



SUBCONTRACT AGREEMENT : 08-013
Issued under Prime Contract No. N000178-04-D-4122

This Subcontract Agreement (this "Subcontract" or "Agreement") dated as of May 13, 2008 is by and between Systems Engineering Associates Corporation, a Rhode Island corporation, with its principle place of business at 62 Johnny Cake Hill Road, Middletown, Rhode Island 02842 ("SEA CORP" or "Contractor") and Engineering Services Network, Inc. , with its principle place of business at 2450 Crystal Drive, Crystal Center, Suite 1015, Arlington, VA 22202-3843 ("Subcontractor").

BACKGROUND

- A. SEA CORP, as a prime contractor, has been awarded prime contract No. N000178-04-D-4122 (the "Prime Contract") by the Department of Defense for the U.S. Navy ("Client") for the SEAPORT Program (the "Program").
- B. Under the Prime Contract, SEA CORP has agreed to perform various competitively awarded tasks.
- C. SEA CORP desires to have Subcontractor perform the Work (as defined below) as set forth in this Subcontract and Subcontractor desires to so perform on the terms and conditions set forth in this Subcontract.
- D. SEA CORP and Subcontractor desire to set forth their respective rights and obligations with regard to the Work (as defined below).
- E. The rates and labor categories for any individual Task Orders issued under this Subcontract Agreement shall be as per the Proposal Submitted by the Subcontractor, which is incorporated in this Agreement by reference. The rates are subject to the Cost Saving Requirements as detailed in Article 8 of this Agreement.

AGREEMENT

In consideration of the premises, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, SEA CORP and Subcontractor hereby agree as follows:

1. **DEFINITIONS.** Unless otherwise indicated, all capitalized terms used herein have the meanings ascribed to those terms as set forth below:
 - "DFARS" means the Defense Federal Acquisition Regulation Supplement, as amended and supplemented from time to time.
 - "FAR" means the Federal Acquisition Regulation, as amended and supplemented from time to time.
 - "Purchase Order(s)/Task Order(s)" means the Purchase Order(s)/Task Order(s) delivered by SEA CORP to Subcontractor to fund the Work. Each Purchase Order(s)/Task Order(s) issued to Subcontractor under this Subcontract is incorporated by reference into this Subcontract.
 - "Statement of Work" means the Statement of Work and Period of Performance For Government Subcontracts attached as Exhibit A and is incorporated by reference into this Subcontract.
 - "Work" means all of the goods, services, data, software, deliverables and other items furnished or to be furnished by Subcontractor to SEA CORP under this Subcontract as set forth in the Statement of Work.