

**MODIFICATION # 19
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #19 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 #19 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 #19 is to incorporate the repair costs for non-warranty incidents on Communications Tower Sites and the purchase of ten (10) laptop batteries.

Both parties agree to the following:

1. Description of this Modification.

A. Overview.

Motorola was called upon to provide investigative and repair services at the Waverly and Bowling Green Communications Tower Sites. Equipment at both sites was damaged and required repair and/or replacement due to lightning, which is considered a Force Majeure event and is not covered under warranty. The Commonwealth of Virginia requested that Motorola provide ten (10) laptop batteries to be used as spares to keep the Subscribers operational on its ML 900 laptop computers.

B. Modification of Contract Price.

The following summarizes the increase in the Contract Price for the additional equipment, materials, and associated services.

- Bowling Green Tower Site: Tower lighting equipment was replaced due to lightning damage.
- Waverly Tower Site: Fujitsu DS1 cards were diagnosed and replaced, and sent to the depot for repair.

Description	Price
Bowling Green	
Material – Replaced 350 feet of Flash Cable/SO Cord, transformers, RC networks, HV board, and flash tubes	\$4,226.25
Labor	\$3,176.87
Total Customer Price – Bowling Green	\$7,403.12
Waverly	
Labor – two (2) Service calls	\$2,982.69
Spare Batteries for the ML 900 laptop computers; Part # DDN7505, ten (10) at \$187.00 each	\$1,870.00
Total Customer Price – Waverly and Spare Batteries	\$4,852.69
Grand Total For This Modification #19	\$12,255.81

2. Contract Price Adjustments.

Original Contract Value:	\$329,673,699.00
Amount of Previous Modifications numbered 1 through 9 and 12 through 18	\$7,986,938.68
Amount of Modifications numbered 10 and 11	Pending
This Modification #19:	\$12,255.81
New Contract Value:	\$337,672,893.49

3. Completion Date Adjustments.

None.

4. Milestone Payments.

In accordance with this Modification #19, the following Milestone Payments are added to the Contract:

MONTH AND QUARTER	MILESTONE NAME	CONTRACT MILESTONE	MILESTONE AS OF MODIFICATION NO. 19
Q2'07	Completion of work as described in this Modification #19	N/A	\$12,255.81
MODIFICATION #19 TOTAL			\$12,255.81

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 #19 and the provisions of the Contract, the provisions of this Modification #19 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) _____
Michael Archbold
Motorola Project Manager

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

DATE: 4-30-07

DATE: 5-10-07

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

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

DATE: 4-30-07

DATE: 5-7-07

Approved:



Judith M. Alexander, Esq.
Commercial Attorney – Law Dept.

DATE: April 26, 2007