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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 2 |
| 2. AMENDMENT/MODIFICATION NO. 0001 | 3. EFFECTIVE DATE 10/15/2012 | 4. REQUISITION/PURCHASE REQ. NO. | 5. PROJECT NO. (If applicable) |
| 6. ISSUED BY U.S.Merchant Marine Academy Division of Procurement USMMA-5206 300 Steamboat Road Kings Point NY 11024-1699 | CODE 00095 | 7. ADMINISTERED BY (If other than Item 6) U.S.Merchant Marine Academy Division of Procurement USMMA-5206 300 Steamboat Road Kings Point NY 11024-1699 | CODE 00095 |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) CAROLINA ADVANCED DIGITAL, INC. 133 Triangle Trade Dr. Cary NC 27513-3184 | | (x) 9A. AMENDMENT OF SOLICITATION NO. | 9B. DATED (SEE ITEM 11) |
| CODE 625031166 | FACILITY CODE | x 10A. MODIFICATION OF CONTRACT/ORDER NO. GS-35F-0795N DTMA-95-F-2012-0036 | 10B. DATED (SEE ITEM 13) 09/28/2012 |

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) Net Decrease: -\$250.95
70121750MA-2012-1PDA000009-0000510500-31050-61006600

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

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| 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. |
| | 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) FAR 52.243-1 CHANGES - FIXED PRICE |

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.)

The purpose of this modification is to replace CLIN0001 (HP Compaq 8100 Elite - BM114AW#ABA) due to unavailability of items. Replace with quantity of five (5) items B9C42AW#ABA and quantity of five (5) B4U35AA per vendor quote 9106.

A. Change CLIN0001 price per unit is changed to \$1,165.44. Total for CLIN0001 is \$5,827.20.

B. Add CLIN0002 with price per unit \$63.20. CLIN0002 total is \$316.00.

C. The total amount of the contract is hereby REDUCED from \$6,394.15 to \$6,143.20. A total NET DECREASE OF \$250.95.

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.

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| 15A. NAME AND TITLE OF SIGNER (Type or print) | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Maxmillian Diah |
| 15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign) | 15C. DATE SIGNED |
| 16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer) | 16C. DATE SIGNED 10/16/2012 |

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
 GS-35F-0795N/DTMA-95-F-2012-0036/0001

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NAME OF OFFEROR OR CONTRACTOR
 CAROLINA ADVANCED DIGITAL, INC.

| ITEM NO. (A) | SUPPLIES/SERVICES (B) | QUANTITY (C) | UNIT (D) | UNIT PRICE (E) | AMOUNT (F) |
|-----------------|---|-----------------|-------------|-------------------|---------------|
| | D. All other terms and conditions remain unchanged. LIST OF CHANGES: Reason for Modification : Change Order Total Amount for this Modification: -\$250.95 New Total Amount for this Version: \$6,143.20 New Total Amount for this Award: \$6,143.20 Obligated Amount for this Modification: -\$250.95 New Total Obligated Amount for this Award: \$6,143.20 FOB: Destination | | | | |
| 0002 | B4U35AA - HP 2GB DDR3-1600 DIMM Memory B4U35AA. Payment: MARAD A/P INVOICES P.O.BOX 25710 OKLAHOMA CITY OK 73125 | 5 | EA | 63.20 | 316.00 |
| 0003 | Freight: Per vendor, shipping is included within pricing. Payment: MARAD A/P INVOICES P.O.BOX 25710 OKLAHOMA CITY OK 73125 DUNS: 625031166 USMMA PROCUREMENT DEPARTMENT P.O.C.: Jeannie Glienna, Procurement Technician Telephone: (516) 726-6183 Email: gliennaj@usmma.edu FOR PAYMENT INQUIRIES/STATUS P.O.C.: Telephone: (405) 954-1219 Email: maradinvoices@faa.gov MARKVIEW INVOICES P.O.C. (INTEROFFICE DATA ONLY): Marilyn Hetsel Telephone: (516) 726-5808 Email: hetselm@usmma.edu | 1 | LS | 0.00 | 0.00 |