

**MODIFICATION # 2
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #2 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 #2 is hereby incorporated into and made an integral part of the Contract effective July 13, 2004. This Modification is effective as of the last date signed below.

The purpose of this Modification #2 is to revise the Frequency Planning section of the Contract. **The replacement pages for the Contract Section 1 – System Integration Statement of Work, Subsection 1.14 (Frequency Planning) and Attachment 1, are attached herewith and incorporated herein to reflect Modification #2 changes.**

Both parties agree to the following:

Section 1 – System Integration Statement of Work

1. Reference Pages 11-12, Subsection 1.14, Frequency Planning:

Subsection 1.14 is replaced in its entirety and Attachment 1 is added to Section 1.

2. **Contract Price Adjustments**

None.

3. **Completion Date Adjustments**

None.

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 and the provisions of the Contract, the provisions of this Modification 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 Vice President

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

DATE: 6/29/05

DATE: 6/30/05

Reviewed by: Michael Archbold
Motorola Project Manager

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

DATE: 6/29/05

DATE: 6/30/05

Approved as to Form:

BY: (Signature on File)
Judith M. Alexander, Esq.
Contracts and Compliance Manager

DATE: 6/29/05