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|---|-------------------------|---|--|--|---------------------------------|--|---------|
| AWARD/CONTRACT | | 1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 350) | | | RATING DX | PAGE OF PAGES 1 47 | |
| 2. CONTRACT (Proc. Inst. Ident.) NO. HQ0147-07-C-0196 | | 3. EFFECTIVE DATE 22 Dec 2006 | | 4. REQUISITION/PURCHASE REQUEST/PROJECT NO. | | | |
| 5. ISSUED BY MISSILE DEFENSE AGENCY (MDA) CONTRACTS DIRECTORATE P.O. BOX 1500 HUNTSVILLE AL 35807-3801 | | CODE HQ0147 | 6. ADMINISTERED BY (If other than Item 5) DCMA LOCKHEED MARTIN SUNNYVALE P.O. BOX 3504 BLDG 154/COLUMN 2C4 SUNNYVALE CA 94088-3504 | | CODE S0543A | | |
| 7. NAME AND ADDRESS OF CONTRACTOR (No., street, city, county, state and zip code) LOCKHEED MARTIN SPACE SYSTEMS COMPANY 1111 LOCKHEED MARTIN WAY SUNNYVALE CA 94089 | | | | 8. DELIVERY [] FOB ORIGIN [X] OTHER (See below) | | | |
| | | | | 9. DISCOUNT FOR PROMPT PAYMENT | | | |
| | | | | 10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN: | | ITEM | |
| CODE 06887 | | FACILITY CODE | | | | | |
| 11. SHIP TO/MARK FOR See Schedule | | CODE | 12. PAYMENT WILL BE MADE BY DFAS COLUMBUS CENTER DFAS-COWEST ENTITLEMENT OPERATIONS P.O. BOX 182381 COLUMBUS OH 43218-2351 | | CODE HQ0339 | | |
| 13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION: [X] 10 U.S.C. 2304(c)(1) [] 41 U.S.C. 253(c)() | | | 14. ACCOUNTING AND APPROPRIATION DATA See Schedule | | | | |
| 15A. ITEM NO. | 15B. SUPPLIES/ SERVICES | | 15C. QUANTITY | 15D. UNIT | 15E. UNIT PRICE | 15F. AMOUNT | |
| SEE SCHEDULE | | | | | | | |
| 15G. TOTAL AMOUNT OF CONTRACT | | | | | | \$619,179,334.00 | |
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| CONTRACTING OFFICER WILL COMPLETE ITEM 17 OR 18 AS APPLICABLE | | | | | | | |
| 17. [] CONTRACTOR'S NEGOTIATED AGREEMENT Contractor is required to sign this document and return _____ copies to issuing office. Contractor agrees to furnish and deliver all items or perform all the services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following documents: (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations, certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.) | | | | 18. [] AWARD (Contractor is not required to sign this document.) Your offer on Solicitation Number _____ including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to the items listed above and on any continuation sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your offer, and (b) this award/contract. No further contractual document is necessary. | | | |
| 19A. NAME AND TITLE OF SIGNER (Type or print) | | | | 20A. NAME AND TITLE OF CONTRACTING OFFICER BEVERLY FOWLER / CONTRACTING OFFICER TEL: 256-955-2277 EMAIL: Beverly.Fowler@mda.mil | | | |
| 19B. NAME OF CONTRACTOR | | 19C. DATE SIGNED | 20B. UNITED STATES OF AMERICA <i>Beverly Fowler</i> BY _____ (Signature of Contracting Officer) | | 20C. DATE SIGNED 22-Dec-2006 | | |
| BY _____ (Signature of person authorized to sign) | | | | | | | |

Section B - Supplies or Services and Prices

| ITEM NO | SUPPLIES/SERVICES | QUANTITY | UNIT | UNIT PRICE | AMOUNT |
|---------|---|----------|------|---|------------------|
| 0001 | THAAD Components for Fire Units CPIF/CPAF Delivery of Terminal High Altitude Area Defense (THAAD) Fire Unit Fielding (FUF) THAAD Element Interceptor, Launcher, Fire Control and Communications, and Peculiar Support Equipment in accordance with (IAW) Attachment I, Statement of Work paragraphs as described in SubCLINs 000101 through 000106, incorporated herein and attached as set forth in Part III, Section J. FOB: Destination | | | | |
| | | | | TARGET COST | \$550,724,399.00 |
| | | | | TARGET FEE | \$68,454,935.00 |
| | | | | TOTAL TGT COST + FEE | \$619,179,334.00 |
| | | | | MINIMUM FEE | \$0.00 |
| | | | | MAXIMUM FEE | \$100,000,000.00 |
| | | | | SHARE RATIO ABOVE TARGET (with deadband of \$16M) | 70/30 |
| | | | | SHARE RATIO BELOW TARGET (with no deadband) | 00/100 |

| | |
|-------------------|--|
| ITEM NO 000101 | SUPPLIES/SERVICES THAAD Interceptor Hardware Delivery of forty-eight (48) each THAAD Interceptors, two (2) Test Configured Missiles; and One-Shot Devices and Limited Life Items IAW Attachment I, Statement of Work paragraph 3.6. Hardware delivery as defined in Section F. The baseline value of the Missile Work Breakdown Structure is \$448.7M. FOB: Destination |
|-------------------|--|

ITEM NO SUPPLIES/SERVICES
000102

THAAD Launcher Hardware
Delivery of six (6) each (includes one refurbished Launcher) THAAD Launchers IAW Attachment I, Statement of Work paragraph 3.5. Hardware delivery as defined in Section F. The baseline value of the Launcher Work Breakdown Structure is \$37.1M.
FOB: Destination

ITEM NO SUPPLIES/SERVICES
000103

THAAD Fire Control and Comm (TFCC) H/W
Delivery of two (2) TSGs IAW Attachment I, Statement of Work paragraph 3.4. Hardware delivery as defined in Section F. The baseline value of the TFCC Work Breakdown Structure is \$11.7M.
FOB: Destination

ITEM NO SUPPLIES/SERVICES
000104

Integration and Functional Support
Conduct of THAAD Fire Unit Fielding THAAD Element Integration and Checkout (EICO), and Functional Support IAW Attachment I, Statement of Work paragraph 3.13.
FOB: Destination

ITEM NO SUPPLIES/SERVICES
000105

THAAD Training Devices
Delivery of thirty-two (32) each THAAD Weighted, and sixteen (16) each THAAD Non-weighted (without MRES) Missile Round Trainers IAW Attachment I, Statement of Work paragraph 3.15.4. Hardware delivery as defined in Section F.
FOB: Destination

ITEM NO SUPPLIES/SERVICES
000106

THAAD Integ Logistics Spt Initial Spares
Delivery of ILS TFCC, PSE, and Launcher Spares; and the Battery Support Center
(BSC) and Interim Contractor Support System (ICSS) IAW Attachment I,
Statement of Work paragraphs 3.15.3, 3.7.1, and 3.7.2, respectively. Hardware
delivery as defined in Section F. The baseline value of the ILS Work Breakdown
Structure is \$18.6M, and includes initial spares)
FOB: Destination

ITEM NO SUPPLIES/SERVICES
000107

CPIF Incentive Fee for CLIN 0001
CPIF
FOB: Destination

AMOUNT

TARGET FEE

\$41,072,961

ITEM NO SUPPLIES/SERVICES
000108

CPAF Award Fee for CLIN 0001
CPAF
FOB: Destination

AMOUNT

MAX AWARD FEE

\$27,381,974

ITEM NO SUPPLIES/SERVICES
000109

FY07 Funding for CLIN 0001
FOB: Destination
ACRN AA
CIN: 00000000000000000000000000000000

AMOUNT

\$85,400,000.00

| ITEM NO | SUPPLIES/SERVICES | AMOUNT |
|---------|---|--------|
| 0002 | Contract Data Requirements List (CDRLs) Data requirement in support of CLIN 0001, IAW Exhibit A, CDRL Data Items A001 through A031, DD Form 1423, incorporated herein and attached as set forth in Part III, Section J. NOT SEPARATELY PRICED. FOB: Destination | NSP |

B-03 CONTRACT TYPE (MAY 2005)

B-03 CONTRACT TYPE (MAY 2005)

CPIF/AF COMPLETION TYPE COST REIMBURSEMENT CONTRACT:

a. This contract provides for payment of fee on an incentive fee basis as determined by cost performance (see Section H, H-20 Clause 52.216-10 in full text) and on an award fee basis for performance of the effort required by the contract in accordance with the guidance set forth in Special Provision H-01. The fee pool will be 60% incentive fee and 40% award fee.

b. Performance of Contract Line Item Number (CLIN) 0001 shall be accomplished on a completion basis as defined in FAR 16.306(d)(1). Incentive fee and award fee payments are provisional and are not final. Incentive fee and award fee payments will not become final unless and until the contractor performs in accordance with the Section F Milestones and delivers all data required by CLIN 0002 and such are accepted by the Government as being satisfactory. In the event the effort cannot be completed by the contractor within the estimated cost of CLIN 0001, the Government may require completion of the effort without increase in fee, provided the Government increases the estimated cost of the CLIN under the LIMITATION OF COST or FUNDS contract clause.

Section D - Packaging and Marking

PACKAGING AND MARKING

D-01. PACKAGING AND MARKING:

The Contractor shall utilize best commercial practices for preservation, packaging, marking, and labeling. Packaging and marking of hazardous material shall comply with Title 49 of the Code of Federal Regulations and the International Maritime Organization's International Maritime Dangerous Goods code.

Section E - Inspection and Acceptance

CLAUSES INCORPORATED BY REFERENCE

| | | |
|--------------|--|----------|
| 52.246-3 | Inspection Of Supplies Cost-Reimbursement | MAY 2001 |
| 52.246-8 | Inspection Of Research And Development Cost Reimbursement | MAY 2001 |
| 252.246-7000 | Material Inspection And Receiving Report | MAR 2003 |

CLAUSES INCORPORATED BY FULL TEXT

E-01. 52.246-11 - HIGHER-LEVEL CONTRACT QUALITY (FEB 1999)

The Contractor shall comply with the higher-level quality standard AS9100 or equivalent.

ACCEPTANCE**E-02. ACCEPTANCE:**

a. CLIN 0001: Each unit of hardware, at the time it is delivered, shall be accompanied by the "As Design/As Built" reports (i.e., prime and subcontractors) to drawing revision level and software build, to include firmware revision.

INSPECTION & ACCEPTANCE POINT**E-03. INSPECTION AND ACCEPTANCE POINT:**

Inspection and Acceptance for CLIN 0001 will be by the Government as identified in Section F.

Section F - Deliveries or Performance

CLAUSES INCORPORATED BY REFERENCE

| | | |
|-----------------|--|----------|
| 52.242-15 Alt I | Stop-Work Order (Aug 1989) - Alternate I | APR 1984 |
| 52.247-34 | F.O.B. Destination | NOV 1991 |

MILESTONE EVENTS & PERF PERIOD

F-01. MILESTONE EVENTS AND PERFORMANCE PERIOD:

The contractor shall accomplish the following milestone events within the specified performance period to assure timely completion of total contract requirements:

| <u>MILESTONE EVENT</u> | <u>WITHIN MONTHS AFTER DATE OF CONTRACT</u> |
|---|---|
| IBR | 6 |
| Element Integration and Check-Out (EICO) FU #1 | 30 |
| 48 th Fire Unit Interceptor Successfully Delivered | 49 |

COMPLETION OF REQUIREMENT

F-02. COMPLETION OF REQUIREMENT:

a. The contractor shall complete the tasks required by CLIN 0001, and complete delivery of all material/equipment, data/software, and reports required by CLIN 0002 within fifty (50) months after the effective date of the contract. **(21 February 2011)**

b. CLIN 0001 will be considered complete based upon a determination that all data and reports have been submitted and accepted, as set forth in Block 8 of each exhibit line item number of the DD Form 1423.

PLACE AND METHOD OF DELIVERY

F-03. PLACE AND METHOD OF DELIVERY:

a. The Contractor shall deliver all hardware listed in the clause entitled "Hardware Delivery Schedule" to the designated location(s) identified in the clause via DD Form 250. The F.O.B point and address are also identified in the clause entitled "Hardware Delivery Schedule".

b. The contractor shall be responsible for the CONUS transportation/Material Handling Equipment (MHE), storage, operational maintenance, security, technical escorts, licensed drivers, movement in and around ranges and necessary preparation for transport of all Fire Unit hardware and software assets produced under the Fire Unit Fielding contract that will be utilized in the SIL and EICO 1 or EICO 1a until such time as the assets are turned over to the government by DD Form 1149 following each EICO demonstration.

c. The Contractor shall deliver the reports and data specified in the Contract Data Requirements List, DD Form 1423, transportation charges paid, and addressed to the attention of offices by symbol as shown in Block 14 of

each DD Form 1423. Each DD Form 1423 will address the applicable CLIN in Block 16 Remarks. The Contractor is required to indicate the CDRL number and applicable CLIN number on the transmittal notification and CDRL documentation. Delivery of the CDRLs shall be on EDAMS or other allowable means (CITIS) as defined by SOW paragraph 3.9.7, unless otherwise specified on the individual DD Form 1423. The contractor shall provide email notification to the Government addresses listed on the DD Form 1423, that a CDRL has been posted. A CDRL shall not be considered delivered until notification is received. Furthermore, the Contractor shall be responsible for ensuring that quality control procedures are in place for validating accuracy of electronically transmitted data; and shall ensure that these data products are of sufficient quality that EDAMS/CITIS users can read the document both online and printed. If quality is an issue on a particular document, the Contractor will deliver hard copies as required while efficiently and effectively correcting the quality issue.

HARDWARE DELIVERY SCHEDULE

F-04. HARDWARE DELIVERY SCHEDULE:

a. The following list includes hardware to be delivered and accepted via DD Form 250:

| CLIN | HARDWARE DESCRIPTION | ESTIMATED DATE OF DELIVERY | QUANTITY | SHIP TO ADDRESS | POINT OF DESTINATION OR ORIGIN |
|--------|--|---|--------------|--|--|
| 000101 | THAAD Interceptor for Transfer to DASG60-00-C-0072 | 2nd Qtr FY09 | 2 | Vandenberg AFB | Inspection and Acceptance at Origin Troy, AL |
| 000101 | THAAD Interceptors for Fire Unit # 1 and Fire Unit # 2 | Fire Unit # 1 deliveries begin 3 rd Qtr FY09. Initial 8 due by end of 1st Qtr FY10. Fire Unit # 2 deliveries begin 2nd Qtr FY10 (Initial Delivery) | 24 24 | W31G1Z (DODAAC) Anniston Army Depot Anniston Defense Munitions Center BLDG 380 Anniston, Al 36201-4199 | Inspection and Acceptance at Origin Troy, AL |
| 000103 | Tactical Station Group (TSG) for Fire Unit #2 | FU #2: 3rd Qtr FY09 | 2 | Transportation Officer HQ US Army Air Defense Artillery Center ATTN: ATZC-ISL-TM Fort Bliss, TX 79916-0058 Mark For: W45NSU SR Supply and Services Div D/X | Inspection and Acceptance at Origin Troy, AL |

| | | | | | |
|----------------------------------|---|---|-------|---|--|
| | Reference Section J – Attachment 14d | | | | |
| 0001 | TEC (Updated) | 1 st Qtr FY 09 | 1 Lot | Commander U.S. Army RDECOM Software Engineering Directorate Hackberry Road ATTN: AMSRD- AMR-BA-PM Security Office or Richard Ciliax Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address.</i> |
| 000106 | Fire Unit # 2 PSE Initial Spares Reference Section J – Attachment 12 | 2nd Qtr FY 10 | 1 Lot | THAAD CLS Service Center Building 2488 Attn: Room 212 Chaffee Road Ft. Bliss, TX 79916 | <i>Inspection and Acceptance at Origin: Contractor to provide address.</i> |
| 000101 One Shot Devices | FDD Assembly | 1 st Qtr FY09 If multiple lots are required, initial delivery will be as shown above; subsequent delivery will complete prior to contract end. | 6 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address.</i> |
| 000101 One Shot Devices | SDS Assembly | 1 st Qtr FY09 If multiple lots are required, initial delivery will be as shown above; subsequent delivery will complete prior to contract end. | 6 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot Devices | Laser Initiated Squib (LIS) | 1 st Qtr FY09 If multiple lots are required, | 25 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 | <i>Inspection and Acceptance at Origin:</i> |

| | | | | | |
|----------------------------|--|--|--|---|---|
| | | initial delivery will be as shown above; subsequent delivery will complete prior to contract end. | | Redstone Arsenal, AL 35898 | <i>Contractor to provide address</i> |
| 000101 One Shot Devices | Laser Initiated Detonator (LID) | 1 st Qtr FY09 If multiple lots are required, initial delivery will be as shown above; subsequent delivery will complete prior to contract end. | 25 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot Devices | Boost Motor-Full Assy (w/o TVA) | 3rd Qtr FY10 | <i>Representative Sample – one from 1st half of production; and one from 2nd half of production.</i> | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot Devices | Boost Motor Igniter (with 2 BMI's per assy.)(live) | 3rd Qtr FY10 | 25 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot Devices | Boost Motor Initiator (BMI) | 1 st Qtr FY09 If multiple lots are required, initial delivery will be as shown above; subsequent delivery will complete prior to contract end. | 25 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot Devices | Boost Motor – O-ring w/grease | 1 st Qtr FY09 | 125 (25 of each type) | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 | <i>Inspection and Acceptance at Origin:</i> |

| | | | | | |
|----------------------------------|---|---|--------------------------------------|--|---|
| | | | | Redstone Arsenal, AL 35898 | <i>Contractor to provide address</i> |
| 000101 One Shot Devices | Boost Motor – Propellant Cartons (large 9x9x9 carton version) | Initial Delivery 1 st Qtr FY09; subsequent deliveries as mixes are completed | 36 (4 cartons per propellant mix) | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot Devices | Separation Motor – complete unit | 1 st Qtr FY09 | 10 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot Devices | Separation Motor – O-ring | 1 st Qtr FY09 | 25 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot Devices | KV Battery | 1 st Qtr FY09 If multiple lots are required, initial delivery will be as shown above; subsequent delivery will complete prior to contract end. | 15 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot Devices | Interstage Battery | 1 st Qtr FY09 If multiple lots are required, initial delivery will be as shown above; subsequent delivery will complete prior to contract end. | 6 | Transportation Officer Explosive Storage/Demolition Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Inspection and Acceptance at Origin: Contractor to provide address</i> |
| 000101 One Shot | TVA Battery | 1 st Qtr FY09 If multiple lots are | 15 | Transportation Officer Explosive Storage/Demolition | <i>Inspection and Acceptance at</i> |

| | | | | | |
|---------|--|---|--|---|--|
| Devices | | required, initial delivery will be as shown above; subsequent delivery will complete prior to contract end. | | Branch Bldg 8700 Redstone Arsenal, AL 35898 | <i>Origin: Contractor to provide address</i> |
|---------|--|---|--|---|--|

b. The following list includes hardware to be delivered via DD Form 1149:

| CLINS | HARDWARE DESCRIPTION | ESTIMATED DATE OF DELIVERY | SHIP TO ADDRESS |
|-------|--|------------------------------|--|
| 0010 | Interim Contractor Support System (ICSS) | 1 st Quarter FY10 | THAAD CLS Service Center Building 2488 Attn: Room 212 Chaffee Road Ft. Bliss, TX 79916 |

