AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT ID CODE	PAGE 1 OF 3 PAGES

2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. *(If applicable)*
M484	**See Block 16C**		

6. ISSUED BY CODE
U.S. Department of Energy
National Nuclear Security Administration
Sandia Site Office (MS 0184)
P.O. Box 5400
Albuquerque, NM 87185-5400

7. ADMINISTERED BY *(If other than Item 6)* CODE

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, state, ZIP Code)*

Sandia Corporation
P. O. Box 5800
Albuquerque, NM 87185

CODE FACILITY CODE

9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

10A. MODIFICATION OF CONTRACT/ORDER NO.
DE-AC04-94AL85000

10B. DATED *(SEE ITEM 13)*
October 1, 1993

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.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation 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 ACKNOWLEDGMENT 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.

CHECK ONE	
	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 FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER *(Specify type of modification and authority)*: Contract Clauses H-10: *Performance Based Management* and H-11: *Performance Incentives*

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 purpose of this modification is to incorporate the FY 2012 Performance Incentive Fee earned in section B, Clause B-2, *Contract Type and Value*, paragraph (d).

15A. NAME AND TITLE OF SIGNER *(Type or print)*		16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)* **Stephen M. Sandager** **M&O Contracting Branch, NA-APM-131**	
15B. CONTRACTOR/OFFEROR BY_____ *(Signature of person authorized to sign)*	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY Stephen M. Sandager *(Signature of Contracting Officer)*	16C. DATE SIGNED 12/07/2012

1. Section B, Clause B-2, Contract Type and Value, paragraph (d) is replaced in its entirety to reflect the FY2012 Performance Incentive Fee Earned as shown below:

   (d) The maximum available Performance Incentive Fee pool and the Performance Incentive Fee earned is set forth below:

Contract Period	Maximum Available Performance Incentive Fee Pool	Performance Incentive Fee Earned
Option 2: January 1, 2014 through March 31, 2014	$TBD*	$TBD*
Option 1: October 1, 2013 through December 31, 2013	$TBD*	$TBD*
October 1, 2012 through September 30, 2013	$9,335,475	$ To Be Determined Annually
October 1, 2011 through September 30, 2012	$9,697,365	$8,991,588
October 1, 2010 through September 30, 2011	$9,930,851	$8,466,050
October 1, 2009 through September 30, 2010	$9,664,616	$8,268,431
October 1, 2008 through September 30, 2009	$8,756,419	$7,176,461
October 1, 2007 through September 30, 2008	$8,770,748	$6,797,330
October 1, 2006 through September 30, 2007	$8,359,178	$7,611,032
October 1, 2005 through September 30, 2006	$8,891,126	$7,710,030
October 1, 2004 through		

September 30, 2005	$8,708,865	$7,081,178
October 1, 2003 through September 30, 2004	$8,200,000	$6,925,000
TOTAL	**$90,314,643**	**$69,027,100**

*The estimated Cost, Fixed Fee, and Maximum Available Performance Incentive Fee Pool for Option 1 and Option 2 will be negotiated based on Sandia Corporation's FY 2014 Fee and Scope Proposal.

2. All other terms and conditions remain unchanged.

---------- *End of Modification* ----------