

2. AMENDMENT/MODIFICATION NO. 0039  
 3. EFFECTIVE DATE See Block 16C  
 4. REQUISITION/PURCHASE REQ. NO.  
 5. PROJECT NO. (if applicable)  
 6. ISSUED BY CODE 03003  
 7. ADMINISTERED BY (if other than Item 6) CODE 03003

EMCBC - Carlsbad  
 U.S. Department of Energy  
 Carlsbad Project Office  
 P.O. Box 3090  
 Carlsbad NM 88221

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  
 9A. AMENDMENT OF SOLICITATION NO.  
 9B. DATED (SEE ITEM 11)  
 10A. MODIFICATION OF CONTRACT/ORDER NO.  
 DE-EM0001971  
 10B. DATED (SEE ITEM 13)  
 04/20/2012  
 CODE 968993910 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.

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 data, 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 H.55 Work Performed for other DOE entities - mutual agreement to increase contract value

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 \$1,350,412,381.39, by \$11,373,074.35, to \$1,361,785,455.74 to account for FY13 funding received from other DOE entities for work performed in accordance with Clause H.55 - Work Performed Under Section C, That Is Not Funded by the Carlsbad Field Office.  
 In accordance with Clause H. 55 and clarifications made in Modification 20, from October 1, 2012 through September 30, 2014, funding from other DOE entities is not included in the annual fee base of the contract, nor in the anticipated annual funding, nor is it included in the contractor's performance baseline. Section B.2.2(b) of the contract is revised by inserting a line for funding of \$11,373,074.35 provided by other DOE entities for the period October 1, 2012 through September 30, 2013.  
 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.

15A. NAME AND TITLE OF SIGNER (Type or print) M. F. Sharif, Project Manager  
 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Vicki D. Snow

15B. CONTRACTOR OFFEROR / Exemption 6  
 15C. DATE SIGNED 12-13-2013  
 16B. UNITED STATES OF AMERICA / Exemption 6  
 16C. DATE SIGNED 12/13/2013

The table in Section B.2-2(b) Transition Cost, Anticipated Funding, and Total Available Award Fee is revised as follows to include funding of \$11,373,074.35 the contractor received from other DOE entities for the period October 1, 2012 through September 30, 2013.

**From in Mod 38:**

<b>Base Period</b>	<b>Actual Funding</b>	<b>Annual Fee Base***</b>
October 1, 2012 through September 30, 2013	\$141,902,556.74	\$109,238,604
Funding transferred from WTS contract	\$7,995,864.65	
	<b>Anticipated Funding**</b>	<b>Annual Fee Base***</b>
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
	<b>\$682,769,661</b>	<b>\$546,193,020</b>
<b>Option Period</b>		
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>
	<b>\$666,089,050</b>	<b>\$546,193,020</b>

**To in Mod 39:**

<b>Base Period</b>	<b>Actual Funding</b>	<b>Annual Fee Base***</b>
October 1, 2012 through September 30, 2013	\$141,902,556.74	\$109,238,604
Funding transferred from WTS contract	\$7,995,864.65	
Funding from other DOE entities per H.55	<b>\$11,373,074.35</b>	
	<b>Anticipated Funding**</b>	<b>Annual Fee Base***</b>
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
	<b>\$694,142,735.74</b>	<b>\$546,193,020</b>
<b>Option Period</b>		
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>
	<b>\$666,089,050</b>	<b>\$546,193,020</b>

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

\*\* (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.

\*\*\*(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.

A summary of the funding modifications where the contractor received funding from other DOE entities for work to be performed under Section C, Performance Work Statement is provided below.

<b>Mod</b>	<b>Date</b>	<b>Description FY12 Modifications</b>	<b>Obligations from other DOE entities</b>
3	9/26/2012	Obligate funding transferred from WTS for FY12 commitments assigned in 2-party agreement; 306,278.93 is work for other DOE sites*	306,278.93
<b>Obligations from other DOE entities</b>			
<b>Mod</b>	<b>Date</b>	<b>Description FY13 Modifications</b>	<b>Obligations from other DOE entities</b>
6	10/24/2012	Obligate funding from Los Alamos National Lab (LANL); work for other DOE sites	972,962.00
7	10/30/2012	Obligate funding of \$4,434,918.05 from WTS AL66444; \$1,747,119.42 is work for other DOE sites	1,747,119.42
10	12/6/2012	Obligate LANL funding - work for other DOE sites	1,127,308.00
11	1/8/2013	Obligate LANL funding of \$900K - work for other DOE sites	900,000.00
13	1/25/2013	Obligate LANL funding of \$1.75M - work for other DOE sites	1,750,000.00
15	2/26/2013	Obligate LANL funding \$256,958.67 - work for other DOE sites	256,958.67
19	4/11/2013	Obligate LANL funding - work for other DOE sites	3,078,305.39
21	5/7/2013	Deobligate LANL funding - work for other DOE sites	-915,000.00
22	5/22/2013	Obligate funding from other DOE sites; LANL 100,966.23 and Salt Disposal Initiative (SDI) \$50,000	150,966.23
24	6/14/2013	Obligate LANL funding for TA55; work for other DOE sites	24,607.35
28	7/11/2013	Add LANL and RAP funding - work for other DOE sites	71,990.45
34	9/11/2013	Obligate funding from LANL and RAP - work for other DOE sites	1,901,577.91
		<b>TOTAL Funding from other DOE sites</b>	<b>11,373,074.35</b>

\*Funds available to the contractor on October 1, 2012.