

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   134
2. AMENDMENT/MODIFICATION NO. P00022	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY NRO 14675 Lee Road Chantilly, VA 20151-1715	CODE	7. ADMINISTERED BY (If other than Item 6) See Block 6	CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)  ViaSat Inc CARLSBAD, CA 92009		(X)	9A. AMENDMENT OF SOLICITATION NO.
		<input type="checkbox"/>	9B. DATED (SEE ITEM 11)
		<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO. NRO000-14-C-0099
		<input checked="" type="checkbox"/>	10B. DATED (SEE ITEM 13) 09/29/2014
CODE	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 \_\_\_\_\_ 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)

See Section G

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

<input checked="" type="checkbox"/>	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.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority)

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.)

See Page 2

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remain 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)		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
_____ (Signature of person authorized to sign)		_____ (Signature of Contracting Officer)	

(b)(3)

NSN 7540-01-152-8070  
PREVIOUS EDITION UNUSABLE

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

**Block 14 Continuation**

**(U) Modification Summary:**

(U) This modification is a supplemental agreement made under the authority 'Mutual Agreement of the Parties' according to FAR 43.103(a). The purpose of this modification number P00022 is to accomplish the following tasks:

- (U) Incorporate Engineering Change Proposal (ECP 3) by Incorporating new SubCLIN(s) 0005AD, AE, AF, AG & AH which will all be Firm Fixed Price (FFP);

- (U) Obligation of funding on CLIN 0005 in the total amount of [ ] and (b)(3)  
(b)(4)

A. (U) Under Section B, Paragraph B-1, **Type of Contract and Total Contract Value**, is modified to reflect the incorporation of ECP 0003 by adding SubCLINs 0005 AD-AH, in the amount of [ ] Contract Value and funding are increased by [ ]

The following table in this clause is classified as (~~U//FOUO~~)

CLIN	FROM	BY	TO
[ ]			

	FROM	BY	TO
<b>Total Contract Funding</b>	[ ]		
<b>Total Contract Value</b>	[ ]		

B. (~~U//FOUO~~) As a result of the above, the total obligated amount of this contract is hereby increased from [ ]

C. (~~U//FOUO~~) A summary of the proposal is provided in the table below. ViaSat will [ ] (b)(3)  
[ ] (b)(4)

[ ] the KG-142 units. Training is provided to users at a nominal price offered in 1 and 2 day sessions. Finally, Extended Warranties are offered in 3 and 5 year increments. The Government has chosen to procure [ ] at this time as (b)(3)  
provided in the table below.

Proposal Summary for CLIN 0005		
SubCLIN	PROPOSED	NEGOTIATED
0005AD		
0005AE		
0005AF		
0005AG		
0005AH		
TOTAL:		

(b)(3)  
(b)(4)

(U) This conformed copy of the contract supersedes all prior versions. Unless otherwise stipulated herein, all other terms and conditions of this contract remain in full force and effect.

**(U) PART I - THE SCHEDULE**

**(U) SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS**

**B-1 (U) TYPE OF CONTRACT AND TOTAL CONTRACT VALUE**

(U) The Contractor shall, in accordance with the terms and conditions set forth herein, furnish the necessary qualified personnel, services, travel, facilities and materials (except those specifically designated to be provided by the Government) and do all things necessary and incidental to complete the contractual effort in accordance with the Statement of Work incorporated by Section C - Description/Specifications/Statement of Work hereto.

(U//~~FOUO~~) The total current contract value is

(b)(3)  
(b)(4)

All tables in this clause containing CLIN element values and totals are classified as (U//~~FOUO~~).

(U) CLIN 0001, as identified in this contract and in the total estimated amounts set forth below, is CPIF as described under the Federal Acquisition Regulations (FAR) 16.405-1.

Description: (U//~~FOUO~~) 100G EE Development -

(b)(3)

Target Cost  
FCCOM  
Total Target Cost  
Cost Overrun  
Current Total Cost  
Total CPIF

(b)(3)  
(b)(4)

(U) The total value of Contract Line Item 0001, and any modifications thereto are shown below:

	Maximum Incentive Fee	Minimum Incentive Fee	Target Cost	FCCOM	Total Target Cost
	Cost Overrun	Current Total Cost	Target Fee	Total CPIF	
BASIC	<input type="text"/>				
P00014					
P00019					
P00020					

(U) CLIN 0002, as identified in this contract and in the total estimated amounts set forth below, is CPF<sup>(b)(3)</sup> as described under the Federal Acquisition Regulations (FAR) 16.306. <sup>(b)(4)</sup>

Description: (U//~~FOUO~~) Engineering Analysis and Support Tasks

Total Level of Effort  
Estimated Cost

**P00022**  
**NRO000-14-C-0099**



FCCOM  
 Total Estimated Cost  
 Current Estimated Cost  
 Fixed Fee  
 Total CPFFLOE

(U) The total value of Contract Line Item 0002, and any modifications thereto are shown below:

	Total Level of Effort	Estimated Cost	FCCOM	Total Estimated Cost	Cost Overrun
	Current Estimated Cost	Fixed Fee	Total CPFFLOE		
BASIC					(b)(3) (b)(4)

(U) CLIN 0003 (Option), as identified in this contract and in the total estimated amounts set forth below, is FFP as described under the Federal Acquisition Regulations (FAR) 16.202.

Description:  
 THIS CLIN IS NO LONGER AVAILABLE FOR EXERCISE AS AN OPTION ON THIS CONTRACT. CLIN CLOSED

(U) CLIN 0004, as identified in this contract and in the total estimated amounts set forth below, is NSP as described in the description below.

Description: (U//~~FOUO~~) CDRL Documentation

(U) CLIN 0005, as identified in this contract and in the total estimated amounts set forth below, is FFP as described under the Federal Acquisition Regulations (FAR) 16.202.

Description: (U//~~FOUO~~) KG-142 100 Gigabit Ethernet Encryptor (100G EE) Production Indefinite Delivery/Indefinite Quantity (IDIQ) (one year warranty)

The maximum quantity of KG-142 100G EE to be ordered during the period of program shall be  (b)(3)

Firm Fixed Price  (b)(3)  
 Total  (b)(4)

	Quantity	Unit Price	Units	Total
0005AA				(b)(3) (b)(4)
0005AB				
0005AC				
0005AD				
0005AE				
0005AF				
0005AG				
0005AH				

(U) The total value of Contract Line Item 0005, and any modifications thereto are shown below:

	Firm Fixed Price	Total
P00012		
P00013		
P00018		
P00022		

(U) CLIN 0006, as identified in this contract and in the total estimated amounts set forth below, is CS as described under the Federal Acquisition Regulations (FAR) 16.303.

Description: (U//~~FOUO~~) IAW the mutual agreement under modification P00014, this CLIN is reserved for future cost overruns in performance of CLIN0001 (100G EE Development - ) (b)(3)

Future CLIN0001 cost overruns in excess of the amount added to CLIN0001 via modification P00014, if

accepted by the Government and provided funding, shall be executed through a  cost share of that additional overrun amount. Possible future rate adjustment amounts will not be subject to the cost share provision of this CLIN.

Contractor Share  
 Government Share  
 Total Estimated Cost

(b)(3)  
 (b)(4)

(U) The total value of Contract Line Item 0006, and any modifications thereto are shown below:

	Contractor Share	Cost Overrun	Government Share	Total Estimated Cost
P00014				
P00019				

(U) CLIN 0007, as identified in this contract and in the total estimated amounts set forth below, is CPFF as described under the Federal Acquisition Regulations (FAR) 16.306.

Description: 100G EE Increment 1 - Incorporation of CR's and TR's

Estimated Cost  
 FCCOM  
 Total Estimated Cost  
 Current Estimated Cost  
 Fixed Fee  
 Total CPFF

(b)(3)  
 (b)(4)

(U) The total value of Contract Line Item 0007, and any modifications thereto are shown below:

	Estimated Cost	FCCOM	Total Estimated Cost	Cost Overrun	Current Estimated Cost
	Fixed Fee	Total CPFF			
P00020					

(U) CLIN 0008, as identified in this contract and in the total estimated amounts set forth below, is FFP as described under the Federal Acquisition Regulations (FAR) 16.202.

Description: 100G EE Increment 2 - Provides for Multiple P2P CA Support  
 Supplemental Requirements to include design, development, test and documentation of Government-required capabilities to be incorporated into the KG-142.

(b)(3)  
 (b)(4)

	Quantity	Unit Price	Units	Value
Firm Fixed Price				
Total				

(U) The total value of Contract Line Item 0008, and any modifications thereto are shown below:

	Quantity	Unit Price	Units	Total
P00021				

**B-2 (U) Performance Incentive**

(U) The table below provides the Performance Incentive details:

The following table in this clause is classified as (U).

Incentive Event	Incentive Amount Available	Incentive Amount Earned	Unearned Incentive
SRR			
PDR			
CDR			
Delivery of EDM Units			
EPAR			
Completion			
Cost			
Incentive No Longer Available			
Total:			

(b)(3)  
(b)(4)



**(U) SECTION C - DESCRIPTION/SPECS./WORK STATEMENT**

**C-1 (U) Statement of Work**

(U) The Government's Statement of Work listed below is incorporated by reference and made part of this contract as Attachment 2 to Part III of Section J here to:

The following table in this clause is classified as (U//~~FOUO~~).

<b>Statements of Work Title</b>	<b>Date</b>
1. Statement of Work for the 100G Ethernet Encryptor v1.5	12/09/2015
2. Statement of Objectives for the 100G Ethernet Encryptor Inc 2	03/03/2017

**C-2 (U) Task Orders**

(U) Individual Task Orders may be placed under this contract and may include Task Order-specific descriptions, Contract Data Requirements Lists (DD FORM 1423), and associated Data Items Descriptions.

**(U) SECTION D - PACKAGING AND MARKING**

**D-1 (U) Packaging and Marking**

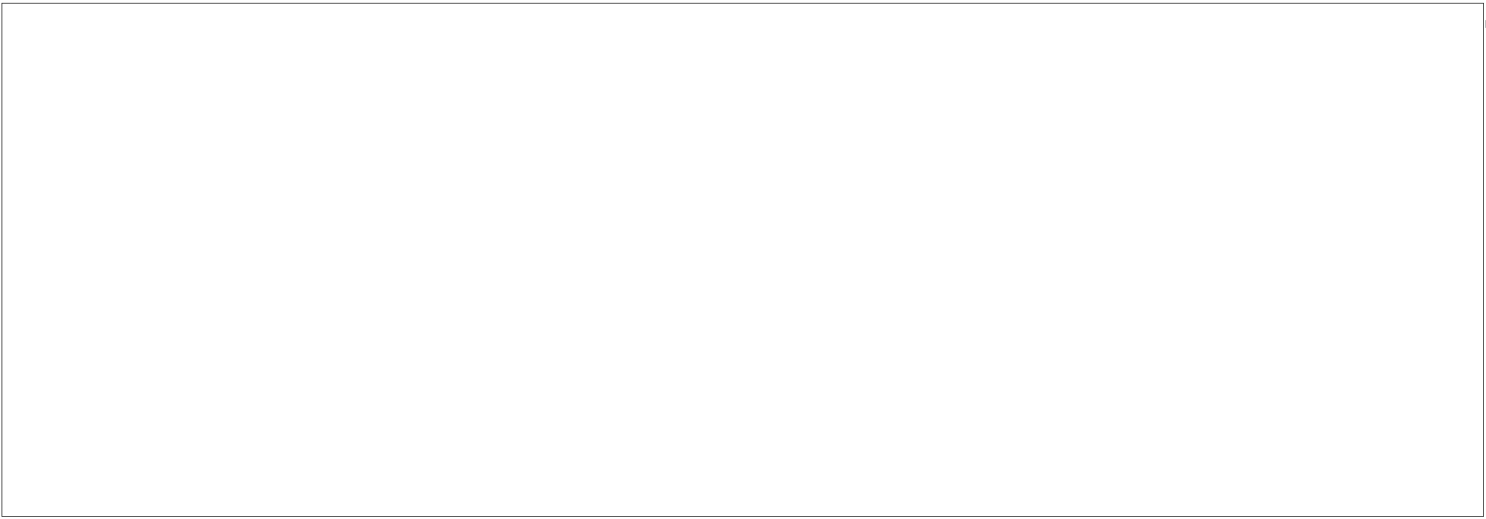
(U) Packaging and marking of deliverable items called for hereunder shall be in accordance with:

(U) (1) the Contractors best commercial practice;

(U) (2) any delineated requirements in the Statement of Work required to insure safe arrival at the destination;  
and

(U) (3) in accordance with appropriate security requirements.

(U) SECTION E - INSPECTION AND ACCEPTANCE



(b)(3)

**(U) SECTION F - DELIVERIES OR PERFORMANCE**

**F-1 (U) Ship To Address**

14675 Lee Road  
Chantilly, VA 20151-1715

For all order under CLIN 0005, ship to:

(b)(3)

(b)(3)



**(U) SECTION G - CONTRACT ADMINISTRATION DATA**

**G-1 (U) GOVERNMENT POINTS OF CONTACT**

The following table in this clause is classified as (U).

Title	Name	Phone Number
Contracting Officer		
Contracts Negotiator		
COTR		
Contract Specialist		

(b)(3)

**G-2 (U) PURCHASE REQUEST NUMBER AND ACCOUNTING AND APPROPRIATION DATA**

The following tables in this clause are classified as ~~(U//FOUO)~~

Contract Doc	CLIN	RCA #	RCA ACTNG#	BLI	FY	BOC	PO Line	Dollars Obligated
BASIC	0001	(b)(3)			14	(b)(3)	2	(b)(3) (b)(4)
BASIC	0001				14		4	
BASIC	0002				14		1	
BASIC	0002				14		3	
							al:	
P00001	0001				15		5	
							al:	
P00004	0001				15		6	
							al:	
P00005	0001				15		7	
							al:	
P00009	0001				15		8	
							al:	
P00010	0001				15		10	
P00010	0001				15		9	
			al:					
P00011	0001	16	11					
			al:					
P00012	0001	16	13					
P00012	0005AA	16	12					
			al:					
P00013	0005AA	16	15					

Contract Doc	CLIN	RCA #	RCA ACTNG#	BLI	FY	BOC	PO Line	Dollars Obligated
P00013					16		14	(b)(3)
						(b)(3)	al:	(b)(4)
P00014					16		17	
P00014					16		16	
			(b)(3)				al:	
P00015					16		18	
							al:	
P00017					16		18	
P00017					16		19	
							al:	
P00018					16		20	
							al:	
P00019					16		21	
P00019					16		22	
P00019					16		22	
							al:	
P00020					17		23	
							al:	
P00021					17		24	
							al:	
P00022					17		25	
P00022					17		26	
							Subtotal:	
							Total:	

SUMMARY TOTAL OBLIGATED AND TOTAL VALUE BY CLIN		
CLIN	Dollars Obligated	Total CLIN Value
0001		
0002		
0005AA		
0005AB		
0005AC		
0005AD		
0005AE		
0005AF		
0005AG		
0005AH		
0005		

(b)(3)  
(b)(4)

SUMMARY TOTAL OBLIGATED AND TOTAL VALUE BY CLIN		
CLIN	Dollars Obligated	Total CLIN Value
0006		
0007		
0008		
Total:		

(b)(3)  
(b)(4)

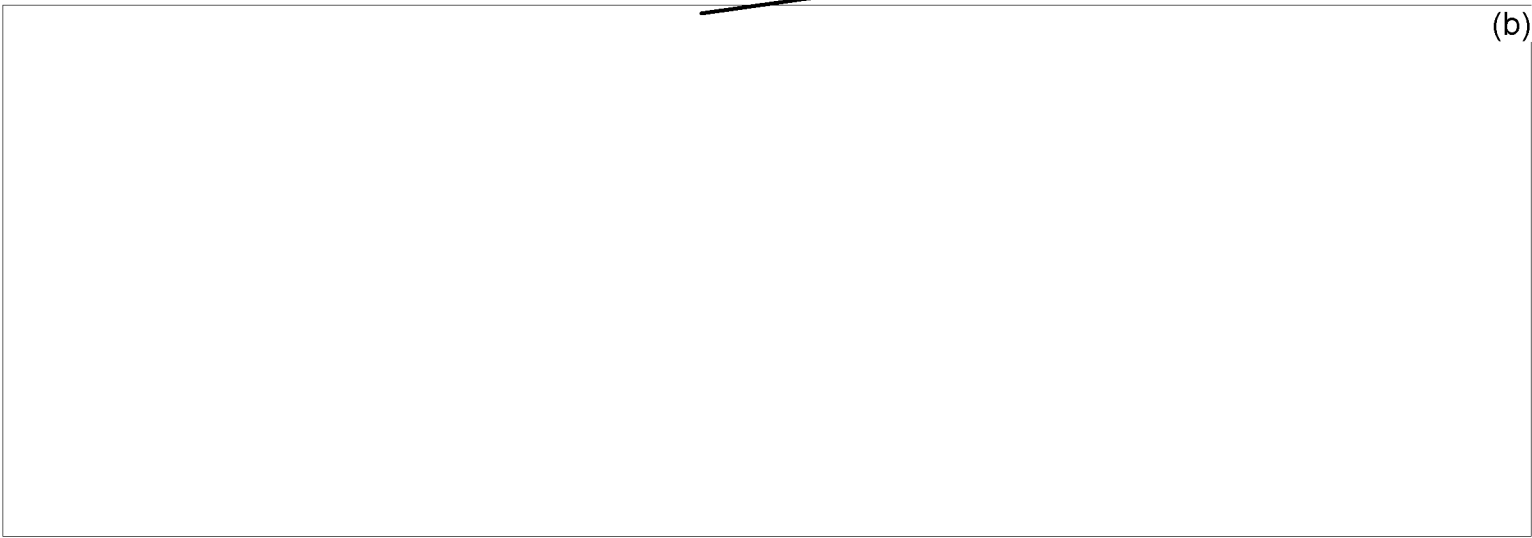
(b)(3)  
(b)(4)

(b)(3)



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(b)(3)



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**(U) PART III - LIST OF DOCUMENTS/EXHIBITS AND OTHER ATTACHMENTS**

**(U) SECTION J - LIST OF ATTACHMENTS**

**J-1 (U) Incorporation Of Attachments And Exhibits**

(U) The Attachments and/or Exhibits listed below are incorporated herein and made part hereof:

<b>Attachment Number</b>	<b>Description</b>	<b>Date</b>	<b>No. Pages</b>
1	(U) Statement of Work for the 100G Ethernet Encryptor v1.5( <del>FOUO</del> )	12/09/2015	23
2	100G EE Incentive Fee Plan	03/20/2015	4
3	100G EE - A Series CDRLs A001_A012 (Admin) rev3	11/17/2014	5
4	100G EE - A Series CDRLs A013 (Admin)	09/25/2014	2
5	100G EE - B Series CDRLs B0001_B011 (Tech Non_Cert)	09/25/2014	4
6	100G EE - C Series CDRLs C001_C021 (Tech_Cert)	09/25/2014	24
7	100G EE - D Series CDRLs D001_D004 (Sustainment)	09/25/2014	2
8	DD254_9-26-2014	03/04/2014	2
9	100G EE DD 254 Item 13 cont (Final RFP)	03/04/2014	5
10	100G EE - IT-IA-IM Document Checklist	03/12/2014	4
11	(U) 100G EE Functional Specification for the 100G EE V1.2.2( <del>FOUO</del> )	06/12/2015	42
12	(U) 100G EE GFE GFI Data Sheet( <del>FOUO</del> )	09/25/2014	1
13	(U) J13_CLIN 0002 Task Order Tracking List	11/01/2016	1
14	(U) J14_CLIN0002 Task Order Statements	12/12/2016	4
15	100G EE Inc2 SOO v1.3	03/03/2017	11