

2. AMENDMENT/MODIFICATION NO. <b>M442</b>	3. EFFECTIVE DATE <b>See Block 16C</b>	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
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6. ISSUED BY <b>U.S. Department of Energy National Nuclear Security Administration Sandia Site Office (MS 0184) P.O. Box 5400 Albuquerque, NM 87185-5400</b>	7. ADMINISTERED BY (If other than Item 6)
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8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, state, ZIP Code) <b>Sandia Corporation P. O. Box 5800 Albuquerque, NM 87185</b>	9A. AMENDMENT OF SOLICITATION NO.
	9B. DATED (SEE ITEM 11)
CODE	10A. MODIFICATION OF CONTRACT/ORDER NO. <b>DE-AC04-94AL85000</b>
FACILITY CODE	10B. DATED (SEE ITEM 13) <b>October 1, 1993</b>

**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).
<b>X</b>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: <b>The Department of Energy Organization Act, 42 U.S.C. § 7101 et seq.; The National Nuclear Security Administration Act, 50 U.S.C. § 2401 et seq; Clause H-40 Operating Requirements; and Clause I-72, DEAR 970.5204-2 Laws, Regulations and DOE Directives (Dec 2000)(Deviation).</b>
	D. OTHER (Specify type of modification and authority):

E. IMPORTANT: Contractor  is not,  is required to sign this document and return   3   copies to the issuing office.

**14. DESCRIPTION OF AMENDMENT/MODIFICATION**

The purpose of this modification is to replace Appendix G, *List of Applicable Directives and NNSA Policy Letters* (Attachment 1) and administratively correct Appendix H, *Contractor and Corporate Parent Commitments, Agreements, and Understandings* (Attachment 2) hereto. The effective date of Appendix G is thirty (30) days after the date in Block 16C below. There are no changes to Appendix G-1 *Operating Requirements*.

15A. NAME AND TITLE OF SIGNER (Type or print) <b>Steven Bauck, Manager Corporate Contract Management, Sandia Corporation</b>	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) <b>Stephen M. Sandager, Contracting Officer M&amp;O Support Branch (MOSB)/NA-APM—113, NNSA</b>
15B. CONTRACTOR/OFFEROR BY <u>Steven Bauck</u> (Signature of person authorized to sign)	15C. DATE SIGNED <u>10/13/11</u>
16B. UNITED STATES OF AMERICA BY <u>Stephen M. Sandager</u> (Signature of Contracting Officer)	16C. DATE SIGNED <u>10/17/11</u>

1. Section J - Appendix H, *Contractor and Corporate Parent Commitments, Agreements and Understandings*, is revised to incorporate a change executed in contract modification M261 but was inadvertently removed in contract modification M271.

The last sentence of the first paragraph is corrected as follows:

From: "All expenditures will be made from Lockheed Martin Corporate Funds."

To: "All expenditures, except for paragraph A below, will be made from Lockheed Martin Corporate Funds."

Paragraph "A" is corrected as follows:

From: "Maintain a Board of Directors with the President of the Sandia Corporation serving as the Vice-Chairman of the Board of Directors."

To: "Maintain a Sandia Board of Directors with the President of the Sandia Corporation serving as the Vice-Chairman of the Board of Directors."

2. All other terms and conditions remain unchanged.

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

**Part III - Section J**  
**Appendix G**  
**List of Applicable Directives and NNSA Policy Letters**

In addition to the list of applicable directives referenced below, the contractor shall also comply with supplementary directives (e.g., manuals), which are invoked by a Contractor Requirements Document (CRD) attached to a directive referenced below. This List excludes directives that have been granted an exemption from the CRD in whole or in part. For those Directives whereby the Contractor has been granted an exemption from the CRD, the Contractor shall comply only with the Operating Requirements identified in Appendix G-1. Directives identified in Appendix G-1 are for reference purposes only.

Bolded directives have been reviewed by the Joint Operating Requirements Review Board (JORRB).

<b>DIRECTIVE NUMBER</b>	<b>DATE</b>	<b>DOE DIRECTIVE TITLE</b>
APPH Chapter X Revision 10	9/08/98	Accounting Practices & Procedures Handbook Chapter X - Product Cost Accounting
DOE O 130.1	9/29/95	Budget Formulations Process
DOE M 140.1-1B	3/30/01	Interface with the Defense Nuclear Facilities Safety Board
DOE O 142.1	1/13/04	Classified Visits Involving Foreign Nationals
DOE O 142.2A	12/15/06	Safeguards Agreement and Protocol with the International Atomic Energy Agency
DOE M 142.2-1	9/04/08	Manual for the Implementation of the Voluntary Offer Safeguards Agreement and Additional Protocol with the International Atomic Energy Agency
DOE O 142.3A	10/14/10	Unclassified Foreign Visits and Assignments Program
DOE O 144.1, Chg 1 dated 11/16/09	1/16/09	Department of Energy American Indian Tribal Government Interactions and Policy
DOE O 150.1	5/8/08	Continuity Programs
DOE O 151.1C	11/02/05	Comprehensive Emergency Management System
DOE O 153.1	6/27/07	Departmental Radiological Emergency Response Assets
DOE N 153.2	8/11/03	Connectivity to National Atmospheric Release Advisory Center (NARAC)
DOE M 200.1-1	2/15/00	Chapter 9 Public Key Cryptography and Key Management
<b>DOE O 205.1B</b>	<b>5/16/11</b>	<b>Department of Energy Cyber Security Program<sup>1</sup></b>
DOE M 205.1-3	4/17/06	Telecommunications Security Manual
DOE O 206.1	1/16/09	Department of Energy Privacy Program
DOE N 206.4	6/29/07 (DOE N 251.74 extends this order until 6/29/09)	Personal Identity Verification
<b>DOE O 210.2A</b>	<b>4/08/11</b>	<b>DOE Corporate Operating Experience Program</b>
DOE O 221.1A	4/19/08	Reporting Fraud, Waste, and Abuse to the Office of Inspector General
DOE O 221.2A	2/25/08	Cooperation With The Office of Inspector General
<b>DOE O 225.1B</b>	<b>3/04/11</b>	<b>Accident Investigations</b>

<sup>1</sup> Full implementation will occur in accordance with Sandia's approved Implementation Plan.

<b>DIRECTIVE NUMBER</b>	<b>DATE</b>	<b>DOE DIRECTIVE TITLE</b>
<b>DOE O 226.1B</b>	<b>4/25/11</b>	<b>Implementation of Department of Energy Oversight Policy</b>
<b>DOE O 231.1B</b>	<b>6/27/11</b>	<b>Environment, Safety and Health Reporting</b>
DOE M 231.1-2	8/19/03	Occurrence Reporting and Processing of Operations Information
<b>DOE O 241.1B</b>	<b>12/13/10</b>	<b>Scientific and Technical Information Management<sup>2</sup></b>
<b>DOE O 252.1A</b>	<b>2/23/11</b>	<b>Technical Standards Program</b>
DOE O 313.1	11/19/09	Management and Funding of the Department's Overseas Presence
DOE O 350.1, Chg 3 dated 2/23/10	9/30/96	Contractor Human Resource Management Programs (excludes Chapters VIII Contractor Workplace Substance Abuse Programs and IX Employee Assistance Programs due to exemption granted on December 9, 2010, by the NNSA Administrator)
<b>DOE O 350.2B</b>	<b>05/31/11</b>	<b>Use of Management and Operating or Other Facility Management Contractor Employees for Services to DOE in the Washington, D.C., Area</b>
DOE O 410.2	8/17/09	Management of Nuclear Materials
DOE O 412.1A	4/21/05	Work Authorization System
DOE O 413.1B	10/28/08	Internal Control Program
DOE O 413.2B	4/19/06	Laboratory Directed Research & Development
<b>DOE O 413.3B</b>	<b>11/29/10</b>	<b>Program and Project Management for the Acquisition of Capital Assets<sup>3</sup></b>
<b>DOE O 414.1D</b>	<b>4/25/11</b>	<b>Quality Assurance</b>
DOE O 420.1B, Chg 1 dated 4/19/10	12/22/05	Facility Safety
<b>DOE O 420.2C</b>	<b>7/21/11</b>	<b>Safety of Accelerator Facilities<sup>4</sup></b>
DOE O 422.1	6/29/10	Conduct of Operations
DOE O 425.1D	4/16/10	Verification of Readiness to Start Up or Restart Nuclear Facilities
DOE O 426.2	4/21/10	Personnel Selection, Training, Qualification, and Certification Requirements for DOE Nuclear Facilities
<b>DOE O 430.1B, Chg. 2 dated 04/25/11</b>	<b>9/24/03</b>	<b>Real Property and Asset Management</b>
DOE O 433.1B	4/21/10	Maintenance Management Program for DOE Nuclear Facilities
<b>DOE N 435.1</b>	<b>8/09/11</b>	<b>Contact-Handled and Remote-Handled Transuranic Waste Packaging</b>
DOE O 435.1, Chg. 1 dated 8/28/01	7/09/99	Radioactive Waste Management
DOE M 440.1-1A	1/09/06	DOE Explosives Safety Manual
<b>DOE O 440.2C, Chg. 1 dated 6/15/11</b>	<b>11/27/02</b>	<b>Aviation Management and Safety</b>
DOE M 441.1-1	3/07/08	Nuclear Material Packaging Manual <sup>5</sup>

<sup>2</sup> Sandia will implement the following requirement in paragraph 3. of the Contractor Requirements Document in accordance with an approved implementation plan: [name of subprogram].

<sup>3</sup> The annual Value Engineering accomplishment progress report required by paragraph c.9. of the Contractor Requirements Document shall be submitted to OECM through the Sandia Site Office.

<sup>4</sup> Full implementation will occur in accordance with Sandia's approved Implementation Plan. The implementation plan is due to SSO on or before 10/22/2011.

<sup>5</sup> a. Sandia shall repackage all nuclear materials that fall under the requirements of DOE M 441.1-1 remaining on-site after FY-2015 that do not have an identified disposition path. These materials will need to be packaged

DIRECTIVE NUMBER	DATE	DOE DIRECTIVE TITLE
DOE O 442.2	7/29/11	Differing Professional Opinions for Technical Issues Involving Environmental, Safety, and Health Technical Concerns <sup>6</sup>
DOE O 443.1B	3/17/11	Protection of Human Research Subjects
DOE O 452.1D	4/14/09	Nuclear Explosive and Weapon Surety Program
DOE M 452.2-1A	4/14/09	Nuclear Explosive Safety Manual
DOE M 452.2-2	4/14/09	Nuclear Explosive Safety Evaluation Processes
DOE O 452.2D	4/14/09	Nuclear Explosive Safety
DOE O 452.3	6/08/05	Management of the Department of Energy Nuclear Weapons Complex
DOE O 452.4B	1/22/10	Security and Use Control of Nuclear Explosives and Nuclear Weapons
DOE O 452.6A	4/14/09	Nuclear Weapon Surety Interface with the Department of Defense
DOE O 452.7	5/14/10	Protection of Use Control Vulnerabilities and Designs
DOE O 456.1	5/31/11	The Safe Handling of Unbound Engineered Nanoparticles <sup>7</sup>
DOE O 457.1	2/07/06	Nuclear Counter-terrorism
DOE M 457.1-1	8/10/06	Control of Improvised Nuclear Device Information
DOE O 458.1, Chg 2	6/06/11	Radiation Protection of the Public and the Environment <sup>8</sup>
DOE O 460.1C	5/14/10	Packaging and Transportation Safety
DOE O 460.2A	12/22/04	Departmental Materials Transportation & Packaging Management
DOE M 460.2-1A	6/04/08	Radioactive Material Transportation Practices
DOE O 461.1B	12/20/10	Packaging and Transportation for Offsite Shipment of Materials of National Security Interest <sup>9</sup>
DOE O 461.2	10/31/10	Onsite Packaging and Transfer of Materials of National Security Interest <sup>10</sup>
DOE O 462.1	11/10/08	Import and Export of Category 1 and 2 Radioactive Sources and Aggregated Quantities
DOE O 470.2B	10/31/02	Independent Oversight and Performance Assurance Program
DOE O 470.3B	8/12/08	Graded Security Protection (GSP) Policy
DOE M 470.4-1, Chg. 2 dated 10/20/10	8/26/05	Safeguards and Security Program Planning and Management
DOE M 470.4-3A	11/05/08	Contractor Protective Force
DOE M 470.4-5	8/26/05	Personnel Security

before the end of FY-2014 or as soon as appropriate packaging is identified and approval is obtained through the Sandia Site Office (SSO). Sandia will determine the appropriate packaging and SSO will concur/approve. Packaging designs will be approved by a Site Office and reviewed by the NNSA/Albuquerque Complex Packaging Certification Division prior to use.

- b. New Material that Sandia acquires from various programs and projects that is subject to DOE M 441.1-1, must have an approved container for storage, or Sandia must have a plan (approved by SSO) in place to develop a container to comply with the packaging and storage requirements, when it comes on site.

<sup>6</sup> Full implementation will occur in accordance with Sandia's approved Implementation Plan. The implementation plan is due to SSO within 30 days of the fully executed modification M442.

<sup>7</sup> Full implementation will be achieved by 1/31/2012 in accordance with Sandia's approved Implementation Plan.

<sup>8</sup> Full implementation will be achieved by 12/31/2011..

<sup>9</sup> Full implementation will be achieved by 2/06/2012 in accordance with Sandia's approved Implementation Plan..

<sup>10</sup> Full implementation will be achieved by 2/06/2012 in accordance with Sandia's approved Implementation Plan.

DIRECTIVE NUMBER	DATE	DOE DIRECTIVE TITLE
DOE M 470.4-6, Chg. 1 dated 8/14/06	8/26/05	Nuclear Material Control and Accountability
DOE O 471.1B	3/01/10	Identification and Protection of Unclassified Controlled Nuclear Information
<b>DOE O 471.3, Admin Chg. 1 dated 1/13/11</b>	<b>4/09/03</b>	<b>Identifying and Protecting Official Use Only Information</b>
<b>DOE M 471.3-1, Admin Chg. 1 dated 1/13/11</b>	<b>4/09/03</b>	<b>Manual for Identifying and Protecting Official Use Only Information</b>
<b>DOE O 471.5</b>	<b>3/29/11</b>	<b>Special Access Program</b>
DOE O 475.1	12/10/04	Counterintelligence Program
<b>DOE O 475.2A</b>	<b>2/01/11</b>	<b>Identifying Classified Information</b>
DOE O 534.1B	1/06/03	Accounting
DOE O 551.1C	6/24/08	Official Foreign Travel
DOE O 580.1, Chg 1 dated 5/08/08	12/07/05	Department of Energy Personal Property Management Program
DOE O 1450.4	11/12/92	Consensual Listening-In to or Recording Telephone/Radio Conversations <sup>11</sup>
DOE 5400.5 Chg. 2 dated 1/7/93	2/8/90	Radiation Protection of the Public & the Environment <sup>12</sup>
DOE 5480.30, Chg. 1 dated 3/14/01	1/19/93	Nuclear Reactor Safety Design Criteria
56XB Rev. 2	5/10/04 (Release Date)	Nuclear Weapon Development and Production <sup>13</sup>
SEN-35-91	9/09/91	Nuclear Safety Policy
NAP 14.1-C	5/02/08	NNSA Baseline Cyber Security Program
NAP 14.2-C	5/02/08	NNSA Certification and Accreditation (C&A) Process for Information Systems
NAP 14.3-B	5/02/08	Transmission of Restricted Data Over Secret Internet Protocol Router Network (SIPRNet)

<sup>11</sup> a) All paragraphs of DOE O 1450.4 are applicable to Sandia with the exception of the following: 7a, 7b, 7c, 7f, 8b and 8c. b) References to the organization AD-20, Director, Information Resources should read NA-65, Office of the Chief Information Officer. c) References to the organization SA-1, Director Office of Security Affairs, should read SO-1, Office of Security. d) Paragraph 7.d. Replace "Heads of Departmental Elements" with "The contractor" (e.g., The contractor shall...). e) Paragraph 7.d.(2) Replace "AD-24 or SA-1, as appropriate" with the "Sandia Site Office, Manager" and remove "or forward the documentation through the respective PSO." f) Paragraph 8.a. Replace "Heads of Departmental Elements" with "The contractor"; replace "AD-24" with the "Sandia Site Office, Manager" and replace SA-1 with SO-1. g) Paragraph 8.a. Add "through the Sandia Site Office" at the end of the last sentences so it reads ...shall be submitted to SO-1 through the Sandia Site Office. h) Paragraph 8.e. Replace "Departmental Elements" with "The contractor" at the beginning of the second sentence and change "AD-20 or SA-1" with "the Sandia Site Office." i) Paragraph 8.f. Change "Organizational elements authorized" to "The contractor as authorized."

<sup>12</sup> DOE O 458.1, dated 2/11/11, cancels DOE O 5400.5 Chg 2, dated 1-7-93, *except for Chapter III, Derived Concentration Guidelines, and Figure IV-1, Surface Contamination Guidelines.*

<sup>13</sup> Chapters within 56XB: *Nuclear Weapon Development and Production (D&P) Manual* will stay in effect until specific *Nuclear Weapon D&P Manual* chapters and associated Technical Business Practices are incrementally and formally replaced using the Requirements Modernization and Integration (RMI) process, within the RMI Explorer, as described in contract clause H-33(e) and NA SD M 452.3-1.

<b>DIRECTIVE NUMBER</b>	<b>DATE</b>	<b>DOE DIRECTIVE TITLE</b>
NAP 70.2, Chg 1	7/20/11	Physical Protection
NAP 70.4, Chg 1	7/20/11	Information Security <sup>14</sup>
NNSA SD M 452.3-1	12/10/09	Defense Programs Business Requirements and Processes Manual <sup>15</sup>

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<sup>14</sup> NAP 70.4, Chg 1, dated 07/2/2011, replaced DOE M 470.4-4A, except for the classified Technical Surveillance Countermeasures Annex in DOE M 470.4-4A.

<sup>15</sup> Changes to the NNSA Supplemental Directive NA SD M 452.3-1 *Defense Programs Business Requirements and Processes Manual*, and the RMI derived requirements, are processed as described in contract clause H-33(e).

**Part III - Section J**  
**Appendix H**  
**Contractor and Corporate Parent**  
**Commitments, Agreements, and Understandings**

The Contractor and the Contractor's Parent Organization, Lockheed Martin Corporation (both collectively referred to in this Appendix H as Lockheed Martin), shall, in accordance with the Special Provision entitled "CONTRACTOR COMMITMENTS" and Clause entitled "DEAR 970.5226-3 COMMUNITY COMMITMENT (DEC 2000)" of this Contract, take the following actions. All expenditures, except for paragraph A below, will be made from Lockheed Martin Corporate Funds.

Lockheed Martin will:

- A. Maintain a Sandia Board of Directors with the President of the Sandia Corporation serving as the Vice-Chairman of the Board of Directors.
- B. Maintain a reporting relationship where the President of the Sandia Corporation reports directly to the Executive Vice President Lockheed Martin Electronic Systems.
- C. Continue support of a non-profit corporation entitled "The Technology Ventures Corporation (TVC)," a tax exempt, private foundation founded by Lockheed Martin, which has as its purpose the attracting of venture and other capital sources to invest in New Mexico technologies and companies. This purpose will be achieved by:
  1. Working with SNL and other institutions within New Mexico (e.g., Los Alamos National Laboratory, Phillips Site of the Air Force Research Laboratory, University of New Mexico, New Mexico State University, New Mexico Institute of Mining and Technology) to offer their technologies to the market.
  2. Providing a contribution of Corporate funding of \$1.9 Million per year for five years to fund the TVC.
  3. Maintaining the Lockheed Martin/TVC Technology Transfer & Commercialization Facility, which will be dedicated to technology transfer and commercialization efforts.
  4. Maintaining a Board of Directors of TVC to ensure its independence from Lockheed Martin Corporation and Sandia National Laboratories.

- D. Continue to offer Lockheed Martin scholarships, which will be awarded on an annual basis to the children of Sandia Corporation employees.
- E. Support community organizations and foundations such as the New Mexico Museum of Natural History, the National Atomic Museum Foundation, and the Sandia Science & Technology Park to the extent possible through contributions and leadership.
- F. Match employee donations to universities.