

2. AMENDMENT/MODIFICATION NO. 0032	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. See Schedule	5. PROJECT NO. (If applicable)
6. ISSUED BY	CODE 05001	7. ADMINISTERED BY (If other than Item 6)	CODE 05001

NNSA/Contracts & Procurement Div. U.S. Department of Energy Contracts and Procurement Division P.O. Box 5400 Albuquerque NM 87185-5400	NNSA/Contracts & Procurement Div. U.S. Department of Energy Contracts and Procurement Division P.O. Box 5400 Albuquerque NM 87185-5400
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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 CODE 073891921 FACILITY CODE	(x) 9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) X 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-NA0001435 10B. DATED (SEE ITEM 13) 12/21/2011
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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:	\$502,548.70
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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) FAR Clause 52.232-22. Limitation of Funds

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ 0 _____ copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

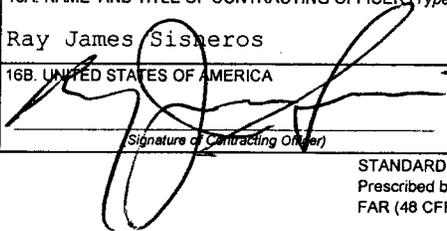
Incremental Funding Action.

 This modification increases the funds allotted to the contract.

(Continued)

FOB: Destination
 Period of Performance: 01/01/2012 to 12/31/2014

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)
	Ray James Sisneros
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED
_____ (Signature of person authorized to sign)	
	16B. UNITED STATES OF AMERICA
	 Signature of Contracting Officer
	16C. DATE SIGNED
	08/01/2013

CONTRACT SPECIALIST

RAY JAMES SISNEROS

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

Phone: 505-845-5677
 EMail: ray.sisneros@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
Award Value	\$ 141,449,628.04	\$ 0.00	\$ 141,449,628.04
Funding Obligation	\$ 78,343,438.32	\$ 502,548.70	\$ 78,845,987.02

BLOCK 14 CONTINUATION

Incremental Funding Action.

This modification increases the funds allotted to the contract.

(Continued)

Accordingly,

1. Revise Section B Clause NNS-B-1001 IMPLEMENTATION OF LIMITATION OF FUNDS (NOV 2009) (TAILORED) to read as follows:

NNS-B-1001 IMPLEMENTATION OF LIMITATION OF FUNDS (NOV 2009) (TAILORED)

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 as follows:

<u>CLIN</u>	<u>From</u>	<u>By</u>	<u>To</u>
0001	\$65,127,438.32	\$502,548.70	\$65,629,987.02
0002	9,375,800.00	0.00	9,375,800.00
0003	<u>3,840,200.00</u>	<u>0.00</u>	<u>3,840,200.00</u>
Total	<u>\$78,343,438.32</u>	<u>\$502,548.70</u>	<u>\$78,845,987.02</u>

It is estimated that this amount is sufficient to cover performance through September 30, 2013.*

*Based on e-mail from G4S Government Solutions, Inc., Ms. Trudy Rocha, dated 7/19/13.

(End of clause)

2. Revise Section B Info Sublines 000114 and 000118 as follows:

<u>ITEM</u>	<u>SUPPLIES OR SERVICES</u>	<u>Qty</u> <u>Purch Unit</u>	<u>Unit Price</u> <u>Total Item Amount</u>
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Funding Info Only

000114	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AP	-\$10,949.30
	<i>PR/MIPR:</i>	13NA002359	-\$10,949.30

Funding Info Only

000118	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AU	+\$513,498.00
	<i>PR/MIPR:</i>	13NA002151	\$513,498.00

3. Revise Section G ACRNs AP and AU as follows:

<u>ACRN</u>	<u>Appropriation/Lmt Subhead/Supplemental Accounting Data</u>	<u>Obligation</u> <u>Amount</u>
AP	ACRN Change	-\$10,949.30
00922.2013.01.100260.25231.1721310.0000000.1023909.0000000.000000		
	<i>New ACRN Amount:</i>	\$183,875.62
	<i>Funding breakdown:</i>	On CLIN 000114: -\$10,949.30
	<i>PR/MIPR:</i>	13NA002359 -\$10,949.30

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
AU	ACRN Change	+\$513,498.00
00922.2013.01.100260.25231.1721310.0000000.1034433.0000000.000000		
	<i>New ACRN Amount:</i> \$1,540,494.00	
	<i>Funding breakdown:</i> On CLIN 000118: +\$513,498.00	
	<i>PR/MIPR:</i> 13NA002151 \$513,498.00	

4. All other contract terms and conditions remain unchanged and in full force and effect as a result of this modification.

--END OF MODIFICATION 0032--