

<b>AWARD/CONTRACT</b>		1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 350)		RATING	PAGE OF PAGES 1   20
2. CONTRACT (Proc. Inst. Ident.) NO. M67854-07-C-1000		3. EFFECTIVE DATE 10 Oct 2006		4. REQUISITION/PURCHASE REQUEST/PROJECT NO.	
5. ISSUED BY COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: CODE PMM 2041 2200 LESTER STREET QUANTICO VA 22134		CODE M67854	6. ADMINISTERED BY (If other than Item 5) DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		CODE S0302A
7. NAME AND ADDRESS OF CONTRACTOR (No., street, city, county, state and zip code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			8. DELIVERY [ ] FOB ORIGIN [ X ] OTHER (See below)		9. DISCOUNT FOR PROMPT PAYMENT Net 30 days
CODE 12116			FACILITY CODE		
11. SHIP TO/MARK FOR  <b>See Schedule</b>		CODE	12. PAYMENT WILL BE MADE BY DFAS - COLUMBUS CENTER WEST ENTITLEMENT OPERATIONS PO BOX 182238 COLUMBUS OH 43218-2381		CODE HQ0339
13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION: [ X ] 10 U.S.C. 2304(c)( 2 ) [ ] 41 U.S.C. 253(c)( )			14. ACCOUNTING AND APPROPRIATION DATA <b>See Schedule</b>		
15A. ITEM NO.	15B. SUPPLIES/ SERVICES	15C. QUANTITY	15D. UNIT	15E. UNIT PRICE	15F. AMOUNT
<b>SEE SCHEDULE</b>					
<b>15G. TOTAL AMOUNT OF CONTRACT</b>					<b>\$14,123,023.61</b>

(X)	SEC.	DESCRIPTION	PAGE(S)	(X)	SEC.	DESCRIPTION	PAGE(S)
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**CONTRACTING OFFICER WILL COMPLETE ITEM 17 OR 18 AS APPLICABLE**

17. [ X ] 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. [ ] AWARD (Contractor is not required to sign this document.) Your offer on Solicitation Number <b>M67854-06-R-1043-0002</b> 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 continuation 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.
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19A. NAME AND TITLE OF SIGNER (Type or print)		20A. NAME AND TITLE OF CONTRACTING OFFICER CARL V. BRADSHAW / CONTRACTING OFFICER TEL: 703-432-4825 EMAIL: carl.bradshaw@usmc.mil	
19B. NAME OF CONTRACTOR	19C. DATE SIGNED	20B. UNITED STATES OF AMERICA  <i>Carl V. Bradshaw</i> BY _____ (Signature of Contracting Officer)	20C. DATE SIGNED 10-Oct-2006
BY _____ (Signature of person authorized to sign)			

Section B - Supplies or Services and Prices

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0001	83mm SMAW-NE Rocket Production Unit FFP Shoulder launched unguided, dual-mode fuzed, high explosive 83mm rocket contained in a disposable one-shot rocket container. The container protects the rocket during storage, transportation and field handling, and functions as an integral part of the launcher in the weapon configuration. The rocket container locks into the aft end of the Mk 153 Mod 0 launcher by a quarter turn clockwise rotation for quick assembly. The encased rocket is packaged with a spotting cartridge magazine loaded with six spotting cartridges located inside a compartment on the side of the front cap assembly. The SMAW-NE warhead is designed to provide enhanced-blast lethality to defeat personnel in structures. It contains 4 pounds of PBXN-113 explosive. FOB: Destination NSN: 1340-01-503-0809 MILSTRIP: M9545006RC61158 PN/CN: 01365-82A5027A2375				

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NET AMT \$0.00

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0001AA	83mm SMAW-NE Rocket Production Unit FFP To be shipped to Crane Army Ammo Activity Shipping Document No: M67854-6179-9360 FOB: Origin MILSTRIP: M9545006RC61158	1,120	Each	(b) (4)	(b) (4)

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NET AMT (b) (4)

ACRN AA (b) (4)  
CIN: M9545006RC611580002AA

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0001AB	83mm SMAW-NE Rocket Production Unit FFP To be shipped to Toole Army Depot Shipping Document No: M67854-6179-9361 FOB: Origin MILSTRIP: M9545006RC61158	1,120	Each	(b) (4)	(b) (4)

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NET AMT (b) (4)

ACRN AA (b) (4)  
CIN: M9545006RC611580002AA

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0001AC	83mm SMAW-NE Rocket Production Unit FFP To be shipped to McAlester Army Ammo Plant Shipping Document No: M67854-6179-9362 FOB: Origin MILSTRIP: M9545006RC61158	1,100	Each	(b) (4)	(b) (4)

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NET AMT (b) (4)

ACRN AA (b) (4)  
CIN: M9545006RC611580002AA

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0002	First Article Test (FAT) FFP First article inspection shall meet all the requirements listed in Performance Specification WS 33735, paragraph 3.9 of the Statement of Work (Attachment 1), and FAR 52.209-3 in Section H. Unless otherwise specified in the contract, twenty-seven (27) SMAW-NE Rockets, fabricated from components, materials, and processes identical to those used in production, shall be tested. FOB: Origin MILSTRIP: M9545006RC61158				
NET AMT					\$0.00

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0002AA	First Article Testing FFP FOB: Destination MILSTRIP: M9545006RC61158	1	Lot	(b) (4)	(b) (4)
NET AMT					(b) (4)
ACRN AA					(b) (4)
CIN: M9545006RC611580002AA					

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0002AB	First Article Test Units FFP FOB: Origin MILSTRIP: M9545006RC61158	27	Lot	(b) (4)	(b) (4)
NET AMT					(b) (4)
ACRN AA					(b) (4)
CIN: M9545006RC611580002AA					

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
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0003

Lot

NSP

Technical Data

FFP

Technical Data supporting CLIN's 0001, 0002, and 0003 in accordance with DD 1423 Exhibits A001 - A019 identified in Section J and attached hereto within Attachment 2.

NOTE: This CLIN is "Not Separately Priced". The costs associated to this CLIN shall be included within the unit price of CLIN's 0001 and 0002.

FOB: Destination

MILSTRIP: M9545006RC61158

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NET AMT

\$0.00

### Section C - Descriptions and Specifications

**CLIN 0001:** The Contractor shall manufacture, test and deliver the **SMAW-NE Rocket Production Units** as specified in the Statement of Work and Weapon Specification WS-33735.

**CLIN 0002:** The Contractor shall provide **First Article Testing** in accordance with paragraph 3.9 of the Statement of Work, and FAR 52.209-3 First Article Approval – Contractor Testing (SEP 1989) and its Alt I (JAN 1997) as described in Section H.

**CLIN 0003:** The Contractor shall provide **Technical Data** required in accordance with the DD 1423, Contract Data Requirements List attached hereto under Section J as Attachment 2, for each contract Exhibit Line Item Number (ELIN) A001 through A019 inclusive. The purpose of the CDRL is to provide general information regarding data to be delivered to the Government. The CDRL provides for a concise means of addressing the data content, distribution, inspection and acceptance location, due dates and frequency, and any other information pertinent to the data requirement. The Authority shown on each Exhibit defines the data content and format requirements. Unless otherwise specified in an Exhibit, contractor format is acceptable.

**C.1:** This solicitation/contract contains military standards and specifications. All standards and specifications cited, and first tier references, shall be mandatory for use. Lower tier references shall be used for guidance only.

## Section D - Packaging and Marking

**CLIN 0001:** All SMAW-NE production units ordered hereunder shall be prepared, packaged, and marked in accordance with the best commercial practice and the applicable documents identified in Section 2 of the Statement of Work for 83mm Encased Shoulder-launched Multipurpose Assault Weapon - Novel Explosive (SMAW-NE), attached hereto under Section J as Attachment 1, and paragraph D.3 below, so as to preclude damage during transit and ensure safe delivery. The documents in Section 2 of the Statement of Work and paragraph D.3 below take precedence over commercial practices when applicable.

**CLIN 0002:** All **First Article Testing and Test Units** shall be prepared, packaged, and marked in accordance with DD 1423 CDRL's A004, A005, and A018 attached hereto under Section J within Attachment 2.

**CLIN 0003:** All **Technical Data** shall be prepared, packaged, and marked in accordance with the applicable DD 1423 CDRL's A001 through A019 attached hereto under Section J as Attachment 2.

### D.1 MARKING OF CLASSIFIED SHIPMENTS

Outer containers will not disclose the name of classified matter contained within the envelope or package, even though the name itself may not be classified.

If it is necessary that the outer container include or have attached thereto a list of the contents, unclassified code numbers or generic terms shall be used which will not disclose the specific contents.

### D.2 ASBESTOS MARKING

All shipments which include asbestos, as defined in the Asbestos Certification clause of this contract, shall be marked in accordance with MIL-STD-129P.

### D.3 PACKAGING AND PRESERVATION

Packaging and Marking shall be in accordance with the Packaging Data Sheet and drawing for each variant of SMAW as set forth in the TDP, MIL-STD-129P and Code of Federal Regulation (CFR) 49, latest issue in effect (DOT).

### D.4 LOT NUMBERING

When lot numbering is required, no more than one lot shall be packaged in an outer shipping container.

### D.5 BAR CODING

a. Ammunition bar code markings are required in accordance with MIL-STD-129P. Bar coding shall be applied to outer shipping containers and to unit loads. Plastic laminated labels are required.

b. If wood containers are used, labels shall be affixed by means of stapling. The staples must not be located within the bar code or the quiet zone of the label. It is permissible to attach the pressure sensitive label to a piece of water resistant card stock slightly larger than the label and staple the card stock to the wood container by means of heavy-duty staples.

### D.6 ITEM IDENTIFICATION AND VALUATION

All end items delivered under this contract are required to be uniquely identified in accordance with DFARS 252.211-7003, Item Identification and Valuation and DoD mandates. DoD policy on UID can be found at <http://www.acq.osd.mil/dpap/UID>.

Section E - Inspection and Acceptance

Supplies/services will be inspected/accepted at:

CLIN	INSPECT AT	INSPECT BY	ACCEPT AT	ACCEPT BY
0001	Origin	Government	Origin	Government
0001AA	Origin	Government	Origin	Government
0001AB	Origin	Government	Origin	Government
0001AC	Origin	Government	Origin	Government
0002	Origin	Government	Origin	N/A
0002AA	N/A	N/A	N/A	Government
0002AB	N/A	N/A	N/A	Government
0003	Destination	Government	Destination	Government

Technical Data Requirements will be inspected and accepted by the Government as specified on the applicable Exhibit, DD Form 1423, attached hereto under Section J as Attachment 2. Technical Data will be inspected and accepted as indicated in Block (7) of each CDRL as follows:

1. Data items submitted under Letter of Transmittal (LT) shall be the responsibility of the initial addressee under Block 14 of the DD Form 1423 as to review for adequacy and contract compliance. Where Code A is entered in Block 8 of the DD Form 1423 and deficiencies or inadequacies are noted, the initial addressee shall so advise the Contractor in writing.
2. Inspection and acceptance of the Data Items requiring shipment under DD Form 250 shall be made in accordance with Block 7 of the DD Form 1423. Source will be by the cognizant DCMA Representative. Destination shall be by the first listed Block 14 addressee. Addressees other than the initial addressee shall be considered informational. Codes are further explained below:

<u>CODE</u>	<u>INSPECTION</u>	<u>ACCEPTANCE</u>
SS	Source	Source
DD	Destination	Destination
SD	Source	Destination
LT	Letter-Transmittal Only	

3. Unless otherwise specifically stated in the applicable DD Form 1423, or associated Data Item Description (DID), the Government must provide written comment, rejection or acceptance to the Contractor within thirty (30) days after receipt of each data submission. The Contractor shall notify the Government in writing (PCO and ACO) if the Government is at risk of failing to meet the applicable review time requirements.
4. Government contract quality actions/inspections shall be made at the contractor's facility, prior to shipment, by quality assurance personnel of the cognizant Defense Contract Management Agency (DCMA) component. The inspection criteria shall consist of, at a minimum, verification of the contractor's conformance to the contract quality requirements, the hardware conforming to the specifications and drawings listed or referenced in the Statement of Work of this contract, and all data in conformance with the Contract Data Requirements List (CDRL), DD Form 1423 of, this contract. These minimum verifications shall not be construed as relieving the contractor of his responsibilities under the terms and conditions of the contract to furnish the Government with items fully in conformance with the requirements of the Statement of Work and/or the Technical Data Package described therein. The contractor shall notify the cognizant Government QAR, in writing or as otherwise agreed to, fourteen (14) days prior to contractor inspection and testing to allow the QAR to attend/witness such inspections or tests.

CLAUSES INCORPORATED BY REFERENCE

52.246-2	Inspection Of Supplies--Fixed Price	AUG 1996
52.246-16	Responsibility For Supplies	APR 1984
252.246-7000	Material Inspection And Receiving Report	MAR 2003

CLAUSES INCORPORATED BY FULL TEXT

52.246-11 HIGHER-LEVEL CONTRACT QUALITY (FEB 1999)

The Contractor shall comply with the higher-level quality standard selected below.

<u>Title</u>	<u>Number</u>
Quality Program Requirements	ANSI/ISO/ASQ Q9001:2000

(End of clause)

## Section F - Deliveries or Performance

CLIN	DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
0001	N/A	N/A	N/A	N/A
0001AA	18 months AFATA or sooner	1,120	SU W39Z CRANE ARMY AMMO ACTIVITY GYSGT TAMEZ WHOLESALE SUPPLY ACCOUNT BLDG 13 300 HWY 361 CRANE IN 47522-5099 812-854-1552 FOB: Origin	W53XMD
0001AB	18 months AFATA or sooner	1,120	XR W0MM TOOELE ARMY DEPOT GYSGT ECKERSON TOOELE ARMY DEPOT TPF TOOELE UT 84074-5003 435-833-2062 FOB: Origin	W67G23
0001AC	18 months AFATA or sooner	1,100	XR W390 MCALESTER ARMY AMMO PLANT GYSGT ENGLE WHOLESALE SUP ACCT MCALESTER OK 74501-5000 FOB: Origin	W44XMF
0002	N/A	N/A	N/A	N/A
0002AA	9 months ADC	1	COMMANDING GENERAL MSGT MAVRICK POWELL MARINE CORPS SYSTEMS COMMAND ATTN: CODE PMM 2041 2200 LESTER STREET QUANTICO VA 22134 (703) 432-3161 FOB: Destination	M67854
0002AB	9 months ADC	27	N/A FOB: Origin	
0003	27 months ADC IAW with Exhibits A001 – A019		COMMANDING GENERAL MSGT MAVRICK POWELL MARINE CORPS SYSTEMS COMMAND ATTN: CODE PMM 2041 2200 LESTER STREET QUANTICO VA 22134 (703) 432-3161 FOB: Destination	M67854

CLAUSES INCORPORATED BY REFERENCE

52.242-15	Stop-Work Order	AUG 1989
52.242-17	Government Delay Of Work	APR 1984
52.247-34	F.O.B. Destination	NOV 1991

**F.1 Early Deliveries:** Early deliveries of all items are authorized. The Contractor shall request early delivery to the Contracting Officer. The Contracting Officer will approve or disapprove the request within 5 working days of receiving the request. If early deliveries are approved, the Contractor shall abide by all regular delivery notifications and procedures.

## Section G - Contract Administration Data

**G.1 REQUESTS FOR PAYMENT**

In compliance with DFARS 252.232-7003, "Electronic Submission of Payment Requests (January 2004)", the United States Marine Corps (USMC) utilizes WAWF-RA to electronically process vendor requests for payment. The contractor is required to utilize this system when processing invoices and receiving reports under this contract - unless the provision at DFARS 252.232-7003(c) applies. The contractor shall (i) register to use WAWF-RA at <<https://wawf.eb.mil/>> and (ii) ensure an Electronic Business Point of Contact is designated in the Central Contractor Registration at <<http://www.ccr.gov>>, within ten (10) days after award of the contract or modification incorporating WAWF-RA into the contract.

The contractor is directed to use the "2 -in-1" format when processing invoices for services and the "Combo" for supplies. For all requirements, the contractor shall use the Marine Corps Systems Command DODAAC M67854 and applicable extension PG13 (i.e., M67854PG13) as the DODAAC for all shipping addresses.

The Marine Corps Systems Command WAWF points of contact are Mr. Barry Oglesby, [barry.oglesby@usmc.mil](mailto:barry.oglesby@usmc.mil), Mr. Scott Fields, [scott.fields@usmc.mil](mailto:scott.fields@usmc.mil), or the Help Desk at CACI/UNITECH, 703-221-6911.

The WAWF-RA point of contact for this order/contract is MSgt Mavrick Powell. MSgt Powell can be reached at (703) 432-3161 and e-mail, [mavrick.powell@usmc.mil](mailto:mavrick.powell@usmc.mil).

Data entry information for WAWF:

Payment Office DoDAAC: HQ0339  
 Issue By DoDAAC: M67854  
 Admin Office DoDAAC: TBD  
 Ship to Supply: TBD  
 Service Acceptor DoDAAC: M67854 Extension PG13  
 Contract Number: M67854-06-R-1043

Additional email notification of invoices:  
 PCO: [carl.bradshaw@usmc.mil](mailto:carl.bradshaw@usmc.mil)

## Additional Payment Office Details:

DFAS-Columbus

PO Box 369022

Attn: Kansas-M67443

Columbus, OH 43236-9022

E-Mail: [CCO-KC-VPIS@DFAS.MIL](mailto:CCO-KC-VPIS@DFAS.MIL)

Phone: 800-756-4571, #2 then #4

WAWF: <https://wawf.eb.mil/>VPIS: <http://www.dfas.mil/money/vendor/>**G.2 DELEGATION OF AUTHORITY FOR CONTRACT ADMINISTRATION**

The Administrative Contracting Officer (ACO) of the cognizant Defense Contract Management Agency (DCMA) is designated as the authorized representative of the Contracting Officer for purposes of administering this contract in accordance with FAR 42.3.

ACCOUNTING AND APPROPRIATION DATA

AA: 1761508M213 310 67854 067443 2D M95450 45006RC61158  
COST CODE: 45006RC61158  
AMOUNT: \$14,123,023.61  
CIN M9545006RC611580002AA: \$14,123,023.61

## Section H - Special Contract Requirements

### **H.1 COPYRIGHT RELEASE**

The Contractor shall identify copyrighted material, if any, and shall obtain the written release of the copyright owner(s). The releases shall be provided to the Government and shall state that the U.S. Government may reproduce the manuals or instructions for distribution within the Department of Defense as necessary for training, maintenance, and/or operation.

### **H.2 INCORPORATION OF REPRESENTATIONS AND CERTIFICATIONS BY REFERENCE**

All representations and certifications and other written statements made by the Contractor in response to Section K of the solicitation or at the request of the Contracting Officer, incident to the award of the contract or modification of this contract, are hereby incorporated by reference with the same force and effect as if they were given in full text.

### **H.3 CENTRAL CONTRACTOR REGISTRATION**

All contractor must ensure that it is registered in the Central Contractor Registration and remain registered throughout the period of performance. This is mandatory for award of any Government contract. To register, go on-line to <http://www.ccr.gov>.

### **H.4 UNAUTHORIZED CHANGES**

No order, statement, or conduct of Government personnel who might visit the contractor's facility or in any other manner communicate with contractor personnel during the performance of this contract shall constitute a change under the "CHANGES" clause of this contract.

No understanding or agreement, contract modification, change order, or other matter deviating from or constituting an alteration or change of the terms of the contract shall be effective or binding upon the Government unless formalized by contractual documents executed by the Contracting Officer.

The Contracting Officer is the only person authorized to approve changes in any of the requirements of this contract and, notwithstanding provisions contained elsewhere in the contract, the said authority remains solely with the Contracting Officer. In the event that the contractor effects any change at the direction of any person other than the Contracting Officer, the change will be considered to have been made without authority at the contractor's expense, and no adjustment shall be made in the contract price or other contract terms and conditions as consideration for the aforementioned unauthorized change. Further, should the unauthorized change be to the Government's detriment, the contractor may be held financially responsible for its correction.

### **H.5 FILLED MAGAZINE ASSEMBLY**

The Government authorizes and accepts the loaded magazines received by Talley Defense Systems, Inc. from General Dynamics identified in the below listed Lot Numbers, assuming the rounds meet the required ballistics data:

MTY00A009-010  
MTY00D009-012  
MTY01B009-021  
MTY00F006-029  
MNB01C001-001  
MTY01C006-033

If these rounds and any additional rounds TDS has to fulfill this contract requirement are found to be unacceptable TDS reserve's the right to request the Government supply acceptable spotting rounds.

**H.6 52.215-6 PLACE OF PERFORMANCE (OCT 1997) (Incorporated from Solicitation)**

(a) The offeror or respondent, in the performance of any contract resulting from this solicitation, (X) intends, ( ) does not intend (check applicable block) to use one or more plants or facilities located at a different address from the address of the offeror or respondent as indicated in this proposal or response to request for information.

(b) If the offeror or respondent checks “intends” in paragraph (a) of this provision, it shall insert in the following spaces the required information:

Place of Performance(Street Address, City, State, County, Zip Code)

Name and Address of Owner and Operator of the Plant or Facility if Other Than Offeror or Respondent

**Five operating plants owned and operated by Talley Defense Systems, Inc at the following locations:**

**Talley Defense Systems, Inc. (Plant #1)**  
**4051 N. Higley Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc. (Plant #2)**  
**4111 N. Higley Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc. (Plant #3)**  
**3520 N. Greenfield Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc. (Plant #4)**  
**4301 N. Higley Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc.**  
**816 Wicker Road**  
**Crawford, Mississippi 38743**

(End of provision)

**H.7 NMD 227 SECTION 4.2 INSPECTION LOT SIZE**

NMD 227 Section 4.2 is revised to read:

----“A lot shall consist of loaded warheads produced in accordance with the same drawing and specification requirements and by the same processes and offered for acceptance at one time. The lot size shall be limited to the following:

- a. Metal parts from one manufacturer
- b. Batches of explosive mix formulated from the same lots of materials specified by MIL-DTL-32091”

This approved revision is approved for this and only this contract and Talley Defense Systems, Inc. shall not consider this approval to revise lot acceptance size requirements of any other contract entered into with the Government at the present time or in the future.

CLAUSES INCORPORATED BY REFERENCE

252.223-7002	Safety Precautions For Ammunition And Explosives	MAY 1994
252.223-7003	Changes In Place Of Performance--Ammunition And Explosives	DEC 1991

CLAUSES INCORPORATED BY FULL TEXT

52.209-3 FIRST ARTICLE APPROVAL--CONTRACTOR TESTING (SEP 1989) - ALTERNATE I (JAN 1997).

(a) The Contractor shall test 27 SMAW-NE Rockets as specified in this contract. At least 30 calendar days before the beginning of first article tests, the Contractor shall notify the Contracting Officer, in writing, of the time and location of the testing so that the Government may witness the tests.

(b) The Contractor shall submit the first article test report within 30 calendar days from the date of this contract to: Commanding General, Marine Corps Systems Command, Attn: Code PMM 2041, Quantico, VA 22134, marked "FIRST ARTICLE TEST REPORT: Contract No. M67854-06-C-1043, CLIN 0002." Within 15 calendar days after the Government receives the test report, the Contracting Officer shall notify the Contractor, in writing, of the conditional approval, approval, or disapproval of the first article. The notice of conditional approval or approval shall not relieve the Contractor from complying with all requirements of the specifications and all other terms and conditions of this contract. A notice of conditional approval shall state any further action required of the Contractor. A notice of disapproval shall cite reasons for the disapproval.

(c) If the first article is disapproved, the Contractor, upon Government request, shall repeat any or all first article tests. After each request for additional tests, the Contractor shall make any necessary changes, modifications, or repairs to the first article or select another first article for testing. All costs related to these tests are to be borne by the Contractor, including any and all costs for additional tests following a disapproval. The Contractor shall then conduct the tests and deliver another report to the Government under the terms and conditions and within the time specified by the Government. The Government shall take action on this report within the time specified in paragraph (b) above. The Government reserves the right to require an equitable adjustment of the contract price for any extension of the delivery schedule, or for any additional costs to the Government related to these tests.

(d) If the Contractor fails to deliver any first article report on time, or the Contracting Officer disapproves any first article, the Contractor shall be deemed to have failed to make delivery within the meaning of the Default clause of this contract.

(e) Unless otherwise provided in the contract, and if the approved first article is not consumed or destroyed in testing, the Contractor may deliver the approved first article as part of the contract quantity if it meets all contract requirements for acceptance.

(f) If the Government does not act within the time specified in paragraph (b) or (c) above, the Contracting Officer shall, upon timely written request from the Contractor, equitably adjust under the changes clause of this contract the delivery or performance dates and/or the contract price, and any other contractual term affected by the delay.

(g) Before first article approval, the Contracting Officer may, by written authorization, authorize the Contractor to acquire specific materials or components or to commence production to the extent essential to meet the delivery schedules. Until first article approval is granted, only costs for the first article and costs incurred under this authorization are allocable to this contract for (1) progress payments, or (2) termination settlements if the contract is terminated for the convenience of the Government. If first article tests reveal deviations from contract requirements, the Contractor shall, at the location designated by the Government, make the required changes or replace all items produced under this contract at no change in the contract price.

(h) The Government may waive the requirement for first article approval test where supplies identical or similar to those called for in the schedule have been previously furnished by the offeror/contractor and have been accepted by the Government. The offeror/contractor may request a waiver.

(i) The Contractor shall produce both the first article and the production quantity at the same facility.

(End of clause)

## Section I - Contract Clauses

## CLAUSES INCORPORATED BY REFERENCE

52.202-1	Definitions	JUL 2004
52.203-3	Gratuities	APR 1984
52.203-5	Covenant Against Contingent Fees	APR 1984
52.203-6	Restrictions On Subcontractor Sales To The Government	JUL 1995
52.203-7	Anti-Kickback Procedures	JUL 1995
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity	JAN 1997
52.203-10	Price Or Fee Adjustment For Illegal Or Improper Activity	JAN 1997
52.203-12	Limitation On Payments To Influence Certain Federal Transactions	SEP 2005
52.204-2	Security Requirements	AUG 1996
52.204-4	Printed or Copied Double-Sided on Recycled Paper	AUG 2000
52.204-7	Central Contractor Registration	OCT 2003
52.211-15	Defense Priority And Allocation Requirements	SEP 1990
52.215-2	Audit and Records--Negotiation	JUN 1999
52.215-8	Order of Precedence--Uniform Contract Format	OCT 1997
52.215-10	Price Reduction for Defective Cost or Pricing Data	OCT 1997
52.215-11	Price Reduction for Defective Cost or Pricing Data-- Modifications	OCT 1997
52.215-14	Integrity of Unit Prices	OCT 1997
52.215-16	Facilities Capital Cost of Money	JUN 2003
52.215-19	Notification of Ownership Changes	OCT 1997
52.215-21	Requirements for Cost or Pricing Data or Information Other Than Cost or Pricing Data--Modifications	OCT 1997
52.222-3	Convict Labor	JUN 2003
52.222-20	Walsh-Healey Public Contracts Act	DEC 1996
52.222-21	Prohibition Of Segregated Facilities	FEB 1999
52.222-26	Equal Opportunity	APR 2002
52.222-35	Equal Opportunity For Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans	DEC 2001
52.222-36	Affirmative Action For Workers With Disabilities	JUN 1998
52.222-37	Employment Reports On Special Disabled Veterans, Veterans Of The Vietnam Era, and Other Eligible Veterans	DEC 2001
52.223-3	Hazardous Material Identification And Material Safety Data	JAN 1997
52.223-5	Pollution Prevention and Right-to-Know Information	AUG 2003
52.223-14	Toxic Chemical Release Reporting	AUG 2003
52.224-1	Privacy Act Notification	APR 1984
52.224-2	Privacy Act	APR 1984
52.227-1	Authorization and Consent	JUL 1995
52.227-2	Notice And Assistance Regarding Patent And Copyright Infringement	AUG 1996
52.227-3	Patent Indemnity	APR 1984
52.229-3	Federal, State And Local Taxes	APR 2003
52.229-4	Federal, State, And Local Taxes (State and Local Adjustments)	APR 2003
52.230-2	Cost Accounting Standards	APR 1998
52.230-3	Disclosure And Consistency Of Cost Accounting Practices	APR 1998
52.230-4	Consistency In Cost Accounting Practices	AUG 1992
52.232-1	Payments	APR 1984

52.232-9	Limitation On Withholding Of Payments	APR 1984
52.232-16	Progress Payments	APR 2003
52.232-17	Interest	JUN 1996
52.232-20	Limitation Of Cost	APR 1984
52.232-23	Assignment Of Claims	JAN 1986
52.233-1	Disputes	JUL 2002
52.233-3	Protest After Award	AUG 1996
52.234-1	Industrial Resources Developed Under Defense Production Act Title III	DEC 1994
52.239-1	Privacy or Security Safeguards	AUG 1996
52.242-13	Bankruptcy	JUL 1995
52.243-1	Changes--Fixed Price	AUG 1987
52.243-4	Changes	AUG 1987
52.243-7	Notification Of Changes	APR 1984
52.245-2	Government Property (Fixed Price Contracts)	MAY 2004
52.246-23	Limitation Of Liability	FEB 1997
52.247-63	Preference For U.S. Flag Air Carriers	JUN 2003
52.249-1	Termination For Convenience Of The Government (Fixed Price) (Short Form)	APR 1984
52.249-14	Excusable Delays	APR 1984
52.252-2	Clauses Incorporated By Reference	FEB 1998
252.204-7000	Disclosure Of Information	DEC 1991
252.204-7002	Payment For Subline Items Not Separately Priced	DEC 1991
252.204-7003	Control Of Government Personnel Work Product	APR 1992
252.211-7003	Item Identification and Valuation	JUN 2005
252.215-7000	Pricing Adjustments	DEC 1991
252.215-7002	Cost Estimating System Requirements	OCT 1998
252.223-7004	Drug Free Work Force	SEP 1988
252.223-7007	Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives	SEP 1999
252.227-7013	Rights in Technical Data--Noncommercial Items	NOV 1995
252.227-7016	Rights in Bid or Proposal Information	JUN 1995
252.227-7025	Limitations on the Use or Disclosure of Government-Furnished Information Marked with Restrictive Legends	JUN 1995
252.227-7030	Technical Data--Withholding Of Payment	MAR 2000
252.227-7037	Validation of Restrictive Markings on Technical Data	SEP 1999
252.232-7004	DOD Progress Payment Rates	OCT 2001
252.241-7001	Government Access	DEC 1991
252.246-7001	Warranty Of Data	DEC 1991
252.247-7023	Transportation of Supplies by Sea	MAY 2002

## Section J - List of Documents, Exhibits and Other Attachments

SECTION J

DOCUMENT TYPE	DESCRIPTION	PAGES
Attachment 1	Statement of Work	15
Attachment 2	Exhibits	19

Exhibits:

- A001 – Manufacturing Plan
- A002 – Conference/Meeting Minutes
- A003 – Progress, Status, and Management Report
- A004 – Test Report
- A005 – Master Test Plan
- A006 – Special Acceptance Inspection Equipment Drawings and Associated Lists
- A007 – System Safety Hazard Analysis Report
- A008 – System Safety Program Plan
- A009 – System Safety Program Progress Report
- A010 – Technical Report – Study/Services
- A011 – Quality Assurance Program Plan
- A012 – Contractor’s Configuration Management Plan
- A013 – Engineering Change Proposal
- A014 – Notice of Revision
- A015 – Specification Change Notice
- A016 – Request for Deviation
- A017 – Request for Waiver
- A018 – Product Drawings and Associated Lists
- A019 – Ammunition Data Cards

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	6
2. AMENDMENT/MODIFICATION NO. P00001	3. EFFECTIVE DATE 01-May-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE M67854 COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		7. ADMINISTERED BY (If other than item 6) CODE S0302A DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424			
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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) <b>See Schedule</b>					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
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).					
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of Parties					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: baker1071734 The purpose of this modification is to: 1) extend the delivery date of CLIN 0002 (subCLINs 0002AA and 0002AB) from 9 months ADC to 27 July 2007; 2) incorporate CLIN 0004, Safety Warhead Investigation Testing, into the contract; 3) provide funding for CLIN 0004 in the amount (b) (4) and 5) make several administrative updates to the contract.  See pages 2 thru 6 for Summary of Changes.  All other terms and conditions remain unchanged.  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)		
			CARL V. BRADSHAW / CONTRACTING OFFICER TEL: 703-432-4825 EMAIL: carl.bradshaw@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
_____ (Signature of person authorized to sign)			BY <i>Carl V. Bradshaw</i> (Signature of Contracting Officer)		02-May-2007

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION A - SOLICITATION/CONTRACT FORM

The total cost of this contract was increased by (b) (4) from (b) (4) to (b) (4)

SECTION B - SUPPLIES OR SERVICES AND PRICES

SUBCLIN 0002AA

The FOB has changed from Destination to Origin.

CLIN 0003

The CLIN type priced has been added.

The pricing detail quantity 1.00 has been added.

CLIN 0004 is added as follows:

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0004	Safety Warhead Investigation Testing FFP	1	Each	(b) (4)	(b) (4)
	The Contractor shall perform Safety Investigation Testing of explosive extrusion from the SMAW-NE Warhead during theatre temperature cycles in accordance with their proposal dated March 23, 2007. Testing shall include a 48-hour temperature soak test at 160 degrees Fahrenheit and a 14-day temperature cycling test in accordance with MIL-STD-2105.			(b) (4)	
	(b) (4)				

DELIVERABLE: Analysis and Report.

FOB: Destination

MILSTRIP: M9545007RC71134

PURCHASE REQUEST NUMBER: M9545007RC71134

NET AMT

(b) (4)

ACRN AB

CIN: M9545007RC711340001

(b) (4)

SECTION E - INSPECTION AND ACCEPTANCE

The Acceptance/Inspection Schedule for CLIN 0002 has been changed from:

INSPECT AT Origin	INSPECT BY Government	ACCEPT AT Origin	ACCEPT BY N/A
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To:

INSPECT AT Origin	INSPECT BY Government	ACCEPT AT Origin	ACCEPT BY Government
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The Acceptance/Inspection Schedule for SUBCLIN 0002AA has been changed from:

INSPECT AT N/A	INSPECT BY N/A	ACCEPT AT N/A	ACCEPT BY Government
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To:

INSPECT AT Origin	INSPECT BY Government	ACCEPT AT Origin	ACCEPT BY Government
----------------------	--------------------------	---------------------	-------------------------

The Acceptance/Inspection Schedule for SUBCLIN 0002AB has been changed from:

INSPECT AT N/A	INSPECT BY N/A	ACCEPT AT N/A	ACCEPT BY Government
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To:

INSPECT AT Origin	INSPECT BY Government	ACCEPT AT Origin	ACCEPT BY Government
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The following Acceptance/Inspection Schedule was added for CLIN 0004:

INSPECT AT Destination	INSPECT BY Government	ACCEPT AT Destination	ACCEPT BY Government
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## SECTION F - DELIVERIES OR PERFORMANCE

The following Delivery Schedule item for SUBCLIN 0001AA has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
18 mths. AFATA	1,120	SU W39Z CRANE ARMY AMMO ACTIVITY GYSGT TAMEZ WHOLESALE SUPPLY ACCOUNT BLDG 13 300 HWY 361 CRANE IN 47522-5099 812-854-1552 FOB: Origin	W53XMD

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
---------------	----------	-----------------	-----

18 mths. AFATA	1,120	SU W39Z CRANE ARMY AMMO ACTIVITY GYSGT TAMEZ ATTN: MARINE CORPS LIAISON WHOLESALE SUPPLY ACCOUNT BLDG 3373 300 HWY 361 CRANE IN 47522-5099 812-854-1552 FOB: Origin	W53XMD
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The following Delivery Schedule item for SUBCLIN 0002AA has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
9 mths. ADC	1	COMMANDING GENERAL MSGT MAVRICK POWELL MARINE CORPS SYSTEMS COMMAND ATTN: CODE PMM 2041 2200 LESTER STREET QUANTICO VA 22134 (703) 432-3161 FOB: Destination	M67854

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
27-JUL-2007	1	N/A FOB: Origin	

The following Delivery Schedule item for SUBCLIN 0002AB has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
9 mths. ADC	27	N/A FOB: Origin	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
27-JUL-2007	27	N/A FOB: Origin	

The following Delivery Schedule item for CLIN 0003 has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
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27 mths. ADC

COMMANDING GENERAL  
MSGT MAVRICK POWELL  
MARINE CORPS SYSTEMS COMMAND  
ATTN: CODE PMM 2041  
2200 LESTER STREET  
QUANTICO VA 22134  
(703) 432-3161  
FOB: Destination

M67854

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
10-JAN-2009	1	COMMANDER, MARCORSYSCOM ATTN: MSGT MAVRICK POWELL CODE PMM 2041 2200 LESTER STREET QUANTICO VA 22134 (703) 432-3161 FOB: Destination	M67854

The following Delivery Schedule item has been added to CLIN 0004:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
30-JUL-2007	1	COMMANDER, MARCORSYSCOM ATTN: MSGT MAVRICK POWELL CODE PMM 2041 2200 LESTER STREET QUANTICO VA 22134 (703) 432-3161 FOB: Destination	M67854

## SECTION G - CONTRACT ADMINISTRATION DATA

Accounting and Appropriation

Summary for the Payment Office

As a result of this modification, the total funded amount for this document was increased by **(b) (4)**  
from **(b) (4)** to **(b) (4)**

CLIN 0004:

Funding on CLIN 0004 is initiated as follows:

ACRN: AB

CIN: M9545007RC711340001

Acctng Data: 1771508M213 250 67854 067443 2D 147119

Increase: **(b) (4)**

Total: **(b) (4)**

Cost Code: 7RC71134246X

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	2
2. AMENDMENT/MODIFICATION NO. P00009	3. EFFECTIVE DATE 02-Oct-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) CODE DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		S0302A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) FAR 52.243-4 Changes Clause					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: caldw ell0816 The purpose of this modification is to incorporate the following five (5) Requests for Deviations: (1) RFD D1000-023; (2) RFD D1000-024; (3) RFD D1000-026A; (4) RFD D1000-028; and (5) RFD D1000-029; and to incorporate the following Engineering E1000-029 Change Proposal (ECP) and its associated Notice of Revisions (NOR).  All five RFDs, and the ECP with its associated NOR are attached as Attachment 1 to this modification.  See page 2 for Summary of Changes.  All other terms and conditions remain unchanged. Total contract value remains unchanged.  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) DONALD W. SAUNDERS / CONTRACTING OFFICER TEL: 703-432-3740 EMAIL: donald.saunders@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY 		16C. DATE SIGNED 03-Oct-2007
(Signature of person authorized to sign)		(Signature of Contracting Officer)			

## SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

## SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

The following have been added by full text:

ATTACHMENT TO MOD P00009

Modification M67854-07-C-1000-P00009 Attachment 1 Documents:

<u>Document</u>	<u>Approved Date</u>	<u>Title Description</u>
1. RFD D1000-023	20 SEPT 2007	Resin, Epoxy, Manufacture and Part Number Deviation
2. RFD D1000-024	20 SEPT 2007	Heat Shrink Insulation Sleeve Length Change Deviation
3. RFD D1000-026A	20 SEPT 2007	WS-33735A Encased Assault Round Leak Check Pressure and Depressurization Rate Deviation
4. RFD D1000-028	20 SEPT 2007	82A5027A0108 Edge Protector Substitution
5. RFD D1000-029	20 SEPT 2007	Warhead Pin Inspection Clarification
6. ECP E1000-025 NOR N1000-025.001	20 SEPT 2007	Loaded Warhead Maximum Marking Diameter Change

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	5
2. AMENDMENT/MODIFICATION NO. P00008	3. EFFECTIVE DATE 05-Sep-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		CODE S0302A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
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).					
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: By Mutual Agreement of the Parties.					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: baker1073163 The purpose of this modification is to incorporate Government Furnished Equipment (GFE) into the contract. The specific GFE is identified in Section H.8(b) of the contract. A copy of the Government Owned Property By Job, Job No. 6529, dated August 10, 2007, listing all of the GFE to be transferred from contract M67854-07-C-1001 to M67854-07-C-1000 is attached to this modification as Attachment 1.  See pages 2 through 5 for the Summary of Changes.  All other terms and conditions remain unchanged. Total contract value remains unchanged.					
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)		
			CARL V. BRADSHAW / CONTRACTING OFFICER TEL: 703-432-4825 EMAIL: carl.bradshaw@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
_____ (Signature of person authorized to sign)			BY <u>Carl V. Bradshaw</u> (Signature of Contracting Officer)		05-Sep-2007

## SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

## SECTION H - SPECIAL CONTRACT REQUIREMENTS

The following have been modified:

**SECTION H****H.1 COPYRIGHT RELEASE**

The Contractor shall identify copyrighted material, if any, and shall obtain the written release of the copyright owner(s). The releases shall be provided to the Government and shall state that the U.S. Government may reproduce the manuals or instructions for distribution within the Department of Defense as necessary for training, maintenance, and/or operation.

**H.2 INCORPORATION OF REPRESENTATIONS AND CERTIFICATIONS BY REFERENCE**

All representations and certifications and other written statements made by the Contractor in response to Section K of the solicitation or at the request of the Contracting Officer, incident to the award of the contract or modification of this contract, are hereby incorporated by reference with the same force and effect as if they were given in full text.

**H.3 CENTRAL CONTRACTOR REGISTRATION**

All contractor must ensure that it is registered in the Central Contractor Registration and remain registered throughout the period of performance. This is mandatory for award of any Government contract. To register, go on-line to <http://www.ccr.gov>.

**H.4 UNAUTHORIZED CHANGES**

No order, statement, or conduct of Government personnel who might visit the contractor's facility or in any other manner communicate with contractor personnel during the performance of this contract shall constitute a change under the "CHANGES" clause of this contract.

No understanding or agreement, contract modification, change order, or other matter deviating from or constituting an alteration or change of the terms of the contract shall be effective or binding upon the Government unless formalized by contractual documents executed by the Contracting Officer.

The Contracting Officer is the only person authorized to approve changes in any of the requirements of this contract and, notwithstanding provisions contained elsewhere in the contract, the said authority remains solely with the Contracting Officer. In the event that the contractor effects any change at the direction of any person other than the Contracting Officer, the change will be considered to have been made without authority at the contractor's expense, and no adjustment shall be made in the contract price or other contract terms and conditions as consideration for the aforementioned unauthorized change. Further, should the unauthorized change be to the Government's detriment, the contractor may be held financially responsible for its correction.

**H.5 FILLED MAGAZINE ASSEMBLY**

The Government authorizes and accepts the loaded magazines received by Talley Defense Systems, Inc. from General Dynamics identified in the below listed Lot Numbers, assuming the rounds meet the required ballistics data:

MTY00A009-010

MTY00D009-012  
MTY01B009-021  
MTY00F006-029  
MNB01C001-001  
MTY01C006-033

If these rounds and any additional rounds TDS has to fulfill this contract requirement are found to be unacceptable TDS reserve's the right to request the Government supply acceptable spotting rounds.

#### **H.6 52.215-6 PLACE OF PERFORMANCE (OCT 1997) (Incorporated from Solicitation)**

(a) The offeror or respondent, in the performance of any contract resulting from this solicitation, (  ) intends, (  ) does not intend (check applicable block) to use one or more plants or facilities located at a different address from the address of the offeror or respondent as indicated in this proposal or response to request for information.

(b) If the offeror or respondent checks "intends" in paragraph (a) of this provision, it shall insert in the following spaces the required information:

Place of Performance(Street Address, City, State, County, Zip Code)

Name and Address of Owner and Operator of the Plant or Facility if Other Than Offeror or Respondent

**Four operating plants owned and operated by Talley Defense Systems, Inc at the following locations:**

**Talley Defense Systems, Inc. (Plant #1)**  
**4051 N. Higley Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc. (Plant #2)**  
**4111 N. Higley Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc. (Plant #3)**  
**3520 N. Greenfield Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc. (Plant #4)**  
**4301 N. Higley Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc.**  
**816 Wicker Road**  
**Crawford, Mississippi 38743**

(End of provision)

#### **H.7 NMD 227 SECTION 4.2 INSPECTION LOT SIZE**

NMD 227 Section 4.2 is revised to read:

----"A lot shall consist of loaded warheads produced in accordance with the same drawing and specification requirements and by the same processes and offered for acceptance at one time. The lot size shall be limited to the following:

- a. Metal parts from one manufacturer
- b. Batches of explosive mix formulated from the same lots of materials specified by MIL-DTL-32091”

This approved revision is approved for this and only this contract and Talley Defense Systems, Inc. shall not consider this approval to revise lot acceptance size requirements of any other contract entered into with the Government at the present time or in the future.

#### **H.8 GOVERNMENT FURNISHED PROPERTY (GFP)**

In accordance with FAR 52.245-2, Government Property, (Fixed-Price Contracts) the following items are provided to the Contractor as Government Furnished Property (GFP.)

a. From Job Number 6258:

<u>Item No.</u>	<u>Description</u>	<u>Quantity</u>
1 5027A2350	Warhead Dual Mode High Explosive SMAW-NE	4.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 123040700	200.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 1116060645	4,515.00 ea

b. From Job Number 6330:

1 5027A5203	Assy Magazine Filled, Lot No. 01120602	9.00 ea
1 5027A5203	Assy Magazine Filled, LotNo. 01120601	18.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 0906061136	7.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 092106430	5.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 0319071133	42.00 ea
1 5027A5204	Magazine Assembly, Lot No. 0319071153	32.00 ea
1 5027A5204	Magazine Assembly, Lot No. 1208051435	40.00 ea
1 GFM7	Template Mounting Hole SMAW	1.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0422031130	6.00 ea
1 MK217-0	Cartridge 9MM, Lot No. WO3402	4.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0329050705	2,892.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 1101041500	6,927.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0329050700	636.00 ea
1 PA116	Container Metal	3.00 ea
1 PA116	Container Metal	12.00 ea
1 PA116	Container Metal	13.00 ea

b. From Job Number 6529

<b>PART NUMBER</b>	<b>DESCRIPTION</b>	<b>QTY</b>	<b>LOCATION</b>
GFP00631	SMAW PTE Test Stand	1	35-326340
GFP00631	SMAW PTE Test Stand	1	35-605150
GFP00644	Elec. Tester w/Cables	1	35-PLT3
GFP00860	Load Cell Type 9332A Kistler	1	35-605150
GFP00861	Load Cell Type 9332A Kistler	1	35-605150
IG82A2000TD	Interface Gage	1	35-326340
TL1-123168	Wall Thickness Gage	1	35-604410
TL1-MPDSMAW-001	Lathe Holding Fixture	1	35-604410
TL1-MPDSMAW-002	Special Unitary Boring Bar	1	35-604410
TL1-MPDSMAW-012	Fixture & Stub Acme Tooling	1	35-530700
TL2-MPDSMAW-011	Extension Fixture	1	35-530700

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE J	PAGE OF PAGES 1   2	
2. AMENDMENT/MODIFICATION NO. P00007	3. EFFECTIVE DATE 29-Aug-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE M67854 COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		7. ADMINISTERED BY (If other than item 6) CODE S0302A DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424			
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
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.					
X	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 <input checked="" type="checkbox"/> is not, <input type="checkbox"/> 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.) Modification Control Number: baker1073096 The purpose of this modification is to incorporate the delivery location for the twenty-seven (27) CLIN 002AB First Article Test units.  See page 2 for Summary of Changes.  All other terms and conditions remained unchanged.					
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) CARL V. BRADSHAW / CONTRACTING OFFICER TEL: 703-432-4825 EMAIL: carl.bradshaw@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY 		16C. DATE SIGNED 29-Aug-2007
(Signature of person authorized to sign)		(Signature of Contracting Officer)			

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

SECTION A - SOLICITATION/CONTRACT FORM

The total cost of this contract was decreased by \$0.00 from \$14,211,603.61 to \$14,211,603.61.

SECTION F - DELIVERIES OR PERFORMANCE

The following have been added by full text:

DELIVERY

National Technical Systems (NTS)  
Environmental Test Center  
Attn: Dave Mann #870-574-1415  
Highway 274 & Blandy Rd., Gate K-5  
Camden, AR 71701

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	3
2. AMENDMENT/MODIFICATION NO. P00006	3. EFFECTIVE DATE 10-Aug-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) CODE DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		S0302A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116		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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) By Mutual Agreement of the Parties					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: baker1072825 The purpose of this modification is to incorporate the following nine (9) Engineering Change Proposals (ECP) and their associated Notice of Revisions (NOR): (1) E1000-010; (2) E1000-011; (3) E1000-012; (4) E1000-013; (5) E1000-014; (6) E1000-015; (7) E1000-016; (8) E1000-017; and (9) E1000-018; and to incorporate the following four (4) Request for Deviations (RFD): (1) RFD D1000-010; (2) RFD D1000-011; (3) RFD D1000-012, and (4) RFD D1000-014  All nine ECPs and their associated NORs, and all four RFDs are attached as Attachment 1 to this modification.  See pages 2 and 3 for Summary of Changes.  All other terms and conditions remain unchanged. Total contract value remains unchanged.  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)		
			CARL V. BRADSHAW / CONTRACTING OFFICER TEL: 703-432-4825 EMAIL: carl.bradshaw@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
_____ (Signature of person authorized to sign)			BY <u>Carl V. Bradshaw</u> (Signature of Contracting Officer)		13-Aug-2007

## SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

## SECTION A - SOLICITATION/CONTRACT FORM

The total cost of this contract was increased by \$0.00 from \$14,211,603.61 to \$14,211,603.61.

## SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

The following have been added by full text:

ATTACHMENT TO MOD P00006

Modification M67854-07-C-1000-P00006 Attachment 1 Documents:

<u>Document</u>	<u>Approved Date</u>	<u>Title/Description</u>
1. ECP E1000-010 NOR N1000.010.001	06 JULY 2007	Filled Tracer Canister Diameter Change
2. ECP E1000-011 NOR N1000-011.001	06 JULY 2007	Warhead Marking Change
3. ECP E1000-012 NOR N1000-012.001	06 JULY 2007	Warhead Pin hole Drill Depth
4. ECP E1000-013 NOR N1000-013.001	06 JULY 2007	Nozzle Insert Phosphate Coating Callout
5. ECP E1000-014 N1000-014.001	06 JUL 2007	Zinc Chromate Primer Type Change
6. ECP E1000-015 NOR N1000-015.001	06 JULY 2007	Cushion Tolerance Change
7. ECP E1000-016 NOR N1000-016.001	06 JULY 2007	Rocket Container Cap Shorting Ring Orientation Change
8. ECP E1000-017 NOR N1000-017.001	06 JULY 2007	Aft bumper Width Tolerance Change
9. ECP 1000-018 NOR N1000-018.001	06 JUL 2007	Loaded Warhead Geometric Dimensioning and Tolerancing Correction and Update
10. RFD D1000-010	06 JULY 2007	Filled Tracer Canister Diameter Change
11. RFD D1000-011	06 JULY 2007	Warhead Marking Change
12. RFD D1000-012	06 JULY 2007	Warhead Pin Hole Drill Depth
13. RFD D1000-014	06 JULY 2007	Zinc Chromate Primer Type Change

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	4
2. AMENDMENT/MODIFICATION NO. P00005	3. EFFECTIVE DATE 13-Jul-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) CODE DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		S0302A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) By mutual agreement of the parties.					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: caldw ell072480 The purpose of this modification is to: 1) extend the delivery date for subCLIN 0002AA and subCLIN 0002AB from July 27, 2007 to October 31, 2007; 2) revise the delivery date for subCLIN 0001AA, subCLIN 0001AB, and subCLIN 0001AC from 18 months AFATA to 15 months AFATA; and 3) update Crane Army Ammunition Activity POC listed in subCLIN 0001AA.  See pages 2 and 4 for Summary of Changes.  All other terms and conditions remained unchanged. Total contract value remains unchanged.					
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)		
			DAVE MARR / CONTRACTING OFFICER TEL: 703-432-3724 EMAIL: david.r.marr@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
_____ (Signature of person authorized to sign)			BY <i>David R. Marr</i> (Signature of Contracting Officer)		06-Aug-2007

## SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

## SECTION A - SOLICITATION/CONTRACT FORM

The total cost of this contract was decreased by \$0.00 from \$14,211,603.61 to \$14,211,603.61.

## SECTION F - DELIVERIES OR PERFORMANCE

The following Delivery Schedule item for SUBCLIN 0001AA has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
18 mths. AFATA	1,120	SU W39Z CRANE ARMY AMMO ACTIVITY GYSGT TAMEZ ATTN: MARINE CORPS LIAISON WHOLESALE SUPPLY ACCOUNT BLDG 3373 300 HWY 361 CRANE IN 47522-5099 812-854-1552 FOB: Origin	W53XMD

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
15 mths. AFATA	1,120	CRANE ARMY AMMUNITION ACTIVITY MCLNO - GYSGT HATTER MARK FOR: MHQ ACCOUNT 300 HIGHWAY 361 CRANE IN 47522-5099 812-854-1552 FOB: Origin	W53XMD

The following Delivery Schedule item for SUBCLIN 0001AB has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
18 mths. AFATA	1,120	XR W0MM TOOELE ARMY DEPOT GYSGT ECKERSON TOOELE ARMY DEPOT TPF TOOELE UT 84074-5003 435-833-2062 FOB: Origin	W67G23

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
---------------	----------	-----------------	-----

15 mths. AFATA	1,120	XR W0MM TOOELE ARMY DEPOT GYSGT ECKERSON TOOELE ARMY DEPOT TPF TOOELE UT 84074-5003 435-833-2062 FOB: Origin	W67G23
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The following Delivery Schedule item for SUBCLIN 0001AC has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
18 mths. AFATA	1,100	XR W390 MCALESTER ARMY AMMO PLANT GYSGT ENGLE WHOLESALE SUP ACCT MCALESTER OK 74501-5000 FOB: Origin	W44XMF

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
15 mths. AFATA	1,100	XR W390 MCALESTER ARMY AMMO PLANT GYSGT ENGLE WHOLESALE SUP ACCT MCALESTER OK 74501-5000 FOB: Origin	W44XMF

The following Delivery Schedule item for SUBCLIN 0002AA has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
27-JUL-2007	1	N/A FOB: Origin	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
31-OCT-2007	1	N/A FOB: Origin	

The following Delivery Schedule item for SUBCLIN 0002AB has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
27-JUL-2007	27	N/A FOB: Origin	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
31-OCT-2007	27	N/A FOB: Origin	

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	4
2. AMENDMENT/MODIFICATION NO. P00004	3. EFFECTIVE DATE 13-Jul-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE M67854 COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		7. ADMINISTERED BY (If other than item 6) CODE S0302A DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424			
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) By mutual agreement of the parties.					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: caldw ell072480 The purpose of this modification is to: 1) extend the delivery date for subCLIN 0002AA and subCLIN 0002AB from July 27, 2007 to October 31, 2007; 2) revise the delivery date for subCLIN 0001AA, subCLIN 0001AB, and subCLIN 0001AC from 18 months AFATA to 15 months AFATA; and 3) update Crane Army Ammunition Activity POC listed in subCLIN 0001AA.  See pages 2 and 4 for Summary of Changes.  All other terms and conditions remained unchanged. Total contract value remains unchanged.					
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)		
			DAVE MARR / CONTRACTING OFFICER TEL: 703-432-3724 EMAIL: david.r.marr@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
_____ (Signature of person authorized to sign)			BY <i>David R. Marr</i> (Signature of Contracting Officer)		31-Jul-2007

## SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

## SECTION A - SOLICITATION/CONTRACT FORM

The total cost of this contract was decreased by \$0.00 from \$14,211,603.61 to \$14,211,603.61.

## SECTION F - DELIVERIES OR PERFORMANCE

The following Delivery Schedule item for SUBCLIN 0001AA has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
18 mths. AFATA	1,120	SU W39Z CRANE ARMY AMMO ACTIVITY GYSGT TAMEZ ATTN: MARINE CORPS LIAISON WHOLESALE SUPPLY ACCOUNT BLDG 3373 300 HWY 361 CRANE IN 47522-5099 812-854-1552 FOB: Origin	W53XMD

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
15 mths. AFATA	1,120	CRANE ARMY AMMUNITION ACTIVITY MCLNO - GYSGT HATTER MARK FOR: MHQ ACCOUNT 300 HIGHWAY 361 CRANE IN 47522-5099 812-854-1552 FOB: Origin	W53XMD

The following Delivery Schedule item for SUBCLIN 0001AB has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
18 mths. AFATA	1,120	XR W0MM TOOELE ARMY DEPOT GYSGT ECKERSON TOOELE ARMY DEPOT TPF TOOELE UT 84074-5003 435-833-2062 FOB: Origin	W67G23

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
---------------	----------	-----------------	-----

15 mths. AFATA	1,120	XR W0MM TOOELE ARMY DEPOT GYSGT ECKERSON TOOELE ARMY DEPOT TPF TOOELE UT 84074-5003 435-833-2062 FOB: Origin	W67G23
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The following Delivery Schedule item for SUBCLIN 0001AC has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
18 mths. AFATA	1,100	XR W390 MCALESTER ARMY AMMO PLANT GYSGT ENGLE WHOLESALE SUP ACCT MCALESTER OK 74501-5000 FOB: Origin	W44XMF

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
15 mths. AFATA	1,100	XR W390 MCALESTER ARMY AMMO PLANT GYSGT ENGLE WHOLESALE SUP ACCT MCALESTER OK 74501-5000 FOB: Origin	W44XMF

The following Delivery Schedule item for SUBCLIN 0002AA has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
27-JUL-2007	1	N/A FOB: Origin	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
31-OCT-2007	1	N/A FOB: Origin	

The following Delivery Schedule item for SUBCLIN 0002AB has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
27-JUL-2007	27	N/A FOB: Origin	

To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
31-OCT-2007	27	N/A FOB: Origin	

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	5
2. AMENDMENT/MODIFICATION NO. P00003	3. EFFECTIVE DATE 29-May-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134	5. PROJECT NO.(If applicable)		
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134	M67854	7. ADMINISTERED BY (If other than item 6) DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		CODE S0302A	
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X 10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000		
			X 10B. DATED (SEE ITEM 13) 10-Oct-2006		
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended.					
<p>Offer 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:</p> <p>(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 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.</p>					
12. ACCOUNTING AND APPROPRIATION DATA (If required)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
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).					
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: baker1071980 The purpose of this modification is to incorporate Local Clause H.8, Government Furnished Property (GFP) into Section H of the contract. The clause identifies the GFP provided to the Contractor for use on this contract.  A list of all GFP provided under this modification is attached as Attachment 1 to this modification.  See pages 2 through 5 for Summary of Changes.  All other terms and conditions remain unchanged. Total contract value remains unchanged.					
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)		
			CARL V. BRADSHAW / CONTRACTING OFFICER TEL: 703-432-4825 EMAIL: carl.bradshaw@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
_____ (Signature of person authorized to sign)			BY <u>Carl V. Bradshaw</u> (Signature of Contracting Officer)		01-Jun-2007

## SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

## SECTION H - SPECIAL CONTRACT REQUIREMENTS

The following have been modified:

SECTION H**H.1 COPYRIGHT RELEASE**

The Contractor shall identify copyrighted material, if any, and shall obtain the written release of the copyright owner(s). The releases shall be provided to the Government and shall state that the U.S. Government may reproduce the manuals or instructions for distribution within the Department of Defense as necessary for training, maintenance, and/or operation.

**H.2 INCORPORATION OF REPRESENTATIONS AND CERTIFICATIONS BY REFERENCE**

All representations and certifications and other written statements made by the Contractor in response to Section K of the solicitation or at the request of the Contracting Officer, incident to the award of the contract or modification of this contract, are hereby incorporated by reference with the same force and effect as if they were given in full text.

**H.3 CENTRAL CONTRACTOR REGISTRATION**

All contractor must ensure that it is registered in the Central Contractor Registration and remain registered throughout the period of performance. This is mandatory for award of any Government contract. To register, go on-line to <http://www.ccr.gov>.

**H.4 UNAUTHORIZED CHANGES**

No order, statement, or conduct of Government personnel who might visit the contractor's facility or in any other manner communicate with contractor personnel during the performance of this contract shall constitute a change under the "CHANGES" clause of this contract.

No understanding or agreement, contract modification, change order, or other matter deviating from or constituting an alteration or change of the terms of the contract shall be effective or binding upon the Government unless formalized by contractual documents executed by the Contracting Officer.

The Contracting Officer is the only person authorized to approve changes in any of the requirements of this contract and, notwithstanding provisions contained elsewhere in the contract, the said authority remains solely with the Contracting Officer. In the event that the contractor effects any change at the direction of any person other than the Contracting Officer, the change will be considered to have been made without authority at the contractor's expense, and no adjustment shall be made in the contract price or other contract terms and conditions as consideration for the aforementioned unauthorized change. Further, should the unauthorized change be to the Government's detriment, the contractor may be held financially responsible for its correction.

**H.5 FILLED MAGAZINE ASSEMBLY**

The Government authorizes and accepts the loaded magazines received by Talley Defense Systems, Inc. from General Dynamics identified in the below listed Lot Numbers, assuming the rounds meet the required ballistics data:

MTY00A009-010

MTY00D009-012

MTY01B009-021  
MTY00F006-029  
MNB01C001-001  
MTY01C006-033

If these rounds and any additional rounds TDS has to fulfill this contract requirement are found to be unacceptable TDS reserve's the right to request the Government supply acceptable spotting rounds.

**H.6 52.215-6 PLACE OF PERFORMANCE (OCT 1997) (Incorporated from Solicitation)**

(a) The offeror or respondent, in the performance of any contract resulting from this solicitation, (X ) intends, ( ) does not intend (check applicable block) to use one or more plants or facilities located at a different address from the address of the offeror or respondent as indicated in this proposal or response to request for information.

(b) If the offeror or respondent checks "intends" in paragraph (a) of this provision, it shall insert in the following spaces the required information:

Place of Performance(Street Address, City, State, County, Zip Code)

Name and Address of Owner and Operator of the Plant or Facility if Other Than Offeror or Respondent

**Four operating plants owned and operated by Talley Defense Systems, Inc at the following locations:**

**Talley Defense Systems, Inc. (Plant #1)**  
**4051 N. Higley Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc. (Plant #2)**  
**4111 N. Higley Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc. (Plant #3)**  
**3520 N. Greenfield Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc. (Plant #4)**  
**4301 N. Higley Rd.**  
**Mesa, AZ 85215**

**Talley Defense Systems, Inc.**  
**816 Wicker Road**  
**Crawford, Mississippi 38743**

(End of provision)

**H.7 NMD 227 SECTION 4.2 INSPECTION LOT SIZE**

NMD 227 Section 4.2 is revised to read:

----"A lot shall consist of loaded warheads produced in accordance with the same drawing and specification requirements and by the same processes and offered for acceptance at one time. The lot size shall be limited to the following:

- a. Metal parts from one manufacturer

- b. Batches of explosive mix formulated from the same lots of materials specified by MIL-DTL-32091”

This approved revision is approved for this and only this contract and Talley Defense Systems, Inc. shall not consider this approval to revise lot acceptance size requirements of any other contract entered into with the Government at the present time or in the future.

### **H.8 GOVERNMENT FURNISHED PROPERTY (GFP)**

In accordance with FAR 52.245-2, Government Property, (Fixed-Price Contracts) the following items are provided to the Contractor as Government Furnished Property (GFP.)

- a. From Job Number 6258:

<u>Item No.</u>	<u>Description</u>	<u>Quantity</u>
1 5027A2350	Warhead Dual Mode High Explosive SMAW-NE	4.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 123040700	200.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 1116060645	4,515.00 ea

- b. From Job Number 6330:

1 5027A5203	Assy Magazine Filled, Lot No. 01120602	9.00 ea
1 5027A5203	Assy Magazine Filled, LotNo. 01120601	18.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 0906061136	7.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 092106430	5.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 0319071133	42.00 ea
1 5027A5204	Magazine Assembly, Lot No. 0319071153	32.00 ea
1 5027A5204	Magazine Assembly, Lot No. 1208051435	40.00 ea
1 GFM7	Template Mounting Hole SMAW	1.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0422031130	6.00 ea
1 MK217-0	Cartridge 9MM, Lot No. WO3402	4.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0329050705	2,892.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 1101041500	6,927.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0329050700	636.00 ea
1 PA116	Container Metal	3.00 ea
1 PA116	Container Metal	12.00 ea
1 PA116	Container Metal	13.00 ea

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	3
2. AMENDMENT/MODIFICATION NO. P00002	3. EFFECTIVE DATE 21-May-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) CODE DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		S0302A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) By Mutual Agreement of the Parties.					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: baker1071969 The purpose of this modification is to incorporate the following ten (10) Engineering Change Proposals (ECP) into the contract: (1) E1000-001B; (2) E1000-002A; (3) E1000-003A; (4) E1000-004A; (5) E1000-005A; (6) E1000-006A; (7) E1000-007A; (8) E1000-008A; (9) E1000-009A; and (10) IHD Yorktown ECP INDIVNAV SURFWARCEN, SNAW-NE, PBXN-0113 Explosive Loaded MK 147 Mod 0 Warhead (IHDY-569 EXPLOSIVE LEVEL FILL) with Drawing 82A5027A2352 REV.  All ten ECPs and associated comments are attached as Attachment 1 to this modification.  See pages 2 and 3 for Summary of Changes.  All other terms and conditions remain unchanged. Total contract value remains unchanged.  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) CARL V. BRADSHAW / CONTRACTING OFFICER TEL: 703-432-4825 EMAIL: carl.bradshaw@usmc.mil		
15B. CONTRACTOR/OFFEROR  _____ (Signature of person authorized to sign)		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY <i>Carl V. Bradshaw</i> (Signature of Contracting Officer)		16C. DATE SIGNED 22-May-2007

## SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

## SECTION A - SOLICITATION/CONTRACT FORM

The total cost of this contract was increased by \$0.00 from \$14,211,603.61 to \$14,211,603.61.

## SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

The following have been added by full text:

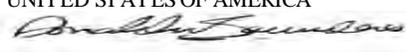
ATTACHMENT TO MOD P00002

Modification P00002 Attachment 1 Documents:

<u>ECP</u>	<u>Talley Letter Ref.</u>	<u>Date</u>	<u>RFD/MDK No.</u>	<u>Description</u>
1. E1000-001B	MDK-7054/6590	20 Apr 2007	7057	Zeicronim Particle Size Deviation
2. E1000-002A	MDK-7055/6590	20 Apr 2007	7058	Temperature Conditioning Time Deviation WS21706
3. E1000-003A	MDK-7056/6590	20 Apr 2007	7059	Warhead Sealant Type and Grade Deviation
4. E1000-004A	MDK-7040/6590	28 Mar 2007	7060	Tracer Round Inner Case Crimp Change
5. E1000-005A	MDK-7041/6590	28 Mar 2007	7061	Cartridge Spotting Rifle Case Crimp
6. E1000-006A	MDK-7042/6590	28 Mar 2007	7062	Bullet Aft Chamfer Adjustment
7. E1000-007A	MDK-7043/6590	28 Mar 2007	7063	Spotting Round Propellant Dimensional and Composition Deviation
8. E1000-008A	MDK-7044/6590	28 Mar 2007	7064	Spotting Round Bullet Lead Core Alternative Materials
9. E1000-009A	MDK-7045/6590	28 Mar 2007	7065	Dynamic Rocket Motor In Mann Barrel, WS22472F

10. ECP-IHDY-569	None/Government	09 May 2007	None	NSWC Yorktown, Virginia NDIVNAVSURFWARCEN, ECP for warhead fill, with revised Drawing For Explosive Level Change, MK80, Mod 0, SMAW-NE Encased Assault Rocket Final Updated Drawing: 5/17 Drawing 82A5027A2352 REV.
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(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	2
2. AMENDMENT/MODIFICATION NO. P00010	3. EFFECTIVE DATE 10-Oct-2007	4. REQUISITION/PURCHASE REQ. NO. M9545007RC71134		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) CODE DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		S0302A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) FAR 52.243-4 Changes Clause					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: caldw ell08106 The purpose of this modification is to incorporate the following seven (7) Request for Deviations(RFD): (1) RFD D1000-019; (2) RFD D1000-020; (3) RFD D1000-021; (4) RFD D1000-022; (5) RFD D1000-26A; (6) RFD D1000-028; and (7) RFD D1000-029; and to incorporate the following five (5) Engineering Change Proposals (ECP) with their associated Notice of Revisions (NOR): (1) ECP E1000-019; (2) ECP E1000-020; (3) ECP E1000-021; (4) ECP E1000-026A and (5) ECP E1000-029.  All seven RFDs, five ECPs and the associated NORs are attached as Attachment 1 to this modification.  See page 2 for Summary of Changes.  All other terms and conditions remain unchanged. Total contract value remains unchanged.  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)		
			DONALD W. SAUNDERS / CONTRACTING OFFICER TEL: 703-432-3740 EMAIL: donald.saunders@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
_____ (Signature of person authorized to sign)			BY  (Signature of Contracting Officer)		16-Oct-2007

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

The following have been added by full text:  
ATTACHMENT TO MOD P00010

Modification M67854-07-C-1000-P00010 Attachment 1 Documents:

<u>Document</u>	<u>Approved Date</u>	<u>Title Description</u>
1. RFD D1000-019 ECP E1000-019 NOR N1000-0019.001	24 AUG 2007	Rocket Motor Maximum Length Deviation
2. RFD D1000-020 ECP E1000-020 NOR N1000-020.001	24 AUG 2007	Rocket Length Deviation
3. RFD D1000-021 ECP E1000-0021 NOR N1000-02.001	24 AUG 2007	Rocket Motor Sealant Cure Time Clarification
4. RFD D1000-022	24 AUG 2007	Propellant Charge Identification Label Change
5. RFD D1000-026A ECP E1000-026A	20 SEPT 2007	Encased Assault Round Leak Check Pressure And Depressurization Rate Deviation
6. RFD D1000-028	20 SEPT 2007	82A5027A0108 Edge Protector Substitution
7. RFD D1000-029 ECP E1000-029	20 SEPT 2007	Warhead Pin Inspection Clarification

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
			J	1	5
2. AMENDMENT/MODIFICATION NO. P00011	3. EFFECTIVE DATE 08-Nov-2007	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		CODE S0302A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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) <b>See Schedule</b>					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
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).					
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: By Mutual Agreement of the Parties.					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: baker08412 The purpose of this modification is to provide thirteen (13) rockets to the contractor for FAAT retesting. SubCLIN 0002AC, Hard Target First Article Test Units will be created and thirteen (13) rockets will be transferred to it from subCLIN 0001AB, SMAW-NE Rocket Production Units. (b) (4) The total quantity of subCLIN 0002AC will be 13. Total quantity of subCLIN 0001AB will be (b) (4) Total value of subCLIN 0001AB will be (b) (4) Shipping costs are not included. Also, point of contact in Section G.1 Requests for Payment, are updated. All other terms and conditions remain unchanged. Total contract value remains unchanged. See page 2 for Summary of Changes.					
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) DONALD W. SAUNDERS / CONTRACTING OFFICER TEL: 703-432-3740 EMAIL: donald.saunders@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY 		16C. DATE SIGNED 08-Nov-2007
(Signature of person authorized to sign)		(Signature of Contracting Officer)			

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

SECTION B - SUPPLIES OR SERVICES AND PRICES

SUBCLIN 0001AB

The pricing detail quantity has decreased by 13.00 from 1,120.00 to 1,107.00.

The total cost of this line item has decreased by (b) (4) from (b) (4) to (b) (4).

SUBCLIN 0002AC is added as follows:

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0002AC		13	Each	(b) (4)	(b) (4)
	Hard Target First Article Test Units				
	FFP				
	Units for Hard Target First Article Retest in accordance with CLIN 0002 above and the Program Manager for Ammunition's Memorandum Ref 8000-PM204, dated 26 OCT 2007.				
	FOB: Destination				
	MILSTRIP: M9545006RC61158				
	PURCHASE REQUEST NUMBER: M9545006RC61158				

---

NET AMT (b) (4)

ACRN AC (b) (4)  
 CIN: M9545006RC61158000AA02

SECTION E - INSPECTION AND ACCEPTANCE

The following Acceptance/Inspection Schedule was added for SUBCLIN 0002AC:

INSPECT AT	INSPECT BY	ACCEPT AT	ACCEPT BY
Origin	Government	Origin	Government

SECTION F - DELIVERIES OR PERFORMANCE

The following Delivery Schedule item for SUBCLIN 0001AB has been changed from:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
---------------	----------	-----------------	-----

15 mths. AFATA	1,120	XR W0MM TOOELE ARMY DEPOT GYSGT ECKERSON TOOELE ARMY DEPOT TPF TOOELE UT 84074-5003 435-833-2062 FOB: Origin	W67G23
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To:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
15 mths. AFATA	1,107	XR W0MM TOOELE ARMY DEPOT GYSGT ECKERSON TOOELE ARMY DEPOT TPF TOOELE UT 84074-5003 435-833-2062 FOB: Origin	W67G23

The following Delivery Schedule item has been added to SUBCLIN 0002AC:

DELIVERY DATE	QUANTITY	SHIP TO ADDRESS	UIC
29-NOV-2007	13	COMMANDER, MARCORSSYSCOM ATTN: MSGT MAVRICK POWELL CODE PMM 2041 2200 LESTER STREET QUANTICO VA 22134 (703) 432-3161 FOB: Destination	M67854

## SECTION G - CONTRACT ADMINISTRATION DATA

Accounting and Appropriation

Summary for the Payment Office

SUBCLIN 0001AB:

**(b) (4)**

SUBCLIN 0002AC:

Funding on SUBCLIN 0002AC is initiated as follows:

ACRN: AC

CIN: M9545006RC61158000AA02

Acctng Data: 1761508M213 310 67854 067443 2D M95450 45006RC61158

Increase: **(b) (4)**

Total: **(b) (4)**

The following have been modified:

SECTION G

**G.1 REQUESTS FOR PAYMENT**

In compliance with DFARS 252.232-7003, "Electronic Submission of Payment Requests (January 2004)", the United States Marine Corps (USMC) utilizes WAWF-RA to electronically process vendor requests for payment. The contractor is required to utilize this system when processing invoices and receiving reports under this contract - unless the provision at DFARS 252.232-7003(c) applies. The contractor shall (i) register to use WAWF-RA at <<https://wawf.eb.mil/>> and (ii) ensure an Electronic Business Point of Contact is designated in the Central Contractor Registration at <<http://www.ccr.gov>>, within ten (10) days after award of the contract or modification incorporating WAWF-RA into the contract.

The contractor is directed to use the "2 -in-1" format when processing invoices for services and the "Combo" for supplies. For all requirements, the contractor shall use the Marine Corps Systems Command DODAAC M67854 and applicable extension PG13 (i.e., M67854PG13) as the DODAAC for all shipping addresses.

The Marine Corps Systems Command WAWF points of contact are Mr. Barry Oglesby, [barry.oglesby@usmc.mil](mailto:barry.oglesby@usmc.mil), Mr. Scott Fields, [clifton.whittington@usmc.mil](mailto:clifton.whittington@usmc.mil), or the Help Desk at CACI/UNITECH, 703-221-6911.

The WAWF-RA point of contact for this order/contract is MSgt Mavrick Powell. MSgt Powell can be reached at (703) 432-3161 and e-mail, [mavrick.powell@usmc.mil](mailto:mavrick.powell@usmc.mil).

Data entry information for WAWF:

Payment Office DoDAAC: HQ0339  
Issue By DoDAAC: M67854  
Admin Office DoDAAC: TBD  
Ship to Supply: TBD  
Service Acceptor DoDAAC: M67854 Extension PG13  
Contract Number: M67854-07-C-1000

Additional email notification of invoices:  
PCO: [donald.saunders@usmc.mil](mailto:donald.saunders@usmc.mil)  
Contract Specialist: [laurel.baker@usmc.mil](mailto:laurel.baker@usmc.mil)

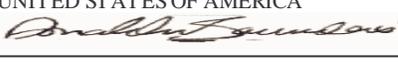
Additional Payment Office Details:

DFAS-Columbus	E-Mail: <a href="mailto:CCO-KC-VPIS@DFAS.MIL">CCO-KC-VPIS@DFAS.MIL</a>
PO Box 369022	Phone: 800-756-4571, #2 then #4
Attn: Kansas-M67443	WAWF: <a href="https://wawf.eb.mil/">https://wawf.eb.mil/</a>
Columbus, OH 43236-9022	VPIS: <a href="http://www.dfas.mil/money/vendor/">http://www.dfas.mil/money/vendor/</a>

**G.2 DELEGATION OF AUTHORITY FOR CONTRACT ADMINISTRATION**

The Administrative Contracting Officer (ACO) of the cognizant Defense Contract Management Agency (DCMA) is designated as the authorized representative of the Contracting Officer for purposes of administering this contract in accordance with FAR 42.3.

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE	PAGE OF PAGES	
2. AMENDMENT/MODIFICATION NO. P00014		3. EFFECTIVE DATE 03-Apr-2008	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE	J	1   5	
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) CODE DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		S0302A	
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) NAMMO TALLEY, INC. ROBERT L THOMPSON P.O. BOX 34299 MESA AZ 85277				9A. AMENDMENT OF SOLICITATION NO.		
				9B. DATED (SEE ITEM 11)		
				X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
				X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116		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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)						
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.						
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.						
X 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 <input checked="" type="checkbox"/> is not, <input type="checkbox"/> 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.) Modification Control Number: bakerl082287 The purpose of this modification is to 1) incorporate the DCMA administrative modification M67854-07-C-1000, no modification number, dated 13 March 2008, to change the contractor's name from Talley Defense Systems to Nammo Talley, Inc., per Novation Change of Name Agreement, effective date 29 February 2008; and 2) update Section H.6 of the contract, 52.215-6 Place of Performance, by changing Talley Defense Systems to Nammo Talley, Inc. The DCMA modification and its Exhibit are attached to this modification as Attachment 1. All other terms and conditions remain unchanged. Total contract value remains unchanged.						
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) DONALD W. SAUNDERS / CONTRACTING OFFICER TEL: 703-432-3740 EMAIL: donald.saunders@usmc.mil			
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 29-Apr-2008	

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

SECTION A - SOLICITATION/CONTRACT FORM

The contractor organization has **changed from**

TALLEY DEFENSE SYSTEMS  
DAVID CHAPMAN  
P.O. BOX 34299  
MESA AZ 85277

**To**

NAMMO TALLEY, INC.  
ROBERT L THOMPSON  
P.O. BOX 34299  
MESA AZ 85277

SECTION H - SPECIAL CONTRACT REQUIREMENTS

The following **have been modified**:

SECTION H

**H.1 COPYRIGHT RELEASE**

The Contractor shall identify copyrighted material, if any, and shall obtain the written release of the copyright owner(s). The releases shall be provided to the Government and shall state that the U.S. Government may reproduce the manuals or instructions for distribution within the Department of Defense as necessary for training, maintenance, and/or operation.

**H.2 INCORPORATION OF REPRESENTATIONS AND CERTIFICATIONS BY REFERENCE**

All representations and certifications and other written statements made by the Contractor in response to Section K of the solicitation or at the request of the Contracting Officer, incident to the award of the contract or modification of this contract, are hereby incorporated by reference with the same force and effect as if they were given in full text.

**H.3 CENTRAL CONTRACTOR REGISTRATION**

All contractor must ensure that it is registered in the Central Contractor Registration and remain registered throughout the period of performance. This is mandatory for award of any Government contract. To register, go on-line to <http://www.ccr.gov>.

**H.4 UNAUTHORIZED CHANGES**

No order, statement, or conduct of Government personnel who might visit the contractor's facility or in any other manner communicate with contractor personnel during the performance of this contract shall constitute a change under the "CHANGES" clause of this contract.

No understanding or agreement, contract modification, change order, or other matter deviating from or constituting an alteration or change of the terms of the contract shall be effective or binding upon the Government unless formalized by contractual documents executed by the Contracting Officer.

The Contracting Officer is the only person authorized to approve changes in any of the requirements of this contract and, notwithstanding provisions contained elsewhere in the contract, the said authority remains solely with the Contracting Officer. In the event that the contractor effects any change at the direction of any person other than the Contracting Officer, the change will be considered to have been made without authority at the contractor's expense, and no adjustment shall be made in the contract price or other contract terms and conditions as consideration for the aforementioned unauthorized change. Further, should the unauthorized change be to the Government's detriment, the contractor may be held financially responsible for its correction.

#### **H.5 FILLED MAGAZINE ASSEMBLY**

The Government authorizes and accepts the loaded magazines received by Talley Defense Systems, Inc. from General Dynamics identified in the below listed Lot Numbers, assuming the rounds meet the required ballistics data:

MTY00A009-010  
MTY00D009-012  
MTY01B009-021  
MTY00F006-029  
MNB01C001-001  
MTY01C006-033

If these rounds and any additional rounds TDS has to fulfill this contract requirement are found to be unacceptable TDS reserve's the right to request the Government supply acceptable spotting rounds.

#### **H.6 52.215-6 PLACE OF PERFORMANCE (OCT 1997) (Incorporated from Solicitation)**

(a) The offeror or respondent, in the performance of any contract resulting from this solicitation, () intends, () does not intend (check applicable block) to use one or more plants or facilities located at a different address from the address of the offeror or respondent as indicated in this proposal or response to request for information.

(b) If the offeror or respondent checks "intends" in paragraph (a) of this provision, it shall insert in the following spaces the required information:

Place of Performance(Street Address, City, State, County, Zip Code)

Name and Address of Owner and Operator of the Plant or Facility if Other Than Offeror or Respondent

**Four operating plants owned and operated by Nammo Talley, Inc. (formerly Talley Defense Systems, Inc.,) Inc at the following locations:**

**Nammo Talley, Inc. (Plant #1)**  
**4051 N. Higley Rd.**  
**Mesa, AZ 85215**

**Nammo Talley, Inc. (Plant #2)**  
**4111 N. Higley Rd.**  
**Mesa, AZ 85215**

**Nammo Talley, Inc. (Plant #3)**  
**3520 N. Greenfield Rd.**  
**Mesa, AZ 85215**

**Nammo Talley, Inc. (Plant #4)**  
**4301 N. Higley Rd.**

Mesa, AZ 85215

**Nammo Talley, Inc.**  
**816 Wicker Road**  
**Crawford, Mississippi 38743**

(End of provision)

#### **H.7 NMD 227 SECTION 4.2 INSPECTION LOT SIZE**

NMD 227 Section 4.2 is revised to read:

-----“A lot shall consist of loaded warheads produced in accordance with the same drawing and specification requirements and by the same processes and offered for acceptance at one time. The lot size shall be limited to the following:

- a. Metal parts from one manufacturer
- b. Batches of explosive mix formulated from the same lots of materials specified by MIL-DTL-32091”

This approved revision is approved for this and only this contract and Talley Defense Systems, Inc. shall not consider this approval to revise lot acceptance size requirements of any other contract entered into with the Government at the present time or in the future.

#### **H.8 GOVERNMENT FURNISHED PROPERTY (GFP)**

In accordance with FAR 52.245-2, Government Property, (Fixed-Price Contracts) the following items are provided to the Contractor as Government Furnished Property (GFP.)

- a. From Job Number 6258:

<u>Item No.</u>	<u>Description</u>	<u>Quantity</u>
1 5027A2350	Warhead Dual Mode High Explosive SMAW-NE	4.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 123040700	200.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 1116060645	4,515.00 ea

- b. From Job Number 6330:

1 5027A5203	Assy Magazine Filled, Lot No. 01120602	9.00 ea
1 5027A5203	Assy Magazine Filled, LotNo. 01120601	18.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 0906061136	7.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 092106430	5.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 0319071133	42.00 ea
1 5027A5204	Magazine Assembly, Lot No. 0319071153	32.00 ea
1 5027A5204	Magazine Assembly, Lot No. 1208051435	40.00 ea
1 GFM7	Template Mounting Hole SMAW	1.00 ea

1 MK217-0	Cartridge 9MM, Lot No. 0422031130	6.00 ea
1 MK217-0	Cartridge 9MM, Lot No. WO3402	4.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0329050705	2,892.00 ea
1 MK217-0	Catridge 9MM, Lot No. 1101041500	6,927.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0329050700	636.00 ea
1 PA116	Container Metal	3.00 ea
1 PA116	Container Metal	12.00 ea
1 PA116	Container Metal	13.00 ea

## b. From Job Number 6529

PART NUMBER	DESCRIPTION	QTY	LOCATION
GFP00631	SMAW PTE Test Stand	1	35-326340
GFP00631	SMAW PTE Test Stand	1	35-605150
GFP00644	Elec. Tester w/Cables	1	35-PLT3
GFP00860	Load Cell Type 9332A Kistler	1	35-605150
GFP00861	Load Cell Type 9332A Kistler	1	35-605150
IG82A2000TD	Interface Gage	1	35-326340
TL1-123168	Wall Thickness Gage	1	35-604410
TL1-MPDSMAW-001	Lathe Holding Fixture	1	35-604410
TL1-MPDSMAW-002	Special Unitary Boring Bar	1	35-604410
TL1-MPDSMAW-012	Fixture & Stub Acme Tooling	1	35-530700
TL2-MPDSMAW-011	Extension Fixture	1	35-530700

(End of Summary of Changes)

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>				1. CONTRACT ID CODE J	PAGE OF PAGES 1   2
2. AMENDMENT/MODIFICATION NO. P00013	3. EFFECTIVE DATE 19-Feb-2008	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE M67854 COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134	7. ADMINISTERED BY (If other than item 6) CODE S0302A DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424				
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X 10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000		
CODE 12116 FACILITY CODE			X 10B. DATED (SEE ITEM 13) 10-Oct-2006		
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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) FAR 52.243-4 Changes Clause					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: caldw ell081671 The purpose of this modification is to incorporate the following Request for Deviation (RFD): RFD D1000-031.  RFD D1000-031 is attached as Attachment 1 to this modification.  See page 2 for summary of changes.  All other terms and conditions remain unchanged. Total contract value remains unchanged.					
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) DONALD W. SAUNDERS / CONTRACTING OFFICER TEL: 703-432-3740 EMAIL: donald.saunders@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY 		16C. DATE SIGNED 29-Feb-2008
(Signature of person authorized to sign)		(Signature of Contracting Officer)			

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

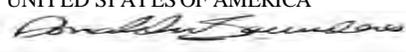
SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

The following have been added by full text:  
ATTACHMENT TO MOD P00013

Modification M67854-07-C-1000-P00013 Attachment 1 Documents:

<u>Document</u>	<u>Approved Date</u>	<u>Title Description</u>
1. RFD D1000-031	19 February 2008	Magazine Technical Data Package Correction

(End of Summary of Changes)

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE J	PAGE OF PAGES 1   2	
2. AMENDMENT/MODIFICATION NO. P00012	3. EFFECTIVE DATE 10-Dec-2007	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO.(If applicable)	
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		CODE S0302A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TALLEY DEFENSE SYSTEMS DAVID CHAPMAN P.O. BOX 34299 MESA AZ 85277			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X	10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
			X	10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116	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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) FAR 52.243-4 Changes Clause					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: caldw ell08814 The purpose of this modification is to incorporate the following nine (9) Request for Deviations (RFD): (1) RFD D1000-001; (2) RFD D1000-002; (3) RFD D1000-003; (4) RFD D1000-004; (5) RFD D1000-005; (6) RFD D1000-006; (7) RFD D1000-007; (8) RFD D1000-008 and (9) RFD D1000-027A.  All nine RFD's are attached as Attachment 1 to this modification.  See page 2 for summary of changes.  All other terms and conditions remain unchanged. Total contract value remains unchanged.					
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) DONALD W. SAUNDERS / CONTRACTING OFFICER TEL: 703-432-3740 EMAIL: donald.saunders@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY 		16C. DATE SIGNED 25-Jan-2008
(Signature of person authorized to sign)		(Signature of Contracting Officer)			

## SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

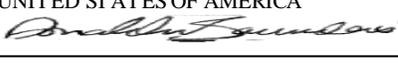
## SECTION J - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS

The following have been added by full text:  
ATTACHMENT TO MOD P00012

Modification M67854-07-C-1000-P00012 Attachment 1 Documents:

<u>Document</u>	<u>Approved Date</u>	<u>Title Description</u>
1. RFD D1000-001	08 May 2007	Zirconium particle Size Deviation
2. RFD D1000-002	09 May 2007	WS21706 Temperature Conditioning Time Deviation
3. RFD D1000-003	09 May 2007	SMAW-NE Warhead Sealant Type and Grade Deviation
4. RFD D1000-004	09 May 2007	Tracer Round Inner Case Crimp Change
5. RFD D1000-005	09 May 2007	Cartridge Spotting Rifle Case Crimp
6. RFD D1000-006	09 May 2007	Bullet Aft Chamfer Adjustment
7. RFD D1000-007	09 May 2007	Spotting Round Propellant Dimensional and Composition Deviation
8. RFD D1000-008	09 May 2007	Spotting Round Bullet Lead Core Alternative Materials
9. RFD D1000-027A	20 Nov 2007	Rocket Container Replacement

(End of Summary of Changes)

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>				1. CONTRACT ID CODE J	PAGE OF PAGES 1   5
2. AMENDMENT/MODIFICATION NO. P00015		3. EFFECTIVE DATE 01-Dec-2008	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO.(If applicable)
6. ISSUED BY CODE COMMANDING GENERAL MARINE CORPS SYSTEMS COMMAND ATTN: PMM 2041 2200 LESTER STREET QUANTICO VA 22134		M67854	7. ADMINISTERED BY (If other than item 6) DCMA PHOENIX TWO RENAISSANCE SQUARE SUITE 400 40 NORTH CENTRAL AVE PHOENIX AZ 85004-4424		CODE S0302A
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) NAMMO TALLEY, INC. ROBERT L THOMPSON P.O. BOX 34299 MESA AZ 85277				9A. AMENDMENT OF SOLICITATION NO.	
				9B. DATED (SEE ITEM 11)	
				X 10A. MOD. OF CONTRACT/ORDER NO. M67854-07-C-1000	
				X 10B. DATED (SEE ITEM 13) 10-Oct-2006	
CODE 12116		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 Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer 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 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)					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
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).					
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: By mutual agreement of the parties					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: thompson09668 The purpose of this modification is to transfer Government Furnished Equipment (GFE) from this contract, M67854-07-C-1000, to contract M67854-08-C-1123. The following Government Furnished Equipment, GFP00631 SMAW PTE Test Stand; GFP00631 SMAW PTE Test Stand; and GFP00644 Elec. Tester w/ Cables has been deleted from Section H.8.b, Job Number 6529. All other terms and conditions remain unchanged. Total contract value remains unchanged. See page 2 for Summary of Changes.					
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) DONALD W. SAUNDERS / CONTRACTING OFFICER TEL: 703-432-3740 EMAIL: donald.saunders@usmc.mil		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY 		16C. DATE SIGNED 10-Dec-2008
(Signature of person authorized to sign)		(Signature of Contracting Officer)			

## SECTION SF 30 BLOCK 14 CONTINUATION PAGE

**SUMMARY OF CHANGES**

The following Government Furnished Equipment, GFP00631 SMAW PTE Test Stand; GFP00631 SMAW PTE Test Stand; and GFP00644 Elec. Tester w/ Cables has been deleted from Section H.8.b, Job Number 6529.

## SECTION H - SPECIAL CONTRACT REQUIREMENTS

The following **have been modified**:

SECTION H**H.1 COPYRIGHT RELEASE**

The Contractor shall identify copyrighted material, if any, and shall obtain the written release of the copyright owner(s). The releases shall be provided to the Government and shall state that the U.S. Government may reproduce the manuals or instructions for distribution within the Department of Defense as necessary for training, maintenance, and/or operation.

**H.2 INCORPORATION OF REPRESENTATIONS AND CERTIFICATIONS BY REFERENCE**

All representations and certifications and other written statements made by the Contractor in response to Section K of the solicitation or at the request of the Contracting Officer, incident to the award of the contract or modification of this contract, are hereby incorporated by reference with the same force and effect as if they were given in full text.

**H.3 CENTRAL CONTRACTOR REGISTRATION**

All contractor must ensure that it is registered in the Central Contractor Registration and remain registered throughout the period of performance. This is mandatory for award of any Government contract. To register, go on-line to <http://www.ccr.gov>.

**H.4 UNAUTHORIZED CHANGES**

No order, statement, or conduct of Government personnel who might visit the contractor's facility or in any other manner communicate with contractor personnel during the performance of this contract shall constitute a change under the "CHANGES" clause of this contract.

No understanding or agreement, contract modification, change order, or other matter deviating from or constituting an alteration or change of the terms of the contract shall be effective or binding upon the Government unless formalized by contractual documents executed by the Contracting Officer.

The Contracting Officer is the only person authorized to approve changes in any of the requirements of this contract and, notwithstanding provisions contained elsewhere in the contract, the said authority remains solely with the Contracting Officer. In the event that the contractor effects any change at the direction of any person other than the Contracting Officer, the change will be considered to have been made without authority at the contractor's expense, and no adjustment shall be made in the contract price or other contract terms and conditions as consideration for the aforementioned unauthorized change. Further, should the unauthorized change be to the Government's detriment, the contractor may be held financially responsible for its correction.

**H.5 FILLED MAGAZINE ASSEMBLY**

The Government authorizes and accepts the loaded magazines received by Talley Defense Systems, Inc. from General Dynamics identified in the below listed Lot Numbers, assuming the rounds meet the required ballistics data:

MTY00A009-010  
MTY00D009-012  
MTY01B009-021  
MTY00F006-029  
MNB01C001-001  
MTY01C006-033

If these rounds and any additional rounds TDS has to fulfill this contract requirement are found to be unacceptable TDS reserve's the right to request the Government supply acceptable spotting rounds.

**H.6 52.215-6 PLACE OF PERFORMANCE (OCT 1997) (Incorporated from Solicitation)**

(a) The offeror or respondent, in the performance of any contract resulting from this solicitation, (  ) intends, (  ) does not intend (check applicable block) to use one or more plants or facilities located at a different address from the address of the offeror or respondent as indicated in this proposal or response to request for information.

(b) If the offeror or respondent checks "intends" in paragraph (a) of this provision, it shall insert in the following spaces the required information:

Place of Performance(Street Address, City, State, County, Zip Code)

Name and Address of Owner and Operator of the Plant or Facility if Other Than Offeror or Respondent

**Four operating plants owned and operated by Nammo Talley, Inc. (formerly Talley Defense Systems, Inc.,) Inc at the following locations:**

**Nammo Talley, Inc. (Plant #1)**  
**4051 N. Higley Rd.**  
**Mesa, AZ 85215**

**Nammo Talley, Inc. (Plant #2)**  
**4111 N. Higley Rd.**  
**Mesa, AZ 85215**

**Nammo Talley, Inc. (Plant #3)**  
**3520 N. Greenfield Rd.**  
**Mesa, AZ 85215**

**Nammo Talley, Inc. (Plant #4)**  
**4301 N. Higley Rd.**  
**Mesa, AZ 85215**

**Nammo Talley, Inc.**  
**816 Wicker Road**  
**Crawford, Mississippi 38743**

(End of provision)

**H.7 NMD 227 SECTION 4.2 INSPECTION LOT SIZE**

NMD 227 Section 4.2 is revised to read:

-----“A lot shall consist of loaded warheads produced in accordance with the same drawing and specification requirements and by the same processes and offered for acceptance at one time. The lot size shall be limited to the following:

- a. Metal parts from one manufacturer
- b. Batches of explosive mix formulated from the same lots of materials specified by MIL-DTL-32091”

This approved revision is approved for this and only this contract and Talley Defense Systems, Inc. shall not consider this approval to revise lot acceptance size requirements of any other contract entered into with the Government at the present time or in the future.

#### **H.8 GOVERNMENT FURNISHED PROPERTY (GFP)**

In accordance with FAR 52.245-2, Government Property, (Fixed-Price Contracts) the following items are provided to the Contractor as Government Furnished Property (GFP.)

a. From Job Number 6258:

<u>Item No.</u>	<u>Description</u>	<u>Quantity</u>
1 5027A2350	Warhead Dual Mode High Explosive SMAW-NE	4.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 123040700	200.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 1116060645	4,515.00 ea

b. From Job Number 6330:

1 5027A5203	Assy Magazine Filled, Lot No. 01120602	9.00 ea
1 5027A5203	Assy Magazine Filled, LotNo. 01120601	18.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 0906061136	7.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 092106430	5.00 ea
1 5027A5203	Assy Magazine Filled, Lot No. 0319071133	42.00 ea
1 5027A5204	Magazine Assembly, Lot No. 0319071153	32.00 ea
1 5027A5204	Magazine Assembly, Lot No. 1208051435	40.00 ea
1 GFM7	Template Mounting Hole SMAW	1.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0422031130	6.00 ea
1 MK217-0	Cartridge 9MM, Lot No. WO3402	4.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0329050705	2,892.00 ea
1 MK217-0	Catridge 9MM, Lot No. 1101041500	6,927.00 ea
1 MK217-0	Cartridge 9MM, Lot No. 0329050700	636.00 ea
1 PA116	Container Metal	3.00 ea

1 PA116 Container Metal 12.00 ea  
1 PA116 Container Metal 13.00 ea

b. From Job Number 6529

<b>PART NUMBER</b>	<b>DESCRIPTION</b>	<b>QTY</b>	<b>LOCATION</b>
GFP00860	Load Cell Type 9332A Kistler	1	35-605150
GFP00861	Load Cell Type 9332A Kistler	1	35-605150
IG82A2000TD	Interface Gage	1	35-326340
TL1-123168	Wall Thickness Gage	1	35-604410
TL1-MPDSMAW-001	Lathe Holding Fixture	1	35-604410
TL1-MPDSMAW-002	Special Unitary Boring Bar	1	35-604410
TL1-MPDSMAW-012	Fixture & Stub Acme Tooling	1	35-530700
TL2-MPDSMAW-011	Extension Fixture	1	35-530700

(End of Summary of Changes)

# Nammo Talley

In reply refer to:  
RLT-8057/6590

11 March 2008

Commanding General  
Marine Corps Systems Command  
2200 Lester Street  
Quantico, VA 22134

Attention: (b) (6)  
Code PMM 2041

Subject: Request for Authorization to Form a Hybrid Lot of SMAW-NE Encased Assault Rockets (EARs)

Reference: A) Contract M67854-07-C-1000  
B) Talley Job 6590

Dear (b) (6)

In completing the build of the final lot of SMAW-NE Encased Assault Rockets (EARs) under the referent A contract, Talley Defense Systems (TDS) will need to utilize components from multiple lots of the following pyrotechnic components or subassemblies:

- SMAW-NE Warheads
- Igniters
- Spotting Rifle Cartridges

Therefore, TDS respectfully requests Government authorization to form and build the final system SMAW-NE EAR lot as a hybrid lot, as defined by Paragraph 3.1.3 of WS-33735. This hybrid lot will consist of 1,740 EARs, of which 23 will be consumed in the Lot Acceptance Test (LAT) and the balance of 1,717 EARs will be delivered as directed in the contract.

Authorization for inclusion of the following pyrotechnic component or subassembly lots into the system level hybrid lot is requested:

**SMAW-NE Warheads:**

Warhead Lot/Batch Numbers	Quantity
TAC07K003-001 B-22	93
TAC07K003-001 B-23	91
TAC07K003-001 B-24	64
TAC07K003-001 B-25	79
TAC07K003-001 B-26	101
TAC07K003-001 B-27	96
TAC07K003-001 B-28	100
TAC07K003-001 B-29	102
TAC07K003-001 B-30	102

NOTE: A total of 828 Warheads have been built to date.  
 The balance of 912, with their respective lot number and batch number will be identified on the Ammunition Data Card per MIL-STD-1168.

**Propellant:** Lot No. ARV07F-072827 (1,740 lbs.)

**Fuze:** Lot No. AKT07E008-002 (1,740 each)

**Rocket Motors and Igniters:**

Rocket Motor Lots	Igniter Lots	Quantity
TNM07J001-004	MSV07C001-011	930
TNM07J001-005	MSV07D001-012	810
Total Quantity:		1,740

**Spotting Rifle Cartridges:**

As addressed in our Email Message to you on 27 February 2008, our Spotting Rifle Cartridge Magazine supplier – MAST Military Ordnance & Ammunition – will not be able to complete the full quantity of filled magazines that will be needed to support the last production lot under the current contract in time to achieve the delivery schedule. They had been completing this subcontracted support at the Lake City Army Ammunition Plant (LCAAP), Independence, MO. The LCAAP Commander has suspended their authorization to operate in those facilities pending a resolution to safety site plan approval and operations issues effective as of 29 February 2008.

While continuing to work with the LCAAP Commander and ATK (LCAAP Operations Contractor) to resolve the safety site plan issues, MAST is contemplating relocating the Spotting Rifle Cartridge operations to a new location on a temporary basis. However, the time needed to effect the relocation and secure USG approval of the new site under the AA&E provisions of the Referent A contract, may

still result in unacceptable delays in the performance schedule from Talley's perspective. Although the relocation of MAST's operations and the securing of any needed USG site safety approvals may still be considered, Talley does not want to await the outcome of either resolving the issues at LCAAP or in MAST effecting an operational relocation.

Talley has the capability at our Crawford, MS plant of loading the needed Spotting Rifle Cartridges (bullets) into magazines. A quantity of at least 1,717 filled magazines will be need to be delivered with the SMAW-NE EARs. There are approximately 330 accepted filled magazines currently available at the Crawford facility. We have a sufficient quantity of bullets in our inventory to support the requirements of completing the proposed final hybrid production lot of SMAW-NE EARs under the contract. Each Filled Magazine includes 6 bullets. Rather than await completion of bullet production and lot acceptance testing, as well as loading the magazines by MAST, Talley proposes to use the available inventory of bullets to load the required quantity of magazines to complete the final EAR lot.

These are bullets that were either provided as Government Furnished Property (GFP) under Contract Modification P00003 (Section H.8 as added to the contract) or purchased by Talley from General Dynamics (some of which are listed as approved for use under Paragraph H.5 of the basic contract award) as follows:

▪ **Government Furnished Spotting Rifle Cartridges (approved for use):**

Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
MTY98G008-001	0329050700	636	106
MTY99A006-009	123040700	198	33
MTY99C006-013	1030071419	2,706	451
MTY99C006-013 *	0105061245	300	50
MTY99D006-016	1101041500	720	120
MTY99G006-021	0329050705	2,892	482
MTY99G006-021 *	0313071530	288	48
	Total Quantities	7,740	1,290

(\* Filled magazines already available from this bullet lot.)

▪ **Spotting Rifle Cartridges Acquired by Talley from General Dynamics (approved for use):**

Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
MTY00A009-010 *	WO4783	540	90
MTY00D009-012	1030071417	984	164
MTY00D009-012 *	125064	300	50
MTY00F006-029	1030071423	414	69
	Total Quantities	2,238	373

(\* Filled magazines already available from this bullet lot.)

In addition to these previously approved for use bullet lots, the following lots of bullets or filled magazines are available in our inventory and may be needed to meet delivery requirements. Request approval to use the following bullet lots as well:

▪ **Government Furnished Spotting Rifle Cartridges (requires approval for use):**

Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
MNB02L002-006	1030071357	1,404	234

▪ **Spotting Rifle Cartridges Acquired by Talley (requires approval for use):**

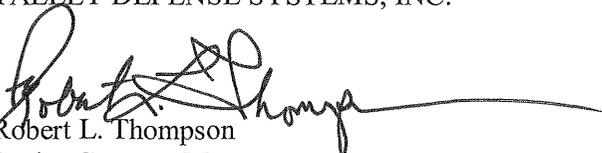
Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
MTY94L001-002 *	WO4783	960	160
MTY97F004-003 *	125067	324	54
MTY97J005-001 *	125068	234	39
MTY99A006-011 *	125071	300	50
MTY99D009-002 *	125072	180	30
MTY99F006-019 *	W04783	1,386	231
MTY00D009-013	1030071425	732	122
MNB01D001-002 *	125086	312	52
MNB01H001-004 *	125065	210	35
	Total Quantities	4,638	773

(\* Filled magazines already available from this bullet lot.)

Request the earliest possible approval of this request to form a hybrid lot for the final delivery lot of SMAW-NE EARs under the contract. Should you have any questions, please contact me at (480) 898-2241 or Email at [bthompson@nammotalley.com](mailto:bthompson@nammotalley.com); or Gary Ostendorf, Program Manager, at (480) 898-2209 or Email at [gostendorf@nammotalley.com](mailto:gostendorf@nammotalley.com).

Best regards,

TALLEY DEFENSE SYSTEMS, INC.

  
 Robert L. Thompson  
 Senior Contract Manager  
 Weapon System Programs

MARCORSYSCOM

Attn: (b) (6) Contract Specialist / Code PMM 2041

RLT-8057/6590

11 March 2008

Page 5

cc: MARCORSYSCOM, Code PMM 2041 / Mr. Mavick Powell  
NSWCDD, Code G31 / Tim Portner  
DCMA Phoenix, DCMDW-GPOZCB / Tom McCauslin

# Nammo Talley

In reply refer to:  
RLT-8057/6590

11 March 2008

Commanding General  
Marine Corps Systems Command  
2200 Lester Street  
Quantico, VA 22134

Attention: (b) (6)  
Code PMM 2041

Subject: Request for Authorization to Form a Hybrid Lot of SMAW-NE Encased Assault Rockets (EARs)

Reference: A) Contract M67854-07-C-1000  
B) Talley Job 6590

Dear (b) (6)

In completing the build of the final lot of SMAW-NE Encased Assault Rockets (EARs) under the referent A contract, Talley Defense Systems (TDS) will need to utilize components from multiple lots of the following pyrotechnic components or subassemblies:

- SMAW-NE Warheads
- Igniters
- Spotting Rifle Cartridges

Therefore, TDS respectfully requests Government authorization to form and build the final system SMAW-NE EAR lot as a hybrid lot, as defined by Paragraph 3.1.3 of WS-33735. This hybrid lot will consist of 1,740 EARs, of which 23 will be consumed in the Lot Acceptance Test (LAT) and the balance of 1,717 EARs will be delivered as directed in the contract.

Authorization for inclusion of the following pyrotechnic component or subassembly lots into the system level hybrid lot is requested:

**SMAW-NE Warheads:**

Warhead Lot/Batch Numbers	Quantity
TAC07K003-001 B-22	93
TAC07K003-001 B-23	91
TAC07K003-001 B-24	64
TAC07K003-001 B-25	79
TAC07K003-001 B-26	101
TAC07K003-001 B-27	96
TAC07K003-001 B-28	100
TAC07K003-001 B-29	102
TAC07K003-001 B-30	102

NOTE: A total of 828 Warheads have been built to date.  
 The balance of 912, with their respective lot number and batch number will be identified on the Ammunition Data Card per MIL-STD-1168.

**Propellant:** Lot No. ARV07F-072827 (1,740 lbs.)

**Fuze:** Lot No. AKT07E008-002 (1,740 each)

**Rocket Motors and Igniters:**

Rocket Motor Lots	Igniter Lots	Quantity
TNM07J001-004	MSV07C001-011	930
TNM07J001-005	MSV07D001-012	810
Total Quantity:		1,740

**Spotting Rifle Cartridges:**

As addressed in our Email Message to you on 27 February 2008, our Spotting Rifle Cartridge Magazine supplier – MAST Military Ordnance & Ammunition – will not be able to complete the full quantity of filled magazines that will be needed to support the last production lot under the current contract in time to achieve the delivery schedule. They had been completing this subcontracted support at the Lake City Army Ammunition Plant (LCAAP), Independence, MO. The LCAAP Commander has suspended their authorization to operate in those facilities pending a resolution to safety site plan approval and operations issues effective as of 29 February 2008.

While continuing to work with the LCAAP Commander and ATK (LCAAP Operations Contractor) to resolve the safety site plan issues, MAST is contemplating relocating the Spotting Rifle Cartridge operations to a new location on a temporary basis. However, the time needed to effect the relocation and secure USG approval of the new site under the AA&E provisions of the Referent A contract, may

still result in unacceptable delays in the performance schedule from Talley's perspective. Although the relocation of MAST's operations and the securing of any needed USG site safety approvals may still be considered, Talley does not want to await the outcome of either resolving the issues at LCAAP or in MAST effecting an operational relocation.

Talley has the capability at our Crawford, MS plant of loading the needed Spotting Rifle Cartridges (bullets) into magazines. A quantity of at least 1,717 filled magazines will be need to be delivered with the SMAW-NE EARs. There are approximately 330 accepted filled magazines currently available at the Crawford facility. We have a sufficient quantity of bullets in our inventory to support the requirements of completing the proposed final hybrid production lot of SMAW-NE EARs under the contract. Each Filled Magazine includes 6 bullets. Rather than await completion of bullet production and lot acceptance testing, as well as loading the magazines by MAST, Talley proposes to use the available inventory of bullets to load the required quantity of magazines to complete the final EAR lot.

These are bullets that were either provided as Government Furnished Property (GFP) under Contract Modification P00003 (Section H.8 as added to the contract) or purchased by Talley from General Dynamics (some of which are listed as approved for use under Paragraph H.5 of the basic contract award) as follows:

▪ **Government Furnished Spotting Rifle Cartridges (approved for use):**

Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
MTY98G008-001	0329050700	636	106
MTY99A006-009	123040700	198	33
MTY99C006-013	1030071419	2,706	451
MTY99C006-013 *	0105061245	300	50
MTY99D006-016	1101041500	720	120
MTY99G006-021	0329050705	2,892	482
MTY99G006-021 *	0313071530	288	48
	Total Quantities	7,740	1,290

(\* Filled magazines already available from this bullet lot.)

▪ **Spotting Rifle Cartridges Acquired by Talley from General Dynamics (approved for use):**

Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
MTY00A009-010 *	WO4783	540	90
MTY00D009-012	1030071417	984	164
MTY00D009-012 *	125064	300	50
MTY00F006-029	1030071423	414	69
	Total Quantities	2,238	373

(\* Filled magazines already available from this bullet lot.)

In addition to these previously approved for use bullet lots, the following lots of bullets or filled magazines are available in our inventory and may be needed to meet delivery requirements. Request approval to use the following bullet lots as well:

▪ **Government Furnished Spotting Rifle Cartridges (requires approval for use):**

Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
MNB02L002-006	1030071357	1,404	234

▪ **Spotting Rifle Cartridges Acquired by Talley (requires approval for use):**

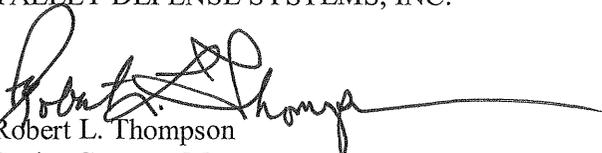
Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
MTY94L001-002 *	WO4783	960	160
MTY97F004-003 *	125067	324	54
MTY97J005-001 *	125068	234	39
MTY99A006-011 *	125071	300	50
MTY99D009-002 *	125072	180	30
MTY99F006-019 *	W04783	1,386	231
MTY00D009-013	1030071425	732	122
MNB01D001-002 *	125086	312	52
MNB01H001-004 *	125065	210	35
	Total Quantities	4,638	773

(\* Filled magazines already available from this bullet lot.)

Request the earliest possible approval of this request to form a hybrid lot for the final delivery lot of SMAW-NE EARs under the contract. Should you have any questions, please contact me at (480) 898-2241 or Email at [bthompson@nammotalley.com](mailto:bthompson@nammotalley.com); or Gary Ostendorf, Program Manager, at (480) 898-2209 or Email at [gostendorf@nammotalley.com](mailto:gostendorf@nammotalley.com).

Best regards,

TALLEY DEFENSE SYSTEMS, INC.

  
 Robert L. Thompson  
 Senior Contract Manager  
 Weapon System Programs

MARCORSYSCOM

Attn: (b) (6) Contract Specialist / Code PMM 2041

RLT-8057/6590

11 March 2008

Page 5

cc: MARCORSYSCOM, Code PMM 2041 / Mr. Mavick Powell  
NSWCDD, Code G31 / Tim Portner  
DCMA Phoenix, DCMDW-GPOZCB / Tom McCauslin



In reply refer to:  
MDK-7093/6590

11 June, 2007

Commanding General  
Marine Corps Systems Command  
2200 Lester Street  
Quantico, VA 22134

Attention: (b) (6)

Subject: Contract M67854-07-C-1000, Request for Head Space Gauge Set

Reference: Talley Letter MDK-7023/6590, dated 21 February, 2007

Dear (b) (6)

Talley received the Referent Spotting Rifles but without one set of Head Space Gauges. Would you please set this up as an urgent status to provide the following to Mast Technologies, Independence, MO. This would be to the same address as the Spotting Rifles were provided.

One (1) Set, 82A5027A8053-1 and -2, Gauge, Go (Low)/ No-Go (High), Head Space

Should you have any technical questions, please contact Glade Hansen, SMAW-D Project Engineer, at (480) 898-2464. For administrative matters, as well as technical questions, you may contact me at (480) 898-2542; or Nicholas Duke, Program Manager, at (480) 898-2390.

Best regards,  
TALLEY DEFENSE SYSTEMS, INC



Michael D. Keller  
Contracts Administrator  
Weapon System Programs

Cc: MARCORSSYSCOM, (b) (6)  
NSWCDD, Code G31  
NSWCDD, Code G31  
MARCORSYSCOM,  
MARCORSYSCOM,

NSWCDD, Code 403 (b) (6)  
DCMDW-GPOZCB,  
DCMDW-GPOZCB,  
MARCORSYSCOM

Action Item 16

Tab 15

(b) (6)

From:

(b) (6)

Sent:

Thursday, June 07, 2007 8:51 AM

To:

'mkeller@talleyds.com'; 'ghansen@talleyds.com'

Cc:

(b) (6)

Subject:

M67854-07-C-1000 - MDK7023 and MDK7024 Are Closed - Spotting Rifles - Spotting Cartridges

Mr. Keller:

Following up on the voice message I left for you this morning, Capt. Hobin confirmed that the cartridges did not ship and remain with the Government. The spotting rifles are at Talley.

Therefore, MDK-7023/6590 Request for Government Property Four SMAW-NE Spotting Rifles (our Action Item No 15) is closed, Talley has the rifles.

MDK-7024/6590 spotting cartridges proposed as Government Furnished Material (our Action Item No 16) is closed, the cartridges did not ship and remain with the Government. No cartridges will be provided as GFM at this time.

(b) (6)

Tab: 15

Action: need proposed consideration  
Spotting Cartridges

(b) (6)

MOK 7024

(b) (6)

From: (b) (6)  
Sent: Friday, May 18, 2007 1:15 PM  
To: 'Nicholas Duke'; (b) (6)  
Cc: Keith Marshall; (b) (6)  
Subject: M67854-007-C-1000 - Spotting Cartridges - Providing GFM and Requesting Consideration -  
RE: Spotting rifle cartridges Mk217 Mod0

Mr. Duke:

Per Contracting Officer (b) (6) the Government accepts Talley's proposal to have spotting cartridges provided as Government Furnished Material.

Per guidance provided by the Program Manager, (b) (6) twenty thousand (20,000) spotting rifle cartridges will be provided to Talley as Government Furnished Material per your request. (b) (6) has checked inventory at Crane and is arranging immediate shipment today.

In response, please have Talley propose an equitable price adjustment as contract consideration.

(b) (6)

-----Original Message-----

From: Nicholas Duke [mailto:NDuke@talleyds.com]  
Sent: Friday, May 18, 2007 11:54  
To: (b) (6)  
Cc: Keith Marshall; Michael Keller; (b) (6)  
Subject: Spotting rifle cartridges Mk217 Mod0

(b) (6)

As we discussed this morning, we have reached a critical juncture regarding spotting rifle magazines. The GFE spotting rifles are needed to conduct FAT and LATs on new cartridges that we have contracted to have produced by MAST. If we do not have spotting rifles available for these tests in the next few weeks we will not be able to meet the lead time for producing SMAW NE rounds as planned.

Regarding spotting rifles, there are two available courses of action:  
1) have the rifles provided by PM-AA; 2) utilize TDS-owned rifles (to be refurbished by the USMC) in the event that PM-AA is not able to provide rifles.

To mitigate the schedule risk associated with the GFE spotting rifles, Talley respectfully requests that 20,000 Mk217 Mod0 spotting cartridges be provided GFM to Talley for use on this contract

These rounds will be utilized in the event that spotting rifles are not available in sufficient time to meet planned deliveries. These spotting cartridges would be loaded into TDS provided magazines, that can be produced at MAST, and delivered with production SMAW NE rounds. When spotting rifles become available and MAST can proceed with FAT and LATs, production can be shifted to utilize TDS provided spotting cartridges and any residual GFM

spotting cartridges would be returned.

Thank you,

Nicholas Duke  
Program Manager - Weapon Systems  
Talley Defense Systems  
PO Box 34299  
Mesa, AZ, USA 85277-4299

Phone: (480) 898-2390  
Cell: (480) 861-3658  
Fax: (480) 898-2358



In reply refer to:  
MDK-7023/6590

21 February, 2007

Commanding General  
Marine Corps Systems Command  
2200 Lester Street  
Quantico, VA 22134

Attention: (b) (6)

Subject: Contract M67854-07-C-1000, Request for Government Property; SMAW-NE,  
Spotting Rifle

Dear (b) (6)

Talley respectfully requests the following government property to be provided as soon as possible in order to utilize same on the Subject Contract's Lot Velocity Development, First Article Testing (FAT) and Lot Acceptance Tests (LAT).

<u>Part Number</u>	<u>Description</u>	<u>Quantity Required</u>
82A5027A5200	Spotting Rifle (Fully functional)	4

In order to expedite this effort, please send the requested units directly to:

Mast Technology, Inc.  
Lake City AAP, Building 139  
State Highways 7 & 78 (Junction)  
Independence, MO 64051  
Attention: Jay Bell

Mast Technology has an approved government property system, and Talley will continue to exercise responsibility upon receipt. Please provide a copy of the DD1149, upon shipment, to the attention of Michael Keller at Talley Defense Systems, Mesa, Arizona.

Should you have any technical questions, please contact Glade Hansen, SMAW Project Engineer, at (480) 898-2464. For administrative matters, as well as technical questions, you may contact me at (480) 898-2542; or Nicholas Duke, Program Manager, at (480) 898-2290.

Best regards,

TALLEY DEFENSE SYSTEMS, INC.



Michael D. Keller  
Contracts Administrator  
Weapon System Programs

cc: MARCORSSYSCOM, PMM2041, (b) (6)  
DCMDW, (b) (6)  
NSWCDD, Code 31, (b) (6)



In reply refer to:  
MDK-7024/6590

26 February, 2007

Commanding General  
Marine Corps Systems Command  
2200 Lester Street  
Quantico, VA 22134

Attention: (b) (6)

Subject: Contract M67854-07-C-1000, Shipping Classification Request; SMAW-NE, Spotting Cartridges

Dear (b) (6)

Talley respectfully requests the Shipping Classification for spotting cartridges in order for Mast Technologies to ship to Talley Defense Systems.

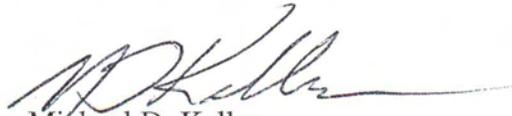
<b>Part Number</b>	82A5027A5250
<b>EX Number</b>	EX1987120725
<b>NSN Number</b>	1305-01-157-2460
<b>DOD Identification Code</b>	AX11

It is our understanding that (b) (6) is your Point of Contact for this effort. His email address is (b) (6) has all of the information but requires a request from the Contracting Officer in order to process the request.

Should you have any technical questions, please contact Glade Hansen, SMAW Project Engineer, at (480) 898-2464. For administrative matters, as well as technical questions, you may contact me at (480) 898-2542; or Nicholas Duke, Program Manager, at (480) 898-2290.

Best regards,

TALLEY DEFENSE SYSTEMS, INC.



Michael D. Keller  
Contracts Administrator  
Weapon System Programs

cc: MARCORSYSCOM, PMM2041, (b) (6)  
DCMDW, (b) (6)  
NSWCDD, Code 31, (b) (6)  
SDDC, (b) (6)

(b) (6)

**From:** (b) (6)  
**Sent:** Thursday, April 26, 2007 10:09 AM  
**To:** 'Michael Keller'  
**Cc:** (b) (6)  
**Subject:** RE: Contract M87654-07-C-1000; Request for Spotting Rifles  
**Signed By:** (b) (6)

Good day (b) (6)  
The government has forwarded your request to the appropriate action officer.  
Hope to know something tomorrow. For now, please hold on to your rifles until  
I receive a negative response. I will keep you posted.  
Thanks and have a good one.

(b) (6)

-----Original Message-----

**From:** Michael Keller [mailto:MKeller@talleyds.com]  
**Sent:** Wednesday, April 25, 2007 16:26

(b) (6)

Nicholas Duke;

**Subject:** Contract M87654-07-C-1000; Request for Spotting Rifles  
**Importance:** High

\*\* High Priority \*\*

Dear (b) (6)

**Reference:** (A) Talley Letter MDK 7023/6590 dated 26 February, 2007.  
**Subject:** Request for Four Spotting Rifles

Please include this as an addendum to the Referent (A) letter. Talley requests at least one set of Head Gages be included with the Spotting Rifles. The part numbers are:  
82A5027A8053-1 and 82A5027A8053-2.

Typically, the gages are provided as part of the package as a standard set.

Please be advised that Mast Technologies, Inc. has expressed concern that further delays of receiving the spotting rifles may have an impact to the First Article Test dates.

As a way to mitigate schedule risk, Talley has three (Talley owned) spotting rifles within our facilities. Neither spotting rifle is at a current configuration to support this contract and would require some reconditioning. Talley would be willing to provide these assets at no charge to the government as long as the government would take responsibility for the refurbishment, would assume the liability for Mast's use, and would return the spotting rifles to Talley at the conclusion of this contract in serviceable condition.

Best regards,

Mike

Michael D. Keller  
Contracts Administrator  
Talley Defense Systems  
PO Box 34299

Mesa, AZ 85277-4299  
Phone: (480) 898-2542  
email: mkeller@talleyds.com

# Nammo Talley

In reply refer to:  
RLT-8057/6590

11 March 2008

Commanding General  
Marine Corps Systems Command  
2200 Lester Street  
Quantico, VA 22134

Attention:

(b) (6)

Subject: Request for Authorization to Form a Hybrid Lot of SMAW-NE Encased Assault Rockets (EARs)

Reference: A) Contract M67854-07-C-1000  
B) Talley Job 6590

Dear

(b) (6)

In completing the build of the final lot of SMAW-NE Encased Assault Rockets (EARs) under the referent A contract, Talley Defense Systems (TDS) will need to utilize components from multiple lots of the following pyrotechnic components or subassemblies:

- SMAW-NE Warheads
- Igniters
- Spotting Rifle Cartridges

Therefore, TDS respectfully requests Government authorization to form and build the final system SMAW-NE EAR lot as a hybrid lot, as defined by Paragraph 3.1.3 of WS-33735. This hybrid lot will consist of 1,740 EARs, of which 23 will be consumed in the Lot Acceptance Test (LAT) and the balance of 1,717 EARs will be delivered as directed in the contract.

Authorization for inclusion of the following pyrotechnic component or subassembly lots into the system level hybrid lot is requested:

**SMAW-NE Warheads:**

Warhead Lot/Batch Numbers	Quantity
TAC07K003-001 B-22	93
TAC07K003-001 B-23	91
TAC07K003-001 B-24	64
TAC07K003-001 B-25	79
TAC07K003-001 B-26	101
TAC07K003-001 B-27	96
TAC07K003-001 B-28	100
TAC07K003-001 B-29	102
TAC07K003-001 B-30	102

NOTE: A total of 828 Warheads have been built to date.  
The balance of 912, with their respective lot number and batch number will be identified on the Ammunition Data Card per MIL-STD-1168.

**Propellant:** Lot No. ARV07F-072827 (1,740 lbs.)

**Fuze:** Lot No. AKT07E008-002 (1,740 each)

**Rocket Motors and Igniters:**

Rocket Motor Lots	Igniter Lots	Quantity
TNM07J001-004	MSV07C001-011	930
TNM07J001-005	MSV07D001-012	810
Total Quantity:		1,740

**Spotting Rifle Cartridges:**

As addressed in our Email Message to you on 27 February 2008, our Spotting Rifle Cartridge Magazine supplier – MAST Military Ordnance & Ammunition – will not be able to complete the full quantity of filled magazines that will be needed to support the last production lot under the current contract in time to achieve the delivery schedule. They had been completing this subcontracted support at the Lake City Army Ammunition Plant (LCAAP), Independence, MO. The LCAAP Commander has suspended their authorization to operate in those facilities pending a resolution to safety site plan approval and operations issues effective as of 29 February 2008.

While continuing to work with the LCAAP Commander and ATK (LCAAP Operations Contractor) to resolve the safety site plan issues, MAST is contemplating relocating the Spotting Rifle Cartridge operations to a new location on a temporary basis. However, the time needed to effect the relocation and secure USG approval of the new site under the AA&E provisions of the Referent A contract, may

still result in unacceptable delays in the performance schedule from Talley's perspective. Although the relocation of MAST's operations and the securing of any needed USG site safety approvals may still be considered, Talley does not want to await the outcome of either resolving the issues at LCAAP or in MAST effecting an operational relocation.

Talley has the capability at our Crawford, MS plant of loading the needed Spotting Rifle Cartridges (bullets) into magazines. A quantity of at least 1,717 filled magazines will be need to be delivered with the SMAW-NE EARs. There are approximately 330 accepted filled magazines currently available at the Crawford facility. We have a sufficient quantity of bullets in our inventory to support the requirements of completing the proposed final hybrid production lot of SMAW-NE EARs under the contract. Each Filled Magazine includes 6 bullets. Rather than await completion of bullet production and lot acceptance testing, as well as loading the magazines by MAST, Talley proposes to use the available inventory of bullets to load the required quantity of magazines to complete the final EAR lot.

These are bullets that were either provided as Government Furnished Property (GFP) under Contract Modification P00003 (Section H.8 as added to the contract) or purchased by Talley from General Dynamics (some of which are listed as approved for use under Paragraph H.5 of the basic contract award) as follows:

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MTY99G006-021 *	0313071530	288	48
	Total Quantities	7,740	1,290

(\* Filled magazines already available from this bullet lot.)

▪ **Spotting Rifle Cartridges Acquired by Talley from General Dynamics (approved for use):**

Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
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MTY00D009-012	1030071417	984	164
MTY00D009-012 *	125064	300	50
MTY00F006-029	1030071423	414	69
	Total Quantities	2,238	373

Attn:

(b) (6)

RLT-8057/6590

11 March 2008

Page 4

(\* Filled magazines already available from this bullet lot.)

In addition to these previously approved for use bullet lots, the following lots of bullets or filled magazines are available in our inventory and may be needed to meet delivery requirements. Request approval to use the following bullet lots as well:

▪ **Government Furnished Spotting Rifle Cartridges (requires approval for use):**

Vendor Bullet Lot No.	Talley Inventory Lot No.	Qty of Bullets	Magazine Qty
MNB02L002-006	1030071357	1,404	234

▪ **Spotting Rifle Cartridges Acquired by Talley (requires approval for use):**

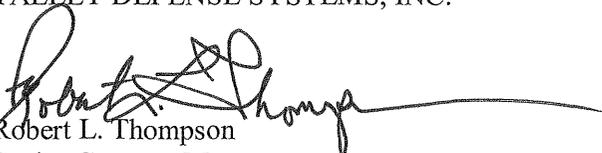
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MTY97J005-001 *	125068	234	39
MTY99A006-011 *	125071	300	50
MTY99D009-002 *	125072	180	30
MTY99F006-019 *	W04783	1,386	231
MTY00D009-013	1030071425	732	122
MNB01D001-002 *	125086	312	52
MNB01H001-004 *	125065	210	35
	Total Quantities	4,638	773

(\* Filled magazines already available from this bullet lot.)

Request the earliest possible approval of this request to form a hybrid lot for the final delivery lot of SMAW-NE EARs under the contract. Should you have any questions, please contact me at (480) 898-2241 or Email at [bthompson@nammotalley.com](mailto:bthompson@nammotalley.com); or Gary Ostendorf, Program Manager, at (480) 898-2209 or Email at [gostendorf@nammotalley.com](mailto:gostendorf@nammotalley.com).

Best regards,

TALLEY DEFENSE SYSTEMS, INC.

  
 Robert L. Thompson  
 Senior Contract Manager  
 Weapon System Programs

MARCORSYSCOM

Attn:

(b) (6)

RLT-8057/6590

11 March 2008

Page 5

cc:

MARCORSYSCOM, Code PMM 2041

(b) (6)

NSWCDD, Code G31

(b) (6)

DCMA Phoenix, DCMDW-GPOZCB

(b) (6)

Non-Conformance Classification	Original <input checked="" type="checkbox"/> NA Re-submitted <input type="checkbox"/>	Ref DR	DR <input checked="" type="checkbox"/> TIR <input type="checkbox"/> IPDR <input type="checkbox"/>	CA Responsibility: TDS <input type="checkbox"/> Vendor <input checked="" type="checkbox"/> Both <input type="checkbox"/>	By <i>pl</i>	
Prod. Control <b>(b) (6)</b>	Date 11/12/2007	RMRA Number	PO/WO Number 87773	Plant# 1	Dept# 5111	Job No. 659112
Purch. Agent <b>(b) (6)</b>	Contract No. M67854-07-C-1000	Vendor/Dept. Responsible MAST TECHNOLOGY INC		Vendor Lot# NA		
Tot. Qty. 1	Qty. Rej. 1	Sample Size 1	Item No 004	Part No. 82A5027A5203	Rev C	

Part Name ASSY, MAGAZINE, FILLED, FIRST ARTICLE

Talley Lot# 00000 Alternate Lot No NA

Rcvg Slip No. 000000000R

Item No	Qty	DISCREPANCY/ANOMALY	AQL	Lot		Rep Sta	Scr Sta
				Acc	Rej		
		<i>11/14/07 See attached (4) RMRA's. The following discrepancies were found during First Article Inspection on the 82A5027A5207 Magazine Case.</i>					
1	1	<i>1B4. LM 235. .197-.216 is .216-.219.</i>					
2	1	<i>1B4. LM 236. .976-.984 is .971-.964.</i>					
3	1	<i>1B4. LM 237. 1.370-1.780 is 1.388-1.390.</i>					
4	1	<i>1B3. m113. R max. is square slotted.</i>					
5	1	<i>1A4. m122. 2.9566-2.9700 is 2.970-2.973</i>					

Inspector/Date <b>(b) (6)</b> 11/12/07	Inspection Supervisor/Date <b>(b) (6)</b> 11/12/07	Screen Lot Yes No	Vend Exp	Auth By	Hours
Item: _____		TDS Exp			

DISPOSITION

*Items 1-10 use as is.*

*Items 1-8, 10 are the results of Legacy tooling used on prior contracts. Measurements taken of previous G.F.M. Magazines show the same dimensions. Past performance has shown that the magazines are acceptable for use with the current dimensions.*

*Item 9. The lead bullet area in question is covered by a copper jacket in a subsequent operation and the change in radius does not affect the form, fit, function or accuracy.*

Purchasing Action		
Rework	Vend Exp	TDS Exp
	Item	Item
Rework At	TDS	RTV
	Item	Item
Scrap	Vend Exp	TDS Exp
	Item	Item
Scrap At	TDS	RTV
	Item	Item

Use As Is	RWK @ TDS TDS Exp	RWK @ TDS Vend Exp	RWK @ Vend TDS Exp	RWK @ Vend Vend Exp	Scrap @ Vend Vend Exp	Scrap @ TDS Vend Exp	Scrap @ TDS TDS Exp
Quality Control/Date <b>(b) (6)</b> 11/28/07	Engineering/Date <b>(b) (6)</b> 11/28/07		Govt. Inspection/Date		Date		
CLOSURE AUTHORIZED:				Quality Engineer		Date	

Non-Conformance Classification MRB	Original <input checked="" type="checkbox"/> NA Re-submitted <input type="checkbox"/>	Ref DR	DR <input checked="" type="checkbox"/> TIR <input type="checkbox"/> IPDR <input type="checkbox"/>	CA Responsibility: TDS <input type="checkbox"/> Vendor <input checked="" type="checkbox"/> Both <input type="checkbox"/>	By <i>JS</i>	
Prod. Control <b>(b) (6)</b>	Date 11/12/2007	RMRA Number	PO/WO Number 87773	Plant# 1	Dept# 5111	Job No. 659112
Purch. Agent <b>(b) (6)</b>	Contract No. M67854-07-C-1000	Vendor/Dept. Responsible MAST TECHNOLOGY INC		Vendor Lot# NA		
Tot. Qty. 1	Qty. Rej. 1	Sample Size 1	Item No. 004	Part No. 82A5027A5203	Rev C	

Part Name ASSY, MAGAZINE, FILLED, FIRST ARTICLE

Talley Lot# 00000 Alternate Lot No NA

Rcvg Slip No. 000000000R

Item No	Qty	DISCREPANCY/ANOMALY	AQL	Lot		Rep Sta	Scr Sta
				Acc	Rej		
6	1	2B2.M136. 30°-45° is 77°.					
7	1	P/N 82A5027A5029. C3. LM 201. R.039-.059 is R.45					
8	1	P/N 82A5027A5255. D2. .228-.244 is .2256.					
9	1	P/N 82A5027A5255. B3 local note. "Radii must blend here" is not blended smoothly.					
10	1	P/N 82A5027A5027. B5. M101. .401-.421 is .465-.475.					

Inspector/Date <b>(b) (6)</b> 11/12/07	Inspection Supervisor/Date <b>(b) (6)</b> 11/12/07	Screen Lot Yes No	Vend Exp	Auth By	Hours
Item: _____		TDS Exp		_____	

DISPOSITION

See page 1.	Purchasing Action	
	Rework	
	Vend Exp	TDS Exp
	Item	Item
	Rework At TDS	RTV
	Item	Item
	Scrap	
	Vend Exp	TDS Exp
Item	Item	
Scrap At TDS	RTV	
Item	Item	

Use As Is	RWK @ TDS TDS Exp	RWK @ TDS Vend Exp	RWK @ Vend TDS Exp	RWK @ Vend Vend Exp	Scrap @ Vend Vend Exp	Scrap @ TDS Vend Exp	Scrap @ TDS TDS Exp
Quality Control/Date <b>(b) (6)</b> 11/28/07	Engineering/Date <b>(b) (6)</b> 11/28/07	Govt. Inspection/Date		Date			
CLOSURE AUTHORIZED:			Quality Engineer	Date			



## REQUEST FOR MATERIAL REVIEW ACTION

**SUPPLIER: PLEASE E-MAIL TO THE BUYER WHO ISSUED THE PURCHASE ORDER.**

**RMRA #** \_\_\_\_\_  
**DR #** 005494

SUPPLIER TO COMPLETE	<b>TO: MATERIAL REVIEW BOARD</b>		DATE	11/13/07
	Talley Material Review Board disposition is requested for the nonconformance listed below, and on the following quantities.		PART NO.	82A5027A527
	QTY. DISCREPANT	OF P.O. QTY.	PART NAME	Spring, Magazine
	REQUESTED BY (SUPPLIER NAME) MAST Technology	SUPPLIER SIGNATURE	TALLEY P.O. NO.	
	SUPPLIER ADDRESS PO Box 1026 Blue Springs, MO 64013	SUPPLIER PHONE: 816-796-0480	TALLEY BUYER	
	<b>DISCREPANCIES (Describe Fully)</b>			
	Part # 82A5027A527 (Spring, Magazine) 1) .401 - .421 is .465 - .475                      Seq 6, Zone B-5			
	<b>CAUSE OF DISCREPANCIES (ROOT CAUSE ANALYSIS)</b>			
	The distance for this bend is set in the tooling and can't be adjusted.			
	<b>CORRECTIVE ACTION TAKEN TO PREVENT RECURRENCE OF ABOVE DISCREPANCIES</b>			
Work with supplier on correcting the tooling for future shipments.				
EFFECTIVE DATE OF CORRECTIVE ACTION _____		LOT NUMBER _____		
<b>MATERIAL REVIEW RECOMMENDATIONS AND DISPOSITION</b>				
QUALITY ASSURANCE REP.	ENGINEERING REP.	DATE		



## REQUEST FOR MATERIAL REVIEW ACTION

**SUPPLIER: PLEASE E-MAIL TO THE BUYER WHO ISSUED THE PURCHASE ORDER.**

**RMRA #** \_\_\_\_\_  
**DR #**   m.005494  

SUPPLIER TO COMPLETE	<b>TO: MATERIAL REVIEW BOARD</b>		<b>DATE</b> 11/13/07												
	Talley Material Review Board disposition is requested for the nonconformance listed below, and on the following quantities.		<b>PART NO.</b> 82A5027A5207												
	<b>QTY. DISCREPANT</b>	<b>OF P.O. QTY.</b>	<b>PART NAME</b> Case. Magazine												
	<b>REQUESTED BY (SUPPLIER NAME)</b> MAST Technology	<b>SUPPLIER SIGNATURE</b>	<b>TALLEY P.O. NO.</b>												
	<b>SUPPLIER ADDRESS</b> PO Box 1026 Blue Springs, MO 64013	<b>SUPPLIER PHONE:</b> 816-796-0480	<b>TALLEY BUYER</b>												
<b>DISCREPANCIES (Describe Fully)</b>															
<p>Part # 82A5027A5207 (Case, Magazine)</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">1) 5.0 – 5.5 is 5.37 – 5.53</td> <td style="width: 50%;">Seq 25 of TDS 0008, Pg 1 Zone B-4</td> </tr> <tr> <td>2) 24.8 – 25.0 is 24.8 – 24.54</td> <td>Seq 26 of TDS 0008, Pg 1 Zone B-4</td> </tr> <tr> <td>3) 34.8 – 35.0 is 35.21- 35.30</td> <td>Seq 27 of TDS 0008, Pg 1 Zone B-4</td> </tr> <tr> <td>4) R Max. is Square Slotted</td> <td>Seq 30 of TDS 0008, Pg 1 Zone B-3</td> </tr> <tr> <td>5) 75.10 – 75.44 is 75.43 – 75.52</td> <td>Seq 47 of TDS 0008, Pg 1 Zone A-4</td> </tr> <tr> <td>6) 30 deg. - 45 deg. is 77 deg.</td> <td>Seq 65 of TDS 0008, Pg 2 Zone B-2</td> </tr> </table>				1) 5.0 – 5.5 is 5.37 – 5.53	Seq 25 of TDS 0008, Pg 1 Zone B-4	2) 24.8 – 25.0 is 24.8 – 24.54	Seq 26 of TDS 0008, Pg 1 Zone B-4	3) 34.8 – 35.0 is 35.21- 35.30	Seq 27 of TDS 0008, Pg 1 Zone B-4	4) R Max. is Square Slotted	Seq 30 of TDS 0008, Pg 1 Zone B-3	5) 75.10 – 75.44 is 75.43 – 75.52	Seq 47 of TDS 0008, Pg 1 Zone A-4	6) 30 deg. - 45 deg. is 77 deg.	Seq 65 of TDS 0008, Pg 2 Zone B-2
1) 5.0 – 5.5 is 5.37 – 5.53	Seq 25 of TDS 0008, Pg 1 Zone B-4														
2) 24.8 – 25.0 is 24.8 – 24.54	Seq 26 of TDS 0008, Pg 1 Zone B-4														
3) 34.8 – 35.0 is 35.21- 35.30	Seq 27 of TDS 0008, Pg 1 Zone B-4														
4) R Max. is Square Slotted	Seq 30 of TDS 0008, Pg 1 Zone B-3														
5) 75.10 – 75.44 is 75.43 – 75.52	Seq 47 of TDS 0008, Pg 1 Zone A-4														
6) 30 deg. - 45 deg. is 77 deg.	Seq 65 of TDS 0008, Pg 2 Zone B-2														
<b>CAUSE OF DISCREPANCIES (ROOT CAUSE ANALYSIS)</b>															
Coating on magazine is effecting dim. Inspections, tooling would have to be reworked to allow for the plating thickness. In addition the parts were inspected after being disassembled for FAT, the bending of the tabs have made it impossible to properly inspect.															
<b>CORRECTIVE ACTION TAKEN TO PREVENT RECURRENCE OF ABOVE DISCREPANCIES</b>															
Inspect magazines prior to forming, assembly, and coating.															
<b>EFFECTIVE DATE OF CORRECTIVE ACTION</b> _____		<b>LOT NUMBER</b> _____													
<b>MATERIAL REVIEW RECOMMENDATIONS AND DISPOSITION</b>															
<b>QUALITY ASSURANCE REP.</b>		<b>ENGINEERING REP.</b>													
		<b>DATE</b>													

TALLEY TO COMPLETE





CAUSE, CORRECTIVE ACTION AND ACTION TO PRECLUDE RECURRENCE

DR No M005494	Item No 004	Part No 82A5027A5203	Job No 659112
Part Name ASSY, MAGAZINE, FILLED, FIRST ARTICLE			No Pieces 1
CAUSE: <i>Items 1-10 are a result of legacy tooling</i>			
Cause Identifier/Date <b>(b) (6)</b> 11/28/07		Quality Engineer/Date	
CORRECTIVE ACTION: <i>None, use-as-is.</i>			
ACTION TO PRECLUDE RECURRENCE: <i>Items 1-10. Affected drawings will be revised to reflect parts as produced from the tooling. Completed _____</i>			
CA Identifier/Date <b>(b) (6)</b> 11/28/07		Quality Engineer/Date	

TDS ORIGINAL

