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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 3 |
| 2. AMENDMENT/MODIFICATION NO. 0038 | 3. EFFECTIVE DATE See Block 16C | 4. REQUISITION/PURCHASE REQ. NO. | 5. PROJECT NO. (if applicable) |
| 6. ISSUED BY EMCBC - Carlsbad U.S. Department of Energy Carlsbad Project Office P.O. Box 3090 Carlsbad NM 88221 | CODE 03003 | 7. ADMINISTERED BY (if other than Item 6) EMCBC - Carlsbad U.S. Department of Energy Carlsbad Project Office P.O. Box 3090 Carlsbad NM 88221 | CODE 03003 |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) NUCLEAR WASTE PARTNERSHIP LLC Attn: Marty Gonzales Nuclear Waste Partnership 106 Newberry Street SW Aiken SC 29801 | | (x) 9A. AMENDMENT OF SOLICITATION NO. | 9B. DATED (SEE ITEM 11) |
| CODE 968993910 | FACILITY CODE | x 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-EM0001971 | 10B. DATED (SEE ITEM 13) 04/20/2012 |

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.

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|-----------|---|
| 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) DEAR 970.5243-1 Changes - mutual agreement to increase contract value for FY13 |

E. IMPORTANT: Contractor is not. is required to sign this document and return 2 copies to the issuing office.

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

The purpose of this modification is to increase the contract value from \$1,333,731,770, by \$16,680,611.39, to \$1,350,412,381.39 in accordance with Carlsbad Field Office Program Guidance and approved Programmatic Change Requests. This increase reflects funding provided by the Carlsbad Field Office only.

This action aligns the contract and the Contractor Performance Baseline for the period October 1, 2012 through September 30, 2013 in Section B.2.2(b) Transition Cost, Anticipated Funding, and Total Available Award Fee by increasing anticipated funding for the period from \$133,217,810, by \$16,680,611.39, to actual funding of \$149,898,421.39. Period of Performance: 10/01/2012 to 09/30/2017

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.

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|--|--------------------------------|---|--|--------------------------------|
| 15A. NAME AND TITLE OF SIGNER (Type or print) M. F. Sharif, Project Manager | 15C. DATE SIGNED 12-13-2013 | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Vicki D. Snow | 16B. UNITED STATES OF AMERICA Exemption 6 | 16C. DATE SIGNED 12-13-2013 |
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Previous edition unusable

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FAR (48 CFR) 53.243

Accordingly, the table in Section B.2-2(b) Transition Cost, Anticipated Funding, and Total Available Award Fee is revised as follows to incorporate approved funding increases of \$16,680,611.39 in FY13.

From Award Document:

| Base Period | Anticipated Funding** | Annual Fee Base*** |
|--|------------------------------|---------------------------|
| October 1, 2012 through September 30, 2013 | \$133,217,810 | \$109,238,604 |
| October 1, 2013 through September 30, 2014 | \$133,217,810 | \$109,238,604 |
| October 1, 2014 through September 30, 2015 | \$133,217,810 | \$109,238,604 |
| October 1, 2015 through September 30, 2016 | \$133,217,810 | \$109,238,604 |
| October 1, 2016 through September 30, 2017 | \$133,217,810 | \$109,238,604 |
| | \$666,089,050 | \$546,193,020 |
| Option Period | | |
| October 1, 2017 through September 30, 2018 | \$133,217,810 | \$109,238,604 |
| October 1, 2018 through September 30, 2019 | \$133,217,810 | \$109,238,604 |
| October 1, 2019 through September 30, 2020 | \$133,217,810 | \$109,238,604 |
| October 1, 2020 through September 30, 2021 | \$133,217,810 | \$109,238,604 |
| October 1, 2021 through September 30, 2022 | \$133,217,810 | \$109,238,604 |
| | \$666,089,050 | \$546,193,020 |

To (Modification 38):

| Base Period | Actual Funding | Annual Fee Base*** |
|--|------------------------------|---------------------------|
| October 1, 2012 through September 30, 2013 | \$141,902,556.74 | \$109,238,604 |
| Funding transferred from WTS contract | \$7,995,864.65 | |
| | Anticipated Funding** | Annual Fee Base*** |
| October 1, 2013 through September 30, 2014 | \$133,217,810 | \$109,238,604 |
| October 1, 2014 through September 30, 2015 | \$133,217,810 | \$109,238,604 |
| October 1, 2015 through September 30, 2016 | \$133,217,810 | \$109,238,604 |
| October 1, 2016 through September 30, 2017 | \$133,217,810 | \$109,238,604 |
| | \$682,769,661 | \$546,193,020 |
| Option Period | | |
| October 1, 2017 through September 30, 2018 | \$133,217,810 | \$109,238,604 |
| October 1, 2018 through September 30, 2019 | \$133,217,810 | \$109,238,604 |
| October 1, 2019 through September 30, 2020 | \$133,217,810 | \$109,238,604 |
| October 1, 2020 through September 30, 2021 | \$133,217,810 | \$109,238,604 |
| October 1, 2021 through September 30, 2022 | <u>\$133,217,810</u> | <u>\$109,238,604</u> |
| | \$666,089,050 | \$546,193,020 |

(Note: The revised descriptions from Modification 20 below remain in effect for this change.)

** (Mod 20) Anticipated Funding is defined as total estimated cost and total available award fee for work funded by the Carlsbad Field Office. For the period October 1, 2012 through September 30, 2014, anticipated funding does not include funding and fee the contractor receives for performance under Clause H.55 Work Performed Under Section C, Performance Work Statement, That is Not Funded by Carlsbad Field Office.

*** (Mod 20) Annual Fee Base is estimated in accordance with DEAR 970.1504-1, including estimated exclusions, adjustments, and classification factors. For the period October 1, 2012 through September 30, 2014, Annual Fee Base does not include funding the contractor receives for performance under Clause H.55 Work Performed Under Section C, Performance Work Statement, That is Not Funded by Carlsbad Field Office.

Attachment 1 to this modification provides a summary of the approved increases to contract funding and value in accordance with Programmatic Guidance Letters, approved Programmatic Change Requests, and funding deobligated from the prior M&O contractor and transferred to the NWP contract for FY12 commitments.

| ATTACHMENT 1: SUMMARY OF FUNDING CHANGES FOR FY13 | | | | | |
|---|------------|--|--------------------------------|-----------------------|-------------------------|
| Document | Date | Purpose | Changes to Anticipated Funding | Total FY13 Funding | Total Contract Value |
| FY13 FUNDING | | | | | |
| Contract Section B-2-2(b) | 4/20/2012 | Anticipated Funding for Period October 1, 2012 through September 30, 2013 per contract award | | 133,217,810.00 | 1,333,731,770 |
| FY13 PROGRAM GUIDANCE : | | | | | |
| FY13 Program Guidance Letter | 10/17/2012 | Provide program guidance of \$139,452,531 under Continuing Resolution; additional funding for Records Archive \$3,234,721 and Analytical Chemistry Lab \$3M | 6,234,721.00 | 6,234,721.00 | 6,234,721.00 |
| FY13 PROGRAMMATIC CHANGE REQUESTS: | | | | | |
| PCR 13-008 | 11/7/2012 | Reduce budget authority and funding in PBS CB-0081 by \$480K | -480,000.00 | | |
| PCR 13-035 | 4/24/2013 | Add funding for training for partnership sessions | 23,666.00 | | |
| PCR 13-036 | 4/24/2013 | Add funding for legal support of FY13 Class 3 Permit Mod | 1,152,789.00 | | |
| PCR 13-041 | 5/30/2013 | Reduce PBS 20 for sequestration | -354,093.00 | | |
| PCR 13-043 | 5/30/2013 | Add funding for Implementation of DOE Order 420.1C | 31,725.00 | | |
| PCR 13-044 | 5/30/2013 | Add funding to extend Senior Supervisory Mentoring | 223,035.00 | | |
| PCR 13-046 | 5/30/2013 | Add funding to extend Characterization and Demobilize Operations at SRS | 427,004.00 | | |
| PCR 13-052 | 6/26/2013 | Add funding for Sustainability Projects | 89,956.00 | | |
| PCR 13-058 | 8/1/2013 | Add funding for Fire Truck | 406,463.00 | | |
| PCR 13-072 | 8/1/2013 | Add funding for Advanced Mixed Waste Treatment project | 736,141.00 | | |
| PCR 13-081 | 8/29/2013 | Add Funding - reimbursement for DOE-CBFO sponsorship of Safety Fest | 1,586.00 | | |
| PCR 13-083 | 9/25/2013 | Add funding for CBFO participation in partnership sessions by Luther Johnson | 13,743.00 | | |
| PCR 13-084 | 9/25/2013 | Add funding to replace the training records database with a new system (Phase I) | 165,986.00 | | |
| NWP internal PCR 13-150/14-009 | 9/30/2013 | Add funding for partnership sessions | 12,024.74 | | |
| TOTAL FY13 PCR CHANGES | | | 2,450,025.74 | 2,450,025.74 | 2,450,025.74 |
| CONTRACT AL66444 FOR FY12 | | | | | |
| Modification 3 | 9/26/2012 | Obligate funding from WTS contract for FY12 commitments per two-party agreement | 5,308,066.02 | | |
| Modification 7 | 10/30/2012 | Obligate funding from WTS contract for FY12 commitments | 2,687,798.63 | | |
| TRANSFERS FROM WTS CONTRACT | | | 7,995,864.65 | 7,995,864.65 | 7,995,864.65 |
| TOTAL FY13 FUNDING INCREASES | | | | 16,680,611.39 | 16,680,611.39 |
| FY13 REVISED CONTRACT VALUE | | | | 149,898,421.39 | 1,350,412,381.39 |