

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   2
2. AMENDMENT/MODIFICATION NO. 012	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 09RW000441	5. PROJECT NO. (If applicable) QA:N/A
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 Decrease: -\$5,612,187.00  
See Attachment 1, Incremental Approved Funding Program Number 9 (FY09)

**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 Mod IAW Clause I.157 - DEAR 970.5232-4 Obligation of Funds.

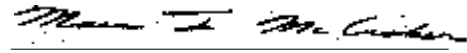
**E. IMPORTANT:** Contractor  is not,  is required to sign this document and return 0 copies to the issuing office.

**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  
QA:N/A  
Subj to Retent: NO

The purpose of this modification is to incorporate Approved Funding Program (AFP) number 9 (Attachment 1) in the amount of -\$5,612,187.00, decreasing total contract obligations to date from \$35,131,285.21 to \$29,519,098.21. As a  
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 08/27/2009

**CONTINUATION SHEET**

REFERENCE NO. OF DOCUMENT BEING CONTINUED  
DE-RW0000005/012

PAGE	OF
2	2

NAME 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>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 \$29,519,098.21, 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 \$29,519,098.21. 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.</p> <p>FOB: Destination</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: \$29,519,098.21</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  
AUGUST**

**CONTRACTOR** USA Repository SVS. LLC  
**CONTRACT NO.** RW0000005 / 100030  
**MOD NO.** A012  
**AFP NO.** 9  
**NOTE:** \_\_\_\_\_

**COMBINED MOD  
2nd AUGUST MOD**

**TRANSITION FUNDING**

	<u>FUNDS OBLIGATED THROUGH AUGUST</u>	<u>CURRENT FUNDS OBLIGATED</u>	<u>FUNDS OBLIGATED SINCE INCEPTION OF CONTRACT</u>
RW11003	\$4,900,000.00	\$0.00	\$4,900,000.00
<b>TOTAL</b>	<u>\$4,900,000.00</u>	<u>\$0.00</u>	<u>\$4,900,000.00</u>

**INTEGRATED CONTRACTOR**

	<u>OPERATIONS</u>	<u>CONSTRUCTION</u>	<u>TOTAL</u>				
<b>MOD TOTAL</b>	-\$5,612,187.00	\$0.00	-\$5,612,187.00				
<b>PRIOR CUMULATIVE</b>	\$29,481,765.21	\$5,649,520.00	\$35,131,285.21				
<b>NEW CUMULATIVE</b>	<u>\$23,869,578.21</u>	<u>\$5,649,520.00</u>	<u>\$29,519,098.21</u>				
	<u>OPERATIONS</u>	<u>OPERATING</u>	<u>REIM. - FED (40) 3Y</u>	+	<u>REIM. - NON-FED (60) 2Z</u>	+	<u>TECH TRANS (65) 1T</u>
	-\$5,612,187.00	(5,612,187.00)					

<b>TOTAL CONTRACT VALUE</b>	<u>FUNDS PREVIOUSLY OBLIGATED</u>	<u>CURRENT FUNDS OBLIGATED</u>	<u>FUNDS OBLIGATED SINCE INCEPTION OF CONTRACT</u>
	\$40,031,285.21	-\$5,612,187.00	\$34,419,098.21

**Required Signatures:**

**Budget:** Processed: *Renée Pacheco* **RENEE PACHECO** Date: 8/20/2009

**Contracts:** Received: \_\_\_\_\_ Date: \_\_\_\_\_

Approved: \_\_\_\_\_ Date: \_\_\_\_\_

NATIONAL NUCLEAR SECURITY ADMINISTRATION  
 FY 2009 APPROVED FUNDING PROGRAM NO. 9  
 NSUS - USA Repository Ser. LLC, RW0000005 - CONTRACT NO: RW0000005  
 SUMMARY

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	BUDGET AUTHORITY (BA)				TOTAL AVAILABLE
	BEGINNING UNCOSTED OBLIGATIONS	PREVIOUS	NEW BA CHANGE	REVISED	
OPERATING EXPENSES	0.00	35,131,285.21	(5,612,187.00)	29,519,098.21	29,519,098.21
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	35,131,285.21	(5,612,187.00)	29,519,098.21	29,519,098.21

\*\*\*\*\*  
 \* Certification of Funds Availability: \*  
 \* \* \* \* \*  
 \* \_\_\_\_\_ Date \*  
 \* Certifying Official \*  
 \* \* \* \* \*

NATIONAL NUCLEAR SECURITY ADMINISTRATION  
 FY 2009 APPROVED FUNDING PROGRAM NO. 9  
 NSUS - USA Repository Ser. LLC, RW0000005 - CONTRACT NO: RW0000005  
 HQ B&R CONTROL SUMMARY

				BUDGET AUTHORITY (BA)				
APPROPRIATION YEAR				BEGINNING	NEW BA			TOTAL
FT	HQ	B&R CONTROL	BUDGET REFERENCE NUMBER	UNCOSTED OBLIGATIONS	PREVIOUS	CHANGE	REVISED	AVAILABLE
89X0244	2009	Defense Nuclear Waste Disposal						
TH	DF-00-00-00-0		DF0000000 - Waste Management System	0.00	28,721,711.00	(5,612,187.00)	23,109,524.00	23,109,524.00
89X5227	2005	Nuclear Waste Fund						
WD	DF-00-00-00-0		DF0000000 - Waste Management System	0.00	680,711.15	0.00	680,711.15	680,711.15
89X5227	2008	Nuclear Waste Fund						
DF	DF-00-00-00-0		DF0000000 - Waste Management System	0.00	5,607,461.06	0.00	5,607,461.06	5,607,461.06
89X5227	2009	Nuclear Waste Fund						
DB	DF-00-00-00-0		DB0000000 - Civilian Radioactive Waste Management - Program	0.00	121,402.00	0.00	121,402.00	121,402.00
DF	DF-00-00-00-0		DF0000000 - Waste Management System	0.00	0.00	0.00	0.00	0.00

NATIONAL NUCLEAR SECURITY ADMINISTRATION  
FY 2009 APPROVED FUNDING PROGRAM NO. 9  
NSUS - USA Repository Ser. LLC, RW000005 - CONTRACT NO: RW000005  
DETAIL

				BUDGET AUTHORITY (BA)				
FT	B&R REPORTING/BUD REF NUM	APPR YEAR	OBJ CLASS	BEGINNING UNCOSTED OBLIGATIONS	NEW BA		TOTAL AVAILABLE	
					PREVIOUS	CHANGE	REVISED	
OPERATING EXPENSES								
TH	DF-01-05-02-C	2009	25400 DF010502C, Construction Mgt & Site Ops Project Support	0.00	1,769,000.00	(836,000.00)	933,000.00	933,000.00
	DF-01-05-02-E	2009	25400 DF010502E, Engineering Project Support	0.00	0.00	0.00	0.00	0.00
	DF-01-05-02-G	2009	25400 DF010502G, Government Services Project Spt	0.00	694,000.00	0.00	694,000.00	694,000.00
	DF-01-05-02-I	2009	25400 DF010502I, External Affairs Project Spt	0.00	87,000.00	0.00	87,000.00	87,000.00
	DF-01-05-02-P	2009	25400 DF010502P, Project Cntrl & Procurement Project Support	0.00	415,098.00	740,902.00	1,156,000.00	1,156,000.00
	DF-01-05-02-S	2009	25400 DF010502S, Safeguards, Security, & Emerg Mgt Project Spt	0.00	89,000.00	0.00	89,000.00	89,000.00
	DF-01-05-09-1	2009	25400 DF0105091, Post-Closure Safety Analysis	0.00	284,000.00	0.00	284,000.00	284,000.00
	DF-01-05-09-2	2009	25400 DF0105092, Pre-Closure Safety Analysis	0.00	1,251,000.00	0.00	1,251,000.00	1,251,000.00
	DF-01-05-12-0	2009	25400 DF0105120, License Application	0.00	7,333,019.00	0.00	7,333,019.00	7,333,019.00
	DF-01-05-14-1	2009	25400 DF0105141, Non-Nuclear Surface Facilities	0.00	0.00	0.00	0.00	0.00
	DF-01-05-18-0	2009	25400 DF0105180, MandO Contract Services	0.00	16,378,594.00	(5,517,089.00)	10,861,505.00	10,861,505.00
	DF-09-10-00-0	2009	25400 DF0910000, Quality Assurance (QA)	0.00	421,000.00	0.00	421,000.00	421,000.00
WD	DB-09-05-20-1	2009	25400 DB0905201, HQ Information Management Support	0.00	121,402.00	0.00	121,402.00	121,402.00
	DF-01-05-02-C	2008	25400 DF010502C, Construction Mgt & Site Ops Project Support	0.00	400,000.00	0.00	400,000.00	400,000.00
	DF-01-05-02-E	2008	25400 DF010502E, Engineering Project Support	0.00	170,000.00	0.00	170,000.00	170,000.00
	DF-01-05-02-I	2008	25400 DF010502I, External Affairs Project Spt	0.00	160,000.00	0.00	160,000.00	160,000.00
	DF-01-05-02-P	2008	25400 DF010502P, Project Cntrl & Procurement Project Support	0.00	20,000.00	0.00	20,000.00	20,000.00
	DF-01-05-02-R	2008	25400 DF010502R, Regulatory Authority Project Spt	0.00	20,000.00	0.00	20,000.00	20,000.00
	DF-01-05-02-S	2008	25400 DF010502S, Safeguards, Security, & Emerg Mgt Project Spt	0.00	80,000.00	0.00	80,000.00	80,000.00
	DF-01-05-03-0	2008	25400 DF0105030, Safety Analyses	0.00	1,609,193.20	0.00	1,609,193.20	1,609,193.20
	DF-01-05-09-1	2008	25400 DF0105091, Post-Closure Safety Analysis	0.00	243,801.99	0.00	243,801.99	243,801.99
	DF-01-05-09-2	2008	25400 DF0105092, Pre-Closure Safety Analysis	0.00	500,000.00	0.00	500,000.00	500,000.00
	DF-01-05-12-0	2008	25400 DF0105120, License Application	0.00	223,797.86	0.00	223,797.86	223,797.86
	DF-01-05-14-1	2008	25400 DF0105141, Non-Nuclear Surface Facilities	0.00	200,000.00	0.00	200,000.00	200,000.00
	DF-01-05-14-2	2008	25400 DF0105142, S&S and EM for Non-Nuclear Surface Facilities	0.00	2,400.93	0.00	2,400.93	2,400.93
	DF-01-05-18-0	2009	25400 DF0105180, MandO Contract Services	0.00	(1,260,214.38)	0.00	(1,260,214.38)	(1,260,214.38)
	DF-01-05-20-0	2008	25400 DF0105200, Pre Construction Authorization (CA) Operations	0.00	1,000,932.92	0.00	1,000,932.92	1,000,932.92
		2009	25400 DF0105200, Pre Construction Authorization (CA) Operations	0.00	1,260,214.38	0.00	1,260,214.38	1,260,214.38
	DF-01-05-52-0	2008	25400 DF0105520, Subsurface Repository	0.00	362,391.51	0.00	362,391.51	362,391.51
	DF-09-07-10-0	2008	25400 DF0907100, Safeguards & Security and Emergency Management In	0.00	339.26	0.00	339.26	339.26
	DF-09-10-00-0	2008	25400 DF0910000, Quality Assurance (QA)	0.00	75,669.76	0.00	75,669.76	75,669.76
	DF-09-42-00-0	2008	25400 DF0942000, Systems Analysis	0.00	54,000.00	0.00	54,000.00	54,000.00
	DF-09-43-00-0	2008	25400 DF0943000, Total System Life-Cycle Cost (TSLCC)	0.00	558.94	0.00	558.94	558.94
	DF-09-51-01-0	2008	25400 DF0951010, Program Management	0.00	10,000.00	0.00	10,000.00	10,000.00
	DF-09-51-10-0	2008	25400 DF0951100, Program Management, Planning, and Control	0.00	15,000.00	0.00	15,000.00	15,000.00
	DF-09-52-00-0	2008	25400 DF0952000, Information Management	0.00	29,545.35	0.00	29,545.35	29,545.35
	DF-40-02-10-0	2008	25400 DF4002100 - Nevada Rail Line	0.00	3,902.11	0.00	3,902.11	3,902.11
	DF-40-02-20-0	2008	25400 DF4002200 - Environmental Impact Statement (EIS)	0.00	36,309.73	0.00	36,309.73	36,309.73
	DF-40-03-60-0	2008	25400 DF4003600 - Program Management	0.00	19,617.50	0.00	19,617.50	19,617.50
	DF-40-06-00-0	2008	25400 DF4006000, National Transportation Project	0.00	40,000.00	0.00	40,000.00	40,000.00

NATIONAL NUCLEAR SECURITY ADMINISTRATION  
 FY 2009 APPROVED FUNDING PROGRAM NO. 9  
 NSUS - USA Repository Ser. LLC, RW0000005 - CONTRACT NO: RW0000005  
 DETAIL

				BUDGET AUTHORITY (BA)							
				BEGINNING	NEW BA		TOTAL				
				UNCOSTED	PREVIOUS	CHANGE	REVISED	AVAILABLE			
FT	B&R	REPORTING/BUD	REF NUM	APPR YEAR	OBJ CLASS						
				2008	25400	DF4007000, Nevada Rail Line Project	0.00	280,000.00	0.00	280,000.00	280,000.00
				2008	25400	DF4008000, Transportation Logistics Development	0.00	50,000.00	0.00	50,000.00	50,000.00
				2005	25400	DF4030200, Transportation Project Management and Control	0.00	680,711.15	0.00	680,711.15	680,711.15