

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE	PAGE OF PAGES 1 1
2. AMENDMENT/MODIFICATION NO. A00007	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. See Schedule	5. PROJECT NO. (If applicable)	
6. ISSUED BY HQ AMC/A3YMB 402 Scott Dr., Unit 3A1 Scott AFB, IL 62225-5302  Jill E. Becker (618) 229-4770	CODE FA4428	7. ADMINISTERED BY (If other than Item 6) CODE		
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.	
CODE 0LX37 FACILITY CODE			9B. DATED (SEE ITEM 11)	
		X	10A. MODIFICATION OF CONTRACT/ORDER NO. F11626-02-A-0008	
			10B. DATED (SEE ITEM 13) 04/Sep/2002	

**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).

C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:

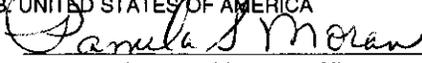
X D. OTHER (Specify type of modification and authority)  
UNILATERAL LAW FAR 42.1205 AND ATTACHED NAME CHANGE AGREEMENT

E. IMPORTANT: Contractor  is not,  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.)**

- A. The purpose of this modification is to effect the Name Change Agreement as attached. The contractor's name is changed to read ASTAR Air Cargo, Inc. vice DHL Airways, Inc.
- B. As a direct result of this modification, there is not change in contract price.

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 SIGNER (Type or print) PAMELA S. MORAN (618) 229-4770 Pamela.Moran@scott.af.mil		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED 9/30/03

**Change-of-Name Agreement**

DHL Airways, Inc. (Contractor), a corporation duly organized and existing under the laws of Nevada, and the United States of America (Government), enter into this Agreement as of July 14, 2003.

(A) The parties agree to the following facts:

(1) The Government, represented by various Contracting Officers of the HQ Air Mobility Command entered into certain contracts and purchase orders with DHL Airways, Inc., as shown in the attached list marked "Exhibit A" and incorporated in this Agreement by reference. The term "the contracts," as used in this Agreement, means the above contracts and purchase orders and all other contracts and purchase orders, including all modifications, made by the Government and the Contractor before the effective date of this Agreement (whether or not performance and payment have been completed and releases executed if the Government or the Contractor has any remaining rights, duties, or obligations under these contracts and purchase orders).

(2) DHL Airways, Inc. by an amendment to its certificate of incorporation, dated July 14, 2003, has changed its corporate name to ASTAR Air Cargo, Inc.

(3) This amendment accomplishes a change of corporate name only and all rights and obligations of the Government and of the Contractor under the contracts are unaffected by this change.

(4) Documentary evidence of this change of corporate name has been filed with the Government.

(B) In consideration of these facts, the parties agree that:

(1) The contracts covered by this Agreement are amended by substituting the name "DHL Airways, Inc." for the name "ASTAR Air Cargo, Inc." wherever it appears in the contracts; and

(2) Each party has executed this Agreement as of the day and year first above written.

**United States of America,**

By *Danula S. Moran*

Title *Administrative Contracting Officer*

ASTAR Air Cargo, Inc.

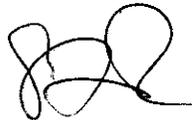
By:  \_\_\_\_\_

Title: Chairman & CEO

[Corporate Seal]

**Secretary's Certificate**

I, Steven A. Rossum, certify that I am the Secretary of ASTAR Air Cargo, Inc.; that John H. Dasburg, who signed this Agreement for this corporation, was then Chairman & CEO of this corporation; and that this Agreement was duly signed for and on behalf of this corporation by authority of its governing body and within the scope of its corporate powers. Witness my hand and the seal of this corporation this 14<sup>th</sup> day July of 2003.



By \_\_\_\_\_  
Steven A. Rossum, Secretary

[Corporate Seal]

**Exhibit "A"**

BPA No. F11626-02-A-0008