel's proposal, dated 09/11/00.

A summary of obligations under this contract, from date of the award through this modification, is given below:

Total FY 96 obligations	\$ 7,185,877.40
Total FY 97 obligations	\$ 6,816,453.00
Total FY 98 obligations	\$ 5,964,494.00
Total FY 99 obligations	\$ 7,807,720.15
Total FY 00 obligations	\$ 6,832,741.00
Cumulative Total of NRC Obligations	\$34,607,285.55

This modification obligates FY00 funds in the amount of \$481,741.

Know all men by these presents:

That SYTEL, INC. ("Assignor")

(Check one)

a corporation organized and existing under the laws of State of Maryland and having its principal place of business at 6430 Rockledge Dr., Suite 400 Bethesda, Maryland 20817

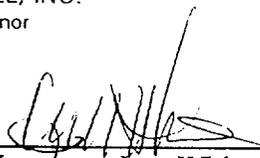
in consideration of financial accommodations provided or to be provided, and for other good and valuable consideration, receipt whereof is hereby acknowledged, and pursuant to the provisions of the Assignment of Claims Act of 1940, as amended (31 U.S.C. § 3727, 41 U.S.C. § 15), does hereby assign, set over, transfer, pledge and convey to Bank of America N.A., ("Bank") all of Assignor's right, title and interest which Assignor now has or may have in and to all moneys due or to become due from the United States of America or from any agency or department thereof under:

Contract#	Date	Agency	Description
NRC-33-96-194	04/08/96	Nuclear Regulatory Commission	Network Administration

and does hereby authorize the Bank to receive and collect any amount or amounts due or to become due thereunder, and to receive and collect the same as fully and to the same extent as if said moneys were its own funds and to apply said money first to repayment of any loan or loans now or hereafter existing made by the Bank to the Assignor and to the interest thereon, and to any other indebtedness of the Assignor the Bank now existing or which may hereafter be incurred.

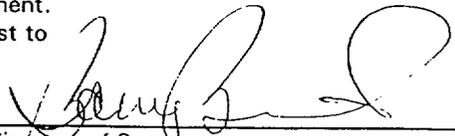
In Witness Whereof, the undersigned has caused this Instrument of Assignment to be duly executed and delivered on its behalf, this 31ST day of May, 2000.

SYTEL, INC.
Assignor

By: 
Jeannette Lee White
Chief Executive Officer
Print Name and Title

Address
6430 Rockledge Dr.,
Suite 400
Bethesda, Maryland 20817

If Assignor is a corporation: affix corporate seal here or attach Certified Board Resolution authorizing assignment. Also, the Secretary of Assistant Secretary must attest to this document.


Signature of Secretary

Bank of America

Notice of Assignment of
U.S. Government Contracts

To: U.S. Nuclear Regulatory Commission
Division of Contracts
Attn: Donald King, C.O.
One White Flint North
11555 Rockville Pike
Rockville, MD 20852

Date: June , 2000

This has a reference to Contract No. NRC-33-96-194 dated 04/08/96

entered into between Sytel, Inc. (contractor name and address)
6430 Rockledge Drive, Suite 400
Bethesda, Maryland 20817

And U.S. Nuclear Regulatory Commission (government agency, name of office and address)
Division of Contracts
Attn: Donald King, C.O.
One White Flint North
11555 Rockville Pike
Rockville, Maryland 20852

For Network Administration (describe nature of the contract)

Moneys due or to become due under the contract described above have been assigned to the undersigned under the provisions of the Assignment of Claims Act of 1940, as amended, 31 U.S.C. §3727, 41 U.S.C. §15.

A true copy of the instrument of assignment executed by the contractor on May 31, 2000 (date), is attached to the original notice.

Payments due or to become due under the contract should be made to the undersigned assignee.

Please return to the undersigned the three enclosed copies of this notice with appropriate notations showing the date and hour of receipt, and signed by the person acknowledging receipt on behalf of the addressee.

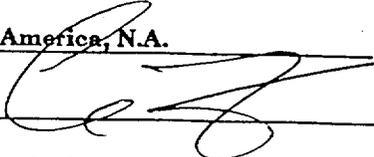
PAYMENT INSTRUCTIONS:

If by mail, please remit to:
Bank of America, N. A./Sytel, Inc.
P.O. Box 631869 (Bank)
Baltimore, MD 21263-1869

If by ACH, please remit to:
Bank of America, N. A. (Bank)
P.O. Box 27025, Richmond, VA 27025 (ACH Address)
052001633 (ABA#)
003931037806 (MD) (Account #)

Very Truly yours,

Bank of America, N.A. (name of assignee)

By:  (signature of signing officer)

8300 Greensboro Drive, Suite #550
McLean, Virginia 22102

Title: Assistant Vice President (title of signing officer)

703-761-8356 (telephone)

ACKNOWLEDGMENT

Receipt is acknowledged of the above notice and of a copy of the above mentioned instrument of assignment. They were received _____ (a.m.)(p.m.) on _____, 2000.

(signature)

(title)

on behalf of

_____ (name of addressee of this notice)

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