

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1 4
2. AMENDMENT/MODIFICATION NO. 016	3. EFFECTIVE DATE 01/16/2013	4. REQUISITION/PURCHASE REQ. NO. See Schedule	5. PROJECT NO. (If applicable)
6. ISSUED BY NNSA Service Center U.S. Department of Energy Office of Business Services P.O. Box 5400 Albuquerque NM 87185-5400	CODE 05001	7. ADMINISTERED BY (If other than Item 6) NNSA Service Center U.S. Department of Energy Office of Business Services P.O. Box 5400 Albuquerque NM 87185-5400	CODE 05001

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) G4S GOVERNMENT SOLUTIONS INC Attn: MIKE GALLAGHER 7121 FAIRWAY DRIVE, SUITE 301 PALM BEACH GARDENS FL 334183766		(x) 9A. AMENDMENT OF SOLICITATION NO.
CODE 073891921 FACILITY CODE		9B. DATED (SEE ITEM 11)
		x 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-NA0001435
		10B. DATED (SEE ITEM 13) 12/21/2011

**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	Net Increase:	\$526,798.00
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**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) Unilateral IAW FAR 43.103(b) and NNSA Clause NNS-B-1001 entitled "Implementation of Limitation of Funds"

**E. IMPORTANT:** Contractor  is not,  is required to sign this document and return \_\_\_\_\_ 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 unilateral modification is to provide for FY2013 Cash Work Transfer and indirect pool incremental funds in support of the NFO/NNSS and incorporate an updated B-1e addendum to Schedule B-1.  
FOB: Destination  
Period of Performance: 01/01/2012 to 12/31/2014

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Larry P. Veltman	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 01/16/2013

CONTRACT SPECIALIST

LARRY VELTMAN

United States Department of Energy  
 NNSA Contracts and Procurement Division  
 Attn: Larry Veltman, Bldg 388 / NA-APM-124.2  
 P. O. Box 5400  
 Albuquerque, NM 87185-5400

Phone: 505-845-4847  
 EMail: larry.veltman@nnsa.doe.gov

CONTRACTING OFFICER'S REPRESENTATIVE

RAEFORD L., JR PHIFER  
 Phone: 702-295-3104  
 EMail: phiferr@nv.doe.gov

DOLLAR TOTALS	PRIOR AMOUNT	CURRENT CHANGE	TOTAL AMOUNT
<b>Award Value</b>	\$ 141,449,628.04	\$ 0.00	\$ 141,449,628.04
<b>Funding Obligation</b>	\$ 55,760,027.07	\$ 526,798.00	\$ 56,286,825.07

BLOCK 14 CONTINUATION

The purpose of this unilateral modification is to provide for FY2013 Cash Work Transfer and Indirect Pool funds in support of the Security Protective Force contract. The following is the obligation breakdown:

PREVIOUS OBLIGATION AMOUNT: \$55,760,027.07  
 AMOUNT OBLIGATED ON THIS MOD: \$526,798.00  
 NEW TOTAL OBLIGATED AMOUNT: \$56,286,825.07

SCHEDULE OF CHANGES

A. The purpose of this unilateral modification is to provide for FY2013 Cash Work Transfer and Indirect Pool funds and to incorporate an Addendum E to the revised Schedule B-1 associated with Modification No. 015 in support of the NFO/NNSS ProForce and Systems Services contract. Addendum E decreases the straight time DPLH on SPO I by 260 hours and increases the overtime DPLH on SPO I by 306 hours. The difference of \$6.32 will be placed in the WSI Labor Management Reserve. Addendum B-1e dated 14 January 2013 is attached to clarify the SPO I DPLH straight-time - over-time adjustment.

B. The **Total Contract Value** for the 3-Year Base Period remains unchanged at **\$141,449,628.04**.

C. The **Total Amount Obligated** against the contract is hereby changed from \$55,760,027.07 to now read **\$56,286,825.07**, an increase of **\$526,798.00**.

D. The following CLIN changes are hereby incorporated into Section B:

**CLIN 000114 Section B:** ACRN AP is hereby changed from \$140,562.77 to now read **\$153,862.77**, an increase of **\$13,300.00**.

**CLIN 000118 Section B:** ACRN AU is hereby established in the amount of **\$513,498.00**.

E. The following clauses are hereby changed/updated in Section B:

**NNS-B-1001 IMPLEMENTATION OF LIMITATION OF FUNDS (Nov 2009)**

Pursuant to the clause FAR 52.232-22 in Section I, entitled, "Limitation of Funds", the total amount available for payment and allotted to this contract for CLIN(s) 0001 through 0003 is **\$56,286,825.07**. It is estimated that this amount is sufficient to cover performance through **April 15, 2013**.

<End of Clause>

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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**Funding Info Only**

<b>000114</b>	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AP +\$13,300.00	
	<i>PR/MIPR:</i>	13NA000663	\$13,300.00

**Funding Info Only**

<b>000118</b>	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AU +\$513,498.00	
	<i>PR/MIPR:</i>	13NA000651	\$513,498.00

SCHEDULE OF CHANGES

F. The following changes/updates are hereby incorporated into Section G:

**ACRN AP:**

ACRN Total Amount: Is hereby increased by **\$13,300.00**.

PR No: **13NA000663** is added for **\$13,300.00**.

**ACRN AU:**

ACRN Total Amount: Is hereby established at **\$513,498.00**.

PR No: **13NA000652** is added for **\$513,498.00**.

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
<b>AP</b>	ACRN Change	<b>+\$13,300.00</b>
00922.2013.01.100260.25231.1721310.0000000.1023909.0000000.0000000		
	<i>New ACRN Amount:</i> \$153,862.77	
	<i>Funding breakdown:</i> On CLIN 000114: +\$13,300.00	
	<i>PR/MIPR:</i> <b>13NA000663</b> <b>\$13,300.00</b>	
<b>AU</b>	ACRN Establish	\$513,498.00
00922.2013.01.100260.25231.1721310.0000000.1034433.0000000.0000000		
	<i>New ACRN Amount:</i> \$513,498.00	
	<i>Funding breakdown:</i> On CLIN 000118: +\$513,498.00	
	<i>PR/MIPR:</i> 13NA000651 \$513,498.00	

G. Except as provided herein, all other terms and conditions of the contract, with respect to this modification, remain unchanged and in full force and effect.