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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE OF PAGES |
| | | | 1 6 |
| 2. AMENDMENT/MODIFICATION NO. 00044 | 3. EFFECTIVE DATE 09/25/2009 | 4. REQUISITION/PURCHASE REQ. NO. NAR-09-NH-0228 | 5. PROJECT NO. (If applicable) |
| 6. ISSUED BY NAR - College Park 8601 Adelphi Road College Park MD 20740 | CODE NAR - COLLEGE PAR | 7. ADMINISTERED BY (If other than Item 6) SAME AS ISSUING ADDRESS | CODE NAR-SAME AS ISSUING |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) LOCKHEED MARTIN CORPORATION 9221 CORPORATE BLVD ROCKVILLE MD 20850-3245 | | (x) | 9A. AMENDMENT OF SOLICITATION NO. |
| CODE 011367237 FACILITY CODE | | | 9B. DATED (SEE ITEM 11) |
| | | x | 10A. MODIFICATION OF CONTRACT/ORDER NO. NAMA--04-C-0007 |
| | | | 10B. DATED (SEE ITEM 13) 02/25/2008 |

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) Net Increase: \$17,127,342.00
 See Schedule

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

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| 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). |
| X | C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of the Parties |
| | D. OTHER (Specify type of modification and authority) |

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.)

The purpose of this modification is to reflect the results of definitizing negotiations between NARA and the Contractor for Engineering Increment 3, Contract Option Year 3 under CLINs 0301, 0302, and 0303; establishes CLIN 0403 for the portion of the Engineering Increment 3 effort that will carry over into Contract Option Year 4; establishes CLIN 0404 for the Award Fee portion of the Engineering Increment 3 effort; and provides additional funding for previously definitized Contract Line Items 0304, 0305 and 0311. Additionally, it establishes an definitized award fee pool for Option Year 4, CLIN 0404 to be allocated upon adoption of a revision to the Award Fee Plan in use under NAMA-04-C-0007 from 16 May 2005 through the present date. This agreement as to the total estimated cost of CLINs 0301 through 0303 is further contingent upon good faith negotiation of CDRs 19, 21, 22, 23, 26, 67 and 85 on or before November 2, 2009, and resolution of all issues pertaining to 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.

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| 15A. NAME AND TITLE OF SIGNER (Type or print) | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) MICHAEL W. KNOWLES |
| 15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign) | 16B. UNITED STATES OF AMERICA (Signature of Contracting Officer) |
| 15C. DATE SIGNED | 16C. DATE SIGNED |

NAME OF OFFEROR OR CONTRACTOR

LOCKHEED MARTIN CORPORATION

| ITEM NO. (A) | SUPPLIES/SERVICES (B) | QUANTITY (C) | UNIT (D) | UNIT PRICE (E) | AMOUNT (F) |
|-----------------|--|-----------------|-------------|-------------------|---------------|
| | <p>Lockheed subcontracts under NAMA-04-C-0007 upon completion of NARA's in-process review. If these issues are not resolved by the date herein stipulated, NARA reserves the right to reopen negotiation of the total estimated cost of CLINs 0301 through 0303 as follows:</p> <p>1. The total estimated cost and funded value of CLIN 0305, Complete Operations and Support, Option Year 3 remain unchanged at \$4,881,923.00. The total funding and the total funding allocated to CLIN 0305 is increased from \$3,279,829 by \$19,000.00 to \$3,298,829.</p> <p>2. The total estimated cost of CLIN 0301, Engineering Increment 3, is established at \$18,986,788.00 and the total funding allocated to CLIN 0301 is increased from \$4,347,566 by \$6,477,000.00 to \$10,824,566.00. The Contractor acknowledges by its execution of this Modification that all effort to be performed under Engineering Increment is subject to the requirements of NIST SP 800-53 Revision 3, and that the performance modeling portion of the Engineering Increment 3 task will be conducted under the full control and supervision of Dyung Le, Director, NARA NHES.</p> <p>3. The total estimated cost of CLIN 0302, Annual Program Execution (APEX) is established at \$7,932,061.00 and the total funding allocated to CLIN 0302 is increased from \$2,600,000.00 by \$2,400,000.00 to \$5,000,000.00.</p> <p>4. The total estimated cost of CLIN 0303, Increment 3 Bill of Material, is established at \$8,106,342.00 and total funding allocated to CLIN 0303 is increased from \$1,025,000.00 by \$7,081,342.00 to \$8,106,342.00.</p> <p>5. The total estimated cost and funding of CLIN 0304, Additional Services (Change Requests and SIGs), are increased from \$70,000.00 by \$50,000.00 to \$120,000.00.</p> <p>6. The total estimated cost of CLIN 0311, Search and Access Support (SASS) is increased from \$412,364.00 by \$75,000.00 to \$487,364.00.</p> <p>7. CLIN 0312, Engineering Increment 3 Award Fee, Continued ...</p> | | | | |

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| 0043 | <p>is established at a total estimated cost of \$3,253,736.00 and the total funds allocated to CLIN 0312 is \$1,025,000.00. Allocation of award fee is subject to revision of the Award Fee Plan in use under NAMA-04-C-0007 from 16 May 2005 through the present date.</p> <p>8. CLIN 0403, Engineering Increment 3 Extension, is established at \$3,556,506.00 and the total funds allocated to CLIN 403 is \$0.00. This is an Optional CLIN established with Option Year 4 and the period of performance, if exercised, begins on 01 April 2010 and concluding on 30 June 2010.</p> <p>9. CLIN 0404, Engineering Increment 3 Extension Award Fee, is established at a total estimated cost of \$331,363.00. The total funds allocated for this Optional CLIN is \$0.00. This is an Optional CLIN established with Option Year 4 and the period of performance, if exercised, begins on 01 April 2010 and concluding on 30 June 2010. Allocation of award fee is subject to revision of the Award Fee Plan in use under NAMA-04-C-0007 from 16 May 2005 through the present date.</p> <p>As a result of the foregoing changes, the total estimated cost plus award fee of NAMA-04-C-0007 is increased from \$143,660,490.00 by \$31,787,963.00 to \$175,448,453.00, and the total funding allocated under the contract is increased from \$147,891,437.04 by \$17,127,342.00 to \$165,186,437.04.</p> <p>Change Item 0043 to read as follows (amount shown is the total amount):</p> <p>OPTION YEAR 3 PERIOD OF PERFORMANCE: 04/01/2009 - 03/31/2010</p> <p>CLIN 0301 - Increment 3 (I3) IAW with Statement of Objectives and requirements outlined in ERA CO Letter 09-122, dated 13 May 09. Incrementally Funded Amount: \$10,824,566.00</p> <p>Accounting Info: NAR0303SE0911-2009-183201-NAR0301000-3151-NAR2113D -XXX-XX-XXXXXXXX-XXXXXXXX-XXXXXXXX Funded: \$6,477,000.00</p> <p>Continued ...</p> | | | | 18,986,788.00 |

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| 0044 | <p>Change Item 0044 to read as follows (amount shown is the total amount):</p> <p>CLIN 0302 - Annual Program Execution (APEX) Costs</p> <p>APEX will cover general infrastructure-type estimated costs necessary to execute the total ERA program, (e.g. Program Management, Configuration Management, Program Architecture, Engineering leadership, Quality Assurance, Financial Management, etc.) Provide data and reports in accordance with the Contract Data Requirements List.</p> <p>Incrementally Funded Amount: \$5,000,000.00</p> <p>Accounting Info: NAR0303SE0911-2009-183201-NAR0301000-3151-NAR2113D-XXX-XX-XXXXXXXX-XXXXXXXX-XXXXXXXX Funded: \$2,400,000.00</p> <p>Change Item 0045 to read as follows (amount shown is the total amount):</p> | | | | 7,923,061.00 |
| 0045 | <p>CLIN 0303 Increment 3 (I3) BOM.</p> <p>Incrementally Funded Amount: \$8,106,342.00</p> <p>Accounting Info: NAR0303SE0911-2009-175001-NAR0301000-3121-NAR2113D-XXX-XX-XXXXXXXX-XXXXXXXX-XXXXXXXX Funded: \$7,081,342.00</p> <p>Change Item 0046 to read as follows (amount shown is the total amount):</p> | | | | 8,106,342.00 |
| 0046 | <p>CLIN 0304 Additional Services, CRs and SIGs</p> <p>Funds can only be expended by LMC when authorized by Contracting Officer. Award Fee pool amount will be calculated on the expenditure amount authorized by the CO during the award fee period.</p> <p>Incrementally Funded Amount: \$120,000.00</p> <p>Accounting Info: NAR0303SE0911-2009-183201-NAR0301000-3151-NAR2113D-XXX-XX-XXXXXXXX-XXXXXXXX-XXXXXXXX Funded: \$50,000.00</p> <p>Continued ...</p> | | | | 120,000.00 |

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| 0047 | <p>Change Item 0047 to read as follows (amount shown is the total amount):</p> <p>CLIN 0305 Operations and Support (O&M)</p> <p>IAW Systems Operation and Support SOW - CLIN 0206, dated 22 January 2009</p> <p>O&M includes all labor for the operation and maintenance of equipment, system administration and support (computer and network operations, training, help desk), and materials (parts, supplies, media, etc.) Provide data and reports in accordance with the Contract Data Requirements List.</p> <p>Incrementally Funded Amount: \$3,298,829.00</p> <p>Accounting Info: NAR0303SE0911-2009-610001-NAR0301000-2513-NAR2111M-XXX-XX-XXXXXXXX-XXXXXXXX-XXXXXXXX Funded: \$19,000.00</p> | | | | 4,881,923.00 |
| 0053 | <p>Change Item 0053 to read as follows (amount shown is the total amount):</p> <p>CLIN 0311 EOP Search and Access Support Staff (SASS) Operations</p> <p>CLIN 0311 is fully funded in the amount of \$ 412,364.</p> <p>Incrementally Funded Amount: \$487,364.00</p> <p>Accounting Info: NAR0303SE0911-2009-183201-NAR0301000-3151-NAR2113D-XXX-XX-XXXXXXXX-XXXXXXXX-XXXXXXXX Funded: \$75,000.00</p> | | | | 487,364.00 |
| 0054 | <p>Change Item 0054 to read as follows (amount shown is the total amount):</p> <p>CLIN 0312 - Award Fee</p> <p>Incrementally Funded Amount: \$1,025,000.00</p> <p>Accounting Info: NAR0303SE0911-2009-183201-NAR0301000-3151-NAR2113D-XXX-XX-XXXXXXXX-XXXXXXXX-XXXXXXXX Funded: \$1,025,000.00 Continued ...</p> | | | | 3,253,736.00 |

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| 0070 | Change Item 0070 to read as follows (amount shown is the total amount): Option Yr. 4 - CLIN 0403 - Engineering Increment 3 Extension Reserved | | | | 0.00 |
| 0071 | Change Item 0071 to read as follows (amount shown is the total amount): Option Yr. 4 - CLIN 04312 - Award Fee for Engineering Increment 3 Extension Reserved | | | | 0.00 |