

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE 1 of 5
2. AMENDMENT/MODIFICATION NO. 39	3. EFFECTIVE DATE November 1, 2003	4. REQUISITION/PURCHASE NO. N/A	5. PROJECT NO. (If applicable)	
6. ISSUED BY NASA Glenn Research Center Attn: Marc Hudson Services and Construction Branch 21000 Brookpark Road, Mail Stop 500-312 Cleveland, OH 44135-3191		CODE 0616/MH	7. ADMINISTERED BY (If other than Item 6) CODE	
S. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) InDyne, Inc. 21000 Brookpark Road, MS 21-10 Cleveland, OH 44135			9A. AMENDMENT OF SOLICITATION NO.	
			9B. DATED (SEE ITEM 11)	
			0~	10A. MODIFICATION OF CONTRACT/ORDER NO. NAS3-99179
				10B. DATED (SEE ITEM 13) November 1, 1999
CODE BX 34	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 Offers E] is extended, 1;1 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 ACKNOWLEDGMENT TO BE RECEIVED AT THE PLA 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 solicitatio 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 ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO AS DESCRIBED IN ITEM 14.

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.

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).

HIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: the Fair Labor Standards Act and Service Contract Act-Price Adjustment clause (FAR 52.222-43)

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 UCFsection headings, including solicitation/contract subject matter where feasible.)

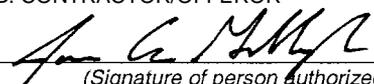
A. Whereas, the Department of Labor issued Wage Determination 1994-2416, Revision 18 dated August 2f 2003, which was incorporated into the contract in Modification 37 and made effective November 1, 2003; and,

Whereas, InDyne submitted a claim for equitable adjustment to the cost of the contract;

Vow, therefore, the contract values as last revised by Modification 38 are hereby further adjuster as set forth on pages 2, through 5 hereof.

(Continued on Page 2)

~~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) James A. Gallagher, Program Manager	15C. DATE SIGNED 12/19/03	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Marc Hudson, Contracting Officer	16C. DATE SIGNI 12/19/03
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15D. UNITED STATES OF AMERICA BY <u>ZX enK-</u> (Signature of Contracting O		

OPTION 3 AMOUNTS

	Prior Contract Amount	This Modification (Equitable Adjustment)	Resultant Contract Amount
Total Estimated Cost	\$19,928,834	\$105,586	\$20,034,420
Cost Incentive Fee	\$ -0-	\$ -0-	\$ -0-
Technical Incentive Fee	\$ 612,845	\$ 5,978	\$ 618,823
Award Fee	\$ 498,264	\$ 3,342	\$ 501,606
Total Estimated Cost And Fee	\$21,039,943	\$114,906	\$21,154,849
Less Government- Specified IDC's	\$ 4,153,027	\$ -0-	\$ 4,153,027
Total Estimated Cost And Fees	\$16,886,916	\$114,906	\$17,001,822

TOTAL CONTRACT AMOUNTS

	Prior Contract Amount (Mod. 38)	This Modification	Resultant Contract Amount
Total Estimated Cost	\$97,925,952	\$105,586	\$ 98,031,538
Cost Incentive Fee	\$ 526,737	\$ -0-	\$ 526,737
Technical Incentive Fee	\$ 2,947,263	\$ 5,978	\$ 2,953,241
Award Fee	\$ 1,965,446	\$ 3,342	\$ 1,968,788
Total Estimated Cost And Fee	\$103,365,398	\$114,906	\$103,480,304

B. The Parties hereto agree that this Modification 39 fully satisfies and discharges any and all claims for equitable adjustment resulting from wage Determination 1994-2416, Revision 18.

C. In Section I of the contract, new clause 1.8 Option to Extend Services is hereby added to the contract as follows:

"I.8 Option to extend Services (November 1999)(FAR 52.217-8)

The Government may require continued performance of any services within the limits and at the rates specified in the contract. These rates may be adjusted only as a result of revisions to prevailing labor rates provided by the Secretary of Labor. The option provision may be exercised more than once, but the total extension of performance hereunder shall not exceed 6 months. The Contracting officer may exercise the option by written notice to the Contractor within 30 days before expiration of the contract. [insert the period of time within which the Contracting Officer may exercise the option]."

(End of clause)

(End of Text)

A. Introduction

InDyne, [Inc.](#) is pleased to submit this Equitable Adjustment Cost Proposal for the Management Operations Contract 1 (MOC-1).

The basis upon which this cost proposal is predicated is the incorporation of the new Wage Determination (WD) on Modification #37. There was no adjustment to rates that were not increased by the WD. Additional details are explained in Section B, Rationale and Substantiation. We have included supporting schedules with detailed cost and staffing information in Section C, Supporting Schedules.

The following table summarizes the changes to the Contract Value as a result of the incorporation of the WD.

Description	Opt Yr 3 Mod 38	Adjustment Nov 03	Difference
Direct Labor Hours	534,735	534,735	0
Sub-contract Hours	0	0	0
Direct Labor Cost	10,275,489	10,344,541	69,052
Labor Overhead	4,954,768	4,988,078	33,310
Total Direct Labor Cost	15,230,257	15,332,619	102,362
Other Direct Costs	4,153,027	4,153,027	0
IT Group	0	0	0
Subs & Materials Burden	59,113	59,113	0
General & Admin Exp	486,437	489,661	3,224
Total Estimated Cost	19,928,834	20,034,420	105,586
Cost Incentive Fee	0	0	0
Technical Performance Fee	612,845	618,823	5,978
Award Fee	498,264	501,606	3,342
Total Fee	1,111,109	1,120,429	9,320
Total Contract Cost	21,039,943	21,154,849	114,906
Less Government Spec Cost	4,153,027	4,153,027	0
Target Cost & Fee	16,886,916	17,001,822	114,906

InDyne, Inc.
Equitable Adjustment Proposal
Contract Summary

Reporting Category	Opt Yr 3 11/1103-10/31/04	Total
Direct Labor Hours		
Straight Time	534,735	534,735
Overtime		0
Total Direct Labor Hours	534,735	534,735
Subcontract Hours-IT Corp.	0	0
Direct Labor Cost		
Straight Time	10,344,541	10,344,541
Overtime		0
Sub-Total Direct Labor Cost	10,344,541	10,344,541
Labor Overhead	4,988,078	4,988,078
Total Direct Labor Cost	15,332,619	15,332,619
Other Direct Costs		
Contractor Other Direct Costs		0
Government Specified ODCs	4,153,027	4,153,027
Total ODCs	4,153,027	4,153,027
Large Subcontracts		
IT Group	0	0
Subcontract and Materials Burden	59,113	59,113
Sub-Total Costs	19,544,759	19,544,759
General & Administrative Expense	489,661	489,661
Total Estimated Cost	20,034,420	20,034,420
Fee		
Technical Performance Fee	618,823	618,823
Award Fee	501,606	501,606
Total Fee	1,120,429	1,120,429
TOTAL CONTRACT COST	21,154,849	21,154,849

Technical Fee Task Group Distribution

Task Group 1 (WBS 1 & 5)	25%	154,706	154,706
Task Group 2 (WBS 2, 3 & 4)	60%	371,294	371,294
Task Group 3 (WBS 6 & 7)	10%	61,882	61,882
Contract Reporting	5%	30,941	30,941
Totals	100%	618,823	618,823