

2. AMENDMENT/MODIFICATION NO. **A00001** 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 **FA4628** 7. ADMINISTERED BY (If other than Item 6) CODE

402 Scott Dr., Unit 3A1
Scott AFB, IL 62225-5302

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. 77067

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

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.

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 FAR Clause 52.212-4(c) - Contract Terms and Conditions-Commercial Items (May 2001)

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)
Vicki W. Bretthauer
Interim CEO & SVP, Operations

16A. NAME AND TITLE OF SIGNER (Type or print)
PAMELA S. MORAN (618) 229-4770
Pamela.Moran@scott.af.mil

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

15C. DATE SIGNED
11/08/02

16B. UNITED STATES OF AMERICA
BY *Pamela S. Moran*
(Signature of Contracting Officer)

16C. DATE SIGNED
11/27/02

DHL WORLDWIDE EXPRESS, INC

F11626-02-A-0008-A00001

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

(1) Page 2, paragraph 5.a(1), change the Program Management Office symbol from HQ AMC/DONT to HQ AMC/LGTT.

(2) Page 2, paragraph 5.a(1), change the Administrative Contracting Office symbol from HQ AMC/DOYM to HQ AMC/DOYMB.

(3) Page 17, paragraph 4.4.3, Contingency/Redirection/Surges, change to read "In the event of a contingency/state of war (declared or not), emergency or other situation where transportation disruptions are affecting DOD-wide express shipment delivery, the contractor (carrier) shall contact the Program Office for advisory notice guidance regarding shipment disposition implications to the contractor (carrier) and Service/Agency representatives (i.e. Agency Contracting Officer Representatives (ACOR)). However, when shipments are undeliverable for localized situations, the contractor (carrier) will contact the applicable shipper(s) for disposition instructions regarding any change in shipment status (e.g., delayed delivery, undeliverable shipments, misdirected shipments). If this shipment redirection causes a rate increase or decrease in the cost of performance, the contractor shall notify the origin shipper, in writing, as soon as practicable."

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