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| 2. AMENDMENT/MODIFICATION NO. 0003 | 3. EFFECTIVE DATE 22 July 2003 | 4. REQUISITION/PURCHASE REQ. NO. W25PHS31710862 | 5. PROJECT NO. (If applicable) |
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| 6. ISSUED BY USAED, Philadelphia Wanamaker Building, 100 Penn Square East Contracts Branch, Rm 643 Philadelphia, Pennsylvania 19107-3390 | 7. ADMINISTERED BY (If other than Item 6) See Block 6 |
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| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) | (√) | 9A. AMENDMENT OF SOLICITATION NO. DACA61-03-R-0009 |
| | X | 9B. DATED (SEE ITEM 11) 07 July 2003 |
| | | 10A. MODIFICATION OF CONTRACTS/ORDER NO. |
| | | 10B. DATED (SEE ITEM 13) |

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| CODE | FACILITY CODE |
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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.

Offers 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)
DESIGN BUILD AIR FREIGHT TERMINAL, DOVER AIR FORCE BASE, DELAWARE - STEP ONE

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

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| (√) | 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: |
| | D. OTHER (Specify type of modification and authority) |

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.)
THIS AMENDMENT DOES NOT EXTEND THE 05 AUG 2003, 4 PM EST PROPOSAL DUE DATE FOR STEP ONE.

(CONTINUED ON NEXT PAGE)

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.

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| 15A. NAME AND TITLE OF SIGNER (Type or print) | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) |
| 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 |

SPECIFICATIONS:

- a. SECTION 01010 – Paragraph 5. ATTACHMENTS – Please delete the Air Cargo System Vendors attachment (2 pages) in its entirety and substitute with revised Air Cargo System Vendors attachment (2 pages) annotated Amendment No. 0003 attached hereto.

- b. Please indicate receipt of this amendment on Standard Form 1442 (SOLICITATION, OFFER AND AWARD) as Amendment No. 0003. Failure to acknowledge the amendment may be cause for rejection of your proposal.

AIR CARGO SYSTEM VENDORS

This list of air cargo system vendors is provided as a courtesy and does not constitute official endorsement by the United States Department of Defense. There are other air cargo system vendors that are not included on this list, however, these air cargo system vendors were in operation of as June 2002 and have expressed an interest in providing the air cargo system for this contract. No fitness or suitability guarantee for this or any other project is implied. Companies are listed in alphabetical order.

Company Name: ALS Advanced Logistic Systems GmbH
Mailing Address: Hagenauer Strasse 59, 65203 Wiesbaden, Germany
Company POC: Uwe Grimm
Phone: +49-611-18865-19
Fax: +49-611-18865-50
E-mail: Uwe.Grimm@advanced-logistic.de

Company Name: Lodige USA, Inc.
Mailing Address: 1 Comac Loop, Unit 5, Ronkonkoma NY 11779
Company POC: Manfred Lampl
Phone: (631)467-1314
Fax: (631)467-1342
E-mail: mlampl@lodige.com

Company Name: Siemens Dematic
Mailing Address: Air Cargo Operations, 4147 Eastern Avenue, S.E.
Grand Rapids, MI 49508
Company POC: Santiago Prieto
Phone: 616-913-7323
Fax: 616-913-7712
E-mail: santiago.prieto@rapistan.com

Company Name: SHS Foerdertechnik GmbH & Co. KG
Mailing Address: Landwehrstrasse 55, 64293 Darmstadt, Germany
Company POC: Hans C. Ettengruber
Phone: +49-6151-8807-20
Fax: +49-6151-8807-99
E-mail: ettengruber@shsystems.com

CONTRACTOR EXPERIENCE

Demonstrated experience, to the satisfaction of the Contracting Officer, during the past five years in the design, manufacture, software development, installation, acceptance and current customer operation of two elevating transfer vehicle (ETV) systems and one air cargo system shall be required.

RELEVANT EXPERIENCE

Each completed ETV system shall have a minimum capacity of 10,000 pounds per unit load and a minimum horizontal transfer speed of 200 feet per minute to be considered relevant to this acquisition. Each ETV system shall automatically align with bin locations based on destinations provided by an operator or a computer system. ETV systems that require the operator to manually align with the storage bin locations shall not count. Multiple ETV systems installed in the same building for the same customer shall only count as one system. The air cargo system shall consist of powered conveyors and lifts designed to handle air cargo pallets. The powered conveyors and lifts shall have a minimum capacity of 10,000 pounds per unit load. The air cargo system may be part of the same system as one of the ETV systems. The ETV and air cargo systems shall be operational on the date the solicitation is issued. The bidder shall have been the prime contractor for the project or the prime subcontractor for the ETV system or air cargo system if the project was part of a larger construction project.

EXPERIENCE DOCUMENTATION WITH PROPOSAL

The offeror shall provide a summary of experience in providing ETV and air cargo systems with the proposal. An offeror who cannot demonstrate such experience, verifiable through contacting and/or visiting the offeror's past customers to determine the success of these systems, shall be deemed technically unacceptable. As a minimum, the summary shall include the following information for the projects proposed as relevant experience:

Customer Company Name
Installation Location
Date of Customer Acceptance
Type of System (ETV, air cargo, or both)
Equipment Furnished with the System
Include all major components
Specify capacity and speed for ETVs
Specify capacity for the conveyors and lifts
Name of Customer Contact
Telephone Number of Customer Contact
Fax and e-mail of Customer Contact (optional)

The Government reserves the right to contact additional customers to obtain information that will be used to evaluate the offeror's experience.