

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. 002	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 09RW000143	5. PROJECT NO. (If applicable) QA:NA
6. ISSUED BY RW US DEPARTMENT OF ENERGY OFFICE OF CIVILIAN RADIOACTIVE WASTE MGMT 1551 HILLSHIRE DRIVE LAS VEGAS NV 89134	CODE 02801	7. ADMINISTERED BY (If other than Item 6) RW US DEPARTMENT OF ENERGY OFFICE OF CIVILIAN RW MGMT 1551 HILLSHIRE DRIVE ATTN ROSA GÓMEZ-CONTRACT SPECIALIST LAS VEGAS NV 89134	CODE 02801
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) USA REPOSITORY SERVICES LLC ATTN ANTHONY S FOUNTAIN 720 PARK BLVD PO BOX 73 BOISE ID 837290001		(x) 9A. AMENDMENT OF SOLICITATION NO.	
CODE 827077079		FACILITY CODE	
		9B. DATED (SEE ITEM 11)	
		X 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-RW0000005	
		10B. DATED (SEE ITEM 11) 03/31/2009	

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: \$8,138,172.21
See Attachment 1: FY 2009 AFPs 1 and 2

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) Unilateral Modification IAW I.157-970.5232-4 Obligation 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.)

Tax ID Number: 94-1381538

DUNS Number: 827077079

Subj to Retent: NO

The purpose of this modification is to incorporate Approved Funding Program (AFP) numbers 1 and 2 (Attachment 1) into the contract. AFP number 1 provides no additional funding, since all obligations were previously provided by the Supplemental AFP number 1 through

Continued ...

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) Marc T. McCusker	
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA (Signature of Contracting Officer)	16C. DATE SIGNED 04/28/2009

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-RW0000005/002PAGE OF
2 2NAME OF OFFEROR OR CONTRACTOR
USA REPOSITORY SERVICES LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
00001	<p>modification 001. This AFP number 1 does not provide additional funding; it only provides the appropriate accounting and appropriation data. AFP number 2 provides \$6,288,172.21 in incremental funding, increasing total contract obligations to date from \$1,850,000 to \$8,138,172.21. As a result, Contract Clause B.2 "Obligation of Funds and Financial Limitations", and Contract Clause I.157 " 970.5232-4 Obligation of Funds", total amount of funds obligated is revised accordingly to \$8,138,172.21, as follows:</p> <p>B.2 OBLIGATION OF FUNDS AND FINANCIAL LIMITATIONS</p> <p>The amount presently obligated by the Government with respect to this contract is \$8,138,172.21. Other financial limitations are also specified in Section I Clause, "DEAR 970.5232-4, Obligation of Funds."</p> <p>Contract value remains at \$1,606,464,986. All other terms and conditions remain unchanged.</p> <p>The work under this contract should be conducted in accordance with the contractor's QA Program. FOB: Destination Period of Performance: 04/01/2009 to 03/31/2014</p> <p>Change Item 00001 to read as follows(amount shown is the total amount):</p> <p>CONTRACT AWARD FOR MANAGEMENT AND OPERATION OF OCRWM PROGRAM Line item value is:\$1,606,464,986.00 Incrementally Funded Amount: \$8,138,172.21</p> <p>Accounting Info: BASE Period Fund: 00000 Appr Year: 0000 Allottee: 00 Report Entity: 000000 Object Class: 00000 Program: 0000000 Project: 0000000 WFO: 0000000 Local Use: 0000000 Refer to Subject of Availability of Funds Clause in the Contract. \$1,606,464,986.00 Refer to Subject of Availability of Funds Clause in the Contract.</p>				SAF

**FUNDING SUMMARY SHEET
FOR
INTEGRATED CONTRACTORS
FY 2009
APRIL**

COMBINED MOD
2nd APRIL MOD

CONTRACTOR: USA Repository SVS, LLC
 CONTRACT NO.: RM00000005 / 100030
 MOD NO.: A002
 AFP NO.: 2
 NOTE: AFP #1 and AFP #2, will be included in Mod A002

TRANSITION FUNDING			
	FUNDS OBLIGATED THROUGH APRIL	CURRENT FUNDS OBLIGATED	FUNDS OBLIGATED SINCE INCEPTION OF CONTRACT
RW11003	\$4,900,000.00	\$0.00	\$4,900,000.00
TOTAL	\$4,900,000.00	\$0.00	\$4,900,000.00

INTEGRATED CONTRACTOR				
	OPERATIONS	CONSTRUCTION	TOTAL	
MOD TOTAL	\$6,288,172.21	\$0.00	\$6,288,172.21	
PRIOR CUMULATIVE	\$1,850,000.00	\$0.00	\$1,850,000.00	
NEW CUMULATIVE	\$8,138,172.21	\$0.00	\$8,138,172.21	
	OPERATIONS	OPERATING	REIM. - FED (40) 3Y	REIM. - NON-FED (80) 2Z
	\$6,288,172.21	6,288,172.21		TECH TRANS (65) 1T

TOTAL CONTRACT VALUE	\$6,750,000.00	\$6,288,172.21	\$13,038,172.21
FUNDS PREVIOUSLY OBLIGATED			
CURRENT FUNDS OBLIGATED			
FUNDS OBLIGATED SINCE INCEPTION OF CONTRACT			

Required Signatures:
 Budget: _____ Processed: _____ Date: 4/16/2009
 Contracts: _____ Received: _____
 Approved: _____ Date: _____

NATIONAL NUCLEAR SECURITY ADMINISTRATION
 FY 2009 APPROVED FUNDING PROGRAM No. 1
 USA REPOSITORY SERVICES, LLC CONTRACT NO: RW0000005
 STARS FORMAT - SUMMARY

Allottee: 01 NS - NNSA Office of Field Financial Management

Reporting Entity: 10030 NSUS - USA Repository Ser. LLC, RW0000005

BUDGET AUTHORITY (BA)					
	BEGINNING	NEW BA			TOTAL
	UNCOSTED OBLIGATIONS	PREVIOUS	CHANGE	REVISED	AVAILABLE
OPERATING EXPENSES	0.00	0.00	1,850,000.00	1,850,000.00	1,850,000.00
CAPITAL EQUIPMENT	0.00	0.00	0.00	0.00	0.00
CONSTRUCTION	0.00	0.00	0.00	0.00	0.00
REIMBURSABLE WORK	0.00	0.00	0.00	0.00	0.00
GRAND TOTAL	0.00	0.00	1,850,000.00	1,850,000.00	1,850,000.00

 * Certification of Funds Availability: *
 * * * * *
 * _____ *
 * Certifying Official Date *
 * * * * *

NATIONAL NUCLEAR SECURITY ADMINISTRATION
 FY 2009 APPROVED FUNDING PROGRAM No. 1
 USA REPOSITORY SERVICES, LLC CONTRACT NO: RW0000005
 STARS FORMAT - SUMMARY

Allottee: 01 NS - NNSA Office of Field Financial Management

Reporting Entity: 10030 NSUS - USA Repository Ser. LLC, RW0000005

FUND/APPR YEAR Parent Program		BUDGET AUTHORITY (BA)				TOTAL AVAILABLE
		BEGINNING UNCOSTED OBLIGATIONS	PREVIOUS	NEW BA CHANGE	REVISED	
01100/2009	TH - 89X0244 - Defense Nuclear Waste Disposal					
C000896	DF0000000 - Waste Management System	0.00	0.00	1,850,000.00	1,850,000.00	1,850,000.00
GRAND TOTAL		0.00	0.00	1,850,000.00	1,850,000.00	1,850,000.00

NATIONAL NUCLEAR SECURITY ADMINISTRATION
 FY 2009 APPROVED FUNDING PROGRAM No. 1
 USA REPOSITORY SERVICES, LLC CONTRACT NO: RW0000005
 STARS FORMAT - DETAIL

Allottee: 01 NS - NNSA Office of Field Financial Management

Reporting Entity: 10030 NSUS - USA Repository Ser. LLC, RW0000005

		BUDGET AUTHORITY (BA)				
		BEGINNING	NEW BA			TOTAL
FUND/APPR YEAR		UNCODED	PREVIOUS	CHANGE	REVISED	AVAILABLE
Program/OBJ CLASS/Local Use		OBLIGATIONS				
OPERATING EXPENSES						
01100/2009	TH - 89X0244 - Defense Nuclear Waste Disposal					
2823633/25400/0000000	DF010502C, Construction Mgt & Site Ops Project Support	0.00	0.00	223,757.00	223,757.00	223,757.00
2823634/25400/0000000	DF010502E, Engineering Project Support	0.00	0.00	127,554.00	127,554.00	127,554.00
2823636/25400/0000000	DF010502I, External Affairs Project Spt	0.00	0.00	27,273.00	27,273.00	27,273.00
2823637/25400/0000000	DF010502P, Project Cntrl & Procurement Project Support	0.00	0.00	55,688.00	55,688.00	55,688.00
2823639/25400/0000000	DF010502S, Safeguards, Security, & Emerg Mgt Project Spt	0.00	0.00	13,132.00	13,132.00	13,132.00
2823640/25400/0000000	DF010509L, Post-Closure Safety Analysis	0.00	0.00	65,120.00	65,120.00	65,120.00
2823641/25400/0000000	DF0105092, Pre-Closure Safety Analysis	0.00	0.00	189,371.00	189,371.00	189,371.00
2823529/25400/0000000	DF0105120, License Application	0.00	0.00	731,845.00	731,845.00	731,845.00
2823642/25400/0000000	DF0105141, Non-Nuclear Surface Facilities	0.00	0.00	321,638.00	321,638.00	321,638.00
2823560/25400/0000000	DF0910000, Quality Assurance (QA)	0.00	0.00	94,622.00	94,622.00	94,622.00

NATIONAL NUCLEAR SECURITY ADMINISTRATION
 FY 2009 APPROVED FUNDING PROGRAM No. 2
 USA REPOSITORY SERVICES, LLC CONTRACT NO: RW0000005
 STARS FORMAT - SUMMARY

Allottee: 01 NS - NNSA Office of Field Financial Management

Reporting Entity: 10030 NSUS - USA Repository Ser. LLC, RW0000005

BUDGET AUTHORITY (BA)					
	BEGINNING	NEW BA			TOTAL
	UNCOSTED OBLIGATIONS	PREVIOUS	CHANGE	REVISED	AVAILABLE
OPERATING EXPENSES	0.00	1,850,000.00	6,288,172.21	8,138,172.21	8,138,172.21
CAPITAL EQUIPMENT	0.00	0.00	0.00	0.00	0.00
CONSTRUCTION	0.00	0.00	0.00	0.00	0.00
REIMBURSABLE WORK	0.00	0.00	0.00	0.00	0.00
GRAND TOTAL	0.00	1,850,000.00	6,288,172.21	8,138,172.21	8,138,172.21

 * Certification of Funds Availability: *
 * * * * *
 * _____ *
 * Certifying Official Date *
 * * * * *

NATIONAL NUCLEAR SECURITY ADMINISTRATION
 FY 2009 APPROVED FUNDING PROGRAM No. 2
 USA REPOSITORY SERVICES, LLC CONTRACT NO: RW0000005
 STARS FORMAT - SUMMARY

Allottee: 01 NS - NNSA Office of Field Financial Management

Reporting Entity: 10030 NSUS - USA Repository Ser. LLC, RW0000005

FUND/APPR YEAR Parent Program		BUDGET AUTHORITY (BA)				
		BEGINNING UNCODED OBLIGATIONS	PREVIOUS	NEW BA CHANGE	REVISED	TOTAL AVAILABLE
01100/2009 C000896	TH - 89X0244 - Defense Nuclear Waste Disposal DF0000000 - Waste Management System	0.00	1,850,000.00	0.00	1,850,000.00	1,850,000.00
02800/2005 C000896	WD - 89X5227 - Nuclear Waste Fund DF0000000 - Waste Management System	0.00	0.00	680,711.15	680,711.15	680,711.15
02800/2008 C000896	WD - 89X5227 - Nuclear Waste Fund DF0000000 - Waste Management System	0.00	0.00	5,607,461.06	5,607,461.06	5,607,461.06
GRAND TOTAL		0.00	1,850,000.00	6,288,172.21	8,138,172.21	8,138,172.21

NATIONAL NUCLEAR SECURITY ADMINISTRATION
FY 2009 APPROVED FUNDING PROGRAM No. 2
USA REPOSITORY SERVICES, LLC CONTRACT NO: RW0000005
STARS FORMAT - DETAIL

Allottee: 01 NS - NNSA Office of Field Financial Management

Reporting Entity: 10030 NSUS - USA Repository Ser. LLC, RW0000005

FUND/APPR YEAR Program/OBJ CLASS/Local Use	BEGINNING UNCODED OBLIGATIONS	BUDGET AUTHORITY (BA)			TOTAL AVAILABLE
		PREVIOUS	CHANGE	REVISED	
OPERATING EXPENSES					
01100/2009 TH - 89X0244 - Defense Nuclear Waste Disposal					
2823633/25400/0000000 DF010502C, Construction Mgt & Site Ops Project Support	0.00	223,757.00	0.00	223,757.00	223,757.00
2823634/25400/0000000 DF010502E, Engineering Project Support	0.00	127,554.00	0.00	127,554.00	127,554.00
2823636/25400/0000000 DF010502I, External Affairs Project Spt	0.00	27,273.00	0.00	27,273.00	27,273.00
2823637/25400/0000000 DF010502P, Project Cntrl & Procurement Project Support	0.00	55,688.00	0.00	55,688.00	55,688.00
2823639/25400/0000000 DF010502S, Safeguards, Security, & Emerg Mgt Project Spt	0.00	13,132.00	0.00	13,132.00	13,132.00
2823640/25400/0000000 DF0105091, Post-Closure Safety Analysis	0.00	65,120.00	0.00	65,120.00	65,120.00
2823641/25400/0000000 DF0105092, Pre-Closure Safety Analysis	0.00	189,371.00	0.00	189,371.00	189,371.00
2823529/25400/0000000 DF0105120, License Application	0.00	731,845.00	0.00	731,845.00	731,845.00
2823642/25400/0000000 DF0105141, Non-Nuclear Surface Facilities	0.00	321,638.00	0.00	321,638.00	321,638.00
2823560/25400/0000000 DF0910000, Quality Assurance (QA)	0.00	94,622.00	0.00	94,622.00	94,622.00
02800/2005 WD - 89X5227 - Nuclear Waste Fund					
2823590/25400/0000000 DF4030200, Transportation Project Management and Control	0.00	0.00	680,711.15	680,711.15	680,711.15
02800/2008 WD - 89X5227 - Nuclear Waste Fund					
2823633/25400/0000000 DF010502C, Construction Mgt & Site Ops Project Support	0.00	0.00	400,000.00	400,000.00	400,000.00
2823634/25400/0000000 DF010502E, Engineering Project Support	0.00	0.00	170,000.00	170,000.00	170,000.00
2823636/25400/0000000 DF010502I, External Affairs Project Spt	0.00	0.00	160,000.00	160,000.00	160,000.00
2823637/25400/0000000 DF010502P, Project Cntrl & Procurement Project Support	0.00	0.00	20,000.00	20,000.00	20,000.00
2823638/25400/0000000 DF010502R, Regulatory Authority Project Spt	0.00	0.00	20,000.00	20,000.00	20,000.00
2823639/25400/0000000 DF010502S, Safeguards, Security, & Emerg Mgt Project Spt	0.00	0.00	80,000.00	80,000.00	80,000.00
2823519/25400/0000000 DF0105030, Safety Analyses	0.00	0.00	1,609,193.20	1,609,193.20	1,609,193.20
2823640/25400/0000000 DF0105091, Post-Closure Safety Analysis	0.00	0.00	243,801.99	243,801.99	243,801.99
2823641/25400/0000000 DF0105092, Pre-Closure Safety Analysis	0.00	0.00	500,000.00	500,000.00	500,000.00
2823642/25400/0000000 DF0105141, Non-Nuclear Surface Facilities	0.00	0.00	200,000.00	200,000.00	200,000.00
2823643/25400/0000000 DF0105142, S&S and EM for Non-Nuclear Surface Facilities	0.00	0.00	2,400.93	2,400.93	2,400.93
2823619/25400/0000000 DF0105200, Pre Construction Authorization (CA) Operations	0.00	0.00	1,000,932.92	1,000,932.92	1,000,932.92
2823621/25400/0000000 DF0105520, Subsurface Repository	0.00	0.00	362,391.51	362,391.51	362,391.51
2823624/25400/0000000 DF0907100, Safeguards & Security and Emergency Management In	0.00	0.00	500.00	500.00	500.00
2823560/25400/0000000 DF0910000, Quality Assurance (QA)	0.00	0.00	75,669.76	75,669.76	75,669.76
2823563/25400/0000000 DF0942000, Systems Analysis	0.00	0.00	54,000.00	54,000.00	54,000.00
2823564/25400/0000000 DF0943000, Total System Life-Cycle Cost (TSLCC)	0.00	0.00	20,426.96	20,426.96	20,426.96
2823649/25400/0000000 DF0951010, Program Management	0.00	0.00	10,000.00	10,000.00	10,000.00
2823569/25400/0000000 DF0951100, Program Management, Planning, and Control	0.00	0.00	15,000.00	15,000.00	15,000.00
2823571/25400/0000000 DF0952000, Information Management	0.00	0.00	29,545.35	29,545.35	29,545.35
2823597/25400/0000000 DF4002100 - Nevada Rail Line	0.00	0.00	91,416.10	91,416.10	91,416.10
2823598/25400/0000000 DF4002200 - Environmental Impact Statement (EIS)	0.00	0.00	50,000.00	50,000.00	50,000.00
2823606/25400/0000000 DF4003600 - Program Management	0.00	0.00	122,182.34	122,182.34	122,182.34
2823646/25400/0000000 DF4006000, National Transportation Project	0.00	0.00	40,000.00	40,000.00	40,000.00

NATIONAL NUCLEAR SECURITY ADMINISTRATION
 FY 2009 APPROVED FUNDING PROGRAM No. 2
 USA REPOSITORY SERVICES, LLC CONTRACT NO: RW0000005
 STARS FORMAT - DETAIL

Allottee: 01 NS - NNSA Office of Field Financial Management

Reporting Entity: 10030 NSUS - USA Repository Ser. LLC, RW0000005

FUND/APPR YEAR Program/OBJ CLASS/Local Use	BUDGET AUTHORITY (BA)				TOTAL AVAILABLE
	BEGINNING UNCODED OBLIGATIONS	PREVIOUS	NEW BA CHANGE	REVISED	
02800/2008 WD - 89X5227 - Nuclear Waste Fund					
2823647/25400/0000000 DF4007000, Nevada Rail Line Project	0.00	0.00	280,000.00	280,000.00	280,000.00
2823648/25400/0000000 DF4008000, Transportation Logistics Development	0.00	0.00	50,000.00	50,000.00	50,000.00