

42.1205 Agreement to recognize contractor's change of name.

(a) If only a change of the contractor's name is involved and the Government's and contractor's rights and obligations remain unaffected, the parties *shall* execute an agreement to reflect the name change. The contractor *shall* forward to the responsible *contracting officer* three signed copies of the *Change-of-Name Agreement*, and one copy each of the following:

(1) The document effecting the name change, authenticated by a proper official of the State having jurisdiction.

(2) The opinion of the contractor's legal counsel stating that the change of name was properly effected under applicable law and showing the effective date.

(3) A list of all affected contracts and *purchase orders* remaining unsettled between the contractor and the Government, showing for each the contract number and type, and name and address of the *contracting office*. The *contracting officer* may request the total dollar value as amended and the remaining unpaid balance for each contract.

(b) The following suggested format for an agreement *may* be adapted for specific cases:

Change-of-Name Agreement

The ABC Corporation (Contractor), a corporation duly organized and existing under the laws of _____ [insert State], and the United States of America (Government), 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 Government, represented by various *Contracting Officers* of the _____ [insert name(s) of agency(ies)], has entered into certain contracts and *purchase orders* with the XYZ Corporation, namely: _____ [insert contract 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 contracts," as used in this Agreement, means the above contracts and *purchase orders* and all other contracts and *purchase orders*, including all modifications, made by the Government and the Contractor before the effective date of this Agreement (whether or not performance and payment have been completed and releases executed if the Government or the Contractor has any remaining rights, duties, or obligations under these contracts and *purchase orders*).

(2) The XYZ Corporation, by an amendment to its certificate of incorporation, dated _____ 20____, 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 Government and of the Contractor under the contracts are unaffected by this change.

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

(b) In consideration of these facts, the parties agree that-

(1) The contracts covered by this Agreement are amended by substituting the name "ABC Corporation" for the name "XYZ Corporation" wherever it appears in the contracts; and

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

United States of America,

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 _____ 20__.

By _____

[*Corporate Seal*]

Parent topic: Subpart 42.12 - Novation and Change-of-Name Agreements