

2. AMENDMENT/MODIFICATION NO. M151	3. EFFECTIVE DATE See block 16C	4. REQUISITION/PURCHASE REQ. NO. NOPR	5. PROJECT NO. (If applicable)
6. ISSUED BY U.S. Department of Energy National Nuclear Security Administration P.O. Box 2050 Oak Ridge, TN 37831		7. ADMINISTERED BY (If other than Item 6) CODE	

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, state, ZIP Code) BWXT Y-12, L.L.C. P.O. Box 2009 MS 8014 Oak Ridge, TN 37831-8014	9A. AMENDMENT OF SOLICITATION NO.
	9B. DATED (SEE ITEM 11)
	10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC05-000R22800
CODE	FACILITY CODE
10B. DATED (SEE ITEM 13) August 31, 2000	

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) **N/A**

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

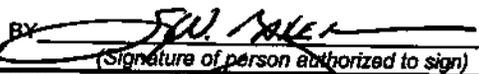
<input type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify authority): THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE-NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (Such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input checked="" type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Public Law 95-91 and Other Applicable Laws
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority):

E. IMPORTANT: Contractor is not, is required to sign this document and return **2** copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

Attachment E to the contract is deleted and replaced with the attached Baseline List of Required Compliance Documents, List B – List of Applicable Directives. The attached List B – List of Applicable Directives incorporates BWXT Y-12 Requirements Change Notice No. NNSA-25, dated January 26, 2007.

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) Scott Baker, Director Business Services		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Robert R. Gibson III Contracting Officer	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED 3-01-07	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 3-1-07
BY  (Signature of person authorized to sign)		BY  (Signature of Contracting Officer)	

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

DOE DIRECTIVES				
DOE Directives can be found at the following Internet address: http://www.directives.doe.gov/				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE O 110.3	11/03/1999	CONFERENCE MANAGEMENT		
DOE O 130.1	09/29/1995	BUDGET FORMULATION		Extended until 05/01/2003 by DOE N 251.45.
DOE O 137.1A	08/30/1999	PLAN FOR OPERATING IN THE EVENT OF A LAPSE IN APPROPRIATIONS		
DOE M 140.1-1B	03/30/2001	INTERFACE WITH THE DEFENSE NUCLEAR FACILITIES SAFETY BOARD		
DOE O 142.1	01/13/2004	CLASSIFIED VISITS INVOLVING FOREIGN NATIONALS		Cancels portions of Chapter VIII of DOE O 470.1 pertaining to foreign nationals who visit DOE sites/facilities and require access to classified information.
DOE O 142.2	01/07/2004	SAFEGUARDS AGREEMENT AND PROTOCOL WITH THE INTERNATIONAL ATOMIC ENERGY AGENCY		
DOE O 142.3	06/18/2004	UNCLASSIFIED FOREIGN VISITS AND ASSIGNMENTS PROGRAM		
DOE O 200.1	09/30/1996	INFORMATION MANAGEMENT PROGRAM		
DOE N 203.1	10/02/2000	SOFTWARE QUALITY ASSURANCE		Extended until 12/31/2001 by DOE N 251.40.

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REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE O 205.1	03/21/2003	DEPARTMENT OF ENERGY CYBER SECURITY MANAGEMENT PROGRAM		
<i>Compliance: Compliance will be in accordance with an Implementation Plan approved by DOE on 04/26/2004.</i>				
DOE M 205.1-3	04/17/2006	TELECOMMUNICATIONS SECURITY MANUAL (OFFICIAL USE ONLY)		
DOE N 206.3	11/22/2005	PERSONAL IDENTITY VERIFICATION		
DOE O 210.2	06/12/2006	DOE CORPORATE OPERATING EXPERIENCE PROGRAM		
DOE O 221.1	03/22/2001	REPORTING FRAUD, WASTE, AND ABUSE TO THE OFFICE OF INSPECTOR GENERAL		
DOE O 221.2	03/22/2001	COOPERATION WITH THE OFFICE OF INSPECTOR GENERAL		
DOE O 221.3	12/17/2001	ESTABLISHMENT OF MANAGEMENT DECISIONS ON OFFICE OF INSPECTOR GENERAL REPORTS		See Footnote (1)
DOE P 226.1	06/10/2005	DEPARTMENT OF ENERGY OVERSIGHT POLICY		
DOE O 241.1A	04/09/2001	SCIENTIFIC AND TECHNICAL INFORMATION MANAGEMENT	1 10/14/2003	
DOE M 251.1-1B	08/16/2006	DEPARTMENTAL DIRECTIVES PROGRAM MANUAL		
DOE O 251.1B	08/16/2006	DEPARTMENTAL DIRECTIVES PROGRAM		

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REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE P 251.1A	08/16/2006	DEPARTMENTAL DIRECTIVES PROGRAM POLICY		
DOE N 251.40	05/03/2001	EXTENSION OF DOE DIRECTIVES ON SECURITY		Extends DOE N 142.1, DOE N 203.1, DOE N 205.1, DOE N 205.2, DOE N 205.3, DOE O 470.1, DOE N 470.2, DOE O 471.2A, DOE O 472.1B, DOE M 473.2-1, DOE N 473.3, DOE N 473.4, DOE N 473.5, DOE N 473.6, and DOE N 473.7 until 12/31/2001.
DOE N 251.45	05/29/2002	EXTENSION OF DOE O 130.1 AND DOE O 135.1		Extends DOE O 130.1 and DOE O 135.1 until 05/01/2003.
DOE N 251.61	03/03/2005	EXTENSION OF DOE M 475.1-1A		Extends DOE M 475.1-1A until 03/03/2006.
DOE N 251.64	07/07/2005	EXTENSION OF DOE DIRECTIVES		Extends DOE O 471.1A, DOE M 471.1-1, Chg. 1, DOE M 472.1-1B, and DOE N 473.9 until 07/07/2006.
DOE O 252.1	11/19/1999	TECHNICAL STANDARDS PROGRAM		
DOE O 311.1A	12/30/1996	EQUAL EMPLOYMENT OPPORTUNITY AND DIVERSITY PROGRAM		Extended until 03/30/2003 by DOE N 311.3.

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REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE N 311.3	12/30/2002	EXTENSION OF DOE O 311.1A, EQUAL EMPLOYMENT OPPORTUNITY AND DIVERSITY PROGRAM		Extends DOE O 311.1A until 03/30/2003.
DOE O 350.1	09/30/1996	CONTRACTOR HUMAN RESOURCE MANAGEMENT PROGRAMS	1 05/08/1998	
DOE O 350.2A	10/29/2003	USE OF MANAGEMENT AND OPERATING OR OTHER FACILITY MANAGEMENT CONTRACTOR EMPLOYEES FOR SERVICES TO DOE IN THE WASHINGTON, D.C., AREA		
DOE N 351.1	04/27/2006	CONTRACTOR EMPLOYEE PENSION AND MEDICAL BENEFITS POLICY		
<i>Compliance: Implementation of this Notice has been suspended until 06/19/2007 as directed by the Secretary of Energy in a memorandum dated 06/19/2006.</i>				
DOE O 412.1A	04/21/2005	WORK AUTHORIZATION SYSTEM		
DOE O 413.1A	04/18/2002	MANAGEMENT CONTROL PROGRAM		
DOE O 413.3	10/13/2000	PROGRAM AND PROJECT MANAGEMENT FOR THE ACQUISITION OF CAPITAL ASSETS	1 01/03/2005	Cancels paragraphs 6e(7), 7a(3), 7b(11) and (14); 7c(4), (6), (7), (11), and (16); 7d(4) and (8); 7e(3), (10) and (17); and Attachment 1, Definitions (items 30, 42, and 48) and Attachment 2, CRD (paragraph 1d regarding a project management system) of DOE O 430.1A.

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REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE O 413.3A	07/28/2006	PROGRAM AND PROJECT MANAGEMENT FOR THE ACQUISITION OF CAPITAL ASSETS		
<i>Compliance: Compliance requirement with respect to CD-1, as it relates to Hazard Category 1, 2, and 3 nuclear facility safety requirements, will be contingent upon the issuance of DOE-STD-1189-2006 based on Paragraph 4, "Implementation," of this Order.</i>				
DOE M 413.3-1	03/28/2003	PROJECT MANAGEMENT FOR THE ACQUISITION OF CAPITAL ASSETS		
DOE O 430.1B	09/24/2003	REAL PROPERTY ASSET MANAGEMENT		
DOE O 430.2A	4/15/2002	DEPARTMENTAL ENERGY AND UTILITIES MANAGEMENT		Cancels paragraphs 6d(2), 6h, 7b(1) and (2), and 7e(16) of DOE O 430.1A.
DOE O 442.1A	06/06/2001	DEPARTMENT OF ENERGY EMPLOYEE CONCERNS PROGRAM		
DOE O 443.1	05/15/2000	PROTECTION OF HUMAN SUBJECTS		
DOE P 450.7	08/02/2004	DEPARTMENT OF ENERGY ENVIRONMENT, SAFETY AND HEALTH (ES&H) GOALS		
DOE O 452.3	06/08/2005	MANAGEMENT OF THE DEPARTMENT OF ENERGY NUCLEAR WEAPONS COMPLEX		
DOE M 452.4-1A	03/11/2004	PROTECTION OF USE CONTROL VULNERABILITIES AND DESIGNS		
DOE M 457.1-1	08/10/2006	CONTROL OF IMPROVISED NUCLEAR DEVICE INFORMATION (OFFICIAL USE ONLY)		See Footnote (4)
<i>Compliance: Compliance will be contingent upon YSO approval of Y-12's accessibility request. Implementation will be addressed at that time.</i>				

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DOE Directives can be found at the following Internet address: http://www.directives.doe.gov/				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE P 470.1	05/08/2001	INTEGRATED SAFEGUARDS AND SECURITY MANAGEMENT (ISSM) POLICY		
DOE N 470.2	12/15/2000	REPORTING UNOFFICIAL FOREIGN TRAVEL		Extended until 12/31/2001 by DOE N 251.40.
DOE O 470.2B	10/31/2002	INDEPENDENT OVERSIGHT AND PERFORMANCE ASSURANCE PROGRAM		Cancels and replaces DOE O 470.2A and Attachment 2, "Safety Issue Corrective Action Process," of DOE O 414.1A, dated 09/29/1999, as amended by Change 1, dated 07/12/2001.
DOE O 470.3A	11/29/2005	DESIGN BASIS THREAT POLICY		
<i>Compliance: Compliance will be in accordance with the Safeguards and Security Annual Operating Plan, Level I and II Milestones.</i>				
DOE M 470.4-1	08/26/2005	SAFEGUARDS AND SECURITY PROGRAM PLANNING AND MANAGEMENT	1 03/07/2006	
<i>Compliance: Compliance with Section G will be in accordance with an Implementation Plan previously submitted to and approved by DOE on 02/16/2006.</i>				
DOE M 470.4-2	08/26/2005	PHYSICAL PROTECTION	1 03/07/2006	
<i>Compliance: Compliance will be in accordance with the DOE approved Y-12 Design Basis Threat Implementation Plan.</i>				

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DOE DIRECTIVES				
DOE Directives can be found at the following Internet address: http://www.directives.doe.gov/				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE M 470.4-3	08/26/2005	PROTECTIVE FORCE	1 03/07/2006	
<i>Compliance: BWXT Y-12 compliance requirement with respect to DOE M 470.4-3, Change 1, is limited to Section A, Chapter I, Paragraphs 1.a.(1)(c) and 4a (Sentences 1, 2 and 3); and Chapter VI, Paragraph 1.b.(16)(a) and 1.b.(16)(b)l; and Paragraphs 2.a.(1) through 2.a.(5) only.</i>				
DOE M 470.4-4	08/26/2005	INFORMATION SECURITY		Cancels DOE M 471.2-4 except for the classified annex.
<i>Compliance: BWXT Y-12 compliance requirement with respect to DOE M 470.4-4 includes the Change to Section E, "Technical Surveillance Countermeasures," issued 05/2006.</i>				
DOE M 470.4-5	08/26/2005	PERSONNEL SECURITY		
DOE M 470.4-6	08/26/2005	NUCLEAR MATERIAL CONTROL AND ACCOUNTABILITY	1 08/14/2006	
<i>Compliance: Compliance will be in accordance with a Corrective Action Plan approved by DOE 07/25/2006.</i>				
DOE M 470.4-7	08/26/2005	SAFEGUARDS AND SECURITY PROGRAM REFERENCES		
DOE O 471.1A	06/30/2000	IDENTIFICATION AND PROTECTION OF UNCLASSIFIED CONTROLLED NUCLEAR INFORMATION		Extended until 07/07/2006 by DOE N 251.64.
DOE M 471.1-1	06/30/2000	IDENTIFICATION AND PROTECTION OF UNCLASSIFIED CONTROLLED NUCLEAR INFORMATION MANUAL	1 10/23/2001	Extended until 07/07/2006 by DOE N 251.64.
DOE M 471.2-2	08/03/1999	CLASSIFIED INFORMATION SYSTEMS SECURITY MANUAL		Chapter VI, paragraphs 4j(2) and 4j(6), and Chapter VII, paragraph 12a(2)(a) canceled by DOE N 205.3. Chapter III, Section 8, Incident Reporting, canceled by DOE N 205.4.

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DOE Directives can be found at the following Internet address: http://www.directives.doe.gov/				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE M 471.2-3A	07/11/2002	SPECIAL ACCESS PROGRAM POLICIES, RESPONSIBILITIES, AND PROCEDURES (OFFICIAL USE ONLY)		
DOE M 471.2-4	02/06/2004	TECHNICAL SURVEILLANCE COUNTERMEASURES (OFFICIAL USE ONLY)		Cancelled by DOE M 470.4-4 except for the classified annex.
DOE O 471.3	04/09/2003	IDENTIFYING AND PROTECTING OFFICIAL USE ONLY INFORMATION		
DOE M 471.3-1	04/09/2003	MANUAL FOR IDENTIFYING AND PROTECTING OFFICIAL USE ONLY INFORMATION		
DOE O 475.1	12/10/2004	COUNTERINTELLIGENCE PROGRAM		
DOE M 475.1-1A	02/26/2001	IDENTIFYING CLASSIFIED INFORMATION		Extended until 03/03/2005 by DOE N 251.61.
DOE M 481.1-1A	01/03/2001	REIMBURSABLE WORK FOR NON-FEDERAL SPONSORS PROCESS MANUAL	1 09/28/2001	
DOE O 482.1	01/12/2001	DOE FACILITIES TECHNOLOGY PARTNERING PROGRAMS		
DOE O 483.1	01/12/2001	DOE COOPERATIVE RESEARCH AND DEVELOPMENT AGREEMENTS		
DOE M 483.1-1	01/12/2001	DOE COOPERATIVE RESEARCH AND DEVELOPMENT AGREEMENTS MANUAL		
DOE O 484.1	08/17/2006	REIMBURSABLE WORK FOR THE DEPARTMENT OF HOMELAND SECURITY		

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DOE DIRECTIVES				
DOE Directives can be found at the following Internet address: http://www.directives.doe.gov/				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE O 522.1	11/03/2004	PRICING OF DEPARTMENTAL MATERIALS AND SERVICES		
<i>Compliance: BWXT Y-12 is in compliance with the applicable requirements of this document with the exception of specifically approved exemptions on pass-through costs. These exemptions are reflected in the latest approved BWXT Y-12 Cost Accounting Standards Board Disclosure Statement.</i>				
DOE O 534.1B	01/06/2003	ACCOUNTING		
DOE O 551.1B	08/19/2003	OFFICIAL FOREIGN TRAVEL		
DOE M 573.1-1	07/12/2000	MAIL SERVICES USER'S MANUAL		
DOE O 580.1	12/07/2005	DEPARTMENT OF ENERGY PERSONAL PROPERTY MANAGEMENT PROGRAM		
<i>Compliance: Compliance will be contingent upon approval of a Deviation Request submitted to DOE on 07/31/2006 that is directed at a graded approach to implementing requirements contained in Attachment 2, Paragraphs 2.d.(1), 2.d.(3), 2.e.(1)(b)3, 2.e.(2), and 2.o(1); and an Implementation Plan submitted to DOE 08/30/2006.</i>				
DOE 1340.1B	01/07/1993	MANAGEMENT OF PUBLIC COMMUNICATIONS AND SCIENTIFIC, TECHNICAL, AND ENGINEERING PUBLICATIONS		
DOE 1450.4	11/12/1992	CONSENSUAL LISTENING-IN TO OR RECORDING TELEPHONE/RADIO CONVERSATIONS		
DOE 2300.1B	06/08/1992	AUDIT RESOLUTION AND FOLLOWUP		
DOE 2340.1C	06/08/1992	COORDINATION OF GENERAL ACCOUNTING OFFICE ACTIVITIES		See Footnote (1)

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DOE DIRECTIVES				
DOE Directives can be found at the following Internet address: http://www.directives.doe.gov/				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE 5560.1A	05/08/1985	PRIORITIES AND ALLOCATIONS PROGRAM		
DOE 5610.2	08/01/1980	CONTROL OF WEAPONS DATA	1 09/02/1986	
DOE 5639.8A	07/23/1993	SECURITY OF FOREIGN INTELLIGENCE INFORMATION AND SENSITIVE COMPARTMENTED INFORMATION FACILITIES		
DOE 5660.1B	05/26/1994	MANAGEMENT OF NUCLEAR MATERIALS		
DOE 5670.1A	01/15/1992	MANAGEMENT AND CONTROL OF FOREIGN INTELLIGENCE		

Compliance: Implementation is in accordance with MMES letter No. AE92-044 dated 06/10/1992.

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ALBUQUERQUE DIRECTIVES (ALs)				
ALs can be found at the following Internet address: http://prp.lanl.gov/				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
AL-SD 56XB, Revision 2	03/31/2004	DEVELOPMENT AND PRODUCTION MANUAL	8 06/28/2006	
<i>Compliance: Compliance with Change 7 of this Manual will be in accordance with the BWXT Y-12 Implementation Plan for the Primary Standards Laboratory Memorandum (PSLM dated 02/16/2006) approved by DOE 08/14/2006.</i>				
IBP-202	04/29/2003	RECORD OF ASSEMBLY AND DISASSEMBLY	Issue A	
IBP-404	12/17/2003	ENGINEERING AUTHORIZATION SYSTEM	Issue B	
TBP-CM	02/14/2005	CONFIGURATION MANAGEMENT	Issue A	
TBP-DEF	08/26/2005	NUCLEAR WEAPONS COMPLEX ABBREVIATIONS, ACRONYMS, AND DEFINITIONS	Issue J	
TBP-SYS	10/20/2004	NWC TECHNICAL BUSINESS PRACTICE SYSTEM	Issue H	
TBP-100	12/17/2003	CONCURRENT QUALIFICATION	Issue F	
TBP-101	12/08/2003	ENGINEERING EVALUATION PROCESS	Issue E	
TBP-203	02/20/2004	WEAPON RECORD CARDS	Issue E	
TBP-301	12/082003	METHODS OF DEFINITION	Issue F	
TBP-304	03/11/2003	DEFINING COMMERCIAL PRODUCT IN THE ENGINEERING DRAWING SYSTEM	Issue E	
TBP-306	05/02/2003	SOFTWARE PRODUCT PROCESSES	Issue E	
TBP-307	05/02/2003	USE OF MECHANICAL MODELS IN THE PRODUCT REALIZATION PROCESS	Issue D	
TBP-401	09/22/2004	DEFINITION CONTROL	Issue D	

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REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
TBP-402	09/22/2004	PRODUCT CONTROL	Issue F	
TBP-404	12/17/2003	ENGINEERING AUTHORIZATION SYSTEM	Issue E	
TBP-602	03/11/2003	INTERPRETATION OF PROCUREMENT INDEX	Issue D	
TBP-700	03/11/2003	PRODUCT ACCEPTANCE AND CONTROL OF NONCONFORMANCE	Issue E	
TBP-702	08/26/2005	NONCONFORMING MATERIAL	Issue E	

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ORO DIRECTIVES				
<p>ORO Directives can be found at the following Internet address: http://www.ornl.gov/doe_oro_dmg/oro_dir.htm</p>				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
ORO O 130 Chapter II	05/15/1996	BUDGET SHUTDOWN OF DEPARTMENTAL OPERATIONS UPON FAILURE BY CONGRESS TO ENACT APPROPRIATIONS	4 06/01/2005	
ORO O 220 Chapter II	05/31/1996	ASSESSMENTS COOPERATION WITH THE OFFICE OF INSPECTOR GENERAL	4 09/06/2005	
Chapter III	05/31/1996	ESTABLISHMENT OF MANAGEMENT DECISIONS ON OFFICE OF INSPECTOR GENERAL REPORTS	4 04/07/2004	
Chapter IV	05/31/1996	COORDINATION OF GOVERNMENT ACCOUNTABILITY OFFICE ACTIVITIES	4 04/29/2005	
Chapter VII	05/31/1996	AUDIT RESOLUTION AND FOLLOW-UP	4 04/29/2005	
ORO O 350 Chapter III	05/31/1996	CONTRACTOR HUMAN RESOURCE PROGRAMS FEDERAL LABOR STANDARDS	3 01/26/2004	
ORO O 410 Chapter I	09/24/1996	MANAGEMENT WORK AUTHORIZATION SYSTEM	4 08/04/2005	

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REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
ORO O 440 Chapter V	09/30/1996	WORKER PROTECTION EMPLOYEE CONCERNS MANAGEMENT SYSTEM	3 07/25/2003	
ORO O 530 Chapter III	06/18/1996	ACCOUNTING ACCOUNTING	5 02/02/2005	
<p><i>Compliance: BWXT Y-12 is in compliance with this directive provided that, in lieu of Item 2, sentence 2, of the "Contractor Requirements Document," BWXT Y-12 will prepare a Cost Accounting Disclosure Statement in accordance with the format and content as established by the Cost Accounting Standards Board, and submit it to the Director, Business Management, National Nuclear Security Administration, Y-12 Site Office, for review and approval.</i></p>				
ORO O 550 Chapter II	12/16/2004	TRAVEL AND TRANSPORTATION FOREIGN TRAVEL AUTHORIZATION	1 12/16/2004	

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OTHER APPLICABLE DOCUMENTS				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
DOE HQ Memorandum	11/08/2006	IMPROVED CYBER SECURITY PROTECTION FOR CLASSIFIED COMPUTER SYSTEMS		
<i>Compliance: Compliance will be contingent upon approval of Deviation Requests for specific requirements to be submitted to DOE by 01/15/2007.</i>				
MANUAL	01/01/2003	BASELINE SECURITY MANUAL (OFFICIAL USE ONLY)		
NAP 14.1-B	09/27/2006	NNSA CYBER SECURITY PROGRAM		See Footnote (2)
<i>Compliance: Compliance will be in contingent upon approval of a revised Implementation Plan to be submitted to DOE by 01/31/2007.</i>				
NAP 14.2-B	09/27/2006	BASELINE CYBER SECURITY REQUIREMENTS		See Footnote (2)
<i>Compliance: Compliance will be contingent upon approval of a revised Implementation Plan to be submitted to DOE by 01/31/2007.</i>				
NAP 14.3-A	04/05/2006	NNSA PROTECTION PROFILE AND SECURITY TARGET REQUIREMENTS		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.4-A	04/05/2006	OPEN PUBLIC UNRESTRICTED ACCESS INFORMATION GROUP PROTECTION PROFILE		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.5-A	04/05/2006	UNCLASSIFIED PROTECTED INFORMATION GROUP PROTECTION PROFILE		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.6-A	04/05/2006	UNCLASSIFIED MANDATORY PROTECTION INFORMATION GROUP PROTECTION PROFILE		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

OTHER APPLICABLE DOCUMENTS				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
NAP 14.7-A	04/05/2006	CONFIDENTIAL/SECRET NON-NUCLEAR WEAPONS DATA INFORMATION GROUP PROTECTION PROFILE		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.8-A	04/05/2006	SECRET RESTRICTED NON-NUCLEAR WEAPONS DATA INFORMATION GROUP PROTECTION PROFILE		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.9-A	04/05/2006	CONFIDENTIAL RESTRICTED DATA, SIGMAS 1 THROUGH 13 INFORMATION GROUP PROTECTION PROFILE		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.10-A	04/05/2006	SECRET RESTRICTED DATA, SIGMAS 1 - 13 AND 15 INFORMATION GROUP PROTECTION PROFILE		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.11-A	04/05/2006	SECRET RESTRICTED DATA, SIGMA 14 INFORMATION GROUP PROTECTION PROFILE		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.12	04/05/2006	NNSA CONTINGENCY PLANNING AND OPERATIONS		See Footnote (2)
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.13	04/05/2006	TRANSMISSION OF RESTRICTED AND FORMERLY RESTRICTED DATA OVER THE SECRET INTERNET PROTOCOL ROUTER NETWORK (SIPRNet)		
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

OTHER APPLICABLE DOCUMENTS				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	NOTES AND COMMENTS
NAP 14.14	08/09/2006	TOP SECRET INFORMATION GROUP PROTECTION PROFILE		See Footnote (2)
NAP 14.15	08/09/2006	TOP SECRET RESTRICTED DATA INFORMATION GROUP PROTECTION PROFILE		
<i>Compliance: Compliance will be in accordance with a revised Implementation Plan approved by DOE on 11/14/2006.</i>				
NAP 14.16	08/09/2006	CLEARING, SANITIZING, AND DESTROYING INFORMATION SYSTEM STORAGE MEDIA, MEMORY DEVICES, AND OTHER RELATED HARDWARE		
<i>Compliance: Compliance will be contingent upon approval of a revised Implementation Plan to be submitted to DOE by 12/20/2006.</i>				
OMB-Circular A-123	12/21/2004	MANAGEMENT'S RESPONSIBILITY FOR INTERNAL CONTROL		
<i>Compliance: Compliance will be in accordance with an Implementation Plan approved by DOE on 03/06/2006.</i>				
OPS-323	10/21/2004	DATA INTERFACE AGREEMENT: INTEGRATED CONTRACTOR INTERFACE FOR DEPARTMENT OF ENERGY I-MANAGE PROGRAM – STARS PROJECT		
PSLM	02/16/2006	PRIMARY STANDARDS LABORATORY MEMORANDUM		
<i>Compliance: Compliance will be in accordance with an Implementation Plan approved by DOE on 08/14/2006.</i>				
YSO-CRD-06-01	10/04/2006	DIRECTIVES SYSTEM PROCESS		

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

STANDARDS/REQUIREMENTS IDENTIFICATION DOCUMENTS (S/RIDs)				
FUNCTIONAL AREA (FA)	TITLE	REVISION NUMBER	DOE/ORO APPROVAL DATE	NOTES AND COMMENTS
1.0	MS - Management Systems	16	10/31/2006	
2.0	QA - Quality Assurance	11	03/27/2006	
3.0	CM - Configuration Management	6	06/13/2006	Type 1 Change
4.0	TQ - Training and Qualification	10	01/20/2006	
5.0	EM - Emergency Management	17	08/15/2006	Type 1 Change
7.0	EG - Engineering Program	18	08/16/2006	Type 1 Change
8.0	CP - Construction Program	18	08/16/2006	Type 1 Change
9.0	OP - Operations	4	06/05/2006	
10.0	MA - Maintenance	13	06/22/2006	Type 1 Change
11.0	RP - Radiation Protection	6	05/04/2005	Type 1 Change
12.0	FP - Fire Protection	10	08/04/2006	
13.0	TR - Packaging and Transportation	13	01/25/2006	
18.0	FS - Facility (Nuclear) Safety	17	11/14/2006	
19.0	SH - Occupational Safety and Health	23	10/17/2006	
20.0	EP - Environmental Protection	15	09/20/2006	Type 1 Change
21.0	CS - Nuclear Criticality Safety	2	06/27/2006	

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

APPROVED S/RID SOURCE DOCUMENTS³				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	FUNCTIONAL AREA(S)
10 CFR	01/24/1997	ENERGY		MS, QA, EM, EG, CP, RP, FS, SH, EP
28 CFR	07/01/1997	JUDICIAL ADMINISTRATION		FP
29 CFR	04/23/1998	LABOR		CM, EM, EG, CP, FP, FS, TQ
33 CFR		NAVIGATION AND NAVIGABLE WATERS		CP, EP
36 CFR		PARKS, FORESTS, AND PUBLIC PROPERTY		MS, EM, EG, CP, FP, EP
40 CFR		PROTECTION OF THE ENVIRONMENT		EM, EG, CP, TR, FS, SH, EP,
43 CFR		PUBLIC LANDS: INTERIOR		EP
48 CFR		FEDERAL ACQUISITION REGULATIONS SYSTEM		MS
49 CFR	10/01/2000	TRANSPORTATION		EM, TR
50 CFR		WILDLIFE AND FISHERIES		EP
4330.4B	02/10/1994	MAINTENANCE MANAGEMENT PROGRAM		TQ
5400.5	02/08/1990	RADIATION PROTECTION OF THE PUBLIC AND THE ENVIRONMENT	2	EG, CP, EP
5480.19	07/09/1990	CONDUCT OF OPERATIONS REQUIREMENTS FOR DOE FACILITIES	2	CM, TQ, EG, CP, OP
5480.20A	02/20/1991	PERSONNEL SELECTION, QUALIFICATION, TRAINING, AND STAFFING REQUIREMENTS AT DOE REACTOR AND NON-REACTOR NUCLEAR FACILITIES	1	TQ, EG, CP

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

APPROVED S/RID SOURCE DOCUMENTS³				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	FUNCTIONAL AREA(S)
5480.21	12/24/1991	UNREVIEWED SAFETY QUESTIONS		TQ
5480.3	07/09/1985	SAFETY REQUIREMENTS FOR THE PACKAGING AND TRANSPORTATION OF HAZARDOUS MATERIALS, HAZARDOUS SUBSTANCES, AND HAZARDOUS WASTES		TQ
5530.1A	09/20/1991	ACCIDENT RESPONSE GROUP		EM
5530.2	09/20/1991	NUCLEAR EMERGENCY SEARCH TEAM		EM
5530.3	01/14/1992	RADIOLOGICAL ASSISTANCE PROGRAM	1	EM
5632.11	03/08/1989	PHYSICAL PROTECTION OF UNCLASSIFIED, IRRADIATED REACTOR FUEL IN TRANSIT	1	TQ
5700.6C	05/10/1996	QUALITY ASSURANCE		TQ
5820.2A	09/26/1988	RADIOACTIVE WASTE MANAGEMENT		TQ
DE-AC05-00OR22800	08/31/2000	BWXT Y-12, L.L.C. CONTRACT WITH DOE/NNSA		MS, CP, EG
DOE O 151.1C	11/02/2005	COMPREHENSIVE EMERGENCY MANAGEMENT SYSTEM		EM, EG, CP
DOE N 153.2	08/11/2003	CONNECTIVITY TO NATIONAL ATMOSPHERIC RELEASE ADVISORY CENTER (NARAC)		EM
DOE O 200.1	09/30/1996	INFORMATION MANAGEMENT PROGRAM		MS, EG, CP
DOE O 225.1A	11/26/1997	ACCIDENT INVESTIGATIONS		EG, CP, SH
DOE O 226.1	09/15/2005	IMPLEMENTATION OF DEPARTMENT OF ENERGY OVERSIGHT POLICY		QA

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

APPROVED S/RID SOURCE DOCUMENTS³				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	FUNCTIONAL AREA(S)
DOE M 231.1-1A	03/19/2004	ENVIRONMENT, SAFETY AND HEALTH REPORTING MANUAL	1 09/09/2004	CP, EG, RP, FP, SH, EP
DOE M 231.1-2	08/19/2003	OCCURRENCE REPORTING AND PROCESSING OF OPERATIONS INFORMATION		MS
DOE O 341.1	12/01/2003	FEDERAL EMPLOYEE HEALTH SERVICES		SH
DOE O 414.1C	06/17/2005	QUALITY ASSURANCE		QA
DOE O 420.1B	12/22/2005	FACILITY SAFETY		EM, EG, CP, OP, FP, CS
DOE G 421.1-2	10/24/2001	IMPLEMENTATION GUIDE FOR USE IN DEVELOPING DOCUMENTED SAFETY ANALYSES TO MEET SUBPART B OF 10 CFR 830		FS
DOE O 425.1C	03/13/2003	STARTUP AND RESTART OF NUCLEAR FACILITIES		MS
DOE O 430.1B	09/24/2003	REAL PROPERTY ASSET MANAGEMENT		EG, MA
DOE O 433.1	06/01/2001	MAINTENANCE MANAGEMENT PROGRAM FOR DOE NUCLEAR FACILITIES		CM, EG, CP, MA
DOE M 435.1-1	07/09/1999	RADIOACTIVE WASTE MANAGEMENT MANUAL		EG, CP, EP
DOE G 440.1-5	09/30/1995	IMPLEMENTATION GUIDE FOR USE WITH DOE ORDERS 420.1 AND 440.1, FIRE SAFETY PROGRAM		EG, FP
DOE O 440.1A	03/27/1998	WORKER PROTECTION MANAGEMENT FOR DOE FEDERAL AND CONTRACTOR EMPLOYEES		EG, CP, FP, SH

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

APPROVED S/RID SOURCE DOCUMENTS³				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	FUNCTIONAL AREA(S)
DOE O 440.2B	11/27/2002	AVIATION MANAGEMENT AND SAFETY		TR
DOE O 450.1	08/25/2003	ENVIRONMENTAL PROTECTION PROGRAM	1 01/24/2005	EP
DOE P 456.1	09/15/2005	SECRETARIAL POLICY STATEMENT ON NANOSCALE SAFETY		SH
DOE O 460.1B	04/04/2003	PACKAGING AND TRANSPORTATION SAFETY		TR
DOE O 460.2A	12/22/2004	DEPARTMENTAL MATERIALS TRANSPORTATION AND PACKAGING MANAGEMENT		TR
DOE O 461.1A	04/26/2004	PACKAGING AND TRANSFER OR TRANSPORTATION OF MATERIALS OF NATIONAL SECURITY INTEREST		TR
DOE M 470.4-1	08/26/2005	SAFEGUARDS AND SECURITY PROGRAM PLANNING AND MANAGEMENT	1 03/07/2006	EM
DOE M 473.1-1	12/23/2002	PHYSICAL PROTECTION PROGRAM MANUAL		TR
DOE-STD-1032-92	12/1992	GUIDE TO GOOD PRACTICES FOR OPERATIONS ORGANIZATION AND ADMINISTRATION		MS
DOE-STD-1066-99	07/31/1999	DOE STANDARD - FIRE PROTECTION DESIGN CRITERIA		EG
DOE-STD-1073-2003	10/2003	CONFIGURATION MANAGEMENT PROGRAM		MS, CM, EG, CP
DOE-STD-3003-2000	01/31/2000	DOE STANDARD - BACKUP POWER SOURCES FOR DOE FACILITIES		EG

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

APPROVED S/RID SOURCE DOCUMENTS³				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	FUNCTIONAL AREA(S)
DOE-STD-3024-98	10/31/1998	DOE STANDARD - CONTENT OF SYSTEM DESIGN DESCRIPTIONS		EG
EO 12898		ENVIRONMENTAL JUSTICE		EP
FFCA		FEDERAL FACILITIES COMPLIANCE ACT		EP
NFPA CODES AND STANDARDS	04/23/1998	CODES AND STANDARDS		EG, CP, FP
ORO FPP GUIDE	04/23/1998	OAK RIDGE OPERATIONS OFFICE FIRE PREVENTION AND PROTECTION IMPLEMENTATION GUIDE, 8TH EDITION	8	FP
ORO O 420 Chapter XI, Rev. 7	04/04/2000	AUTHORIZATION AGREEMENTS		EG, CP, FS
ORO O 450 Chapter V	12/31/2002	ORO INTEGRATED SAFETY MANAGEMENT PROGRAM		SH
ORR PCB FFCA		OAK RIDGE RESERVATION POLYCHLORENATED BIPHENYL FEDERAL FACILITIES COMPLIANCE AGREEMENT		EP
PUBLIC LAW 104-113		NATIONAL TECHNOLOGY TRANSFER AND ADVANCEMENT ACT OF 1995		EG, CP
QC-1, Rev. 10	02/10/2004	DOE/NNSA WEAPON QUALITY POLICY (QC-1)		MS, QA, EG
SEN-35-91	09/09/1991	NUCLEAR SAFETY POLICY		TQ
STANDARD BUILDING CODE (SBC)		SOUTHERN BUILDING CODE CONGRESS INTERNATIONAL (SBCCI)		CP

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

APPROVED S/RID SOURCE DOCUMENTS³				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	FUNCTIONAL AREA(S)
TCA TITLE 69		WATERS, WATERWAYS, DRAINS AND LEVEES		EP
TENNESSEE CODE, TITLE 68	04/23/1998	HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION		FP
THWRA		TENNESSEE HAZARDOUS WASTE REDUCTION ACT (THWRA)		EP
TN CODE ANNOTATED		TENNESSEE CODE ANNOTATED		EM, EG
TITLE 55 AND 65		TENNESSEE MOTOR VEHICLE LAWS ANNOTATED		TR
TN 1200		RULES OF THE TENNESSEE DEPARTMENT OF ENVIRONMENT AND CONSERVATION		CP, EP
TN 1200-1-13		TENNESSEE INACTIVE HAZARDOUS SUBSTANCE SITE REMEDIAL ACTION PROGRAM	1	EP
TN 1200-1-7		TENNESSEE SOLID WASTE RULES		EP
TN 1200-1-7.02		TENNESSEE SOLID WASTE DISPOSAL ACT		EP
TN 1200-3-10		TENNESSEE AIR QUALITY ACT		EP
TN 1200-3-20		TENNESSEE AIR QUALITY ACT		EP
TN 1200-3-27		TENNESSEE AIR QUALITY ACT		EP
TN 1200-4-5		TENNESSEE WATER QUALITY CONTROL ACT		EP
TN 1200-5-8		WATER REGISTRATION REQUIREMENTS		EP

**BASELINE LIST OF
REQUIRED COMPLIANCE DOCUMENTS**

List B – List of Applicable Directives

APPROVED S/RID SOURCE DOCUMENTS³				
REQUIRED COMPLIANCE DOCUMENT	DATE	TITLE	THROUGH CHANGE	FUNCTIONAL AREA(S)
TN OVERSIGHT AGREEMENT	06/27/1996	TENNESSEE OVERSIGHT AGREEMENT (TOA)		EM, EP
TWRA		TENNESSEE WILDLIFE RESOURCES AGENCY (TWRA) BOATING REGULATIONS		TR
YSO-CRD-02-01, Rev. 1	06/20/2002	IDENTIFICATION, EVALUATION, AND CONTROL OF NON-NUCLEAR CHEMICAL HAZARDS		EG, CP, FS
YSO-CRD-03-01, Rev. 3	08/10/2006	START-UP AND RESTART OF OPERATIONS, ACTIVITIES, & FACILITIES AT Y-12		MS

FOOTNOTES:

- (1) This document is not directly applicable to the Contractor; it is included in the list of applicable documents because the Contractor must provide certain information or input to DOE in order for DOE to comply with requirements specified in the document.
- (2) This document comprises a component of the Program Cyber Security Plan that is directed by DOE O 205.1, DEPARTMENT OF ENERGY CYBER SECURITY MANAGEMENT PROGRAM, dated 03/21/2003.
- (3) These documents are ES&H related and appear in one or more of the current Standards/Requirements Identification Document (S/RID) Functional Areas. In an S/RID, the document may be referenced in its entirety or by certain chapters, paragraphs, or sections taken from the document. In addition, information regarding document applicability may be obtained from the specific S/RID.
- (4) This document has been included in the list of applicable documents in order to meet future work scope potential.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE AC	PAGE 1 of 4 PAGES
2. AMENDMENT/MODIFICATION NO. M150	3. EFFECTIVE DATE See block 16C	4. REQUISITION/PURCHASE REQ. NO. NOPR	5. PROJECT NO. (If applicable)
6. ISSUED BY U.S. Department of Energy National Nuclear Security Administration P.O. Box 2050 Oak Ridge, TN 37831		7. ADMINISTERED BY (If other than Item 6) CODE	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, state, ZIP Code) BWXT Y-12, L.L.C. P.O. Box 2009 MS 8014 Oak Ridge, TN 37831-8014		9A. AMENDMENT OF SOLICITATION NO.	
CODE		9B. DATED (SEE ITEM 11)	
FACILITY CODE		10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC05-00OR22800	
		10B. DATED (SEE ITEM 13) August 31, 2000	

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) **N/A**

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

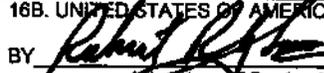
<input type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify authority): THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE-NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (Such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input checked="" type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Public Law 95-91 and Other Applicable Laws
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority):

E. IMPORTANT: Contractor is not, is required to sign this document and return 2 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

See Pages 2-4

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) Scott Baker, Director Business Services		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Robert R. Gibson III Contracting Officer	
15B. CONTRACTOR/OFFEROR BY  (Signature of person authorized to sign)	15C. DATE SIGNED 3-1-07	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED 3-1-07

This modification incorporates fee earned in FY2006 and available fee information for FY2007 into the Section B clause entitled "Transition Cost, Estimated Cost, Maximum Available Fee and Available Fee", and deletes sentences, erroneously included by previous modifications, in the Section I clause entitled "Obligation of Funds".

1. Clause B.2 is modified as follows.

a. Paragraph (c) is replaced, in its entirety, with the following:

"(c) Beginning in Fiscal Year 2005, the maximum potential fee and actual available fee for each fiscal year will be established by NNSA prior to the commencement of the applicable fiscal year, in accordance with NNSA Policy Letter BOP-003.0501, dated January 10, 2005 and incorporated into paragraph (c)(5) below, by modification.

(1) Up to thirty-five percent (35%) of the actual available fee pool shown in (c) (5) below, for a given contract period may be paid to the Contractor provisionally in equal monthly increments of one-twelfth (1/12) of the amount per month. This provisional fee payment is the only fee payment that will be made prior to the final fee determination. The final determination of fee will be made by the Fee Determining Official (FDO), in accordance with the fee clauses of this contract. In the event that overpayment results from the payment of fee on a provisional basis, the Contractor shall reimburse such overpayment to the Government upon demand, payable with interest in accordance with FAR 52.232-17, Interest (JUN 1996).

(2) Estimated Budget:

The estimated budget for FY2005 is \$692,148,000.

The estimated budget for FY2006 is \$682,699,000.

The estimated budget for FY2007 is \$700,000,000.

The estimated budget for FY2008 is TBD

The estimated budget for FY2009 is TBD

The estimated budget for FY2010 is TBD

(3) Work for Others Fee:

The Work for Others fee percentage for FY2005 is 3.91% (85% of 4.6%).

The Work for Others fee percentage for FY2006 is 4.50% (85% of 5.3%).

The Work for Others fee percentage for FY2007 is 5.95% (85% of 7.0%).

The Work for Others fee percentage for FY2008 is TBD.

The Work for Others fee percentage for FY2009 is TBD.

The Work for Others fee percentage for FY2010 is TBD.

(4) Cash Work – The amount of fee for work accomplished for other Management and Operating contractors will be negotiated between the two contractors.

(5) Available and earned fee amounts for specified contract periods are:

Maximum Potential Available Fee: Amounts shown relate to the estimated budget in (c) (2) above. The fee obtained from work accomplished under paragraphs (c) (3) and (4) above are additive to the amounts shown below.

<u>Contract Period</u>	<u>Amount</u>
October 1, 2004 through September 30, 2005	\$45,280,710
October 1, 2005 through September 30, 2006	\$44,662,551
October 1, 2006 through September 30, 2007	\$45,794,393
October 1, 2007 through September 30, 2008	TBD
October 1, 2008 through September 30, 2009	TBD
October 1, 2009 through September 30, 2010	TBD

Actual Available and Earned Fee: Actual available fee will be earned by the contractor based on performance related to award fee (AF) objectives, high challenge fee, multi-site fee, and performance based incentives (PBIs) contained in the Performance Evaluation Plan.

<u>Contract Period</u>	<u>Actual Available Fee</u>	<u>Earned Fee</u>
October 1, 2004 through September 30, 2005		
Award Fee	\$18,499,187	\$16,538,795
Performance Based Incentives	<u>\$11,939,445</u>	<u>\$10,947,995</u>
Total Actual Available Fee	\$30,438,632	\$27,486,790
October 1, 2005 through September 30, 2006		
Award Fee	\$18,261,085	\$13,713,228
Performance Based Incentives	\$16,100,783	\$12,784,107
High Challenge Fee	<u>\$10,300,683</u>	<u>\$ 5,037,250</u>
Total Actual Available Fee	\$44,662,551	\$31,534,585
October 1, 2006 through September 30, 2007		
Base Fee (AF and PBIs)	\$32,056,075	\$TBD
Stretch Fee (AF and PBIs)	\$ 9,158,879	\$TBD
Multi-Site Fee	<u>\$ 4,579,439</u>	<u>\$TBD</u>
Total Actual Available Fee	\$45,794,393	\$TBD

<u>Contract Period</u>	<u>Actual Available Fee</u>	<u>Earned Fee</u>
October 1, 2007 through September 30, 2008		
Base Fee (AF and PBIs)	\$TBD	\$TBD
Stretch Fee (AF and PBIs)	\$TBD	\$TBD
Multi-Site Fee	<u>\$TBD</u>	<u>\$TBD</u>
Total Actual Available Fee	\$TBD	\$TBD
October 1, 2008 through September 30, 2009		
Base Fee (AF and PBIs)	\$TBD	\$TBD
Stretch Fee (AF and PBIs)	\$TBD	\$TBD
Multi-Site Fee	<u>\$TBD</u>	<u>\$TBD</u>
Total Actual Available Fee	\$TBD	\$TBD
October 1, 2009 through September 30, 2010		
Base Fee (AF and PBIs)	\$TBD	\$TBD
Stretch Fee (AF and PBIs)	\$TBD	\$TBD
Multi-Site Fee	<u>\$TBD</u>	<u>\$TBD</u>
Total Actual Available Fee	\$TBD	\$TBD

2. **Clause I.144, DEAR 970.5232-4 OBLIGATION OF FUNDS (DEC 2000) is modified by deleting the following from the first, second and third sentences of paragraph (a).**

Delete:

“(\$3,416,296,389.13 obligated by the Oak Ridge Office and \$1,216,088,305.37 obligated by the NNSA Service Center). \$3,100,000 of the amount is for transition activities. This represents an increase of \$8,259,289.59 from 4,623,885,304.91 to \$4,632,384,694.50. Change is the result of a net increase by the NNSA Service Center on FY 2007 Approved Funding Programs No. 6 and 7. The change is the result of a net increase by the NNSA Service Center on FY2007 Approved Funding Programs No. 4 and 5.”