

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   4
2. AMENDMENT/MODIFICATION NO. 0052	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 14NA002585	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) Net Increase: \$1,698,562.52  
See Schedule

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

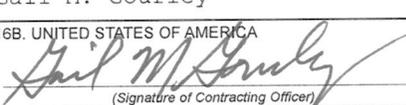
CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) 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) FAR 52.232-22, Limitation of Funds

**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.)

Incremental Funding  
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) Gail M. Gourley
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED
16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 9-17-2014

CONTRACT SPECIALIST

GAIL M. GOURLEY

United States Department of Energy  
 NNSA Office of Acquisition Management  
 Attn: Gail M. Gourley, Bldg 388 / NA-APM-124.2  
 P. O. Box 5400  
 Albuquerque, NM 87185-5400

Phone: 505 845-5863  
 EMail: gail.gourley@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	\$ 0.00	\$ 140,644,755.20
Funding Obligation	\$ 126,393,864.70	\$ 1,698,562.52	\$ 128,092,427.22

BLOCK 14 CONTINUATION

Incremental Funding Action.

This modification increases the funds allotted to the contract.

(Continued)

A. Purpose: The purpose of this modification is to add incremental funding and make an ACRN subclin adjustment. Accordingly, the following changes are made:

1. Incremental funding in the amount of \$1,698,562.52 is added to CLIN 0001, increasing CLIN 0001 from \$126,393,864.70 to \$128,092,427.22.
2. Funding in the amount of \$537.80 is transferred from CLIN 0001 to CLIN 0002. This is for the Composite Adversary Team (CAT) Spt. This results in no total change of funding. CLIN 0001 is decreased \$537.60 and CLIN 0002 is increased \$537.80 as shown in chart below.
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:

CLIN	From (Mod 50/51)	Change	To (Mod 52)
0001	\$106,532,200.51	\$1,698,024.72	\$108,230,225.23
0002	\$14,012,464.19	\$ 537.80	\$ 14,013,001.99
0003	\$5,849,200.00	\$ 0	\$ 5,849,200.00
Total	\$126,393,864.70	\$1,698,562.52	\$128,092,427.22

It is estimated that this amount is sufficient to cover performance through December 10, 2014.  
(End of clause)

4. The total face value of the contract remains unchanged at \$140,644,755.20.
5. Add Section B Info Subline as follows:

ITEM	SUPPLIES OR SERVICES	Qty	Unit Price	Total Item Amount
		Purch Unit		
<b><u>Funding Info Only</u></b>				
000119	CLIN Change			
	<i>Noun:</i>	Funding Info Only		
	<i>ACRN:</i>	AV	-\$537.80	
	<i>PR/MIPR:</i>	13NA000662		-\$537.80
000131	CLIN Change			
	<i>Noun:</i>	Funding Info Only		
	<i>ACRN:</i>	BG	+\$1,698,562.52	
	<i>PR/MIPR:</i>	14NA002585		\$1,698,562.52
000213	CLIN Change			
	<i>Noun:</i>	Funding Info Only		
	<i>ACRN:</i>	AV	+\$537.80	
	<i>PR/MIPR:</i>	13NA000662		\$537.80

6. Add Section G ACRN info as follows:

SCHEDULE OF CHANGES

ACRN	Appropriation/Lmt Subhead/Supplemental Accounting Data	Obligation Amount
<b>BG</b>	ACRN Change	<b>+\$1,698,562.52</b>
00900.2014.01.100260.25231.2221069.0000000.0000000.0000000.0000000		
	<i>New ACRN Amount:</i>	\$35,236,562.52
	<i>Funding breakdown:</i>	On CLIN 000131: +\$1,698,562.52
	<i>PR/MIPR:</i>	<b>14NA002585      \$1,698,562.52</b>

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

--END OF MODIFICATION 0052--