

2. AMENDMENT/MODIFICATION NO. 0054
 3. EFFECTIVE DATE See Block 16C
 4. REQUISITION/PURCHASE REQ. NO.
 5. PROJECT NO. (If applicable)

6. ISSUED BY CODE 05001
 NNSA/Contracts & Procurement Div.
 U.S. Department of Energy
 Contracts and Procurement Division
 P.O. Box 5400
 Albuquerque NM 87185-5400
 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
 9A. AMENDMENT OF SOLICITATION NO.
 9B. DATED (SEE ITEM 11)
 10A. MODIFICATION OF CONTRACT/ORDER NO.
 DE-NA0001435
 10B. DATED (SEE ITEM 13)
 12/21/2011
 CODE 073891921 FACILITY CODE

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.

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:
 D. OTHER (Specify type of modification and authority)
 X Contract Clause DOE-H-1017 AWARD FEE (Nov 2009)

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.)
 Award Fee.
 This modification sets forth the amount of award fee earned and unearned for the third evaluation period and adjusts the contract value 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 12/31/2014

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
 15C. DATE SIGNED
 16B. UNITED STATES OF AMERICA
 16C. DATE SIGNED
 12/19/14
 (Signature of person authorized to sign) (Signature of Contracting Officer)

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

DOLLAR TOTALS	PRIOR AMOUNT	CURRENT CHANGE	TOTAL AMOUNT
Award Value	\$ 140,644,755.20	\$ -194,730.48	\$ 140,450,024.72
Funding Obligation	\$ 135,125,116.22	\$ 0.00	\$ 135,125,116.22

BLOCK 14 CONTINUATION

Award Fee.

This modification sets forth the amount of award fee earned and unearned for the third evaluation period 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 \$140,644,755.20 by (\$194,730.48) to \$140,450,024.72.
2. The total Face Value of the Total Contract (5-Year Period including all Options) is hereby decreased from \$237,861,585.20 by (\$194,730.48) to \$237,666,854.72.
3. The amount obligated on this contract remains unchanged at \$135,125,116.22.
4. This modification transfers \$194,730.48 of funding from CLIN 0003 to CLIN 0002 as a result of decreasing the CLIN 0003 ceiling amount in recognition of the unearned award fee for the 3rd evaluation period. This transfer is accomplished by decreasing ACRN BK Info Subline 000309 by (\$194,730.48) and increasing ACRN BK Info Subline 000212 by \$194,730.48. This funding transfer results in no change to the total funding on the contract and is reflected in Section B Info Subline and Section G ACRN revisions shown below in Items 6 and 7, respectively.
5. 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:

CLIN	From	By	To
0001	\$ 114,503,451.42	\$ -	\$ 114,503,451.42
0002	\$ 14,287,544.64	\$ 194,730.48	\$ 14,482,275.12
0003	\$ 6,334,120.16	\$ (194,730.48)	\$ 6,139,389.68
Total	\$ 135,125,116.22	\$ -	\$ 135,125,116.22

It is estimated that this amount is sufficient to cover performance through December 31, 2014, the end of the basic period of performance.

(End of clause)

6. Revise Section B Info Sublines 000212 & 000309 (as described in Item 4 above) and Section B CLIN 0003 to recognize the earned and unearned award fee for the 3rd Award Fee Period 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
000212	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	BK +\$194,730.48	
	<i>PR/MIPR:</i>	14NA001234	\$100,000.00
		14NA000731	\$94,730.48

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

0003	CLIN Change		EST \$6,139,389.68 EST -\$194,730.48
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Lot

Noun: AWARD FEE
Total Quantity: 1
New Total Item Amount: \$6,139,389.68
Contract type: R - COST PLUS AWARD FEE
Inspection: DESTINATION
Acceptance: DESTINATION
FOB: 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
 Earned: \$2,254,709.52; Unearned: \$194,730.48**

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 3): \$5,517,339.68; Unearned (thru period 3): \$999,603.32**

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 3): \$5,517,339.68; Unearned (thru period 3): \$999,603.32**

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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SCHEDULE OF CHANGES

000309	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	BK	-\$194,730.48
	<i>PR/MIPR:</i>	14NA001234	-\$100,000.00
		14NA000731	-\$94,730.48

7. Revise Section G ACRN BK (as described in Item 4 above) as follows:

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
BK	ACRN Change	+\$0.00
00900.2014.01.100260.25231.2221079.0000000.0000000.0000000.0000000		
	<i>Total ACRN Amount:</i>	\$4,418,000.00
	<i>Funding breakdown:</i>	
	On CLIN 000212:	+\$194,730.48
	On CLIN 000309:	-\$194,730.48

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

--END OF MODIFICATION 0054--