

CHANGE-OF-NAME AGREEMENT

The **ABC CORPORATION** (Subcontractor), a corporation duly organized and existing under the laws of _____ [*insert state*], and **UT-Battelle** (Company), a corporation duly organized and existing under the laws of Tennessee, with an office in Oak Ridge, Tennessee, acting under [*insert language designating parties*] with the **UNITED STATES OF AMERICA** (Government) represented by the Department of Energy, enter into this Agreement as of _____ [*insert date when the change of name became effective under applicable state law*].

(a) THE PARTIES AGREE TO THE FOLLOWING FACTS:

(1) The Company has entered into certain subcontracts and purchase orders with the **XYZ CORPORATION**, namely: _____ [*insert subcontract or purchase order identifications*] [*or delete "namely" and insert "as shown in the attached list marked 'Exhibit A' and incorporated in this Agreement by reference"*]. The term "the subcontracts," as used in this Agreement, means the above subcontracts and purchase orders and all other subcontracts and purchase orders, including all modifications, made by the Company and the Subcontractor before the effective date of this Agreement (whether or not performance and payment have been completed and releases executed if the Company and the Government or the Subcontractor has any remaining rights, duties, or obligations under these subcontracts and purchase orders).

(2) The **XYZ CORPORATION**, by an amendment to its certificate of incorporation, dated _____, 19_____, has changed its corporate name to **ABC CORPORATION**.

(3) This amendment accomplishes a change of corporate name only, and all rights and obligations of the Company and of the Subcontractor under the subcontracts are unaffected by this change.

(4) Documentary evidence of this change of corporate name has been filed with the Company.

(b) IN CONSIDERATION OF THESE FACTS, THE PARTIES AGREE THAT:

(1) The subcontracts covered by this Agreement are amended by substituting the name "**ABC CORPORATION**" for the name "**XYZ CORPORATION**" whenever it appears in the subcontracts; and

(2) Each party has executed this Agreement as of the day and year first above written.

UT-Battelle

By: _____

Title: _____

ABC CORPORATION

By: _____

Title: _____

[CORPORATE SEAL]

CERTIFICATE

I, _____, certify that I am the Secretary of **ABC CORPORATION**; that _____, who signed this Agreement for this corporation, was then _____ of this corporation; and that this Agreement was duly signed for and on behalf of this corporation by authority of its governing body and within the scope of its corporate powers. Witness my hand and the seal of this corporation this _____ day of _____, 19____.

By: _____

[CORPORATE SEAL]