

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. 438	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 13SC001628	5. PROJECT NO. (If applicable)
6. ISSUED BY Oak Ridge U.S. Department of Energy P.O. Box 2001 Oak Ridge TN 37831	CODE 00518	7. ADMINISTERED BY (If other than Item 6) Oak Ridge U.S. Department of Energy P.O. Box 2001 Oak Ridge TN 37831	CODE 00518
8. NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) OAK RIDGE ASSOCIATED UNIVERSITIES, INC. P.O. BOX 117 OAK RIDGE TN 37830-6218		(x) 9A. AMENDMENT OF SOLICITATION NO.	9B. DATED (SEE ITEM 11)
CODE 041152224	FACILITY CODE	X 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC05-06OR23100	10B. DATED (SEE ITEM 13) 12/21/2005

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 ACKNOWLEDGEMENT 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)
See Schedule

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

CHECK ONE	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:
X	D. OTHER (Specify type of modification and authority) Public Law 95-91 and Mutual Agreement

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


14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
 Technical Services for Management of the Oak Ridge Institute for Science and Education
 TAS::89 0253::TAS Recovery

This modification accomplishes the following:

1. Make the funding changes as detailed in the attached Financial Plan Report. The net change is zero. The cumulative obligations remain at \$1,588,620,179.52.
2. Replace Work Authorization Number FD/04010/OR/36 Revision 3 with the attached Revision 4.
3. Replace Work Authorization Number FD/04020/OR/36 Revision 3 with the attached Revision 4.

Continued ...

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) Ivan A. Boatner Vice President & General Counsel	15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 1/17/2013	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Mary L. Crow	16B. UNITED STATES OF AMERICA (Signature of Contracting Officer)	16C. DATE SIGNED
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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)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Mary L. Crow	
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA Signature on File (Signature of Contracting Officer)	16C. DATE SIGNED 01/22/2013

CONTINUATION SHEETREFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-AC05-06OR23100/438PAGE OF
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NAME OF OFFEROR OR CONTRACTOR

OAK RIDGE ASSOCIATED UNIVERSITIES, INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>4. Replace Requirements Change Notice (RCN) ORAU-27 with the attached RCN ORAU-28.</p> <p>All other terms and conditions remain unchanged FOB: Destination Period of Performance: 01/01/2006 to 12/31/2015</p>				

DOE Form (04/1991)		RCN No. ORAU-28
U.S. Department of Energy REQUIREMENTS CHANGE NOTICE		Page 1 of 7
PROJECT: Contract Baseline Documentation		LOCATION: Oak Ridge, Tennessee
CONTRACTOR: Oak Ridge Associated Universities (ORAU)		
CONTRACT NO.: DE-AC05-06OR23100, I.105, Laws, Regulations, and DOE Directives (DEC 2000), DEAR 970.5204-2		DATE OF CONTRACT: January 1, 2006
<p>This Requirements Change Notice (RCN) No. ORAU-28 incorporates into Section J, Attachment D, of Contract No. DE-AC05-06OR23100, the attached list of applicable documents, which have been assessed against the terms and conditions of the subject contract in accordance with the above-referenced clause. This is a complete numbered list of administrative requirements and a representation of environment, safety, and health (ES&H) requirements. Information regarding ES&H-related directives and their applicability can only be obtained from specific WSS sets. ES&H-related directives in WSS sets have an ES&H footnote. Changes to Section J, Attachment D, are indicated by bold type. Below is a list of the directives incorporated herein:</p> <p style="text-align: center;"><u>EXECUTIVE SUMMARY OF DIRECTIVE CHANGES</u></p> <p><u>ADDITIONS:</u></p> <p><u>DELETIONS:</u></p> <p>DOE O 226.1B DOE P 226.1A</p> <p><u>EXTENSIONS:</u></p> <p><u>UPDATES:</u></p> <p><u>IMPLEMENTATION PLANS (REVISED COMPLIANCE STATUS):</u></p> <p><u>ADMINISTRATIVE CORRECTION:</u></p>		
DOE AUTHORIZING SIGNATURE: <i>M. G. Branton</i> Michele Branton, Contracting Officer's Representative		DATE: <i>1-14-2013</i>

Summary of Changes for RCN-28
Baseline List of Required Compliance Documents

There are no changes for RCN-28

Directive	Title	Action	Authority
DOE O 226.1B	Implementation Of Department Of Energy Oversight Policy	Deletion	With the addition of Clause H. 38, Contractor Assurance System, into Contract DE-AC05-06OR23100, this directive is no longer necessary.
DOE P 226.1A	Department Of Energy Oversight Policy	Deletion	With the addition of Clause H. 38, Contractor Assurance System, into Contract DE-AC05-06OR23100, this directive is no longer necessary.

Attachment D
Baseline List of
Required Compliance Documents

List B - List of Applicable Directives

DOE Directives may be found at the following address: http://www.directives.doe.gov/				
Required Compliance Document	Document Date	Title	Through Change	Notes and Comments
DOE O 130.1	09/29/1995	Budget Formulation		
DOE O 137.1A	08/30/1999	Plan for Operating in the Event of a Lapse in Appropriations		
DOE O 142.3A	10/14/2010	Unclassified Foreign Visits and Assignments Program		
DOE O 150.1	05/08/2008	Continuity Programs		
Compliance Line: Revised Implementation Plan approved by DOE on 02/15/2011.				
DOE O 151.1C,	11/02/2005	Comprehensive Emergency Management System		
DOE O 153.1	06/27/2007	Departmental Radiological Emergency Response Assets		Footnote (4)
DOE O 200.1A	12/23/2008	Information Technology Management		
DOE M 200.1-1	03/10/1997	Telecommunications Security Manual (Official Use Only)		
DOE O 205.1B	05/16/2011	Department of Energy Cyber Security Program		
DOE O 206.1	06/11/2009	Department of Energy Privacy Program		
DOE N 206.4	06/29/2007	Personal Identity Verification		
DOE O 210.2A	04/08/2011	DOE Corporate Operating Experience Program		
DOE O 221.1A	04/19/2008	Reporting Fraud, Waste and Abuse to the Office of Inspector General		
DOE O 221.2A	02/25/2008	Cooperation with the Office of Inspector General		
DOE O 221.3	12/17/2001	Establishment of Management Decisions on Office of Inspector General Reports		
DOE O 225.1B	03/04/2011	Accident Investigations		
DOE O 227.1	08/30/2011	Independent Oversight Program		
DOE O 231.1B	06/27/2011	Environment, Safety and Health Reporting		
DOE O 232.2	08/30/2011	Occurrence Reporting and Processing of Operations Information		
DOE O 241.1B	12/13/2010	Scientific and Technical Information Management		
DOE O 243.1A	11/07/2011	Records Management Program		
Compliance Line: Implementation Plan, approved by DOE on 06/26/2012.				
DOE O 243.2	02/02/2006	Vital Records		

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DOE O 252.1A	02/23/2011	Technical Standards Program		
DOE O 350.1, Change 3	02/23/2010	Contractor Human Resource Management Programs		
DOE O 410.2	08/17/2009	Management of Nuclear Materials		Footnote (2)
DOE O 412.1	04/20/1999	Work Authorization System		
DOE O 413.1B	10/28/2008	Internal Control Program		Footnote (4)
DOE O 413.3B	11/29/2010	Program and Project Management for the Acquisition of Capital Assets		
DOE O 414.1D	05/23/2011	Quality Assurance		ES&H-related Directive included in WSS. See Footnote (3).
DOE O 420.1B, Change 1	04/19/2010	Facility Safety		ES&H-related Directive included in WSS. See Footnote (3).
DOE O 430.1B, Change 2	04/25/2011	Real Property Asset Management		
DOE O 435.1, Change 1	08/28/2001	Radioactive Waste Management		ES&H-related Directive included in WSS. See Footnote (3).
DOE M 435.1-1, Administrative Change 2	06/08/2011	Radioactive Waste Management Manual		ES&H-related Directive included in WSS. See Footnote (3).
DOE O 436.1	05/02/2011	Departmental Sustainability		
DOE M 440.1-1A	01/09/2006	DOE Explosives Safety Manual		ES&H-related Directives included in WSS. See Footnote (3).
DOE O 440.2C, Administrative Change 1	06/22/2011	Aviation Management and Safety		ES&H-related Directive included in WSS. See Footnote (1).
DOE O 442.1A	06/06/2001	Department of Energy Employee Concerns Program		
DOE O 442.2	07/29/2011	Differing Professional Opinions for Technical Issues Involving Environmental, Safety and Health Technical Concerns		
DOE O 443.1B	03/17/2011	Protection of Human Subjects		
DOE P 450.7	08/02/2004	Department of Energy Environment, Safety and Health (ES&H) Goals		
DOE O 451.1B, Change 1	09/28/2001	National Environmental Policy Act Compliance Program		ES&H-related Directive included in WSS. See Footnote (3).

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DOE O 452.7	05/14/2010	Protection of Use Control Vulnerabilities and Designs		
DOE O 458.1, Administrative Change 2	06/06/2011	Radiation Protection of the Public and the Environment		ES&H-related Directive included in WSS. See Footnote (3).
DOE O 460.1C	05/14/2010	Packaging and Transportation Safety		ES&H-related Directive included in WSS. See Footnote (1).
DOE O 460.2A	12/22/2004	Departmental Materials Transportation and Packaging Management		
DOE M 460.2-1A	06/04/2008	Radioactive Material Transportation Practices Manual for Use With DOE O 460.2A		Footnote (2).
DOE P 470.1A	12/29/2010	Safeguards and Security Program		
DOE O 470.3B	08/12/2008	Graded Security Protection (GSP) Policy		
DOE O 470.4B	07/21/2011	Safeguards and Security Program		
DOE O 471.1B	03/01/2010	Identification and Protection of Unclassified Controlled Nuclear Information		
DOE M 471.3-1, Administrative Change 1	01/13/2011	Manual for Identifying and Protecting Official Use Only Information		
DOE O 471.3, Administrative Change 1	01/13/2011	Identifying and Protecting Official Use Only Information		
DOE O 471.6	06/20/2011	Information Security		
DOE O 472.2	07/21/2011	Personnel Security		
DOE O 473.3	06/27/2011	Protection Program Operations		
DOE O 474.2, Administrative Change 1	08/03/2011	Nuclear Material Control and Accountability		
DOE O 475.1	12/10/2004	Counterintelligence Program		
DOE O 475.2A	02/01/2011	Identifying Classified Information		
DOE M 481.1-1A Change 1	09/28/2001	Reimbursable Work For Non-Federal Sponsors Process Manual		
DOE O 481.1B	09/28/2001	Work for Others (Non-Department of Energy Funded Work)		
DOE O 484.1, Administrative Change 1	04/14/2011	Reimbursable Work for the Department of Homeland Security		
DOE O 522.1	11/03/2004	Pricing of Departmental Materials and Services		
DOE O 534.1B	01/06/2003	Accounting		

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DOE O 551.1D	04/02/2012	Official Foreign Travel		
DOE M 573.1-1	07/12/2000	Mail Services User's Manual		
DOE O 580.1A	03/30/2012	Department of Energy Personal Property Management Program		
DOE 2340.1C	06/08/1992	Coordination of General Accounting Office Activities		

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Work Smart Standards (WSS) Sets may be found at the following address: http://www.ornl.gov/orise/wss.htm				
Required Compliance Document	Approval Date	Title	Change # Approval Date	Notes and Comments
WSS Set 38	08/22/2011	Oak Ridge Institute for Science and Education (ORISE) Work Smart Standards Set		

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) The Contractor does not perform activities which fall within the scope of this directive at this time. If these activities are conducted at some future date, the requirements contained in this document will be applicable to the Contractor and programs to implement the requirements of this document will be established when and if such activities are to be initiated.
- (3) This document is ES&H-related and appears on the current Work Smart Standards Set. In a WSS Set, the document may be referenced in its entirety or only certain chapters, paragraphs, or sections.
- (4) The requirements of this document are applicable; however, specific additional clarification or guidance is required from DOE before such requirements can be implemented in full as indicated in written requests for direction from the Contractor.