

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 4
2. AMENDMENT/MODIFICATION NO. 0028	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 13NA001949	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.	
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 Decrease: -\$16,760.46

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

<input type="checkbox"/>	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.
<input type="checkbox"/>	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).
x	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR Clause 52.232-22, Limitation of Funds and Mutual Agreement of the Parties
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return 1 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 deobligates \$16,760.46, the remaining balance of DTRA Spt (WFO Order #IACRO-11-4622I), and revises the contract in accordance with the Federal Register Final Rule dated May 3, 2013, revising the regulations covering contractor legal management requirements at 10 CFR 719.
(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) David C. Beadley, SVP/EM	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Ray James Sisneros
15B. CONTRACTOR/OFFEROR David C. Beadley (Signature of person authorized to sign)	15C. DATE SIGNED 7/17/13
16B. UNITED STATES OF AMERICA (Signature of Contracting Officer)	16C. DATE SIGNED 7/18/13

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	\$ 78,360,198.78	\$ -16,760.46	\$ 78,343,438.32

BLOCK 14 CONTINUATION

Incremental Funding Action.

This modification deobligates \$16,760.46, the remaining balance of DTRA Spt (WFO Order #IACRO-11-46221), and revises the contract in accordance with the Federal Register Final Rule dated May 3, 2013, revising the regulations covering contractor legal management requirements at 10 CFR 719.

(Continued)

Accordingly,

1. As a result of this deobligation, the amount obligated on this contract is hereby decreased from \$78,360,198.78 by (\$16,760.46) to \$78,343,438.32.
2. The total Face Value of the Basic Contract remains unchanged at \$141,449,628.04.
3. 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	\$65,144,198.78	(\$16,760.46)	\$65,127,438.32
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>\$78,360,198.78</u>	<u>(\$16,760.46)</u>	<u>\$78,343,438.32</u>

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

(End of clause)

4. Revise Section B Info Subline 000107 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>
Funding Info Only			
000107	CLIN Change		
	<i>Noun:</i>	Funding Info Only	
	<i>ACRN:</i>	AH	-\$16,760.46
	<i>PR/MIPR:</i>	13NA001949	-\$16,760.46

5. Revise Section G ACRN AH as follows:

<u>ACRN</u>	<u>Appropriation/Lmt Subhead/Supplemental Accounting Data</u>	<u>Obligation</u> <u>Amount</u>
AH	ACRN Change	-\$16,760.46
01055.2012.01.100260.25231.1720318.0000000.1032906.0000000.000000		
	<i>New ACRN Amount:</i>	\$4,297.65
	<i>Funding breakdown:</i>	On CLIN 000107: -\$16,760.46
	<i>PR/MIPR:</i>	13NA001949 -\$16,760.46

6. The changes to the Department of Energy contractor regulations covering contractor legal management requirements at 10 CFR 719 and to the related contract terms and conditions that occurred in the Final Rule published in the Federal Register on May 3, 2013, will apply to costs incurred by the contractor from the date of this modification forward, that is, from this date forward the Final Rule's versions of 10 CFR 719, DEAR 931.205-19, DEAR 931.205-33, and DEAR 952.231-71 apply to this contract. As a result of the Final Rule mentioned above, Section I Clauses Incorporated By Reference are updated with the following changes:

The following clauses are deleted in their entirety from Section I:
FAR 52.228-07 INSURANCE -- LIABILITY TO THIRD PERSONS (Mar 1996)
952.231-71 INSURANCE -- LITIGATION AND CLAIMS (Aug 2009)

The following clause update is added to Section I:
952.231-71 INSURANCE -- LITIGATION AND CLAIMS (Jul 2013)

7. The parties hereby agree that this supplemental agreement establishes the consideration for the modification effected herein. The parties specifically acknowledge and agree that this supplemental agreement constitutes full satisfaction of the parties' rights to equitable adjustment, under any clause of the contract, relating specifically to the modification effected herein. 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.

--END OF MODIFICATION 028--