

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT 1. CONTRACT ID CODE PAGE 1 OF 2 PAGES

2. AMENDMENT/MODIFICATION NO. **M097** 3. EFFECTIVE DATE **See Block 16C** 4. REQUISITION/PURCHASE REQ. NO. 5. PROJECT NO. (If applicable)

6. ISSUED BY **U.S. Department of Energy
National Nuclear Security Administration Service Center
Property and M&O Contract Support Department
P.O. Box 5400
Albuquerque, NM 87185-5400** CODE 7. ADMINISTERED BY (If other than Item 6) **U.S. Department of Energy
National Nuclear Security Administration
Manager, Pantex Site Office
P.O. Box 30030
Amarillo, TX 79120** CODE

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, state, ZIP Code) **BWXT Pantex, LLC
Route 726, Mt. Athos Road
Lynchburg, VA 24506** 9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. **DE-AC04-00AL66620** 10B. DATED (SEE ITEM 13) **July 28, 2000**

CODE FACILITY CODE 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.

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:
D. OTHER (Specify type of modification and authority): **X Contract Clause I.120, "Laws, Regulations, and DOE Directives" & DEAR 970-5204-42 entitled, "Key Personnel"**

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

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) This modification deletes Appendix E, "List of Applicable Directives," dated May 15, 2005, that is currently in Section J of the Contract and replaces it with Attachment 1, Appendix E, "List of Applicable Directives," dated December 1, 2005, and deletes Appendix D, "Key Personnel," dated May 2, 2005, that is currently in Section J of the Contract and replaces it with Attachment 2, Appendix D, "Key Personnel," dated November 10, 2005, of this Modification.

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

15A. NAME AND TITLE OF SIGNER (Type or print) **J. BRIAN BIDWELL
PRIME CONTRACT MANAGER** 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) **Billy R. Thomas
Contracting Officer**

15B. CONTRACTOR/OFFEROR BY **[Signature]** (Signature of person authorized to sign) 15C. DATE SIGNED **11-30-05** 16B. UNITED STATES OF AMERICA BY **Billy R. Thomas** (Signature of Contracting Officer) 16C. DATE SIGNED **12/02/05**

PART III - LIST OF DOCUMENTS, EXHIBITS, AND OTHER ATTACHMENTS
 SECTION J – LIST OF ATTACHMENTS

APPENDIX E – LIST OF APPLICABLE DIRECTIVES

December 1, 2005

Pursuant to the contract clause entitled “Laws, Regulations, and DOE Directives,” the following list of directives is applicable to this contract. Environmental, Safety, and Health (ES&H) requirements for work conducted under this contract have been incorporated into this Appendix using a DOE-approved tailored process, Contractor-prepared document entitled “Management Integration & Controls Document” (MIC), which is BWXT’s Integrated Safety Management System Description.

List A

Pursuant to DEAR 970.5204-2(a) the contractor shall comply with the requirements of applicable Federal, State, and local laws and regulations, unless relief has been granted in writing by the appropriate regulatory agency. Omission of any applicable law or regulation from this list does not affect the obligation of the contractor to comply with such law or regulation.

Laws & Regulations	Title
10 CFR 852	Guidelines for Physician Panel Determination on Worker Requests for Assistance in Filing for State Workers’ Compensation Benefits
10 CFR 1046	Physical Protection of Security Interests

List B

Pursuant to DEAR 970.5204(b) the contractor shall comply with the requirements of these Department of Energy directives, or parts thereof, as identified.

Directive	Title
MIC-1000	Management, Integration & Controls Document, Issue 11
HC-2100	Fire Protection Section of the Hazards Control Standards/Requirement Identification Document (S/RIDS), Issue 04
HC-2210	Radiation Protection Section of the Hazards S/RID, Revision 3
HC-2220	Criticality Safety Section of the Hazards Control S/RIDS, Revision 5
HC-2300	Occupational Safety and Health Section of the Hazards Control S/RID, Issue 04
HC-2500	Offsite Packaging & Transportation Section of the Hazards Control S/RIDS, Revision 4

Directive	Title
HC-2600	On-Site Packaging and Transfer Section of the Hazards Control S/RID, Revision 00, Change 1
MS-3100	Emergency Management Section of the Mission Support S/RID, Issue 03
MS-3210	Facility Engineering and Construction Section of the Mission Support S/RID, Issue 04
MS-3300	Maintenance Section of the Mission Support S/RID, Issue 03
MS-3400	Environmental Management Section of the Mission Support S/RID, Issue 05
O 110.3	Conference Management
O 130.1	Budget Formulation Process
O 135.1	Budget Execution - Funds Distribution and Control
M 135.1-1	Budget Execution Manual
M 140.1-1B	Interface with the Defense Nuclear Facilities Safety Board (DNFSB)
O 142.1	Classified Visits Involving Foreign Nationals
O 142.3	Unclassified Foreign Visits and Assignments Program
M 200.1-1	Telecommunications Security Manual
O 205.1	Department of Energy Cyber Security Management Program
N 205.2	Foreign National Access to DOE Cyber Systems
N 205.3	Password Generation, Protection, and Use
N 206.2	Personal Identity Verification
O 221.1	Reporting Fraud, Waste, and Abuse to the Office of Inspector General
O 221.2	Cooperation with the Office of Inspector General
O 221.3	Establishment of Management Decisions on Office of Inspector General Reports
O 241.1A	Scientific and Technical Information Management
O 251.1A	Directives System
M 251.1-1A	Directives System Manual
O 341.1	Federal Employee Health Services (PXSO Contracting Officer Approval Memo, February 9, 2004)
O 350.1	Contractor Human Resource Management Programs
O 350.2A	Use of Management and Operating or Other Facility Management Contractor Employees for Services to DOE in the Washington, D.C. Area
O 412.1A	Work Authorization System
O 413.1A	Management Control Program
O 442.1A	Department of Energy Employee Concerns Program
O 450.1	Environmental Protection Program
P 450.4	Safety Management System Policy
P 450.7	Department of Energy Environment, Safety and Health (ES&H) Goals
O 452.3	Management of the Department of Energy Nuclear Weapons Complex

Directive	Title
M 452.4-1A	Protection of Use Control Vulnerabilities and Designs (Note: See PXS0 Memorandum dated May 9, 2005)
O 460.1B	Packaging and Transportation Safety (Note: See the Offsite Packaging and Transportation Section of the Hazards Control S/RID for implementation of Order for Offsite Packaging and Transportation Program.)
O 460.2A	Departmental Materials Transportation and Packaging Management (Note: See the Offsite Packaging and Transportation Section of the Hazards Control S/RID for Implementation of Order for Offsite Packaging and Transportation Program)
O 461.1A	Packaging and Transfer or Transportation of Materials of National Security Interest (Note: See the Onsite Packaging & Transfer Section of the Hazards Control Standard/Requirements Identification Document S/RID for Implementation of Order for Onsite Packaging and Transportation Program)
M 461.1-1	Packaging and Transfer or Transportation of Materials of National Security Interest Manual (Note: See the Onsite Packaging & Transfer Section of the Hazards Control Standard/Requirements Identification Document S/RID for Implementation of Manual for Onsite Packaging and Transportation Program)
P 470.1	Integrated Safeguards and Security Management (ISSM) Policy
O 470.1	Safeguard and Security Program
M 470.1-1	Safeguards and Security Awareness Program
O 470.2B	Independent Oversight and Performance Assurance Program
O 470.3	Design Basis Threat
O 471.1A	Identification and Protection of Unclassified Controlled Nuclear Information
M 471.1-1	Identification and Protection of Unclassified Controlled Nuclear Information Manual
O 471.2A	Information Security Program
M 471.2-1B	Classified Matter Protection and Control Manual (Chapter III paragraphs 1 and 2, and Chapter IV)
M 471.2-1C	Classified Matter Protection and Control Manual
M 471.2-2	Classified Information Systems Security Manual
M 471.2-4	Technical Surveillance Countermeasures Manual (TSCM)
O 471.3	Identifying and Protecting Official Use Only Information
M 471.3-1	Manual for Identifying and Protecting Official Use Only Information
O 471.4	Incidents of Security Concern
O 472.1C	Personnel Security Activities
O 473.1	Physical Protection Program (PXS0 Contracting Officer Approval Memo, February 10, 2004)
M 473.1-1	Physical Protection Program Manual (PXS0 Contracting Officer Approval Memo, February 10, 2004)
O 473.2	Protective Force Program
M 473.2-1A	Firearms Qualification Courses Manual
M 473.2-2	Protective Force Program Manual
N 473.9	Security Conditions

Directive	Title
O 474.1A	Control and Accountability of Nuclear Materials
M 474.1-1B	Manual for Control and Accountability of Nuclear Materials
M 474.1-2A	Nuclear Materials Management & Safeguards System Reporting & Data Submission
O 475.1	Counterintelligence Program
M 475.1-1A	Identifying Classified Information
O 481.1B	Work For Others (Non-Department of Energy Funded Work)
M 481.1-1	Reimbursable Work For Non-Federal Sponsors Process Manual
N 481.1A	Reimbursable Work for Department of Homeland Security
O 482.1	DOE Facilities Technology Partnering Programs
O 483.1	DOE Cooperative Research and Development Agreements
M 483.1-1	DOE Cooperative Research and Development Agreements Manual
O 522.1	Pricing of Departmental Materials and Services
O 534.1B	Accounting
O 551.1B	Official Foreign Travel
O 1220.1A	Congressional and Intergovernmental Affairs
O 1340.1B	Management of Public Communications Publications and Scientific, Technical, and Engineering Publications
O 1350.1	Audiovisual and Exhibits Management
O 1450.4	Consensual Listening-In to or Recording Telephone/Radio Conversations
O 2300.1B	Audit Resolution and Follow-Up
O 5639.8A	Security of Foreign Intelligence Information and Sensitive Compartmented Information Facilities
O 5660.1B	Management of Nuclear Materials
DOE STD-3015-2004	Nuclear Explosive Safety Study Process (Note: See Memo from Charles Westfall, Director Nuclear Explosive Safety Division, dated July 28, 2005, for interpretation of Education Requirements)
DOE	Memorandum: Clarification of Annual Visual Inspection of all Protected Transmission Systems (PTS)
DOE	Memorandum: Transmission Security Criteria for Marking Classified Lines
NNSA	NAP-9, SECON Implementation
NNSA	NAP 14.1, NNSA Cyber Security Program (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	NAP 14.2, Baseline Cyber Security Requirements (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	NAP 14.3, NNSA Protection Profile and Security Target Requirements (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	NAP 14.4, Open Public Unrestricted Access Information Group Protection Profile (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	NAP 14.5, Unclassified Protected Information Group Protection Profile (PXSO Contracting Officer Approval Memo, January 15, 2004)

Directive	Title
NNSA	NAP 14.6, Unclassified Mandatory Protection Information Group Protection Profile (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	NAP 14.7, Confidential Non-Nuclear Weapons Data Information Group Protection Profile (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	NAP 14.8, Secret Restricted Non-Nuclear Weapons Data Information Group Protection Profile (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	NAP 14.9, Confidential Restricted Data, Sigmas 1 thru 13 Information Group Protection Profile (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	NAP 14.10, Secret Restricted Data, Sigmas 1 thru 13 Information Group Protection Profile (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	NAP 14.11, Secret Restricted Data, Sigmas 14 & 15 Information Group Protection Profile (PXSO Contracting Officer Approval Memo, January 15, 2004)
NNSA	BOP-003-0304R1, Coordination and Approval Process (CAP) of Contract Actions

List C

The following Department of Energy directives were considered and were determined to be “not applicable” or were considered to be covered in total as an equivalence to a higher level directive identified in List A or List B.

Directive	Title	Equivalent To
DOE STD-1187-2005	Beryllium-Associated Worker Registry Data Collection and Management Guidance	10 CFR 850.39(h)
M 452.4-1A CRD 6c	Protection of Use Control Vulnerabilities and Designs (Note: See PXSO Memorandum dated May 9, 2005)	DOE Weapon Data Access Control System is not available at this time.

PART III – LIST OF DOCUMENTS, EXHIBITS, AND OTHER ATTACHMENTS
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APPENDIX D – KEY PERSONNEL

November 10, 2005

Pursuant to the clause entitled “Key Personnel,” the following positions are considered to be essential to work being performed.

General Manager	Michael B. Mallory
Deputy General Manager	Dan J. Swaim
Director of Directed Stockpile Programs	Dominick Palamara
Director of RTBF Programs	Scott J. Kennedy
Manufacturing Manager	Carl R. Durham
Engineering Manager	Dr. Carl Beard
Applied Technology/R&D Manager	Jeffrey C. Yarbrough
Maintenance Manager	Robert L. Asbury
Environment, Safety & Health/ Emergency Services	Michael Knight
Quality Assurance Manager	John D. Woolery
Safeguards & Security Manager	A. Paul Sowa
CFO/Controller	Robert M. Gifford

Scott J. Kennedy effective in new position 10/03/05.