

U.S. POSTAL SERVICE: CONTRACT/ORDER MODIFICATION

PAGE OF PAGES

1 1

1. MODIFICATION NO. M 003 CONTRACT/ORDER /AGREEMENT: 102592-01-F-0858
 2. a. DATE ISSUED: 05/14/2002 b. PR NO.: 02-04674
 c. FINANCE NO.: [REDACTED] d. TIN/SSN: 52-2158985

3. SUPPLIER:
 Tailwind Cycling, LLC

 135 Gasoline Alley
 Moorestown NC 28117-6502

 ATTENTION:
 Sue Tabler
 (704) **Ex 6**

4. ISSUED BY:
 U. S. POSTAL SERVICE
 HQ PURCHASING
 475 L'ENFANT PL SW RM 4541
 WASHINGTON DC 20260-6237

 FOR INFORMATION CALL:
 Lynda Zelnick
 (202) 268-3157
 lzelnick@email.usps.gov
 ACO CODE: 102592

5. The above numbered contract/order/agreement is modified as set forth in Block 6, by administrative change (such as changes in paying office or accounting and fiscal data).

6. DESCRIPTION OF MODIFICATION:

The purpose of this modification is to change the supplier's address and the Contracting Officer's Representative from Bob McKenna to Joseph Porporino.

The supplier's address is changed to that reflected in block 3 above.

Mr. Porporino is located at:

2111 Wilson Boulevard, Suite 1100
 Arlington, VA 22201- 3001.

His telephone number is 703-526-2657.

Except as provided herein, all terms and conditions of the document referenced in Block 1, as heretofore changed, remain unchanged and in full force and effect.

7. ACCOUNTS PAYABLE DATA is not, is changed, see

Previous Grand Total: \$31,593,000.00
 Value of Modification:
 New Grand Total: \$31,593,000.00

The supplier is not is required to sign and return an original and copy(ies) of this modification to the Issuing Office (See Block 4).

8. SIGNATURES: SUPPLIER

U.S. POSTAL SERVICE

 Signature Date

 Name of Person Authorized to Sign

 Title

Ex 6

 Signature Date
 Lynda Zelnick
 Contracting Officer

U.S. POSTAL SERVICE: CONTRACT/ORDER MODIFICATION

PAGE OF PAGES
1 3
ORIGINAL

1. MODIFICATION NO. M 004 CONTRACT/ORDER /AGREEMENT: 102592-01-F-0858
 2. a. DATE ISSUED: 03/24/2003 b. PR NO.: 03-13663
 c. FINANCE NO.: [REDACTED] d. TIN/SSN: 52-2158985

3. SUPPLIER:
 Tailwind Cycling LLC
 Suite 1103
 135 Gasoline Alley
 Moorestown NC 28117-6502
 ATTENTION:
 SUE TABLER
 (704) **Ex 6**

4. ISSUED BY:
 U. S. POSTAL SERVICE
 CREATIVE AND COMMUNICATIONS SVCS CT
 475 L'ENFANT PLAZA SW ROOM 4541
 WASHINGTON DC 20260-6237
 FOR INFORMATION CALL:
 Jacqueline Ross
 (202) 268-8951
 jross1@email.usps.gov
 ACO CODE: 2ACCSR

5. The above numbered contract/order/agreement is modified as set forth in Block 6, by supplemental agreement entered into pursuant to authority of SUPPLEMENTAL AGREEMENT

6. DESCRIPTION OF MODIFICATION:
 This modification M004 to Contract Number 10 2592-01-F-0858, effective April 1, 2003, is being issued:

I. TO REVISE Item 9. Section b. - Promotional Rights and Activities - through the end of the contract (12/31/04):
 Section b. - Promotional activities to be performed by the Company during the Term of this Agreement:

The promotional activities that the Company will exercise its best efforts to perform for Sponsor during the term of this Agreement are described below:

Except as provided herein, all terms and conditions of the document referenced in Block 1, as heretofore changed, remain unchanged and in full force and effect.

7. ACCOUNTS PAYABLE DATA is not, is changed, see SEE BELOW

Previous Grand Total: \$31,593,000.00
 Value of Modification: \$75,000.00
 New Grand Total: \$31,668,000.00

The supplier is not is required to sign and return an original and copy(ies) of this modification to the Issuing Office (See Block 4).

8. SIGNATURES: SUPPLIER
Ex 6 4/14/03

 Signature Date
 Mark Gorski

 Name of Person Authorized to Sign
 CEO

 Title

U.S. POSTAL SERVICE
Ex 6 4/22/03

 Signature Date
 Trent K. Ensley

 Contracting Officer

CONTRACT/ORDER MODIFICATION DESCRIPTION - Continuation

PAGE OF PAGES

2

3

1. MODIFICATION NO. M 004

CONTRACT/ORDER/AGREEMENT: 102592-01-F-0858

6. DESCRIPTION OF MODIFICATION:

Company will customize a complete VIP hospitality program for selected guests of the Sponsor at the Tour de France. The VIP package will include all lodging, meals, transportation [this is for "local" transportation while in Paris], and credentials for the final four days of the race for five (5) couples for a total of 10 people. The Company will pay for all of the above related expenses for the 5 invited guests and their respective spouse or companions accompanying them to the tour. The Company will customize the VIP package for postal officials attending and will bill back those charges to the United States Postal Service for their respective lodging, meals, transportation and other related charges. The final four day program will include:

1. Access to a private hospitality tent at the finish stage on the Champs Elysees. The tent will include food, beverage, and television monitors to follow the day's events.

2. Ability to join key executives of team sponsors at private Team receptions, including exclusive dinners in Paris and invitations to the final night dinner at race conclusion.

3. Complimentary promotional packages that include team clothing and other items from Official Team sponsors.

The Company will provide hospitality for Sponsor guests at the annual Champions weekend.

The Company will provide hospitality at other events such as the World Cup, other major Tours and leading domestic races in top markets such as Philadelphia, New York, and San Francisco. Hospitality for Philadelphia, New York and San Francisco will consist of the following:

1. Philadelphia - Company will host a VIP reception for cyclist of the USPS Pro Cycling race team. The expectation level of this event should be on the level of past practice which was hosted in the past by the Postal Service. This event will take place the night before the race. The Sponsor will be allowed to invite 50 guests free of charge to this event. Sponsor agrees to pay company for any additional guests invited above the 50 count. Immediately following the reception the Company will host a dinner where the Sponsor will be allowed to invite 30 guests at no charge. Company will make all arrangements for both of the above functions.

2. New York City - Company will host a team dinner at the conclusion of the race with all cyclists from the USPS Pro Cycling team in attendance. The Company

CONTRACT/ORDER MODIFICATION DESCRIPTION - Continuation

PAGE OF PAGES
3 3

1. MODIFICATION NO. M 004 CONTRACT/ORDER /AGREEMENT: 102592-01-F-0858

6. DESCRIPTION OF MODIFICATION:

will allow Sponsor to invite 10 guests to this event. Should Lance Armstrong attend this dinner event then US Postal Service agrees to use this as one of its Lance Armstrong appearances and will become responsible for hosting and paying for this dinner. In that event the 10 guest slots which would have been given to USPS by the Company will be allotted to the next respective event. In this case it would be the San Francisco Grand Prix. It should be noted that should anyone of these events be cancelled or changed then the Company and Sponsor will mutually agree to where the credits for additional slots should be allotted to.

3. San Francisco - Company will host a VIP reception for cyclist of the USPS Pro Cycling race team. The expectation level of this event should be on the level of past practice which was hosted in the past by the Postal Service. This event will take place the night before the race. The Sponsor will be allowed to invite 50 guests free of charge to this event. Sponsor agrees to pay company for any additional guests invited above the 50 count. Immediately following the reception the Company will host a dinner where the Sponsor will be allowed to invite 10 guests at no charge. Company will make all arrangements for both of the above functions.

II. TO INCORPORATE into the Scope of work the following:

1. Tailwind will help coordinate VIP hospitality services for eight (8) to 10 racing events that are geared around any of the USPS Pro Cycling events for which the Postal Service team competes in. Tailwind will help to make the necessary VIP arrangements for team dinners, reviewing stands, tents, food and beverage (required at our tented events). Note: Advanced notification will be provided to Tailwind for these additional events. These events are in addition to hospitality services currently being provided under contract terms.

2. The cost for these services is a one-time service fee of \$5,000.00. The fee covers the period 4/1/03 through 4/1/04.

III. TO CORRECT the contractor's name/address. Tax ID changed due to incorporation of the firm:

Tailwind Sports Corporation
Attn: Mark Gorski
88 Kearny Street, 4th Floor
San Francisco, CA 94108
Telephone #: 415-705-6001

TIN: 04-3695671

All references in the Sponsorship Agreement to Company shall now mean Tailwind Sports Corporation.