

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   4
2. AMENDMENT/MODIFICATION NO. 0037	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY NNSA/Contracts & Procurement Div. U.S. Department of Energy Contracts and Procurement Division P.O. Box 5400 Albuquerque NM 87185-5400	CODE 05001	7. ADMINISTERED BY (If other than Item 6) NNSA/Contracts & Procurement Div. U.S. Department of Energy Contracts and Procurement Division 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.	9B. DATED (SEE ITEM 11)
CODE 073891921	FACILITY CODE	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

**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) Contract Clause DOE-H-1017 AWARD FEE (Nov 2009)

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.)**

Award Fee.

This modification sets forth the amount of award fee earned and unearned for the second evaluation period, recognizes the amount of award fee earned and unearned for the first evaluation period (a modification was inadvertently not issued), and adjusts the contract value as a result.

(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  (Signature of person authorized to sign)	15C. DATE SIGNED
16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 12/19/2013 (Signature of Contracting Officer)

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

<b>DOLLAR TOTALS</b>	<b>PRIOR AMOUNT</b>	<b>CURRENT CHANGE</b>	<b>TOTAL AMOUNT</b>
<b>Award Value</b>	\$ 141,449,628.04	\$ -804,872.84	\$ 140,644,755.20
<b>Funding Obligation</b>	\$ 92,911,288.68	\$ 0.00	\$ 92,911,288.68

BLOCK 14 CONTINUATION

Award Fee.

This modification sets forth the amount of award fee earned and unearned for the second evaluation period, recognizes the amount of award fee earned and unearned for the first evaluation period (a modification was inadvertently not issued), and adjusts the contract value as a result.

(Continued)

Accordingly,

1. The total Face Value of the Basic Contract (3-Year Period) is hereby decreased from \$141,449,628.04 by (\$804,872.84) to \$140,644,755.20.
2. The total Face Value of the Total Contract (5-Year Period including all Options) is hereby decreased from \$238,666,458.04 by (\$804,872.84) to \$237,861,585.20.
3. The amount obligated on this contract remains unchanged at \$92,911,288.68.
4. Revise CLIN 0003 to recognize the earned and unearned award fee for the 1<sup>st</sup> and 2<sup>nd</sup> Award Fee Periods and decrease the total CLIN amount in recognition of the unearned award fee as follows:

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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**Base Period**

<b>0003</b>	CLIN Change		EST \$6,334,120.16 <b>EST -\$804,872.84</b>
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	Lot	
<i>Noun:</i>		AWARD FEE
<i>Total Quantity:</i>		1
<i>New Total Item Amount:</i>		\$6,334,120.16
<i>Contract type:</i>		R - COST PLUS AWARD FEE
<i>Inspection:</i>		DESTINATION
<i>Acceptance:</i>		DESTINATION
<i>FOB:</i>		DESTINATION

*Descriptive Data:*

**The total available award fee is determined in accordance with Section H, Clause DOE-H-1017. Award Fee will be paid in accordance with Section H, Clause NNS-H-1030. The Period of Performance for the Base Period is from 1 January 2012 through 31 December 2014. The contract type is a modified Cost-Plus-Award-Fee; refer to NNS-B-1007 for further information regarding the contract type. Award Fee amounts for the base period are realigned to coincide with the Fiscal Years and will cover periods of performance as follows:**

**1st AF Period: 1 February 2012 - 30 September 2012 - NTE: \$1,639,807.00  
Earned: \$1,415,153.50; Unearned: \$224,653.50**

**2nd AF Period: 1 October 2012 - 30 September 2013 - NTE: \$2,427,696.00  
Earned: \$1,847,476.66; Unearned: \$580,219.34**

**3rd AF Period: 1 October 2013 - 30 September 2014 - NTE: \$2,449,440.00**

**4th AF Period: 1 October 2014 - 31 December 2014 - NTE: \$622,050.00 (Partial)**

**Total Award Fee - 3-Year Base Period - NTE: \$7,138,993.00  
Earned (thru period 2): \$3,262,630.16; Unearned (thru period 2): \$804,872.84**

**In accordance with Clause NNS-H-1030 entitled "Provisional Payment of Award Fee":**

**For the 1st Award Fee Period, the Contractor shall invoice the following amount on a monthly basis for Award Fee: \$1,639,807/8 = \$204,976.00 (30%) = \$61,492.00.**

**For the 2nd Award Fee Period, the Contractor shall invoice the following amount on a monthly basis for Award Fee: \$2,427,696 = \$202,308.00 (30%) = \$60,692.40.**

**For the 3rd Award Fee Period, the Contractor shall invoice the following amount on a monthly basis for Award Fee: \$2,449,440 = \$204,120.00 (30%) = \$61,236.00.**

**For the 4th Award Fee Period, the Contractor shall invoice the following amount on a monthly basis for Award Fee: \$622,050 = \$207,350.00 (30%) = \$62,205.00.**

**Total Award Fee Pool (5-Year Period) - NTE: \$12,172,725.00  
Earned (thru period 2): \$3,262,630.16; Unearned (thru period 2): \$804,872.84**

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

--END OF MODIFICATION 0037--