

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. PS-0022	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (IF APPLICABLE) 874		
6. Issued By Code		7. ADMINISTERED BY (If other than Item 6)	Code		
GSA, MANAGEMENT SERVICES CTR 400 15TH ST, SW RM 2757 (AQSA) AUBURN, WA 98001		GSA/FAS CONT MGMT DIV (4FQ) 401 WEST PEACHTREE ST ATLANTA GA 30365 404-331-5119			

8. Name and Address of Contractor (No., street, county, State and ZIP Code)		(x)	9A. AMENDMENT OF SOLICITATION NO.
MCKINSEY & COMPANY, INC. WASHINGTON, D.C. 1200 19TH ST NW STE 1100 WASHINGTON, DC 20036-2412			9B. DATED (SEE ITEM 11)
CODE		X	10A. MODIFICATION OF CONTRACT/ORDER NO. GS-10F-0118S
FACILITY CODE			10B. DATED (SEE ITEM 13) JAN 20, 2006

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers is extended is not extended. Offer's must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:
 (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

- A. THIS CHANGE ORDER IS ISSUED PURSUANT TO : (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
- B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF :
- C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF :
IAW FAR Clause 552.216-70
- D. OTHER (Specify type of modification and authority)

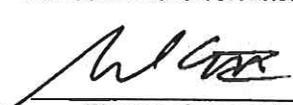
E. IMPORTANT: Contractor is not, is required to sign this document and return copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
 The above numbered contract under Federal Supply Schedule Industrial Group 874, Mission Oriented Business Integrated Services, is modified as follows:

(continued on next page)

Note: Failure to update your electronic file submission in accordance with contract clause 552.243-72 will adversely impact the customer's ability to utilize your services.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) RICHARD EDER, DIRECTOR		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) David Lowry, Contracting Officer	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 5/5/11	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED 5/6/2011

1. Clause 552.238-75, Price Reduction, in its entirety, is applicable to this contract. The firm provided an updated CSP, dated April 25, 2011, identifying All Commercial End User as the MFC/BOA customer. The firm did not provide any discounts to GSA/MFC based off of its commercial pricelist. The price/discount relationship in regards to the price reductions clause 552.238-75 (Alternate I) is identified as follows: GSA MOBIS contract prices are equal to those charged to the MFC/BOA identified in the CSP.

2. The approved rates for SIN 871-1/RC are as follows:

COMMERCIAL LABOR CATEGORIES	GSA Weekly Prices
Team A	\$107,879.92
Team B	\$136,022.51
Team C	\$164,165.10
Team E	\$46,904.32

3. In lieu of labor category descriptions, McKinsey Team Descriptions are hereby incorporated:

Team A comprises an engagement manager and an associate, both of whom are devoted exclusively to the engagement. They receive ongoing support and guidance from an engagement director and other senior leaders. Engagement directors and other senior leaders typically divide their time between two to three engagements at any one time.

Team B includes an engagement manager and two associates, all three of whom are devoted exclusively to the engagement. They receive ongoing guidance and support from an engagement director and guidance from an engagement director and other senior leaders. Engagement directors and other senior leaders typically divide their time between two to three engagements at any one time.

Team C is a larger version of Team B, comprising one engagement manager and three associates, all of whom are devoted exclusively to the engagement. They receive ongoing guidance and support from an engagement director and guidance from an engagement director and other senior leaders. Engagement directors and other senior leaders typically divide their time between two to three engagements at any one time.

Team E is our smallest team. It provides our services to clients who do not need a full-fledged engagement team and is often used for implementation support or counseling efforts. The team comprises an associate (who is devoted exclusively to the engagement) and may include an engagement director. The team does not include an engagement manager and typically does not include additional leadership support.

Each of the four types of teams also draws upon the worldwide resources available from McKinsey affiliates, including a research and information network of 1,200 people and over 20 global functional and industry practices.