

<b>AWARD/CONTRACT</b>		1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 350)		RATING	PAGE OF PAGES 1 54	
2. CONTRACT (Proc. Inst. Ident.) NO. NRO000-11-C-0394		3. EFFECTIVE DATE 08/31/2011		4. REQUISITION/PURCHASE REQUEST/PROJECT NO.		
5. ISSUED BY NRO 14675 Lee Road Chantilly, VA 20151-1715		6. ADMINISTERED BY (If other than Item 5) See Block 5		CODE		
7. NAME AND ADDRESS OF CONTRACTOR (No., street, city, county, State and ZIP Code) SCITOR CORPORATION CHANTILLY, VA 20151				8. DELIVERY <input type="checkbox"/> FOB ORIGIN <input checked="" type="checkbox"/> OTHER (See below)		
				9. DISCOUNT FOR PROMPT PAYMENT See Section G		
				10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN:		ITEM See Section G
CODE		FACILITY CODE				
11. SHIP TO/MARK FOR See Section F		CODE		12. PAYMENT WILL BE MADE BY See Section G		CODE
13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION: <input type="checkbox"/> 10 USC 2304 (c) ( ) <input type="checkbox"/> 41 USC 253 (c) ( )				14. ACCOUNTING AND APPROPRIATION DATA See Section G		
15A. ITEM NO.	15B. SUPPLIES/SERVICES	15C. QUANTITY	15D. UNIT	15E. UNIT PRICE	15F. AMOUNT	
	See Section B					
<b>15G. TOTAL AMOUNT OF CONTRACT</b>						(b)(3)
16. TABLE OF CONTENTS						
(X)	SEC.	DESCRIPTION	PAGE(S)	(X)	SEC.	DESCRIPTION PAGE(S)
PART I - THE SCHEDULE				PART II - CONTRACT CLAUSES		
<input checked="" type="checkbox"/>	A	SOLICITATION/CONTRACT FORM	1	<input checked="" type="checkbox"/>	I	CONTRACT CLAUSES 14
<input checked="" type="checkbox"/>	B	SUPPLIES OR SERVICES AND PRICES/COSTS	2	PART III - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACH.		
<input checked="" type="checkbox"/>	C	DESCRIPTION/SPECS./WORK STATEMENT	6	<input checked="" type="checkbox"/>	J	LIST OF ATTACHMENTS 54
<input checked="" type="checkbox"/>	D	PACKAGING AND MARKING	7	PART IV - REPRESENTATIONS AND INSTRUCTIONS		
<input checked="" type="checkbox"/>	E	INSPECTION AND ACCEPTANCE	8	<input type="checkbox"/>	K	REPRESENTATIONS, CERTIFICATIONS AND OTHER STATEMENTS OF OFFERORS
<input checked="" type="checkbox"/>	F	DELIVERIES OR PERFORMANCE	9	<input type="checkbox"/>	L	INSTRS., CONDS., AND NOTICES TO OFFERORS
<input checked="" type="checkbox"/>	G	CONTRACT ADMINISTRATION DATA	10	<input type="checkbox"/>	M	EVALUATION FACTORS FOR AWARD
<input type="checkbox"/>	H	SPECIAL CONTRACT REQUIREMENTS				
CONTRACTING OFFICER WILL COMPLETE ITEM 17 OR 18 AS APPLICABLE						
17. <input type="checkbox"/> CONTRACTOR'S NEGOTIATED AGREEMENT (Contractor is required to sign this document and return _____ copies to issuing office.) Contractor agrees to furnish and deliver all items or perform all the services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this Contract shall be subject to and governed by the following documents: (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations, certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.)				18. <input checked="" type="checkbox"/> AWARD (Contractor is not required to sign this document.) Your offer on Solicitation Number _____ NRO000-11-R-0394, including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to the items listed above and on any condition sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your offer, and (b) this award/contract. No further contractual document is necessary.		
19A. NAME AND TITLE OF SIGNER (Type or print)				20A. NAME OF CONTRACTING OFFICER		
				(b)(3)		
19B. NAME OF CONTRACTOR BY _____ (Signature of person authorized to sign)		19C. DATE SIGNED	20B. UNITED STATES OF AMERICA BY _____ (Signature of Contracting Officer)		20C. DATE SIGNED	

NSN 7540-01-152-8069  
Previous edition is unusable

STANDARD FORM 26 (REV. 4-85)  
Prescribed by GSA FAR (48CFR) 53.214(a)



(b)(3)

**(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 CPAF as described under the Federal Acquisition Regulations (FAR) 16.405-2.

Description: (U)  Technical Support

Estimated Cost (b)(3)  
 FCCOM (b)(4)  
 Total Estimated Cost  
 Current Estimated Cost  
 Award Fee (b)(3)  
 Total CPAF

		Estimated Cost	FCCOM	Total Estimated Cost	Cost Overrun
		Current Estimated Cost	Base Fee	Award Fee	Total CPAF
0001AA	(U) <input type="text"/> Core Support.				
0001AB					
0001AC					
0001AD					

(U) The total value of Contract Line Item 0001, and any modifications thereto are shown below (b)(1)  
 (b)(3)

	Estimated Cost	FCCOM	Total Estimated Cost	Cost Overrun	Current Estimated Cost
	Base Fee	Award Fee	Total CPAF		
BASIC					(b)(3) (b)(4)

(U) CLIN 0002, as identified in this contract and in the total estimated amounts set forth below, is CPAF as described under the Federal Acquisition Regulations (FAR) 16.405-2.

Description: (U) SIGINT Front Office Support

Estimated Cost  
 FCCOM  
 Total Estimated Cost  
 Current Estimated Cost  
 Award Fee  
 Total CPAF

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

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

	Estimated Cost	FCCOM	Total Estimated Cost	Cost Overrun	Current Estimated Cost
	Base Fee	Award Fee	Total CPAF		
BASIC					(b)(3) (b)(4)

(U) CLIN 0003, as identified in this contract and in the total estimated amounts set forth below, is CPAF as described under the Federal Acquisition Regulations (FAR) 16.405-2.

Description: (U)  Program Control Support

(b)(3)

Estimated Cost  
 FCCOM  
 Total Estimated Cost  
 Current Estimated Cost  
 Award Fee  
 Total CPAF

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

(U) The total value of Contract Line Item 0003, and any modifications thereto are shown below:

	Estimated Cost	FCCOM	Total Estimated Cost	Cost Overrun	Current Estimated Cost
	Base Fee	Award Fee	Total CPAF		
BASIC					

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

Description: (U) Data for CLINs 0001, 0002, 0003

(U) CLIN 0005, as identified in this contract and in the total estimated amounts set forth below, is CR as described under the Federal Acquisition Regulations (FAR) 16.302.

Description: (U) Other Direct Costs and Travel

Total Estimated Cost  
 Total Cost

		Total Estimated Cost	Cost Overrun	Total Cost
0005AA	(U) Travel/ODCs for			
0005AB				
0005AC				
0005AD				
0005AE	(U) Travel/ODCs for SIGINT Front Office.			
0005AF	(U) Travel/ODCs for			

(b)(1)  
(b)(3)

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

	Total Estimated Cost	Cost Overrun	Total Cost
BASIC			

**B-2 (U) CPAF Award Fee Summary**

(U) The Award Fee Periods, their dates and the Fee earned if any for that period are included in the table below.

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

Award Period	CLIN(s)	Date(s)	Available Award Fee (\$)	Earned Award Fee (\$)	Unearned (\$)	Award Fee Mod Due Date
1	0001, 0002, 0003	31 Aug 11 - 30 Sep 11				
2	0001, 0002, 0003	1 Oct 11 - 31 Mar 12				
3	0001, 0002, 0003	1 Apr 12 - 30 Sep 12				
4	0001, 0002, 0003	1 Oct 12 - 31 Mar 13				
5	0001, 0002, 0003	1 Apr 13 - 30 Sep 13				
6	0001, 0002, 0003	1 Oct 13 - 31 Mar 14				
7	0001, 0002, 0003	1 Apr 14 - 30 Sep 14				

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

~~SECRET//TK//REL TO USA, FVEY~~

Award Period	CLIN(s)	Date(s)	Available Award Fee (\$)	Earned Award Fee (\$)	Unearned (\$)	Award Fee Mod Due Date	
	0001,	1 Oct	[REDACTED]				
8	0002,	14 - 31					
	0003	Mar 15					
	0001,	1 Apr					
9	0002,	15 - 30					
	0003	Sep 15					
	0001,	1 Oct					
10	0002,	15 - 31					
	0003	Mar 16					
	0001,	1 Apr					
11	0002,	16 - 30					
	0003	Sep 16					
	0001,	1 Oct					
12	0002,	16 - 31					
	0003	Mar 17					
	0001,	1 Apr					
13	0002,	17 - 30					
	0003	Sep 17					
	0001,	1 Oct					
14	0002,	17 - 31					
	0003	Mar 18					
	0001,	1 Apr					
15	0002,	18 - 30					
	0003	Sep 18					
	0001,	1 Oct					
16	0002,	18 - 31					
	0003	Mar 19					
Total:							

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

~~SECRET//TK//REL TO USA, FVEY~~

**(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 1 to Part III of Section J here to:

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

<b>Statements of Work Title</b>	<b>Date</b>
(U) STATEMENT OF WORK (SOW) for the Signals Intelligence Systems Acquisition (SIGINT) Directorate <input data-bbox="237 604 748 651" type="text"/> Support Services "WHETSTONE"	04/01/2011 (b)(3)

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

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

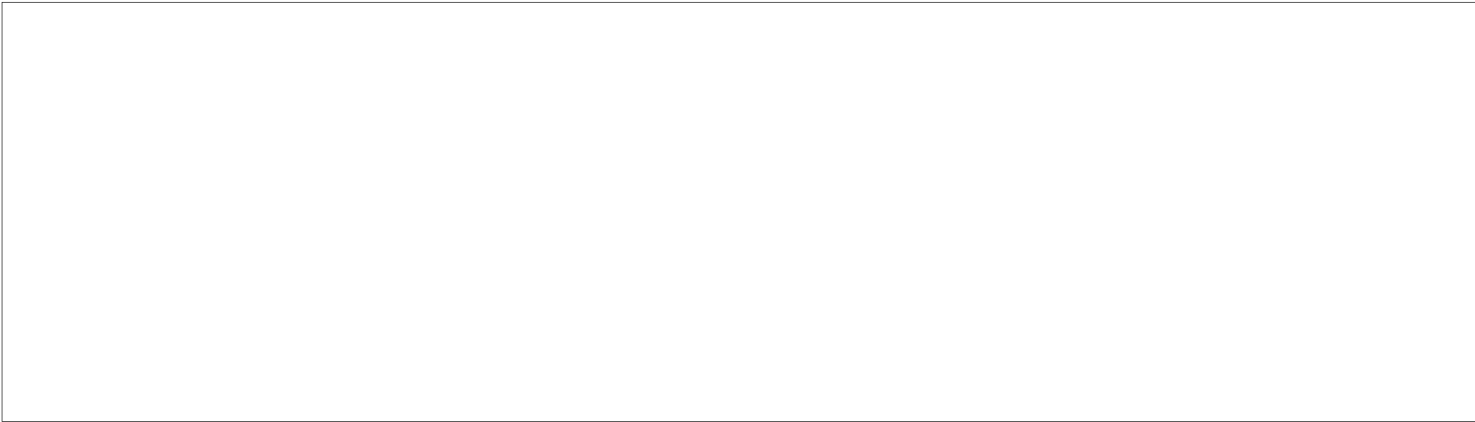
(U) Packaging and marking of deliverable items called for hereunder shall be in accordance with:

(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)



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~~SECRET//TK//REL TO USA, FVEY~~

**(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		
Contracting Officer Technical Representative		
Contracts Specialist		
Contracts Support Assistant		

(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	0001AA				11		1						
BASIC	0001AB				11		9						
BASIC	0001AC				11		5						
BASIC	0001AD				11		10						
BASIC	0002				11		7						
BASIC	0003				11		2						
BASIC	0005AA				11		3						
BASIC	0005AB				11		11						
BASIC	0005AC				11		6						
BASIC	0005AD				11		12						
BASIC	0005AE				11		8						
BASIC	0005AF				11		4						
							Subtotal:						
							Total:						

SUMMARY		
TOTAL OBLIGATED AND TOTAL VALUE BY CLIN		
CLIN	Dollars Obligated	Total CLIN Value
0001AA		
0001AB		
0001AC		
0001AD		
0001		
0002		
0003		
0005AA		
0005AB		
0005AC		

(b)(3)

(b)(4)

~~SECRET//TK//REL TO USA, FVEY~~

SUMMARY		
TOTAL OBLIGATED AND TOTAL VALUE BY CLIN		
CLIN	Dollars Obligated	Total CLIN Value
0005AD		
0005AE		
0005AF		
0005		
Total:		

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

(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) WHETSTONE SOW ( <del>S//TK//REL</del> )	08/31/2011	39
2	(U) WHETSTONE AF PLAN (U)	08/31/2011	10
3	(U) WHETSTONE CDRLs (U)	08/31/2011	8
4	(U) DD 254 (U)	08/31/2011	4
5	(U) OCI Plan (U)	06/15/2011	91
6	(U) Subcontracting Plan (U)	08/01/2011	10