

ORDER FOR SUPPLIES OR SERVICES

PAGE 1 OF 5 PAGES

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

1. DATE OF ORDER January 13, 2006		2. CONTRACT NO. (if any) NNL05AA01B		6. SHIP TO:	
3. ORDER NO. Task Order NNL06AA43T		4. REQUISITION/REFERENCE NO. See Block 9		a. NAME OF CONSIGNEE NASA Langley Research Center	
5. ISSUING OFFICE (Address correspondence to) SEE BLOCK 6 (ATTN: Darla Clifton, 757-864-5717) (FAX: 757-864-7709) 7. TO:				b. STREET ADDRESS 9A Langley Boulevard	
a. NAME OF CONTRACTOR ATTN: [REDACTED]		c. CITY Hampton		d. STATE VA	e. ZIP CODE 23681-2199
b. COMPANY NAME Science Applications International Corporation		f. SHIP VIA			
c. STREET ADDRESS 10260 Campus Point Drive		8. TYPE OF ORDER			
d. CITY San Diego	e. STATE CA	f. ZIP CODE 92121		<input type="checkbox"/> a. PURCHASE REFERENCE YOUR: _____ Please furnish the following on the terms and conditions specified on both sides of this order and on the attached sheet, if any, including delivery as indicated.	
9. ACCOUNTING AND APPROPRIATION DATA PR 4200139716 \$100,000.00 (COMPLETE)			10. REQUISITIONING OFFICE NASA Langley Research Center		

11. BUSINESS CLASSIFICATION (Check appropriate box(es))				12. F.O.B. POINT	
<input type="checkbox"/> a. SMALL	<input checked="" type="checkbox"/> b. OTHER THAN SMALL	<input type="checkbox"/> c. DISADVANTAGED	<input type="checkbox"/> g. SERVICE DISABLED VETERAN-OWNED	Destination	
<input type="checkbox"/> d. WOMEN-OWNED	<input type="checkbox"/> e. HUBZone	<input type="checkbox"/> f. EMERGING SMALL BUSINESS			

13. PLACE OF		14. GOVERNMENT B/L NO.	15. DELIVER TO F.O.B. POINT OR BEFORE (Date)	16. DISCOUNT TERMS
a. INSPECTION NASA LaRC	b. ACCEPTANCE NASA LaRC	N/A	August 31, 2006	NET 30

17. SCHEDULE (See reverse for Rejections)

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
0001	Task Order entitled "Kepler Independent Review Team (IRT)" in accordance with the attached Task Order Statement of Work and the Contractor's proposal dated 12/28/2005. *NOTE: This Task Order is subject to FAR 52.232-22 - Limitation of Funds. The Contractor is only authorized to incur up to the cost limitation set forth in NFS 1852.232-81 on Page 4.	1	JOB	Estimated Cost Fixed Fee *Total Cost-Plus-Fixed Fee	REDACTED \$237,738	

Acknowledge receipt and acceptance of subject Task Order by signing below and returning to the address in Block 5:

(Printed Name) _____ (Title) _____

(Signature) _____ (Date) _____

SEE BILLING INSTRUCTION ON REVERSE	18. SHIPPING POINT		19. GROSS SHIPPING WEIGHT	20. INVOICE NO.		17(h) TOT. (Cont. pages)
	21. MAIL INVOICE TO:					
	a. NAME ***SEE PARAGRAPH G.2 OF THE BASIC CONTRACT***					17(i) GRAND TOTAL
	b. STREET ADDRESS (or P.O. Box)					
c. CITY	d. STATE	e. ZIP CODE				

22. UNITED STATES OF AMERICA BY (Signature)	23. NAME (Typed) DARLA J. CLIFTON TITLE: CONTRACTING/ORDERING OFFICER
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**Science Applications International Corporation (SAIC)
Contract NNL05AA01B
Task Order Statement of Work**

1. **Task Order Title:** Kepler Independent Review Team (IRT)

2. **Purpose, Objective, and Background of Work to be Performed:**

This Task Order is to authorize assembly of an Independent Review Team (IRT) to conduct a technical and management assessment of the Kepler Mission on behalf of the Discovery Program Office. Final team membership will be coordinated by the Program Office with NASA Headquarters prior to implementation.

The objective of the Kepler CDR Independent Review is to provide both the Kepler mission team and the Discovery Program with an independent review of the Kepler mission system implementation, planning, and risks. The review shall focus primarily on the implementation processes and planning, subsystem and system integration, thoroughness of test and verification/validation planning and tools, schedule and cost management, and technical design regarding Kepler's proposed implementation at CDR. In addition, the CDR Independent Review shall make an assessment of significant technical and management risks. The final product of this review shall be a presentation of observations and findings to the Kepler Project and Discovery Program.

3. **Description of the Work to be Performed:** The Kepler CDR Independent Review shall address the state of the Kepler Mission System and Operations designs at Mission CDR. Design, manufacturing planning, subcontract planning and surveillance, integration processes and planning, facility capabilities, test and verification planning and procedures, test facility planning and capabilities, product assurance, safety, schedule management, cost management, and risk management shall be included in the scope of this review.

The Independent Review Team shall participate in pre-CDR design, manufacturing, test, process, and operations reviews in determining the review approach required to perform this assessment (see Table in Section 7 for a list of the Reviews and suggested number of participants). In addition to the final presentation, Independent Review Team members participating in review activities shall provide comments, questions, and RFA's to the Kepler team in accordance with the guidelines of each respective review.

4. **Deliverables:** The CDR Independent Review Team deliverables are final reports and presentations of findings to the Kepler Project and Discovery Program Manager. In addition to technical, schedule, and process related findings, these reports shall also include identification of risks which NASA faces as it proceeds with the project, an assessment of PLRA compliance, and an assessment of probability of program success based on cost relative to the mission cost cap, schedule relative to launch date, and technical performance relative to PLRA mission success criteria. Minority reports shall be provided in the event that team consensus is not reached. The Discovery Program Manager shall present results of the IRT review to the Discovery Program Director, and a representative of the IRT shall be present at this time, if requested.

- 5. Government Furnished Items: None.
- 6. Other Information Needed for Task Performance: None.
- 7. Period of Performance/Schedule:

Milestone Number	Milestone (Review)	Dates	IRT Participation	Number of Participants
1	Start Date	[REDACTED]		
2	Telescope Structure / Optics Attachment / S/C I/F Tabletop Hardware/SW IPT Review	[REDACTED]	Yes	[REDACTED]
3	Avionics (SIB/KCB/PCE) / FSW / FP Tabletop Hardware/SW IPT Review	[REDACTED]		[REDACTED]
4	Photometer (w/Photometer I&T) Element CDR (BATC)	[REDACTED]	Yes	[REDACTED]
5	NAG/Mission Design iCDR (JPL)	[REDACTED]		[REDACTED]
6	V&V Tabletop Process IPT Review (BATC)	[REDACTED]	Yes	[REDACTED]
7	Modeling & Performance Assessment Tabletop Process IPT Review (BATC)	[REDACTED]		[REDACTED]
8	ATLO Tabletop Process IPT Review (BATC)	[REDACTED]	Yes	[REDACTED]
9	DMC iCDR (STScI)	[REDACTED]		[REDACTED]
10	IRT Interim Report: Photometer Element	[REDACTED]		[REDACTED]
11	FS (minus Photometer) Element & Mission CDR (w/ATLO & Mission Design)	[REDACTED]	Yes	[REDACTED]
12	SOC Peer Review #2 (Ames)	[REDACTED]		[REDACTED]
13	IRT Report: Flight Segment & Mission	[REDACTED]	Yes	[REDACTED]
14	SOC/Science Office iCDR (Ames)	[REDACTED]	Yes	[REDACTED]
15	Ground Segment/Mission Operations CDR (Ames)	[REDACTED]		[REDACTED]
16	IRT Report Addendum: Operations & Ground Segment	[REDACTED]		[REDACTED]
17	Completion Date	[REDACTED]		[REDACTED]

- 8. **NASA Task Monitor**
 NASA TM: Gloria Hernandez
 Mail Stop (M/S): Science Support Office, 160
 Phone Number: (757)-864-5572 / Fax Number: (757)864-8894
 E-Mail Address: Gloria.Hernandez-1@nasa.gov

ADDITIONAL CONTRACT CLAUSE

In accordance with Paragraph B.4, of the Basic Contract (NNL05AA01B), FAR 52.232-22 applies at the Task Order level. NFS 1852.232-81 is incorporated as follows:

“CONTRACT FUNDING, (NFS 1852.232-81) (JUN 1990)

(a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this Task Order is [REDACTED]. This allotment is for **NNL06AA43T** and covers the following estimated period of performance: **February 3, 2006**.

(b) An additional amount of [REDACTED] is obligated under this Task Order for payment of fee.

(End of Clause)”

NOTE: Contract Summary attached.

CONTRACT SUMMARY

TASK #	CONTRACT ACTION	AWARD DATE	TASK SUMMARY			FUNDING SUMMARY BY TASK OBL (+)/DEOB (-)			**TASK ORDER FUNDED THROUGH DATE	TASK ORDER PERFORMANCE PERIOD END DATE	
			ESTIMATED COST	FIXED FEE	TOTAL CPFF	*ESTIMATED COST	FIXED FEE	TOTAL CPFF			
	BASIC CONTRACT	04/08/2005							N/A	04/07/2010	
	TASK ORDERS AND TASK MODIFICATIONS										
1	NNL05AB40T	04/21/2005	[REDACTED]	\$	[REDACTED]	\$292,148	[REDACTED]	[REDACTED]	\$292,148	06/30/2006	06/30/2006
2	NNL05AC14T	06/02/2005	[REDACTED]	\$	[REDACTED]	\$464,157	[REDACTED]	[REDACTED]	\$191,638	08/05/2005	12/31/2006
3	NNL05AC32T, Mod 5	06/27/2005	[REDACTED]	\$	[REDACTED]	\$281,156	[REDACTED]	[REDACTED]	\$281,156	03/24/2006	03/24/2006
4	NNL05AC33T, Mod 1	06/26/2005	[REDACTED]	\$	[REDACTED]	\$556,462	[REDACTED]	[REDACTED]	\$75,000	12/31/2005	07/31/2006
5	NNL05AC37T	08/01/2005	[REDACTED]	\$	[REDACTED]	\$488,807	[REDACTED]	[REDACTED]	\$100,000	11/05/2005	07/31/2006
6	NNL05AC38T, Mod 1	08/01/2005	[REDACTED]	\$	[REDACTED]	\$926,929	[REDACTED]	[REDACTED]	\$340,107	12/31/2005	11/02/2006
8	NNL05AC64T, Mod 1	08/01/2005	[REDACTED]	\$	[REDACTED]	\$17,741	[REDACTED]	[REDACTED]	\$17,741	10/31/2005	10/31/2005
9	NNL05AC65T	08/05/2005	[REDACTED]	\$	[REDACTED]	\$469,009	[REDACTED]	[REDACTED]	\$300,000	04/30/2006	10/30/2006
10	NNL05AB41T	08/12/2005	[REDACTED]	\$	[REDACTED]	\$421,603	[REDACTED]	[REDACTED]	\$200,000	02/28/2006	07/31/2006
11	NNL05AB42T, Mod 1	08/25/2005	[REDACTED]	\$	[REDACTED]	\$1,318,359	[REDACTED]	[REDACTED]	\$371,295	12/31/2005	04/30/2006
12	NNL05AB43T, Mod 4	08/17/2005	[REDACTED]	\$	[REDACTED]	\$576,296	[REDACTED]	[REDACTED]	\$307,671	01/27/2006	07/31/2006
13	NNL05AD07T, Mod 1	09/01/2005	[REDACTED]	\$	[REDACTED]	\$124,330	[REDACTED]	[REDACTED]	\$100,000	07/31/2006	09/30/2006
14	NNL05AD08T	09/01/2005	[REDACTED]	\$	[REDACTED]	\$607,162	[REDACTED]	[REDACTED]	\$100,000	10/15/2005	08/31/2006
15	NNL05AD33T	09/28/2005	[REDACTED]	\$	[REDACTED]	\$116,487	[REDACTED]	[REDACTED]	\$114,960	02/28/2006	03/31/2006
16	NNL05AD32T	09/15/2005	[REDACTED]	\$	[REDACTED]	\$266,737	[REDACTED]	[REDACTED]	\$120,000	10/14/2005	09/29/2006
17	NNL06AA06T	11/22/2005	[REDACTED]	\$	[REDACTED]	\$299,920	[REDACTED]	[REDACTED]	\$250,000	07/31/2006	10/31/2006
18	NNL06AA39T	12/02/2005	[REDACTED]	\$	[REDACTED]	\$273,834	[REDACTED]	[REDACTED]	\$273,834	04/30/2006	04/30/2006
19	NNL06AA40T	12/07/2005	[REDACTED]	\$	[REDACTED]	\$845,437	[REDACTED]	[REDACTED]	\$245,000	01/09/2006	05/30/2006
20	NNL06AA41T	12/05/2005	[REDACTED]	\$	[REDACTED]	\$698,128	[REDACTED]	[REDACTED]	\$698,128	12/30/2006	12/30/2006
22	NNL06AA43T	01/13/2006	[REDACTED]	\$	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$100,000	02/03/2006	08/31/2006
		TOTAL	[REDACTED]	\$	[REDACTED]	\$9,282,440	[REDACTED]	[REDACTED]	\$4,478,678		

* Represents the estimated cost subject to FAR 52.232-22 entitled "Limitation of Funds" and NFS 1852.232-81 "Contract Funding"
 ** Represents the period of performance it is estimated the allotted funds will cover

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE 1 OF PAGE(S) 2
2. AMENDMENT/MODIFICATION NO. 1	3. EFFECTIVE DATE See Block 16c below.	4. REQUISITION/PURCHASE REQ. NO. See Block 12 below.	5. PROJECT NO. (if applicable)
6. ISSUED BY National Aeronautics and Space Administration Langley Research Center Hampton, VA 23681-2199		7. ADMINISTERED BY (if other than item 6)	
8. NAME AND ADDRESS OF CONTRACTOR (No. Street, county, State and ZIP Code) SCIENCE APPLICATIONS INTERNATIONAL CORPORATION 10260 CAMPUS POINT DRIVE SAN DIEGO, CA 92121 ATTN: [REDACTED]		(4)	9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11)
CODE 0T5L1	FACILITY CODE	X	10A. MODIFICATION OF CONTRACT/ORDER NO. NNL05AA01B / NNL06AA43T 10B. DATED (SEE ITEM 13) January 13, 2006

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 one (1) copy 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 DATA 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 data specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

PR: 4200154022 \$100,000 (COMPLETE)

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

(4)	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)
X	FAR 52.232-22, LIMITATION OF FUNDS (APRIL 1984)

E. IMPORTANT: Contractor is not, is required to sign this document and return ___ 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 provide incremental funding in the amount of \$100,000. Accordingly, the task order terms and conditions are revised as follows:

(CONTINUED)

Except as provided herein, all terms and conditions of the document referenced in item 8A or 10A, as heretofore 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)	
		DARLA J. CLIFTON	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY <i>Darla J. Clifton</i> (Signature of Contracting Officer)	16C. DATE SIGNED 4/27/2006
(Signature of person authorized to sign)			

1. In accordance with Paragraph B.4, of the Basic Contract (NNL05AA01B), FAR 52.232-22 applies at the Task Order level. In accordance with this clause, NFS 1852.232-81 as previously incorporated in NNL06AA43T is revised to read:

“CONTRACT FUNDING, (NFS 1852.232-81) (JUN 1990)

(a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this Task Order is [REDACTED]. This allotment is for NNL06AA43T and covers the following estimated period of performance: August 1, 2005 through May 19, 2006.

(b) An additional amount of [REDACTED] is obligated under this Task Order for payment of fee.

(End of Clause)”

2. All other terms and conditions remain unchanged.

SUMMARY OF TASK ORDER VALUE / FUNDING

TASK ORDER DOCUMENT	TASK VALUE SUMMARY			TASK FUNDING SUMMARY		
	ESTIMATED COST	FIXED FEE	TOTAL CPFF	ESTIMATED COST	FIXED FEE	TOTAL CPFF
BASIC	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$100,000
MOD 1	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$200,000

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE _____ PAGE 1 OF 2 PAGE(S) 2

2. AMENDMENT/MODIFICATION NO. **2** 3. EFFECTIVE DATE **See Block 16c below.** 4. REQUISITION/PURCHASE REQ. NO. **See Block 12 below.** 5. PROJECT NO. (If applicable) _____

6. ISSUED BY **National Aeronautics and Space Administration
Langley Research Center
Hampton, VA 23681-2199** CODE _____ 7. ADMINISTERED BY (If other than Item 6) CODE _____

8. NAME AND ADDRESS OF CONTRACTOR (No. Street, county, State and ZIP Code)

**SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
10260 CAMPUS POINT DRIVE
SAN DIEGO, CA 92121
ATTN: [REDACTED]**

9A. AMENDMENT OF SOLICITATION NO. _____ (M) _____

9B. DATED (SEE ITEM 11) _____

10A. MODIFICATION OF CONTRACT/ORDER NO. **NNL05AA01B / NNL06AA43T**

10B. DATED (SEE ITEM 13) **January 13, 2006**

CODE **OT5L1** 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 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 one (1) copy 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 DATA 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 data specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

PR: 4200156238 \$37,738 (COMPLETE)

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

(M) 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 48.103(b).

C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:

D. OTHER Specify type of modification and authority

X FAR 52.232-22, LIMITATION OF FUNDS (APRIL 1984)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ 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 correct administrative errors (original task order award and Modification 1) and to fully fund this task order by adding funding of \$37,738. Accordingly, the task order terms and conditions are revised as follows:

(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.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)		
	DARLA J. CLIFTON CONTRACTING OFFICER		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
(Signature of person authorized to sign)		BY Darla J Clifton (Signature of Contracting Officer)	7/28/2006

1. The following administrative errors are corrected:

- a. The basic task order, Paragraph 7, Period of Performance/Schedule included an administrative error in the date for Milestone Number 1, "Start Date" and is corrected to read:

Start Date: [REDACTED]

- b. Modification 1, Paragraph 1(a) included an administrative error in the estimated period of performance to be covered by the funds allotted and is corrected to read:

For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this Task Order is [REDACTED]. This allotment is for NNL06AA43T and covers the following estimated period of performance: **January 17, 2006 through May 19, 2006.**

2. In accordance with Paragraph B.4, of the Basic Contract (NNL05AA01B), FAR 52.232-22 applies at the Task Order level. In accordance with this clause, NFS 1852.232-81 previously incorporated in NNL06AA43T is revised to read:

"CONTRACT FUNDING, (NFS 1852.232-81) (JUN 1990)

- (a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this Task Order is [REDACTED]. This allotment is for NNL06AA43T and covers the following estimated period of performance: January 17, 2006 through August 31, 2006.

- (b) An additional amount of [REDACTED] is obligated under this Task Order for payment of fee.

(End of Clause)"

3. All other terms and conditions remain unchanged.

SUMMARY OF TASK ORDER VALUE / FUNDING

TASK ORDER DOCUMENT	TASK VALUE SUMMARY			TASK FUNDING SUMMARY		
	ESTIMATED COST	FIXED FEE	TOTAL CPFF	ESTIMATED COST	FIXED FEE	TOTAL CPFF
BASIC	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$100,000
MOD 1	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$200,000
MOD 2	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$237,738

NOTE: Period of performance for this task order is January 17, 2006 through August 31, 2006.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

OMB Approval 2700-0042

1. CONTRACT ID CODE PAGE 1 OF 3 PAGE(S) 3

2. AMENDMENT/MODIFICATION NO. 3 3. EFFECTIVE DATE See Block 16c below. 4. REQUISITION/PURCHASE REQ. NO. See Block 12 below. 5. PROJECT NO. (If applicable)

6. ISSUED BY CODE National Aeronautics and Space Administration Langley Research Center Hampton, VA 23681-2199 7. ADMINISTERED BY (If other than Item 6) CODE

8. NAME AND ADDRESS OF CONTRACTOR (No. Street, county, State and ZIP Code) SCIENCE APPLICATIONS INTERNATIONAL CORPORATION 10260 CAMPUS POINT DRIVE SAN DIEGO, CA 92121 ATTN: [REDACTED] (4) 9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. X NNL05AA01B / NNL06AA43T 10B. DATED (SEE ITEM 13) January 13, 2006 CODE 0T5L1 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 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 one (1) copy 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 DATA 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 data specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required) PR: N/A

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

(4) 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) X FAR 52.243-2, CHANGES -- COST-REIMBURSEMENT (ALTERNATE V) (APR 1984)

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

The purpose of this modification is to extend the period of performance at no additional cost and revise the associated milestone chart. Accordingly, the task order terms and conditions are revised as follows:

(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.

16A. NAME AND TITLE OF SIGNER (Type or print) SARAH CAMPBELL SENIOR CONTRACTS MANAGER 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) DARLA J. CLIFTON CONTRACTING OFFICER 16B. CONTRACTOR/OFFICER (Signature of person authorized to sign) 16C. DATE SIGNED Aug 31, 2006 16B. UNITED STATES OF AMERICA BY (Signature of Contracting Officer) 16C. DATE SIGNED Aug 31, 2006

- Paragraph 7, PERIOD OF PERFORMANCE/SCHEDULE is revised to read: The period of performance for this task shall be January 17, 2006 through January 31, 2007. Interim event dates may change based on direction of the Task Monitor. Changes to the completion date must be approved by the Contracting Officer.

Milestone Number	Milestone (Review)	Dates	IRT Participation	Number of Participants
1	Start Date	[REDACTED]		
2	Telescope Structure / Optics Attachment / S/C I/F Tabletop Hardware/SW IPT Review	[REDACTED]	Yes	[REDACTED]
3	Avionics (SIB/KCB/PCE) / FSW / FP Tabletop Hardware/SW IPT Review	[REDACTED]		[REDACTED]
4	Photometer (w/Photometer I&T) Element CDR (BATC)	[REDACTED]	Yes	[REDACTED]
5	NAG/Mission Design iCDR (JPL)	[REDACTED]		[REDACTED]
6	V&V Tabletop Process IPT Review (BATC)	[REDACTED]	Yes	[REDACTED]
7	Modeling & Performance Assessment Tabletop Process IPT Review (BATC)	[REDACTED]		[REDACTED]
8	ATLO Tabletop Process IPT Review (BATC)	[REDACTED]	Yes	[REDACTED]
9	DMC iCDR (STSci)	[REDACTED]		[REDACTED]
10	IRT Interim Report: Photometer Element	[REDACTED]		
11	FS (minus Photometer) Element & Mission CDR (w/ATLO & Mission Design)	[REDACTED]	Yes	[REDACTED]
12	SOC Peer Review #2 (Ames)	[REDACTED]		
13	IRT Report: Flight Segment & Mission	[REDACTED]	Yes	
14	SOC/Science Office iCDR (Ames)	[REDACTED]	Yes	[REDACTED]
15	Ground Segment/Mission Operations CDR (Ames)	[REDACTED]		
16	IRT Report Addendum: Operations & Ground Segment	[REDACTED]		
17	Pre-CDR Telecon	[REDACTED]		
18	Delta-CDR Review Participation	[REDACTED]		
19	IRT Report to Program Office	[REDACTED]		
20	Ground Segment/Mission Operations CDR (Ames)	[REDACTED]		
21	IRT Report Update	[REDACTED]		
22	Completion Date	[REDACTED]		

- In accordance with Paragraph B.4, of the Basic Contract (NNL05AA01B), FAR 52.232-22 applies at the Task Order level. In accordance with this clause, NFS 1852.232-81 previously incorporated in NNL06AA43T is revised to read:

"CONTRACT FUNDING, (NFS 1852.232-81) (JUN 1990)

(a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this Task Order is [REDACTED]. This allotment is for NNL06AA43T and covers the following estimated period of performance: January 17, 2006 through January 31, 2007.

(b) An additional amount of [REDACTED] is obligated under this Task Order for payment of fee.

(End of Clause)"

3. All other terms and conditions remain unchanged.

SUMMARY OF TASK ORDER VALUE / FUNDING

TASK ORDER DOCUMENT	TASK VALUE SUMMARY			TASK FUNDING SUMMARY		
	ESTIMATED COST	FIXED FEE	TOTAL CPFF	ESTIMATED COST	FIXED FEE	TOTAL CPFF
BASIC	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$100,000
MOD 1	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$200,000
MOD 2	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$237,738
MOD 3	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$237,738

NOTE: Period of performance for this task order is January 17, 2006 through January 31, 2007.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

OMB Approval 2700-0042

1. CONTRACT ID CODE
PAGE 1 OF PAGE(S) 2

2. AMENDMENT/MODIFICATION NO. 4
3. EFFECTIVE DATE See Block 16c below.
4. REQUISITION/PURCHASE REQ. NO. See Block 12 below.
5. PROJECT NO. (if applicable)

6. ISSUED BY
National Aeronautics and Space Administration
Langley Research Center
Hampton, VA 23681-2199
7. ADMINISTERED BY (if other than Item 6) CODE

8. NAME AND ADDRESS OF CONTRACTOR (No. Street, county, State and ZIP Code)
SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
10260 CAMPUS POINT DRIVE
SAN DIEGO, CA 92121
ATTN: [REDACTED]
9A. AMENDMENT OF SOLICITATION NO.
9B. DATED (SEE ITEM 11)
10A. MODIFICATION OF CONTRACT/ORDER NO. NNL05AA01B / NNL06AA43T
10B. DATED (SEE ITEM 13) January 13, 2006
CODE OT5L1 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 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 one (1) copy 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 DATA 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 data specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)
PR: 4200179537 \$75,681.00 (COMPLETE)

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

(4) 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)
X FAR 52.243-2, CHANGES - COST-REIMBURSEMENT (ALTERNATE V) (APR 1984)

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

The purpose of this modification is to revise the Statement of Work (SOW), order value (Block 17 of the OF347), funded amount (Block 9 of the OF347), and the estimated funded through date. Accordingly, the task order terms and conditions are revised as follows:

(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.

15A. NAME AND TITLE OF SIGNER (Type or print) SARAH CAMPBELL SENIOR CONTRACTS MANAGER	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) DARLA J. CLIFTON CONTRACTING OFFICER
15B. CONTRACTOR/OFFEROR <i>Sarah Campbell</i> (Signature of person authorized to sign)	16B. UNITED STATES OF AMERICA BY <i>Darla Clifton</i> (Signature of Contracting Officer)
15C. DATE SIGNED Sep 29, 2006	16C. DATE SIGNED Sep 29, 2006

1. The SOW provided in the original task order award is replaced with the version attached (Attachment 1). The changes include:
 - a. Extend the Period of Performance End Date (listed in Block 15 of the OF347 and in the SOW) to read: February 28, 2007.
 - b. Insert Paragraph 2, Contractual References (including incorporation of task-specific Organizational Conflict of Interest Avoidance Plan, as Attachment 2).
 - c. Revise Paragraph 8, Period of Performance/Schedule; primary changes are to reflect requirement for increased number of participants (see chart)

2. As a result of the revisions to the SOW, the order value amounts listed in Paragraph 17 of the OF347 are revised as follows:

17f: Estimated Cost: ██████████
 Fixed Fee: ██████████
 Total Cost Plus Fixed Fee: \$412,284

17i: Grand Total: \$412,284

3. In accordance with Paragraph B.4, of the Basic Contract (NNL05AA01B), FAR 52.232-22 applies at the Task Order level. In accordance with this clause, NFS 1852.232-81 previously incorporated in NNL06AA43T is revised to read:

“CONTRACT FUNDING, (NFS 1852.232-81) (JUN 1990)

(a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this Task Order is ██████████. This allotment is for **NNL06AA43T** and covers the following estimated period of performance: **January 17, 2006 through November 20, 2006.**

(b) An additional amount of ██████████ is obligated under this Task Order for payment of fee.

(End of Clause)”

4. All other terms and conditions remain unchanged.

SUMMARY OF TASK ORDER VALUE / FUNDING

TASK ORDER DOCUMENT	TASK VALUE SUMMARY			TASK FUNDING SUMMARY		
	ESTIMATED COST	FIXED FEE	TOTAL CPFF	ESTIMATED COST	FIXED FEE	TOTAL CPFF
BASIC	██████████	██████████	\$237,738	██████████	██████████	\$100,000
MOD 1	██████████	██████████	\$237,738	██████████	██████████	\$200,000
MOD 2	██████████	██████████	\$237,738	██████████	██████████	\$237,738
MOD 3	██████████	██████████	\$237,738	██████████	██████████	\$237,738
MOD 4	██████████	██████████	\$412,284	██████████	██████████	\$313,419

NOTE: Period of performance for this task order is January 17, 2006 through February 28, 2007.

**Science Applications International Corporation (SAIC)
Contract NNL05AA01B
Task Order Statement of Work**

1. **Task Order Title:** Kepler Independent Review Team (IRT)

2. **Contractual References:**

2.1 **Statement of Work Reference:** This requirement is pursuant to contract NNL05AA01B, between NASA Langley Research Center and Science Applications International Corporation. Refer to the contract Statement of Work Paragraph 4, Assessments.

2.2 **Potential Conflict of Interest Reference:** In support of this task order, the contractor:

- may have access to proprietary information and various other types of non-public data. (Potential OCI type: Unequal Access to Information.)

As described in NASA FAR Supplement (NFS) 1852.209-71 (Clause H.11, Limitation of Future Contracting, contained in contract NNL05AA01B), this work may give rise to a potential conflict of interest. Therefore, the contractor shall comply with Clause H.17, Access to Sensitive Information (NFS 1852.237-72); Exhibit D, Organizational Conflict of Interest Avoidance Plan, contained in contract NNL05AA01B, and the task-specific Organizational Conflict of Interest (OCI) Avoidance Plan incorporated as Attachment 2 to this modification.

3. **Purpose, Objective, and Background of Work to be Performed:**

This Task Order is to authorize assembly of an Independent Review Team (IRT) to conduct a technical and management assessment of the Kepler Mission on behalf of the Discovery Program Office. Final team membership will be coordinated by the Program Office with NASA Headquarters prior to implementation.

The objective of the Kepler CDR Independent Review is to provide both the Kepler mission team and the Discovery Program with an independent review of the Kepler mission system implementation, planning, and risks. The review shall focus primarily on the implementation processes and planning, subsystem and system integration, thoroughness of test and verification/validation planning and tools, schedule and cost management, and technical design regarding Kepler's proposed implementation at CDR. In addition, the CDR Independent Review shall make an assessment of significant technical and management risks. The final product of this review shall be a presentation of observations and findings to the Kepler Project and Discovery Program.

4. **Description of the Work to be Performed:** The Kepler CDR Independent Review shall address the state of the Kepler Mission System and Operations designs at Mission CDR.

Design, manufacturing planning, subcontract planning and surveillance, integration processes and planning, facility capabilities, test and verification planning and procedures, test facility planning and capabilities, product assurance, safety, schedule management, cost management, and risk management shall be included in the scope of this review.

The Independent Review Team shall participate in pre-CDR design, manufacturing, test, process, and operations reviews in determining the review approach required to perform this assessment (see Table in Section 7 for a list of the Reviews and suggested number of participants). In addition to the final presentation, Independent Review Team members participating in review activities shall provide comments, questions, and RFA's to the Kepler team in accordance with the guidelines of each respective review.

5. **Deliverables:** The CDR Independent Review Team deliverables are final reports and presentations of findings to the Kepler Project and Discovery Program Manager. In addition to technical, schedule, and process related findings, these reports shall also include identification of risks which NASA faces as it proceeds with the project, an assessment of PLRA compliance, and an assessment of probability of program success based on cost relative to the mission cost cap, schedule relative to launch date, and technical performance relative to PLRA mission success criteria. Minority reports shall be provided in the event that team consensus is not reached. The Discovery Program Manager shall present results of the IRT review to the Discovery Program Director, and a representative of the IRT shall be present at this time, if requested.
6. **Government Furnished Items:** None.
7. **Other Information Needed for Task Performance:** None.

8. **Period of Performance/Schedule:** The period of performance for this task shall be January 17, 2006 through February 28, 2007. Interim event dates may change based on direction of the Task Monitor. Changes to the completion date must be approved by the Contracting Officer.

Milestone Number	Milestone (Review)	Dates	IRT Participation	Number of Participants
1	Start Date	[REDACTED]	N/A	
2	Telescope Structure / Optics Attachment / S/C I/F Tabletop Hardware/SW IPT Review	[REDACTED]	Yes	[REDACTED]
3	Avionics (SIB/KCB/PCE) / FSW / FP Tabletop Hardware/SW IPT Review	[REDACTED]		[REDACTED]
4	Photometer (w/Photometer I&T) Element CDR (BATC)	[REDACTED]	Yes	[REDACTED]
5	NAG/Mission Design iCDR (JPL)	[REDACTED]		[REDACTED]
6	V&V Tabletop Process IPT Review (BATC)	[REDACTED]	Yes	[REDACTED]
7	Modeling & Performance Assessment Tabletop Process IPT Review (BATC)	[REDACTED]		[REDACTED]
8	ATLO Tabletop Process IPT Review (BATC)	[REDACTED]	Yes	[REDACTED]
9	DMC iCDR (STScI)	[REDACTED]		[REDACTED]
10	IRT Interim Report: Photometer Element	[REDACTED]		[REDACTED]
11	FS (minus Photometer) Element & Mission CDR (w/ATLO & Mission Design)	[REDACTED]	Yes	[REDACTED]
12	IRT Report: Flight Segment & Mission	[REDACTED]	Yes	[REDACTED]
13	SOC/Science Office iCDR (Ames)	[REDACTED]	Yes	[REDACTED]
14	Pre-Comprehensive CDR Coordination Telecons with Project	[REDACTED]	Yes	[REDACTED]
15	Comprehensive Mission CDR	[REDACTED]	Yes	[REDACTED]
16	IRT Report: Comprehensive Mission CDR	[REDACTED]	Yes	[REDACTED]
17	Ground Segment/Mission Operations CDR (Ames)	[REDACTED]	Yes	[REDACTED]
18	IRT Report Update: Ground Segment/Operations CDR & Closures since Comprehensive CDR	[REDACTED]	Yes	[REDACTED]
19	Completion Date	[REDACTED]		

9. NASA Task Management:

Task Manager (TM)

TM: Todd Allen Holloway

Mail Stop (M/S): VP53, Discovery & New Frontiers Program Office, MSFC

Phone Number: (256)961-7439 / Fax Number: (256)961-7524

E-Mail Address: todd.holloway@nasa.gov

Contracting Officer's Technical Representative (COTR)

COTR: Jennings B. Cherry

Mail Stop (M/S): Science Support Office - 160

Phone Number: (757) 864-2465 / Fax Number: (757) 864-8894

E-Mail Address: Jennings.B.Cherry@nasa.gov

Contracting Officer (CO)

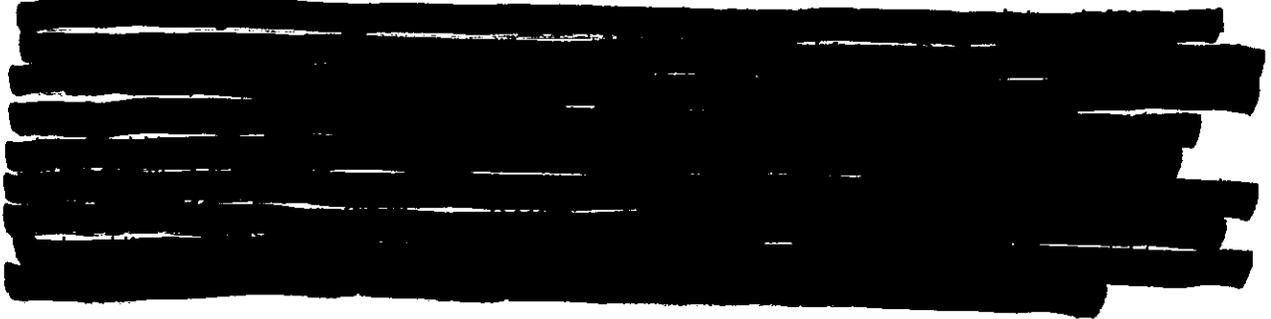
CO: Darla J. Clifton

Mail Stop (M/S): Office of Procurement - 126

Phone Number: (757) 864-5717 / Fax Number: (757) 864-7709

E-Mail Address: Darla.J.Clifton@nasa.gov

**Task Order Specific OCI Avoidance Plan
For
Task Order 22 – Kepler Independent Review Team (IRT)**



AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE		PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. 000005		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO. See Block 12 below.	
6. ISSUED BY NASA/Langley Research Center 9B Langley Blvd., Bldg. 1195B M/S 126 Hampton VA 23681-2199		CODE LARC		7. ADMINISTERED BY (If other than item 6) NASA/Langley Research Center 9B Langley Blvd., Bldg. 1195B M/S 126 Hampton VA 23681-2199	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) SCIENCE APPLICATIONS INTL CORP Attn: ██████████ 10260 CAMPUS POINT DR SAN DIEGO CA 92121-1522		9A. AMENDMENT OF SOLICITATION NO. (x)		9B. DATED (SEE ITEM 11)	
CODE		FACILITY CODE		10A. MODIFICATION OF CONTRACT/ORDER NO. NNL05AA01B NNL06AA43T	
				10B. DATED (SEE ITEM 11) 01/13/2006	

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)
PR: 4200181444 (COMPLETE) Net Increase: \$22,674.00

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

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:

D. OTHER (Specify type of modification and authority)
X FAR 52.243-2, Changes -- Cost-Reimbursement (Alternate V) (APR 1984)

E. IMPORTANT: Contractor is not. is required to sign this document and return 1 copies to the issuing office.

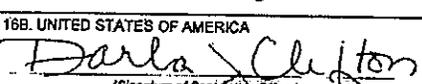
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to revise the Statement of Work (SOW), decrease the order value (Block 17 of the OF347), and provide funding in the amount of \$22,674 to fully fund the task order. Accordingly, the task order terms and conditions are revised as follows:

(CONTINUED ON PAGE 2)

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.

15A. NAME AND TITLE OF SIGNER (Type or print) Sarah J. Campbell, Senior Contracts Manager		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Darla J. Clifton, Contracting Officer	
15B. CONTRACTOR/OFFICER  (Signature of person authorized to sign)	15C. DATE SIGNED 12/31/2006	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 12/31/2006

NSN 7540-01-152-8070
Previous edition unusable

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

1. Replace the Statement of Work (SOW) with the version at Attachment 1.
2. As a result of the revisions to the SOW, the order value amounts listed in Paragraph 17 of the OF347 are revised as follows:

17f: Estimated Cost: [REDACTED]
 Fixed Fee: [REDACTED]
 Total Cost Plus Fixed Fee: \$336,093 (decrease of \$76,191)

17i: Grand Total: \$336,093 (decrease of \$76,191)

3. In accordance with Paragraph B.4, of the Basic Contract (NNL05AA01B), FAR 52.232-22 applies at the Task Order level. In accordance with this clause, NFS 1852.232-81 previously incorporated in NNL06AA43T is revised to read:

"CONTRACT FUNDING, (NFS 1852.232-81) (JUN 1990)

(a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this Task Order is [REDACTED]. This allotment is for NNL06AA43T and covers the following estimated period of performance: January 17, 2006 through February 28, 2007.

(b) An additional amount of [REDACTED] is obligated under this Task Order for payment of fee.

(End of Clause)"

4. All other terms and conditions remain unchanged.

SUMMARY OF TASK ORDER VALUE / FUNDING

TASK ORDER DOCUMENT	TASK VALUE SUMMARY			TASK FUNDING SUMMARY		
	ESTIMATED COST	FIXED FEE	TOTAL CPFF	ESTIMATED COST	FIXED FEE	TOTAL CPFF
BASIC	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$100,000
MOD 1	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$200,000
MOD 2	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$237,738
MOD 3	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$237,738
MOD 4	[REDACTED]	[REDACTED]	\$412,284	[REDACTED]	[REDACTED]	\$313,419
MOD 5	[REDACTED]	[REDACTED]	\$336,093	[REDACTED]	[REDACTED]	\$336,093

NOTE: Period of performance for this task order is January 17, 2006 through February 28, 2007.

**Science Applications International Corporation (SAIC)
Contract NNL05AA01B
Task Order Statement of Work**

1. **Task Order Title:** Kepler Independent Review Team (IRT)

2. **Contractual References:**

2.1 **Statement of Work Reference:** This requirement is pursuant to contract NNL05AA01B, between NASA Langley Research Center and Science Applications International Corporation. Refer to the contract Statement of Work Paragraph 4, Assessments.

2.2 **Potential Conflict of Interest Reference:** In support of this task order, the contractor:

- may have access to proprietary information and various other types of non-public data. (Potential OCI type: Unequal Access to Information.)

As described in NASA FAR Supplement (NFS) 1852.209-71 (Clause H.11, Limitation of Future Contracting, contained in contract NNL05AA01B), this work may give rise to a potential conflict of interest. Therefore, the contractor shall comply with Clause H.17, Access to Sensitive Information (NFS 1852.237-72); Exhibit D, Organizational Conflict of Interest Avoidance Plan, contained in contract NNL05AA01B, and the task-specific Organizational Conflict of Interest (OCI) Avoidance Plan incorporated by Modification 4, Attachment 2.

3. **Purpose, Objective, and Background of Work to be Performed:**

This Task Order is to authorize assembly of an Independent Review Team (IRT) to conduct a technical and management assessment of the Kepler Mission on behalf of the Discovery Program Office. Final team membership will be coordinated by the Program Office with NASA Headquarters prior to implementation.

The objective of the Kepler CDR Independent Review is to provide both the Kepler mission team and the Discovery Program with an independent review of the Kepler mission system implementation, planning, and risks. The review shall focus primarily on the implementation processes and planning, subsystem and system integration, thoroughness of test and verification/validation planning and tools, schedule and cost management, and technical design regarding Kepler's proposed implementation at CDR. In addition, the CDR Independent Review shall make an assessment of significant technical and management risks. The final product of this review shall be a presentation of observations and findings to the Kepler Project and Discovery Program.

4. **Description of the Work to be Performed:** The Kepler CDR Independent Review shall address the state of the Kepler Mission System and Operations designs at Mission CDR.

Design, manufacturing planning, subcontract planning and surveillance, integration processes and planning, facility capabilities, test and verification planning and procedures, test facility planning and capabilities, product assurance, safety, schedule management, cost management, and risk management shall be included in the scope of this review.

The Independent Review Team shall participate in pre-CDR design, manufacturing, test, process, and operations reviews in determining the review approach required to perform this assessment (see Table in Section 7 for a list of the Reviews and suggested number of participants). In addition to the final presentation, Independent Review Team members participating in review activities shall provide comments, questions, and RFA's to the Kepler team in accordance with the guidelines of each respective review.

5. **Deliverables:** The CDR Independent Review Team deliverables are final reports and presentations of findings to the Kepler Project and Discovery Program Manager. In addition to technical, schedule, and process related findings, these reports shall also include identification of risks which NASA faces as it proceeds with the project, an assessment of PLRA compliance, and an assessment of probability of program success based on cost relative to the mission cost cap, schedule relative to launch date, and technical performance relative to PLRA mission success criteria. Minority reports shall be provided in the event that team consensus is not reached. The Discovery Program Manager shall present results of the IRT review to the Discovery Program Director, and a representative of the IRT shall be present at this time, if requested.
6. **Government Furnished Items:** None.
7. **Other information Needed for Task Performance:** None.
8. **Period of Performance/Schedule:** The period of performance for this task shall be January 17, 2006 through February 28, 2007. Interim event dates may change based on direction of the Task Monitor. Changes to the completion date must be approved by the Contracting Officer.

Milestone Number	Milestone (Review)	Dates	IRT Participation	Number of Participants
1	Start Date	[REDACTED]	N/A	
2	Telescope Structure / Optics Attachment / S/C I/F Tabletop Hardware/SW IPT Review	[REDACTED]	Yes	[REDACTED]
3	Avionics (SIB/KCB/PCE) / FSW / FP Tabletop Hardware/SW IPT Review	[REDACTED]		[REDACTED]
4	Photometer (w/Photometer I&T) Element CDR (BATC)	[REDACTED]	Yes	[REDACTED]
5	NAG/Mission Design iCDR (JPL)	[REDACTED]	[REDACTED]	[REDACTED]
6	V&V Tabletop Process IPT Review (BATC)	[REDACTED]	Yes	[REDACTED]
7	Modeling & Performance Assessment Tabletop Process IPT Review (BATC)	[REDACTED]		[REDACTED]
8	ATLO Tabletop Process IPT Review (BATC)	[REDACTED]	Yes	[REDACTED]
9	DMC iCDR (STScI)	[REDACTED]		[REDACTED]
10	IRT Interim Report: Photometer Element	[REDACTED]		[REDACTED]
11	FS (minus Photometer) Element & Mission CDR (w/ATLO & Mission Design)	[REDACTED]	Yes	[REDACTED]
12	IRT Report: Flight Segment & Mission	[REDACTED]	Yes	[REDACTED]
13	SOC/Science Office iCDR (Ames)	[REDACTED]	Yes	[REDACTED]
14	Pre-Comprehensive CDR Coordination Telecons with Project	[REDACTED]	Yes	[REDACTED]
15	Comprehensive Mission CDR	[REDACTED]	Yes	[REDACTED]
16	IRT Report: Comprehensive Mission CDR	[REDACTED]	Yes	[REDACTED]
17	Ground Segment/Mission Operations CDR (Ames)	[REDACTED]	Yes	[REDACTED]
18	IRT Report Update: Ground Segment/Operations CDR & Closures since Comprehensive CDR	[REDACTED]	Yes	[REDACTED]
19	Completion Date	[REDACTED]		

9. NASA Task Management:

Task Manager (TM)

TM: Todd Allen Holloway

Mail Stop (M/S): VP53, Discovery & New Frontiers Program Office, MSFC

Phone Number: (256)961-7439 / Fax Number: (256)961-7524

E-Mail Address: todd.holloway@nasa.gov

Contracting Officer's Technical Representative (COTR)

COTR: Jennings B. Cherry

Mail Stop (M/S): Science Support Office - 160

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E-Mail Address: Jennings.B.Cherry@nasa.gov

Contracting Officer (CO)

CO: Darla J. Clifton

Mail Stop (M/S): Office of Procurement - 126

Phone Number: (757) 864-5717 / Fax Number: (757) 864-7709

E-Mail Address: Darla.J.Clifton@nasa.gov

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE		PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. 000006		3. EFFECTIVE DATE 08/08/2007		4. REQUISITION/PURCHASE REQ. NO. N/A	
6. ISSUED BY NASA/Langley Research Center 9B Langley Blvd., Bldg. 1195B M/S 126 Hampton VA 23681-2199		CODE LARC		5. PROJECT NO. (if applicable)	
		7. ADMINISTERED BY (if other than Item 6) NASA/Langley Research Center 9B Langley Blvd., Bldg. 1195B M/S 126 Hampton VA 23681-2199		CODE LARC	
8. NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) SCIENCE APPLICATIONS INTL CORP Attn: [REDACTED] 10260 CAMPUS POINT DR SAN DIEGO CA 92121-1522			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
CODE			FACILITY CODE		
			10A. MODIFICATION OF CONTRACT/ORDER NO. NNL05AA01B NNL06AA43T		
			10B. DATED (SEE ITEM 11) 01/13/2006		

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 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 14, 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.

is extended. is not extended.

12. ACCOUNTING AND APPROPRIATION DATA (if required)
N/A Net Decrease: -\$7,794.00

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

CHECK ONE 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. FAR 52.243-3 ALT I CHANGES--COST REIMBURSEMENT (AUG 1987)
	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)

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

The purpose of this modification is to deobligate \$7,794.00 [REDACTED] reducing the total contract value to \$328,299.00 [REDACTED] Cost and [REDACTED] fee). \$3,406.16 remains on the task order until determination of final indirect rates in accordance with the summary of changes.

All other terms and conditions remain unchanged.

Continued.

Except as provided herein, all terms and conditions of this 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) Robin Amburn Grob, Contracts Manager		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Anthony Kram	
15B. CONTRACTOR/OFFEROR <i>Robin Amburn Grob</i> (Signature of person authorized to sign)		16B. UNITED STATES OF AMERICA <i>[Signature]</i> (Signature of Contracting Officer)	
15C. DATE SIGNED 8/13/07		16C. DATE SIGNED 08/08/2007	

NSN 7540-01-152-8070
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Summary of Changes

1. The period of performance for this task order ended on 28 February 2007. This task order has been completed.
2. Deobligate [REDACTED] decreasing the total task order value from \$336,093 to \$328,299 in accordance with the summary chart below.
3. The task order retains \$3,406.16 to fund an increase in the final indirect cost rate adjustment.
4. In accordance with Paragraph B.4, of the Basic Contract (NNL05AA01B), FAR 52.232-22 applies at the Task Order level. In accordance with this clause, NFS 1852.232-81 is incorporated as follows:

"CONTRACT FUNDING, (NFS 1852.232-81) (JUN 1990)

(a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this Task Order is [REDACTED]. This allotment is for NNL06AA43T and covers the following estimated period of performance: January 17, 2006 through February 28, 2007.

(b) An additional amount of [REDACTED] is obligated under this Task Order for payment of fee.

(End of Clause)"

5. All other terms and conditions remain unchanged.

SUMMARY OF TASK ORDER VALUE / FUNDING

TASK ORDER DOCUMENT	TASK VALUE SUMMARY			TASK FUNDING SUMMARY		
	ESTIMATED COST	FIXED FEE	TOTAL CPFF	ESTIMATED COST	FIXED FEE	TOTAL CPFF
BASIC	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$100,000
MOD 1	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$200,000
MOD 2	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$237,738
MOD 3	[REDACTED]	[REDACTED]	\$237,738	[REDACTED]	[REDACTED]	\$237,738
MOD 4	[REDACTED]	[REDACTED]	\$412,284	[REDACTED]	[REDACTED]	\$313,419
MOD 5	[REDACTED]	[REDACTED]	\$336,093	[REDACTED]	[REDACTED]	\$336,093
MOD 6	[REDACTED]	[REDACTED]	\$328,299	[REDACTED]	[REDACTED]	\$328,299

NOTE: Period of performance for this task order is January 17, 2006 through February 28, 2007.