

ASSIGNMENT OF PAYMENTS

THIS AGREEMENT made this ____ day of _____, 20____, by and between _____, a _____ corporation (hereinafter referred to as "Assignor"); and _____, a _____ corporation (hereinafter referred to as "Assignee").

WITNESSETH

WHEREAS, Sandia Corporation, the management and operating contractor of Sandia National Laboratories for the U.S. Department of Energy under contract number DE-AC04-94-AL85000, has heretofore placed the below-enumerated orders or contracts, hereinafter called "Contracts," with Assignor, and Assignor has heretofore accepted and commenced performance pursuant to said Contracts and each of them including amendments and change orders thereto, in effect prior to the date hereof, which Contracts are designated as follows:

Sandia Contract Number _____ Dated _____

AND WHEREAS, Assignor desires to assign Assignor's right to payments due or to become due under the above-enumerated Contracts to Assignee.

NOW, THEREFORE, in consideration of the mutual promises herein contained, Assignor and Assignee agree as follows:

1. Assignor does hereby assign all future payments due or to become due on said Contracts to Assignee as of the date hereof.
2. Sandia shall make all future payments payable to the order of Assignee and send such payments to Assignee at:
3. This agreement can only be amended or modified by a written document executed by both Assignor and Assignee using this Sandia form of agreement. All other provisions of Contracts remain in full force and effect as between Assignor and Sandia.
4. Sandia shall not be obligated on cost reimbursement contracts, if any, to pay or reimburse either Assignor or Assignee for any item of direct or indirect cost arising out of or resulting from said assignment, conveyance, and transfer of the Contracts, which items of cost would not have been incurred but for said assignment, conveyance, and transfer.

5. Sandia waives none of its rights under the contracts against Assignor, and Assignor is not discharged with respect to any obligations thereunder. This Assignment shall have no effect on any other terms of the Contracts, particularly the rights of set off against the Assignor for payments hereunder regardless of to whom the payments are sent or made out to.

IN WITNESS WHEREOF, the Assignor and Assignee hereto have caused this Agreement to be executed by their duly authorized representatives as of the day and year first above written.

ASSIGNOR: _____

By: _____

Title: _____

Name (printed) _____

Address:

Phone: _____

FAX: _____

ASSIGNEE: _____

By: _____

Title: _____

Name (printed) _____

Address:

Phone: _____

FAX: _____