

**MODIFICATION # 15
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #15 is an agreement between the Commonwealth of Virginia through its Department of State Police, hereinafter referred to as “State” or “Commonwealth,” and Motorola, Inc., hereinafter referred to as “Motorola,” which modifies Contract Number 2001-035 (the “Contract”) between the parties. This Modification #15 is hereby incorporated into and made an integral part of the Contract effective July 13, 2004. This Modification will be effective as of the last date signed below.

The purpose of this Modification #15 is to decrease the Contract Price of the ML 900 laptop computers (“ML 900”) and modify the ML 900 feature requirements.

Both parties agree to the following:

1. Description of this Modification.

A. Subsection 2.20 (Term of Contract) of Contract Appendix 1a – Terms and Conditions, provides that Motorola is required to pass on any “across-the-board” price reductions immediately to the Commonwealth. In accordance therewith, Motorola has issued a \$374.00 per unit price decrease for the ML 900 laptop computers (“ML 900”) with a DVD Read-only drive that have not shipped as of May 15, 2006. In a subsequent Modification pertaining to Spare Equipment, a price reduction of \$374.00 per unit will be issued by Motorola to the Commonwealth for one hundred fourteen (114) additional spare ML900s.

B. Subsection 10.4.1.1 (Additional Key ML 900 Features) of Contract Section 10 – Integrated Voice and Data Network Subscribers, is modified to reflect the removal of the Integrated DVD-RW supplied in Multiuse Peripheral Bay feature. Page 16 of Subsection 10.4.1.1 is modified accordingly and is attached hereto as Attachment A and fully incorporated herein.

2. Modification of Contract Price.

The Contract Price is **decreased \$595,782.00**, as set forth below. The per unit price for labor remains unchanged.

Description	Quantity	Per Unit Price Reduction as of Modification #15	Extended Price Reduction as of Modification #15 Excluding Labor

Description	Quantity	Per Unit Price Reduction as of Modification #15	Extended Price Reduction as of Modification #15 Excluding Labor
Contract VSP ML 900 – Shipped After May 15, 2006	913	\$374.00	\$(341,462 .00)
Contract Non-VSP ML 900 – Shipped After May 15, 2006	680	\$374.00	(\$254,320.00)
Total Price Reduction			\$(595,782.00)

3. Contract Price Adjustments.

Original Contract Value:	\$329,673,699.00
Amount of Previous Modifications numbered 1 through 9, 13, and 14	\$(691,747.14)
Amount of Modifications numbered 10 and 11:	Pending
Modification #12:	\$706,429.00
This Modification #15:	\$(595,782.00)
New Contract Price:	\$329,092,598.86

4. Completion Date Adjustments.

None.

5. Milestone Payments.

In accordance with this Modification #15, the following Contract Milestones are modified as follows:

DIVISION	MILESTONE NAME	ML 900 PRICE DEDUCTION
Division 5	Subscriber Equipment Shipment	\$ (158,874)
Division 2	Subscriber Equipment Shipment	\$ (71,494)
Division 7	Subscriber Equipment Shipment	\$ (111,213)
Division 3	Subscriber Equipment Shipment	\$ (79,438)
Division 6	Subscriber Equipment Shipment	\$ (95,325)
Division 4	Subscriber Equipment Shipment	\$ (79,438)
Total Milestone Price Reduction		\$ (595,782)

The foregoing is the complete and final expression of the parties' agreement to modify Contract 2001-035 and cannot be modified, except by a writing signed by duly authorized representatives of both parties. If there are any inconsistencies between the provisions of this Modification #15 and the provisions of the Contract, the provisions of this Modification #15 will prevail.

ALL OTHER TERMS AND CONDITIONS OF THE CONTRACT REMAIN UNCHANGED AND SHALL REMAIN IN FULL FORCE.

PERSONS SIGNING THIS CONTRACT MODIFICATION ARE AUTHORIZED REPRESENTATIVES OF EACH PARTY TO THIS CONTRACT AND ACKNOWLEDGE THAT EACH PARTY AGREES TO BE BOUND BY THE TERMS AND CONDITIONS OF THIS CONTRACT MODIFICATION.

MOTOROLA, INC.

COMMONWEALTH OF VIRGINIA

Department of State Police

BY: (Signature on File)
Robert C. Wartmann
MCEI President

BY: (Signature on File)
Colonel W. Steven Flaherty
Superintendent

DATE: September 28, 2006

DATE: September 29, 2006

Reviewed by: (Signature on File)
Michael Archbold
Motorola Project Manager

BY: (Signature on File)
Patricia T. Trent, CPPB, VCO
Procurement and Contract Officer

DATE: September 28, 2006

DATE: September 29, 2006

Approved:

BY: (Signature on File)
Judith M. Alexander, Esq.
Commercial Attorney – Law Dept.

DATE: September 28, 2006

ATTACHMENT A

TO MODIFICATION #15

**Revised Subsection 10.4.1.1 (Additional Key ML 900 Features) of
Contract Section 10 – Integrated Voice and Data Network Subscribers (Page 16)**