

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1 CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. A00006	3. EFFECTIVE DATE See Block 16C	4 REQUISITION/PURCHASE REQ. NO. See Schedule	5. PROJECT NO. (If applicable)	
6. ISSUED BY HQ AMC/DOYMB 402 Scott Dr., Unit 3A1 Scott AFB, IL 62225-5302	CODE FA4428	7. ADMINISTERED BY (If other than item 6) CODE		
Jill E. Becker (618) 229-4770				
6. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) DEL AIRWAYS, INC. 515 W Greens Rd Houston, TX. 770674531		9A. AMENDMENT OF SOLICITATION NO.		
		9B. DATED (SEE ITEM 11)		
		10A. MODIFICATION OF CONTRACT/ORDER NO. Y11626-02-A-0008		
		10B. DATED (SEE ITEM 1S) 04/Sep/2002		
CODE 01X37	FACILITY CODE			

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers is extended, is not extended.
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 ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. Accounting and Appropriation Data (If required) _____ CODE

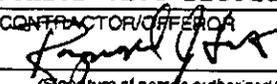
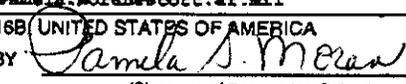
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

(X) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
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 FAR Clause 51.112-4(c) - Contract Terms and Conditions - Commercial Items (May01)
D. OTHER (Specify type of modification and authority)

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

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
SEE CONTINUATION ON PAGE 2

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) Ray Lutz Senior Vice President Business Development	16A. NAME AND TITLE OF SIGNER (Type or print) PAMELA S. MORAN Pamela.Moran@scott.af.mil (618) 229-4770
15B. CONTRACTOR/OFFICER  (Signature of person authorized to sign)	15C. DATE SIGNED 9/23/03
16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED 9/24/03

NSN 7540-01-152-9070

PREVIOUS EDITION UNUSABLE

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AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE PAGE OF PAGES
1 2

2. AMENDMENT/MODIFICATION NO. **A00006**
3. EFFECTIVE DATE **See Block 16C**
4. REQUISITION/PURCHASE REQ. NO. **See Schedule**
5. PROJECT NO. (If applicable)

6. ISSUED BY **HQ AMC/DOYMB** CODE
402 Scott Dr., Unit 3A1
Scott AFB, IL 62225-5302
7. ADMINISTERED BY (If other than Item 6) CODE
Jill E. Becker (618) 229-4770

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)
DHL AIRWAYS, INC.
515 W Greens Rd
Houston, TX. 770674531

(X) 9A. AMENDMENT OF SOLICITATION NO.
9B. DATED (SEE ITEM 11)
10A. MODIFICATION OF CONTRACT/ORDER NO.
F11626-02-A-0008
10B. DATED (SEE ITEM 13)
04/Sep/2002

CODE **0LX37** FACILITY CODE

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(X) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
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: **FAR clause 52.212-4(c) - Contract Terms and Conditions-Commercial Items (May01)**
D. OTHER (Specify type of modification and authority)

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

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SEE CONTINUATION ON PAGE 2

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)
15B. CONTRACTOR/OFFEROR
(Signature of person authorized to sign)

16A. NAME AND TITLE OF SIGNER (Type or print)
PAMELA S. MORAN
Pamela.Moran@scott.af.mil
(618) 229-4770
16B. UNITED STATES OF AMERICA
BY
(Signature of Contracting Officer)

15C. DATE SIGNED
16C. DATE SIGNED

DHL AIRWAYS, INC.

F11626-02-A-0008-A00006

a. The purpose of this modification is to change the following:

(1) Effective 1 Oct 03, Exhibit A, Mandatory Users, remove the Headquarters of the Department of Homeland Security as a mandatory user. Exhibit A should read as follows, "BPAs issued by DOD against GSA's Multiple Award Schedule contracts are a mandatory source for all Department of Defense (DOD) and the United States Coast Guard requirements within the scope of the BPA."

(2) Change Section III. General Information, paragraph 7, Regular Meetings to read, "The Administrative Contracting Officer may request status and performance review meetings to be held at a Government location on an as needed basis, at no additional charge. The Government anticipates no more than two meetings per fiscal year. BPA users shall be invited to attend status and performance review meetings. The purpose of the meetings is to discuss BPA performance, accomplishments, and problems; comments received from BPA users; BPA report results; and issues of concern to the Contractor."

(3) Change Section III. General Information, paragraphs 5.1 and 10, secure website to read, "<http://amclg.scott.af.mil/don/domexpress/spsindex.htm>."

b. There is no cost associated with these changes. There are no other changes to the Blanket Purchase Agreement as a result of this modification.

c. Replacement pages are attached. Changes are identified by a vertical line in the right margin.

EXHIBIT A
MANDATORY BPA USERS

BPA's issued by DOD against GSA's Multiple Award Schedule contracts are a mandatory source for all Department of Defense (DOD) and the United States Coast Guard requirements within the scope of the BPA.

cost, and total cost and the billing method (as shipping agency, as consignee, as third party).

4. Contractor Reports.

4.1. The Contractor shall be capable of commencing the first reporting period not later than 60 days after BPA award. Reporting is required for all movement under this BPA inclusive of service provided as accessorial service not separately priced (NSP) or non-basic service.

4.2. The contractor shall be capable of providing reports in an EDI and non-EDI format.

4.3. The Contractor shall automatically submit all reports no later than the 25th of each month for previous month's activity. Reports shall include monthly totals for each element as well as year-to-date totals for each element.

4.4. The reports are required for Government oversight and management and shall be provided to the PO and ACO as indicated. The Contractor must provide this information, in the format identified in Exhibits H--On-Time Performance Report, and I--Summary Shipment Volume Report.

5. The contractor shall place the BPA price list, accessorial rates, value-added requirement rates, and any applicable terms and conditions, on a website to provide on-line access to BPA ordering information.

5.1. The BPA price list will be posted on HQ AMC's secure/public website at:

Secure: <https://amclg.scott.af.mil/don/domexpress/spsindex.htm> (Click on: DOD Domestic Express Small Package Service)

Public: <https://amcpublic.scott.af.mil/don/>

6. Software Interface.

6.1. Service/Agency Software Interface. The DOD has developed standard transportation systems (e.g., I2P, DSS, CFM, etc.). These are generic software modules, which are used by military services and DOD agencies to employ integrated shipper system capability. The Contractor shall agree to participate and connect to an interface between Contractor-provided software and the Service/Agency standard transportation management system. The Contractor shall provide this software to Defense or Service Central Design Agencies for distribution to operating locations.

7. Regular Meetings. The Administrative Contracting Officer may request status and performance review meetings to be held at a Government location on an as needed basis, at no additional charge. The Government anticipates no more than two meetings per fiscal year. BPA users shall be invited to attend status and performance review meetings. The purpose of the meetings is to discuss BPA performance, accomplishments, and problems; comments received from BPA users; BPA report results; and issues of concern to the Contractor.

8. Records Retention and Retrieval. The Contractor shall maintain records of all shipments and the summary-billing invoice IAW FAR 52.212-5(d). At any time during the BPA or the retention period, the Contractor shall provide, within 30 days after receiving a written or verbal request from the ACO, such information the Contractor maintains commercially and in the form maintained by the Contractor.

9. Post BPA Requirements. The Contractor shall be required to process all outstanding claims based on service failures; e.g., loss and damage and late deliveries, and shall continue to generate and distribute records, reports, and copies of documents pertaining to the BPA until all activity under the current BPA is complete.

10. Domestic Express Small Package Website. Information on the DOD domestic express small package Website will include the SOW, BPA, schedules, how to open an account, reports, rates, and other information.

Secure: <https://amclg.scott.af.mil/don/domexpress/spsindex.htm> (Click on: DOD Domestic Express Small Package Service) Public: <https://amcpublish.scott.af.mil/don/>