

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   5
2. AMENDMENT/MODIFICATION NO. 0039	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. See Schedule	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 Increase: \$3,154,026.58

**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 \_\_\_\_\_ copies to the issuing office.

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

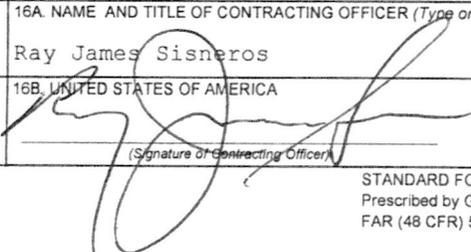
This modification increases the funds allotted to the contract and recognizes the Government's acceptance of the Contractor's key personnel change.

(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  (Signature of Contracting Officer)	16C. DATE SIGNED 01/30/2014

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>	\$ 140,644,755.20	\$ 0.00	\$ 140,644,755.20
<b>Funding Obligation</b>	\$ 92,911,288.68	\$ 3,154,026.58	\$ 96,065,315.26

BLOCK 14 CONTINUATION

This modification increases the funds allotted to the contract and recognizes the Government's acceptance of the Contractor's key personnel change.

(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:

CLIN	From	By	To
0001	\$ 77,300,288.68	\$ 2,894,026.58	\$ 80,194,315.26
0002	\$ 10,986,800.00	\$ -	\$ 10,986,800.00
0003	\$ 4,624,200.00	\$ 260,000.00	\$ 4,884,200.00
<b>Total</b>	<b>\$ 92,911,288.68</b>	<b>\$ 3,154,026.58</b>	<b>\$ 96,065,315.26</b>

It is estimated that this amount is sufficient to cover performance through March 21, 2014.\*

\* Based on e-mail from G4S Government Services, Inc., Ms. Trudy Rocha, dated 1/13/14.

(End of clause)

2. Revise Section B Info Sublines 000109, 000114, 000131, 000132, 000307, & 000308, and add Section B Info Subline 000135 as follows:

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
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**Funding Info Only**

<b>000109</b>	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only AK 14NA000611	-\$43,285.57 -\$43,285.57
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**Funding Info Only**

<b>000114</b>	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only AP 14NA000613 14NA000611	-\$16,176.85 -\$9,096.01 -\$7,080.84
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<b>000131</b>	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only BG 14NA000426	+\$2,220,000.00 \$2,220,000.00
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<b>000132</b>	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only BH 14NA000426	+\$220,000.00 \$220,000.00
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SCHEDULE OF CHANGES

ITEM	SUPPLIES OR SERVICES	Qty Purch Unit	Unit Price Total Item Amount
<b>000135</b>	CLIN Establish <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only BL 14NA000562	+\$513,489.00  \$513,489.00
<b>000307</b>	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only BG 14NA000426	+\$230,000.00  \$230,000.00
<b>000308</b>	CLIN Change <i>Noun:</i> <i>ACRN:</i> <i>PR/MIPR:</i>	Funding Info Only BH 14NA000426	+\$30,000.00  \$30,000.00

3. Revise Section G ACRNs AK, AP, BG, & BH, and add Section G ACRN BL as follows:

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
<b>AK</b>	ACRN Change	<b>-\$43,285.57</b>
00911.2011.01.100260.25231.1721310.0000000.1023909.0000000.000000	<i>New ACRN Amount:</i> \$60,461.57	
	<i>Funding breakdown:</i> On CLIN 000109: -\$43,285.57	
	<i>PR/MIPR:</i> <b>14NA000611</b> <b>-\$43,285.57</b>	
<b>AP</b>	ACRN Change	<b>-\$16,176.85</b>
00922.2013.01.100260.25231.1721310.0000000.1023909.0000000.000000	<i>New ACRN Amount:</i> \$229,998.77	
	<i>Funding breakdown:</i> On CLIN 000114: -\$16,176.85	
	<i>PR/MIPR:</i> <b>14NA000611</b> <b>-\$7,080.84</b> <b>14NA000613</b> <b>-\$9,096.01</b>	
<b>BG</b>	ACRN Change	<b>+\$2,450,000.00</b>
00900.2014.01.100260.25231.2221069.0000000.0000000.0000000.000000	<i>New ACRN Amount:</i> \$10,830,000.00	
	<i>Funding breakdown:</i> On CLIN 000131: +\$2,220,000.00 On CLIN 000307: +\$230,000.00	
	<i>PR/MIPR:</i> <b>14NA000426</b> <b>\$2,450,000.00</b>	
<b>BH</b>	ACRN Change	<b>+\$250,000.00</b>
00900.2014.01.100260.25231.2221070.0000000.0000000.0000000.000000	<i>New ACRN Amount:</i> \$1,235,000.00	
	<i>Funding breakdown:</i> On CLIN 000132: +\$220,000.00 On CLIN 000308: +\$30,000.00	
	<i>PR/MIPR:</i> <b>14NA000426</b> <b>\$250,000.00</b>	

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
<b>BL</b>	ACRN Establish	\$513,489.00
00922.2014.01.100260.25231.1721310.0000000.1034433.0000000.000000		
	<i>New ACRN Amount:</i>	\$513,489.00
	<i>Funding breakdown:</i>	On CLIN 000135: +\$513,489.00
	<i>PR/MIPR:</i>	14NA000562 \$513,489.00

4. Revise contract clause NNS-H-1007 KEY PERSONNEL (NOV 2009) (TAILORED) to recognize the Government's acceptance of the Contractor's Key Personnel change of General Manager from David Bradley to Martin Glasser and Deputy General Manager from Martin Glasser to Scott Damron. In accordance with the Contractor's Key Personnel change request, these changes are effective February 1, 2014. The revised contract clause reads as follows:

**NNS-H-1007 KEY PERSONNEL (NOV 2009) (TAILORED)**

(a) Pursuant to DEAR clause 952.215-70 "Key Personnel" the Contractor's key personnel are as follows:

NAME	TITLE
Martin Glasser	General Manager
Scott Damron	Deputy General Manager
Richard Rayhill	Director, Technical Services & Support

Key Personnel are dedicated full-time to this contract.

(b) The clause entitled "Key Personnel" contains a requirement for notification to the Contracting Officer reasonably in advance (i.e., not less than thirty (30) calendar days) of diversion of, or substitution for, any of these individuals. The Contractor shall obtain consent from the Contracting Officer prior to any substitution or diversion of key personnel.

(End of clause)

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

--END OF MODIFICATION 0039--