

2. AMENDMENT/MODIFICATION NO. A053	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REQ. NO. N/A	5. PROJECT NO. (If applicable)
6. ISSUED BY CODE		7. ADMINISTERED BY (If other than Item 6) CODE	
U.S. Department of Energy Strategic Petroleum Reserve Project Management Office 900 Commerce Road, East New Orleans, LA 70123			

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP code)	(v)	9A. AMENDMENT OF SOLICITATION NO.
DynMcDermott Petroleum Operations Company 850 So. Clearview Parkway New Orleans, LA 70123		9B. DATED (SEE ITEM 11)
		10A. MODIFICATION OF CONTRACT/ORDER NO.
		X DE-AC96-03PO92207
CODE	FACILITY CODE	10B. DATED (SEE ITEM 13)
		X January 28, 2003

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 or 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.


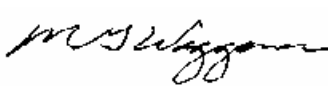
(v)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriating date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Various enumerated clauses referenced in Section 14
	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return 1 copy to the issuing office.

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

- A. Reference Section B, B.5 CONTRACT VALUE:**
As a result of Work Authorization Directive revisions issued through July 7, 2006, the total FY 2006 estimated costs are increased by \$292,000 from \$114,697,222 to \$114,989,222, increasing the total contract value for the base period from \$595,068,055 to \$595,360,055 . (Revised Page B.3 attached.)
- B. Reference Section J, APPENDIX F – List of Applicable DOE/SPRPMO Directives**
The DOE/SPRPMO Directives List has been revised to incorporate the changes delineated below. (Revised list attached)

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

15A. NAME AND TITLE OF SIGNER (Type or print) Michael R. Vermeulen, Director Business Operations	16A. NAME AND TITLE OF CONTRACTING OFFICER (TYPE OR PRINT) M. G. Waggoner, Contracting Officer
15B. CONTRACTOR/OFFEROR  <hr/> <i>(Signature of person authorized to sign)</i>	15C. DATE SIGNED July 10, 2006
16B. UNITED STATES OF AMERICA  BY. <i>(Signature of Contracting Officer)</i>	16C. DATE SIGNED July 10, 2006

NAME OF OFFEROR/CONTRACTOR **DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY**

C. Reference Section J, APPENDIX G – KEY PERSONNEL

The List of Key Personnel has been updated to reflect approved changes. (Revised list attached)

D. Reference Section J, APPENDIX K – MANAGERIAL PERSONNEL

The List of Managerial Personnel has been updated to reflect approved changes. (Revised list attached)

Section J – Appendix F – DOE/SPRPMO Directives:

The following Directives have been added:

DOE O 151.1C – Comprehensive Emergency Management System (11/02/05)
DOE O 414.1C – Quality Assurance (06/17/05)
DOE M 440.1-1A – DOE Explosives Safety Manual (01/09/06)
DOE M 470.4-1 – Safeguards and Security Program Planning and Management
(08/26/05)
DOE M 470.4-2 – Physical Protection (08/26/05)
DOE M 470.4-3 – Protective Force (08/26/05)

The following changes to Directives have been added:

Change 1 (01/24/05) and Change 2 (12/07/05) to DOE O 450.1 – Environmental Protection Program (01/15/03)

The following Directives have been deleted:

DOE M 440.1-1 – DOE Explosives Manual (03/29/95)
DOE M 473.2-1A – Firearms Qualification Courses Manual (01/17/02)
DOE M 473.2-2 – Protection Force Program Manual (05/30/00)
Change 1 (12/20/01)
DOE N 473.9 – Security Conditions (07/08/04)

B.3 OBLIGATION OF FUNDS

The amount of funds obligated under this contract, in accordance with the Contract Clause entitled “Obligation of Funds”, is \$441,099,706.

B.4 AVAILABILITY OF APPROPRIATED FUNDS

The duties and obligation of the Government hereunder calling for the expenditure of appropriated funds shall be subject to the availability of funds appropriated by the Congress, which the Department of Energy may legally spend for such purposes.

B.5 CONTRACT VALUE

The contract value consisting of the estimated costs and negotiated fee by fiscal year (base plus option) is set forth below:

Fiscal Year	Estimated Costs	Performance Fee	Multi-Year Cost Reduction Fee	FY TOTAL
Transition Period 2/1/03 – 3/31/03	\$0	\$0	\$0	¹ \$0
FY 2003 (6 mos.)	\$88,436,173	\$2,742,307	\$1,000,000	*\$92,178,480
FY 2004	\$107,658,267	\$4,827,176	\$2,000,000	*\$114,485,443
FY 2005	\$97,439,730	\$4,965,611	\$2,000,000	*\$104,405,341
FY 2006	\$114,989,222	\$5,792,807	\$2,000,000	\$122,782,029
FY 2007	\$108,068,225			
FY 2008 (6 mos.)	\$53,440,537			
TOTAL (Base Period)	\$570,032,154	\$18,327,901	\$7,000,000	\$595,360,055
FY 2008 (6 mos.)	\$53,440,536			
FY 2009	\$106,786,965			
FY 2010	\$114,872,000			
FY 2011	\$117,283,000			
FY 2012	\$119,745,000			
FY 2013 (6 mos.)	\$61,129,500			

B.6 ALLOWABILITY OF SUBCONTRACTOR FEE

All fees to be paid to members of a Contractor team, including affiliates, identified in the offer must be included in the available fee payable under Clause B.2. The term affiliate is defined as, associated business concerns or individuals if, directly or indirectly (1) either one controls or can control the other; or (2) a third party controls or can control both. A “Contractor Team Arrangement”, as used in the FAR, means an arrangement in which (1) Two or more companies form a partnership or joint venture to act as a potential prime contractor; or (2) A potential prime contractor agrees with one or more other companies to have them act as its subcontractors under a specified Government contract or acquisition program. For the purpose of this clause, this definition does not apply to the subcontractors whose contracts have been assumed, so long as the terms and conditions of those subcontracts are not altered as a result of interactions with the Offeror prior to award of this contract.

¹The Transition Period costs of \$3,518 are included in the FY03 costs of \$88,436,173.

*Fiscal Year Total reflects actual costs, actual performance fee earned, and available Multi-Year Cost Reduction fee. The actual fee earned for Cost Reductions will not be determined until the end of the Base Contract Period.

<u>DOE/SPRPMO DIRECTIVES</u>	<u>Date</u>	<u>Title</u>
DOE O 110.3	11/03/99	Conference Management
DOE O 130.1	09/29/95	Budget Formulation Process
DOE O 142.1	01/13/04	Classified Visits Involving Foreign Nationals
DOE O 142.3	06/18/04	Unclassified Foreign Visits and Assignments
DOE O 151.1C	11/02/05	Comprehensive Emergency Management System
DOE O 200.1	09/30/96	Information Management Program
DOE O 205.1	03/21/03	Cyber Security Management Program
DOE O 221.1	03/22/01	Reporting Fraud, Waste, and Abuse to the Office of Inspector General
DOE O 221.2	03/22/01	Cooperation with the Office of Inspector General
DOE O 224.3	01/24/05	Audit Resolution and Follow-Up Program
DOE O 225.1A	11/26/97	Accident Investigations
DOE O 226.1	09/15/05	Implementation of DOE Oversight Policy
DOE O 231.1A	08/19/03	Environment, Safety and Health Reporting
Admin Change	06/03/04	
DOE O 241.1A	04/09/01	Scientific and Technical Information Management
DOE O 243.1	02/03/06	Records Management Program
DOE O 243.3	02/02/06	Vital Records
DOE O 251.1A	01/30/98	Directives System
DOE O 252.1	11/19/99	Technical Standards
DOE O 350.1	09/30/96	Contractor Human Resource Management Programs
Change 001	05/08/98	
DOE O 412.1	04/20/99	Work Authorization System
DOE O 413.1A	04/18/02	Management Control Program
DOE O 413.3	10/13/00	Program and Project Management for the Acquisition of Capital Assets
Change 1	01/03/05	
DOE O 414.1C	06/17/05	Quality Assurance
DOE O 420.1A	05/20/02	Facility Safety
DOE O 430.1B	09/24/03	Real Property Asset Management
DOE O 430.2A	04/15/02	Departmental Energy & Utilities Management
DOE O 440.1A	03/27/98	Worker Protection Management for DOE Federal and Contractor Employees

DOE O 440.2B	11/27/02	Aviation Management Safety
DOE O 442.1A	06/06/01	Employee Concerns Program
DOE O 450.1	1/15/03	Environmental Protection Program
Change 1	01/24/05	
Change 2	12/07/05	
DOE O 460.1B	04/04/03	Packaging and Transportation Safety
DOE O 460.2A	12/22/04	Departmental Materials Transportation and Packaging Management
DOE O 470.2B	10/31/02	Safeguards and Security Inspection and Assessment Program
DOE O 470.3A	11/29/05	Design Basis Threat Policy
DOE O 470.4	08/26/05	Safeguards and Security Program
DOE O 471.1A	06/30/00	Identification and Protection of Unclassified Controlled Nuclear Information
DOE O 471.3	04/09/03	Protecting Official Use Only Information
DOE O 475.1	12/10/04	Counterintelligence Program
DOE O 534.1B	01/06/03	Accounting
DOE O 544.1	10/12/04	Priorities and Allocations Program
DOE O 551.1B	08/19/03	Official Foreign Travel
Change 1		
DOE O 580.1	12/07/05	Department of Energy Personal Property Management Program
DOE 1340.1B	01/07/93	Management of Public Communications Publications and Scientific Technical and Engineering Publications
DOE 1450.4	11/12/92	Consensual Listening-In to or Recording Telephone/Radio Conversations
DOE O 2340.1C	06/08/92	Coordination of General Accounting Office Activities
DOE 5480.4	05/15/84	Environmental Protection, Safety, and Health Protection Standards
Change 1	05/16/88	
Change 2	05/16/89	
Change 3	09/20/91	
Change 4	01/07/93	
DOE 5480.19	07/09/90	Conduct of Operations Requirements for DOE Facilities
Change	05/18/92	
Change 2	10/23/01	
DOE 5639.8A	07/23/93	Security of Foreign Intelligence Information and Sensitive Compartmented Information Facilities
DOE 5670.1A	01/15/92	Management and Control of Foreign Intelligence
DOE M 205.1-1	09/30/04	Incident Prevention, Warning, and Response (IPWAR) Manual
DOE M 231.1-1A	03/19/04	Environmental Safety and Health Reporting Manual

Change 1	09/09/04	
DOE M 231.1-2	08/19/03	Occurrence Reporting and Processing of Operations Information
DOE M 251.1-1A	01/30/98	Directives System Manual
DOE M 440.1-1A	01/09/06	DOE Explosives Manual
DOE M 470.4-1	08/26/05	Safeguards and Security Program Planning and Management
DOE M 470.4-2	08/26/05	Physical Protection
DOE M 470.4-3	08/26/05	Protective Force
DOE M 470.4-4	08/25/05	Information Security
DOE M 470.4-5	08/26/05	Personnel Security
DOE M 470.4-6	08/26/05	Nuclear Material Control and Accountability
DOE M 470.4-7	08/26/05	Safeguards and Security Program References
DOE M 471.2-2	08/03/99	Classified Information Systems Security Manual
DOE M 471.3-1	04/09/03	Manual for Identifying and Protecting Official Use Only Information
DOE M 473.1-1	12/23/02	Physical Protection Program Manual
DOE M 475.1-1A	02/26/01	Identifying Classified Information
DOE N 203.1	10/02/00	Software Quality Assurance
DOE N 205.2	11/01/99	Foreign National Access to Cyber Systems
DOE N 205.3	11/23/99	Password Generation, Protection, and Use
DOE N 205.8	02/11/04	Cyber Security Requirements for Wireless Devices and Information Systems
DOE N 205.9	02/19/04	Certification and Accreditation Process for Information Systems Including National Security Systems
DOE N 205.10	02/19/04	Cyber Security Requirement for Risk Management
DOE N 205.11	02/19/04	Security Requirements for Remote Access to DOE and Applicable Contractor Information Technology Systems
DOE N 205.12	02/19/04	Clearing, Sanitizing, and Destroying Information System Storage Media Memory Devices and Other Related Hardware
DOE N 206.3	11/22/05	Personal Identity Verification
DOE P 142.1	07/14/99	Unclassified Foreign Visits and Assignments
DOE P 226.1	06/10/05	Department of Energy Oversight Policy
DOE P 411.1	01/28/97	Safety Management Functions, Responsibilities, and Authorities Policy
DOE P 441.1	04/26/96	DOE Radiological Health and Safety Policy
DOE P 450.2A	05/15/06	Identifying, Implementing, and Complying with ES&H Requirements
DOE P 450.3	01/25/96	Authorizing Use of the Necessary and Sufficient Process for Standards based ES&H

DOE P 450.4	10/15/96	Safety Management System Policy
DOE P 450.7	08/02/04	DOE ES&H Goals
SPRPMO O 130.1B Change 1	03/14/05	Management and Operating Contractor's Annual Operating Plan Formulation and Execution
SPRPMO O 151.2A	10/15/04	Drawdown Readiness Program
SPRPMO O 200.1	12/11/00	Intranet/Internet Web Page Publishing Process
SPRPMO O 200.2	02/02/02	Information Management Council and Information Systems Planning Committee
SPRPMO O 210.1 Change 1	04/27/01 9/10/03	Milestone Control
SPRPMO O 220.1B	02/11/05	On-Site Management Appraisals
SPRPMO O 220.2C	02/23/05	Observation Reports
SPRPMO O 231.1	09/23/03	Occurrence Reporting and Processing System
SPRPMO O 413.1C Change 1	11/04/03 07/06/04	SPR Crude Oil Quality Program and Test Criteria
SPRPMO O 414.1A	08/13/03	Quality Assurance
SPRPMO O 420.1A	03/05/02	Conduct of Operations Requirements for SPR Facilities
SPRPMO O 430.1A	03/05/02	SPRPMO Reliability, Availability and Maintainability Program
SPRPMO O 432.1A	03/22/04	SPR Facilities/Equipment Turnover and Startup Procedure
SPRPMO O 433.1A	09/29/03	Maintenance Management Program
SPRPMO O 434.1A	07/09/01	Recovery Program
SPRPMO O 440.2A	06/02/04	Aviation Implementation Plan
SPRPMO O 451.1B	06/17/03	SPRPMO National Environmental Policy Act (NEPA) Implementation Plan
SPRPMO O 471.1 Change 1	03/15/02 12/08/03	Sensitive Unclassified Information
SPRPMO O 471.4	06/30/04	Reporting Incidents of Security Concern
SPRPMO O 534.1 Change 1	03/15/02 05/14/03	Financial Accounting for the SPR Crude Oil Inventory
SPRPMO M 410.1-1A	11/10/03	Configuration Management Program Manual
SPRPMO M 414.1-1A	09/30/03	Quality Assurance Manual

SPRPMO M 434.1-1B Change 1	07/15/02 03/25/03	Petroleum Accountability Manual
SPRPMO M 442.1-1A Change 1	06/04/02 08/25/04	Employee Concerns Manual
SPRPMO M 470.1-1A	04/02/01	SPRPMO Security Policy Manual
SPRPMO N 410.1	09/05/03	Configuration Management for Information, Data and Telecommunication Systems
SPRPMO N 523.1A	03/15/04	Management and Operating Contractor Cost Reduction Proposal Implementation Process
SPRPMO P 451.1A	07/15/05	Environmental Policy Statement

APPENDIX G - KEY PERSONNEL

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

<u>Title</u>	<u>Name</u>
Project Manager	Robert McGough
Deputy Project Manager for Operations and Maintenance	G. Brian Tuminello
Site Director – West Hackberry	Bruce Philippi
Site Director – Bayou Choctaw	Scott Landry
Site Director – Big Hill	Tim Lewis
Site Director – Bryan Mound	Richard McCalla
Director, Engineering	JP Martinez
Director, Data Systems/CIO	Deborah Hojem
Director, Environmental, Safety and Health	Kirkland Jones
Director, Security and Emergency Preparedness	Duane Johnson
Director, Human Resources & Development	Dione Heusel
Director, Business Operations	Michael Vermeulen
Director, Finance/CFO	Colleen Yates
General Counsel	John Poindexter
Director, Quality Assurance	Warren Jones
Director, Office of Strategy Management	Charles Tolleson

**APPENDIX K
DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY
MANAGERIAL PERSONNEL**

<u>Position</u>	<u>Employee</u>
<u>PROJECT MANAGER</u>	Robert McGough
<u>Direct Reports:</u>	
Director, Business Operations	Michael Vermeulen
Director, Community Development	Melvin Labat
Director, Data Systems	Deborah Hojem
Director, Engineering	JP Martinez
Director, Environmental, Safety, & Health	Kirkland Jones
Director, Finance	Colleen Yates
Director, Human Resources & Development	Dione Heusel
Director, Internal Audit	William Coggin
Deputy Project Manager for Operations & Maintenance	G. Brian Tuminello
Director, Quality Assurance	Warren Jones
Director, Security & Emergency Preparedness	Duane Johnson
Director, Office of Strategy Management	Charles Tolleson
General Counsel	John Poindexter
<u>BUSINESS OPERATIONS</u>	
<u>Direct Reports:</u>	
Manager, Procurement	Mary Ellen Leingang
Manager, Project Control	Ken Ehrle
Manager, Records/Document Services	Elizabeth Laiche
<u>DATA SYSTEMS</u>	
<u>Direct Reports:</u>	
Manager, Business Applications	Mel Rault
Manager, Configuration & Asset Management	Bryan Roussel
Manager, Control Systems	Randal Bridges
Manager, Cyber Security	Chris Shipp
Manager, Enterprise Architecture & Integration	Jason Dodgen
Manager, Network Operations	Leslie Williams
Manager, Technical Services	Brenda Daws
<u>ENGINEERING</u>	
<u>Direct Reports:</u>	
Manager, Facilities & Engineering Design	Janet Robert
Manager, Operational Systems	Patrick Mihalik
<u>ENVIRONMENTAL SAFETY & HEALTH</u>	
<u>Direct Reports:</u>	
Manager, Environmental Department	Bill Bozzo
Manager, Occupational Safety & Health	Suzanne Broussard

APPENDIX K

**DYNMCDERMOTT PETROLEUM OPERATIONS COMPANY
MANAGERIAL PERSONNEL**

FINANCE

Direct Reports:

Manager, Budgets and Cost
Manager, Financial Services

Patricia Ehrle
Michele King

GENERAL COUNSEL

Direct Reports:

Senior Project Counsel
Senior Employment Law Counsel

Randy Sutton
Dorian Tuminello

HUMAN RESOURCES & DEVELOPMENT

Direct Reports:

Manager, Compensation, Benefits &
Employee Services

Vacant

MATERIALS & FACILITIES

Direct Reports:

Manager, Property

Rod Steib

OPERATIONS AND MAINTENANCE

Direct Reports:

Manager, Cavern Integrity
Manager, Maintenance & Material
Manager, Operations
Manager, Special Projects
(Vapor Pressure)

John Farquhar
Alan Mika
Darryl Rickner
Edwin Kapinus

Site Directors:

Bayou Choctaw
Big Hill
Bryan Mound
West Hackberry

Scott Landry
Tim Lewis
Richard McCalla
Bruce Philippi

QUALITY MANAGEMENT

Direct Reports:

Manager, Site QA

Wade Sickinger

SECURITY & EMERGENCY PREPAREDNESS

Direct Reports:

Manager, Emergency Preparedness
Manager, Personnel & Internal Security
Manager, Protection and Physical Security

Joyce Teerling
John Turbyne
Jordan Jones