

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   7
2. AMENDMENT/MODIFICATION NO. 0055	3. EFFECTIVE DATE 01/01/2015	4. REQUISITION/PURCHASE REQ. NO. 15NA000275	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)	CODE
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 Net Increase: \$1,750,000.00

**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) Clause DOE-H-1020 OPTIONS TO THE CONTRACT (NOV 2009) (TAILORED)

**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.)  
This modification exercises Option I in the Cost-Plus-Award-Fee (CPAF) amount of \$48,147,289 to extend the contract period of performance for one (1) additional year through December 31, 2015, and revises the contract as a result. (Continued)

Payment:

OR for NNSA

U.S. Department of Energy

Oak Ridge Financial Service Center

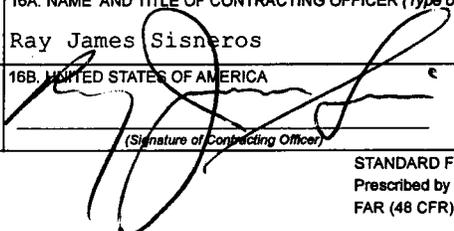
P.O. Box 5807

Oak Ridge TN 37831

FOB: Destination

Period of Performance: 01/01/2012 to 12/31/2015

Except as provided herein, all terms and conditions of the document referenced in Item 9 A 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  (Signature of Contracting Officer)	16C. DATE SIGNED 12/19/14

CONTRACT SPECIALIST

RAY JAMES SISNEROS

United States Department of Energy  
 NNSA Office of Acquisition Management  
 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>	\$ 140,450,024.72	\$ 48,147,289.00	\$ 188,597,313.72
<b>Funding Obligation</b>	\$ 135,125,116.22	\$ 1,750,000.00	\$ 136,875,116.22

BLOCK 14 CONTINUATION

Exercise Option I.

This modification exercises Option I in the Cost-Plus-Award-Fee (CPAF) amount of \$48,147,289 to extend the contract period of performance for one (1) additional year through December 31, 2015, and revises the contract as a result.

(Continued)

Accordingly,

1. The total Cost-Plus-Award-Fee (CPAF) value of the contract is hereby increased, as a result of exercising Option I, as follows:

	<b>From</b>	<b>By</b>	<b>To</b>
<b>Total CPAF</b>	<b>\$ 140,450,024.72</b>	<b>\$ 48,147,289.00</b>	<b>\$ 188,597,313.72</b>

2. 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 1003 is as follows:

<b>CLIN</b>	<b>From</b>	<b>By</b>	<b>To</b>
0001	\$ 114,503,451.42	\$ -	\$ 114,503,451.42
0002	\$ 14,482,275.12	\$ -	\$ 14,482,275.12
0003	\$ 6,139,389.68	\$ -	\$ 6,139,389.68
1001	\$ -	\$ 1,550,000.00	\$ 1,550,000.00
1002	\$ -	\$ 5,000.00	\$ 5,000.00
1003	\$ -	\$ 195,000.00	\$ 195,000.00
<b>Total</b>	<b>\$ 135,125,116.22</b>	<b>\$ 1,750,000.00</b>	<b>\$ 136,875,116.22</b>

It is estimated that this amount is sufficient to cover performance through March 9, 2015.\*

\* Based on e-mail from G4S Government Services, Inc., Ms. Trudy Rocha, dated 12/17/14.

(End of clause)

3. As a result of exercising Option I, add Section B Contract Line Item Numbers (CLINs) 1001, 1002, & 1003 and add Section B Info Sublines 100101,100102, 100201, 100301, 100302, & 100303 as follows:

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
<b><u>Option Period I</u></b>			
<b>1001</b>	CLIN Establish	1	EST \$38,992,223.00
		Lot	EST \$38,992,223.00
	<i>Noun:</i>	OPTION I - SECURITY PROTECTIVE FORCE AND SYSTEMS SERVICES	
	<i>Contract type:</i>	R - COST PLUS AWARD FEE	
	<i>Inspection:</i>	DESTINATION	
	<i>Acceptance:</i>	DESTINATION	
	<i>FOB:</i>	DESTINATION	
	<i>Descriptive Data:</i>	<p>The Contractor shall perform services as required and specified in the Statement of Work (SOW) entitled "Security Protective Force and Systems Services", dated 3 June 2011, in Part III, Section J, at Attachment J-1. The Contractor shall deliver data and submit reports, not separately priced, in accordance with the Reporting Requirements Checklist at Part III, Section J, Attachment J-2. Amounts billed under this CLIN are only for Direct Productive Labor Hour Rates as specified in the Pricing Schedule B-1, Part III, Section J, at Attachment J-10, and Unpredicted Overtime DPLH Rates listed at Clause NNS-B-1016 entitled "Overtime". Total amounts billed under this CLIN shall not exceed the awarded "Not-to-Exceed" (NTE) amount. The contract type is a modified Cost-Plus-Award-Fee; refer to NNS-B-1007 for further information regarding the contract type. In the event Option Period I is exercised, the Period of Performance is from 1 January 2015 through 31 December 2015 and the labor cost is estimated at \$38,992,223.00.</p>	
<b>100101</b>	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	BU	+\$1,450,000.00
	<i>PR/MIPR:</i>	15NA000275	\$1,450,000.00
<b>100102</b>	CLIN Establish		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	BV	+\$100,000.00
	<i>PR/MIPR:</i>	15NA000275	\$100,000.00
<b><u>Option Period I</u></b>			
<b>1002</b>	CLIN Establish	1	EST \$6,655,400.00
		Lot	EST \$6,655,400.00
	<i>Noun:</i>	OPTION I - OTHER DIRECT COSTS (ODCS)	
	<i>Contract type:</i>	R - COST PLUS AWARD FEE	
	<i>Inspection:</i>	DESTINATION	
	<i>Acceptance:</i>	DESTINATION	
	<i>FOB:</i>	DESTINATION	
	<i>Descriptive Data:</i>	<p>The Contractor shall furnish all travel, materials, supplies, equipment and other miscellaneous ODCs (except as may be expressly set forth in this contract as furnished by the Government) to accomplish the work specified in the Statement of Work. This is a cost-reimbursable line item and is non-fee-bearing. Amounts billed under this CLIN are only for Other Direct Costs indicated in the Pricing Schedule B-1, Part III, Section J, at Attachment J-10 in the row entitled "Not-to-Exceed Other Direct Costs (incl. Material Handling Fee or G&amp;A of 3.95%)." Total amounts billed under this CLIN shall not exceed the awarded "Not-to-Exceed" (NTE) amount. The contract type is a modified Cost-Plus-Award-Fee; refer to NNS-B-1007 for further information regarding the contract type. In the event Option Period I is exercised, the Period of Performance is from 1 January 2015 through 31 December 2015 and the estimated ODC cost is \$6,655,400.00.</p>	

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
<b>100201</b>	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only BU +\$5,000.00 15NA000275	\$5,000.00

**Option Period I**

<b>1003</b>	CLIN Establish <i>Noun:</i> <i>Contract type:</i> <i>Inspection:</i> <i>Acceptance:</i> <i>FOB:</i>	1 Lot OPTION I - AWARD FEE R - COST PLUS AWARD FEE DESTINATION DESTINATION DESTINATION	\$2,499,666.00 NTE \$2,499,666.00
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*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 contract type is a modified Cost-Plus-Award-Fee; refer to NNS-B-1007 for further information regarding the contract type. In the event Option Period I is exercised, the Period of Performance is from 1 January 2015 through 31 December 2015. Award Fee amounts for the first option period have been realigned to coincide with the Fiscal Years and will cover periods of performance as follows:

4th Award Fee Period: 1 January 2015 - 30 September 2015 - NTE: \$1,866,149.00 (Partial)

5th Award Fee Period: 1 October 2015 - 31 December 2015 - NTE: \$633,517.00 (Partial)

**Total Award Fee - Option Period No. 1 - NTE: \$2,499,666.00**

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

For the 4th Award Fee Period, the Contractor shall invoice the following amount on a monthly basis for Award Fee: **\$1,866,149 = \$207,349.88 (30%) = \$62,204.96.**

For the 5th Award Fee Period, the Contractor shall invoice the following amount on a monthly basis for Award Fee: **\$633,517 = \$211,172.33 (30%) = \$63,351.69.**

<b>100301</b>	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only BU +\$35,000.00 15NA000275	\$35,000.00
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<b>100302</b>	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only BV +\$10,000.00 15NA000275	\$10,000.00
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<b>100303</b>	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only BX +\$150,000.00 15NA000275	\$150,000.00
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4. Add Section F CLINs 1001, 1002, & 1003 period of performance end dates as follows:

ITEM	SUPPLIES SCHEDULE DATA	QTY	DATE
<b>1001</b>		1	31 Dec 2015
	<i>Noun:</i> OPTION I - SECURITY PROTECTIVE FORCE AND SYSTEMS SERVICES		
	<i>Descriptive Data:</i> The period of performance for Option I is from January 1, 2015 through December 31, 2015.		
<b>1002</b>		1	31 Dec 2015
	<i>Noun:</i> OPTION I - OTHER DIRECT COSTS (ODCS)		
	<i>Descriptive Data:</i> The period of performance for Option 1 is from January 1, 2015 through December 31, 2015.		
<b>1003</b>		1	31 Dec 2015
	<i>Noun:</i> OPTION I - AWARD FEE		
	<i>Descriptive Data:</i> The period of performance for Option I is from January 1, 2015 through December, 31, 2015.		

5. Revise Section G ACRNs BU, BV, & BX as follows:

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
<b>BU</b>	ACRN Change	<b>+\$1,490,000.00</b>
00900.2015.01.100260.25231.2221069.0000000.0000000.0000000.0000000		
	<i>New ACRN Amount:</i> \$6,660,000.00	
	<i>Funding breakdown:</i> On CLIN 100101: +\$1,450,000.00	
	On CLIN 100201: +\$5,000.00	
	On CLIN 100301: +\$35,000.00	
	<i>PR/MIPR:</i> <b>15NA000275</b> <b>\$1,490,000.00</b>	
<b>BV</b>	ACRN Change	<b>+\$110,000.00</b>
00900.2015.01.100260.25231.2221070.0000000.0000000.0000000.0000000		
	<i>New ACRN Amount:</i> \$686,000.00	
	<i>Funding breakdown:</i> On CLIN 100102: +\$100,000.00	
	On CLIN 100302: +\$10,000.00	
	<i>PR/MIPR:</i> <b>15NA000275</b> <b>\$110,000.00</b>	

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
<b>BX</b>	ACRN Change	<b>+\$150,000.00</b>
00900.2015.01.100260.25231.2221079.0000000.0000000.0000000.0000000		
	<i>New ACRN Amount:</i> \$790,000.00	
	<i>Funding breakdown:</i> On CLIN 100303: +\$150,000.00	
	<i>PR/MIPR:</i> <b>15NA000275</b> <b>\$150,000.00</b>	

6. Section J, Attachment 4 - SCA WAGE DETERMINATION NO. 2005-2331 (REV 11) is updated and replaced in its entirety. The updated version is Attachment 4A - SCA WAGE DETERMINATION NO. 2005-2331 (REV. 14), dated July 25, 2014, and is attached to this modification.

7. Revise Section J - List of Attachments, to add Attachment 4A as follows:

DOCUMENT	PGS	DATE	TITLE
ATTACHMENT 4A	9	25 JUL 2014	SCA WAGE DETERMINATION NO. 2005-2331 (REV. 14)

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

--END OF MODIFICATION 0055--