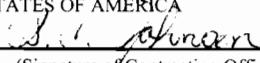


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE	PAGE OF PAGES		
2. AMENDMENT/MODIFICATION NO. P00001		3. EFFECTIVE DATE SEE BLOCK 16C		4. REQ./PURCH REQ.#		5. PROJECT NO. (IF APPLICABLE)	
6. ISSUED BY NAVAL INVENTORY CONTROL POINT 5450 CARLISLE PIKE, P.O. BOX 2020 MECHANICSBURG, PA 17055-0788		CODE N00104		7. ADMINISTERED BY SAME AS BLOCK 6 S.C. JOHNSON CODE: 0272.5 PHONE: 717-605-1548 EMAIL: SYLVIA.JOHNSON@NAVY.MIL		CODE N00104	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) RWD TECHNOLOGIES 5521 RESEARCH PARK DRIVE BALTIMORE, MD 21228 POC: ANDREW BUCKON PHONE: 410-869-1085 EMAIL: abuckon@rwd.com				9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				10a. MODIFICATION OF CONTRACT/ORDER N00104-06-A-ZF37 GS-35F-0491R			
				X 10B. DATED (SEE ITEM 13) 05/22/2006			
CODE 1HQ9		FACILITY CODE					
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of offers <input type="checkbox"/> is <input type="checkbox"/> 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 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) N/A							
13. THIS ITEM APPLIES ONLY TO THE MODIFICATION OF CONTRACTS/ORDERS AS SPECIFIED ITEM 14.							
		A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
X		B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES 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		X is not,		is required to sign this document and return 1 copy.			
14. DESCRIPTION OF AMENDMENT/MODIFICATION (including solicitation/contract subject matter where feasible.)							
THE PURPOSE OF THIS MODIFICATION IS TO MAKE ADMINISTRATIVE CORRECTIONS TO THE BPA. THE PRICING MATRIX INCORPORATED IN ATTACHMENT A TO THE BPA IS HEREBY DELETED IN ITS ENTIRETY AND REPLACED WITH ATTACHMENT A TO THIS MODIFICATION. CHANGES INCLUDE: - CLIN 1001AA, WARRANTY AND SUPPORT, IS CORRECTED TO READ CLIN 1001AB. - DUPLICATION OF CLIN NUMBER 3006 IS CORRECTED. CLINS 3006 THROUGH 3019 ARE RESPECTIVELY RENUMBERED 3007 THROUGH 3020.							
DISTRIBUTION:							
(2) PURCHASE FOLDER		(1) Sandra.Sirbu@navy.mil		(1) ITServicesBPA@gunter.af.mil			
(1) CONTRACTOR		(1) Elizabeth.Vonasek@navy.mil		(1) Susan.Lizzi@dla.mil			
		(1) Adelia.Wardle@us.army.mil		(1) Vera.Thompson@disa.mil			
		(1) Karen.Walzer@mail1.monmouth.army.mil					
Except as provided herein, all other terms and conditions of the contract remain unchanged and in full force and effect.							
15A. NAME AND TITLE OF SIGNER <i>(Type or print)</i>				16A. NAME AND TITLE OF CONTRACTING OFFICER <i>(Type or print)</i>			
				S. C. JOHNSON CONTRACTING OFFICER			
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED		16B. UNITED STATES OF AMERICA BY 		16C. DATE SIGNED 06/06/2006	
(Signature of person authorized to sign)				(Signature of Contracting Officer)			
NSN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE		30-105 (SPCC OVPT) (REV 10-84) (LOCAL)		STANDARD FORM 30 (REV. 10-83) Prescribed by GSA FAR (48 CFR) 53-243			

CLIN	DESCRIPTION	P/N	UNIT PRICE
PRODUCTS			
0001	RWD Info Pak Publisher Publisher is licensed on a per developer basis. Includes: Publisher GUIPro Converter		
0001AA	Publisher - Single Developer License	RWD-1-001	\$3,824.89
0001AB	Publisher - Single Developer Warranty & Support (annual)	RWD-1-001S	\$650.23
0001BA	Publisher - 5 Pack License	RWD-1-002	\$17,030.81
0001BB	Publisher - 5 Pack Warranty & Support (annual)	RWD-1-002S	\$2,895.24
0001CA	Publisher - 10 Pack License	RWD-1-003	\$29,954.90
0001CB	Publisher - 10 Pack License Warranty & Support (annual)	RWD-1-003S	\$5,092.34
0001DA	Publisher - 15 Pack License	RWD-1-004	\$38,893.06
0001DB	Publisher - 15 Pack Warranty & Support (annual)	RWD-1-004S	\$6,611.82
0001EA	Publisher - 20 Pack License	RWD-1-005	\$43,482.92
0001EB	Publisher - 20 Pack Warranty & Support (annual)	RWD-1-005S	\$7,392.10
0002	RWD Info Pak Simulator Simulator is licensed on a per developer basis.		
0002AA	Simulator - Single Developer License	RWD-2-001	\$1,910.53
0002AB	Simulator - Single Developer Warranty & Support (annual)	RWD-2-001S	\$324.79
0002BA	Simulator - 5 Pack License	RWD-2-002	\$8,506.88
0002BB	Simulator - 5 Pack Warranty & Support (annual)	RWD-2-002S	\$1,446.17
0002CA	Simulator - 10 Pack License	RWD-2-003	\$14,962.45
0002CB	Simulator - 10 Pack Warranty & Support (annual)	RWD-2-003S	\$2,543.62
0002DA	Simulator - 15 Pack License	RWD-2-004	\$19,427.06
0002DB	Simulator - 15 Pack Warranty & Support (annual)	RWD-2-004S	\$3,302.60
0002EA	Simulator - 20 Pack License	RWD-2-005	\$21,719.70
0002EB	Simulator - 20 Pack Warranty & Support (annual)	RWD-2-005S	\$3,692.35
0003	RWD Info Pak Administrator Administrator is licensed on a per developer basis. Includes: Web Architect Config GUIPro Builder Glossary		
0003AA	Administrator - Single Developer License	RWD-3-001	\$7,653.60
0003AB	Administrator - Single Developer Warranty & Support (annual)	RWD-3-001S	\$1,301.11
0003BA	Administrator - 2 Pack License	RWD-3-002	\$13,631.47
0003BB	Administrator - 2 Pack Warranty & Support (annual)	RWD-3-002S	\$2,317.35
0003CA	Administrator - 3 Pack License	RWD-3-003	\$17,981.94
0003CB	Administrator - 3 Pack Warranty & Support (annual)	RWD-3-003S	\$3,056.93
0003DA	Administrator - 4 Pack License	RWD-3-004	\$20,753.34
0003DB	Administrator - 4 Pack Warranty & Support (annual)	RWD-3-004S	\$3,528.07
0003EA	Administrator - 5 Pack License	RWD-3-005	\$21,752.34
0003EB	Administrator - 5 Pack Warranty & Support (annual)	RWD-3-005S	\$3,697.90
0004	RWD Info Pak OmniHelp OminHelp is licensed on a per user basis.		
0004AA	OmniHelp - 100 users - License	RWD-4-001	\$4,594.46
0004AB	OmniHelp - 100 users - Warranty & Support (annual)	RWD-4-001S	\$781.06
0004BA	OmniHelp - 200 users - License	RWD-4-002	\$8,182.97
0004BB	OmniHelp - 200 users - Warranty & Support (annual)	RWD-4-002S	\$1,391.11
0004CA	OmniHelp - 500 users - License	RWD-4-003	\$16,866.50
0004CB	OmniHelp - 500 users - Warranty & Support (annual)	RWD-4-003S	\$2,867.30
0004DA	OmniHelp - 1,000 users - License	RWD-4-004	\$26,696.22
0004DB	OmniHelp - 1,000 users - Warranty & Support (annual)	RWD-4-004S	\$4,538.36
0004EA	OmniHelp - 2,000 users - License	RWD-4-005	\$43,526.45
0004EB	OmniHelp - 2,000 users - Warranty & Support (annual)	RWD-4-005S	\$7,399.49

CLINS 0005 THROUGH 1000 ARE RESERVED

CLIN	DESCRIPTION	UNIT PRICE
VOLUME LICENSING		
1001	RWD Info Pak - 25 User Bundle Includes: 25 Publishers 25 Simulators 3 Administrators	
1001AA	License	\$97,539.43
1001AB	Warranty & Support (annual)	\$16,581.70
1002	RWD Info Pak - 50 User Bundle Includes: 50 Publishers 50 Simulators 5 Administrators	
1002AA	License	\$176,063.40
1002AB	Warranty & Support (annual)	\$29,930.78
1003	RWD Info Pak - 75 User Bundle Includes: 75 Publishers 75 Simulators 8 Administrators	
1003AA	License	\$269,050.20
1003AB	Warranty & Support (annual)	\$45,738.53
1004	RWD Info Pak - 100 User Bundle Includes: 100 Publishers 100 Simulators 10 Administrators	
1004AA	License	\$362,312.36
1004AB	Warranty & Support (annual)	\$61,593.10
1005	RWD Info Pak - 200 User Bundle Includes: 200 Publishers 200 Simulators 20 Administrators	
1005AA	License	\$615,863.01
1005AB	Warranty & Support (annual)	\$104,696.71
1006	RWD Info Pak - 300 User Bundle Includes: 300 Publishers 300 Simulators 30 Administrators	
1006AA	License	\$917,635.88
1006AB	Warranty & Support (annual)	\$155,998.10
1007	RWD Info Pak - 400 User Bundle Includes: 400 Publishers 400 Simulators 40 Administrators	
1007AA	License	\$1,215,303.01
1007AB	Warranty & Support (annual)	\$206,601.51
1008	RWD Info Pak - 500 User Bundle Includes: 500 Publishers 500 Simulators 50 Administrators	
1008AA	License	\$1,498,599.99
1008AB	Warranty & Support (annual)	\$254,762.00
1009	RWD Info Pak - 600 User Bundle Includes: 600 Publishers 600 Simulators 60 Administrators	
1009AA	License	\$1,699,781.91
1009AB	Warranty & Support (annual)	\$288,962.92

CLIN	DESCRIPTION	UNIT PRICE
1010	RWD Info Pak - 700 User Bundle Includes: 700 Publishers 700 Simulators 70 Administrators	
1010AA	License	\$1,896,858.07
1010AB	Warranty & Support (annual)	\$322,465.87
1011	RWD Info Pak - 800 User Bundle Includes: 800 Publishers 800 Simulators 80 Administrators	
1011AA	License	\$2,102,145.74
1011AB	Warranty & Support (annual)	\$357,364.78
1012	RWD Info Pak - 900 User Bundle Includes: 900 Publishers 900 Simulators 90 Administrators	
1012AA	License	\$2,291,010.40
1012AB	Warranty & Support (annual)	\$389,471.77
1013	RWD Info Pak - 1000 User Bundle Includes: 1000 Publishers 1000 Simulators 100 Administrators	
1013AA	License	\$2,504,509.57
1013AB	Warranty & Support (annual)	\$425,766.63
1014	RWD Info Pak - 1500 User Bundle Includes: 1500 Publishers 1500 Simulators 150 Administrators	
1014AA	License	\$3,510,419.16
1014AB	Warranty & Support (annual)	\$596,771.26
1015	RWD Info Pak - 2000 User Bundle Includes: 2000 Publishers 2000 Simulators 200 Administrators	
1015AA	License	\$4,516,328.74
1015AB	Warranty & Support (annual)	\$767,775.89
1016	RWD Info Pak - 3000 User Bundle Includes: 3000 Publishers 3000 Simulators 300 Administrators	
1016AA	License	\$6,528,147.91
1016AB	Warranty & Support (annual)	\$1,109,785.14
1017	RWD Info Pak - 4000 User Bundle Includes: 4000 Publishers 4000 Simulators 400 Administrators	
1017AA	License	\$8,047,276.66
1017AB	Warranty & Support (annual)	\$1,368,037.03
1018	RWD Info Pak OmniHelp - Volume License Additional price discounts apply to OmniHelp when purchased with any of the bundles under CLINS 1001 - 1017. The discount for OmniHelp will be equivalent to the item purchased (CLINS 1001 - 1017) or 53%, whichever is greater.	
1018AA	License	TBD based on individual order configuration
1018AB	Warranty & Support (annual)	TBD based on individual order configuration

CLINS 1019 THROUGH 2000 ARE RESERVED

CLIN	DESCRIPTION	P/N	UNIT PRICE
TRAINING - GSA SIN 132-50			
2001	RWD Info Pak - Publisher Training Course	RWD-T-PUB	\$1,363.98
2002	RWD Info Pak - Simulator Training Course	RWD-T-SIM	\$1,363.98
2003	RWD Info Pak - Administrator Training Course	RWD-T-ADM	\$4,091.94
2004	RWD Info Pak - OmniHelp Training Course	RWD-T-OMN	\$1,363.98
<i>CLINS 2005 THROUGH 3000 ARE RESERVED</i>			
PROFESSIONAL SERVICES* - GSA SIN 132-51			
3001	Project Director II	RWD-PD-II	\$153.81
3002	Project Director I	RWD-PD-I	\$134.60
3003	Project Manager III	RWD-PM-III	\$153.81
3004	Project Manager II	RWD-PM-II	\$140.36
3005	Project Manager I	RWD-PM-I	\$124.98
3006	Enterprise Solutions Change Management Consultant II	RWD-ESCMC-II	\$182.66
3007	Enterprise Solutions Change Management Consultant I	RWD-ESCMC-I	\$153.81
3008	Enterprise Solutions Consultant III (Principal)	RWD-ESC-III	\$182.66
3009	Enterprise Solutions Consultant II (Senior)	RWD-ESC-II	\$140.36
3010	Enterprise Solutions Consultant I (Staff)	RWD-ESC-I	\$124.98
3011	Enterprise Solutions Developer III (Staff)	RWD-ESD-III	\$124.98
3012	Enterprise Solutions Developer II (Associate)	RWD-ESD-II	\$105.75
3013	Enterprise Solutions Developer I (Assistant)	RWD-ESD-I	\$86.53
3014	eLearning Consultant	RWD-eLC	\$124.98
3015	Enterprise Solutions Editor	RWD-ESE	\$86.53
3016	Graphic Artist	RWD-GA	\$86.53
3017	Lean Manager II	RWD-LM-II	\$182.66
3018	Lean Manager I	RWD-LM-I	\$163.43
3019	Lean Consultant II	RWD-LC-II	\$163.43
3020	Lean Consultant I	RWD-LC-I	\$153.81

*Labor rates for Professional Services do not include travel and associated expenses.