

**MODIFICATION #23
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #23 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 #23 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 #23 is to decrease the Contract Price to reflect the Commonwealth's purchase of XTL5000 (05) Subscriber radios, instead of the XTL5000 (W7) and XTL5000 (W9) Subscriber radios, as contracted.

Both parties agree to the following:

1. Description of this Modification:

A. Overview.

The Contract provides for the purchase of XTL5000 (W7) and XTL5000 (W9) Subscriber radios by the Commonwealth. However, since a newer model was available, with the Agreement of the Commonwealth, Motorola has provided XTL5000 (05) Subscriber radios instead. As a result, all Contract references to the XTL5000 (W7) and XTL5000 (W9) Subscriber radios are hereby modified to reflect the XTL5000 (05) Subscriber radios.

B. Modification of Contract Price.

The Contract Price is decreased **\$436,794.00** to reflect the purchase by the Commonwealth of the XTL5000 (05) Subscriber radios, instead of the XTL5000 (W7) and XTL5000 (W9) Subscriber radios, as detailed in Attachment A – Revised Subscribers Pricing, which is attached hereto and incorporated herein. Contract Appendix 24b – Final Contract Pricing, is modified accordingly.

2. Contract Price Adjustments.

Original Contract Value:	\$329,673,699.00
Amount of Previous Modifications numbered 1 through 9 and 12 through 19	\$7,999,194.49
Amount of Modifications numbered 10, 11, and 20 through 22	Pending
This Modification #23:	\$(436,794.00)
New Contract Value:	\$337,236,099.49

3. Completion Date Adjustments.

None.

4. Milestone Payments.

No changes.

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 #23 and the provisions of the Contract, the provisions of this Modification #23 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.

BY: (Signature on File)
Coyle Schwab
MSSI Vice President

DATE: October 30, 2007

COMMONWEALTH OF VIRGINIA

Department of State Police

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

DATE: November 6, 2007

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

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

DATE: October 30, 2007 _____

DATE: October 31, 2007 _____

BY: _____
Martin Rogan
Commercial Attorney – Law Dept.

DATE: _____