

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   2
2. AMENDMENT/MODIFICATION NO. 015	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 09RW000480	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)**

See Attachment 1, No Funding- Approved Funding Program (AFP) Number 12 (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.

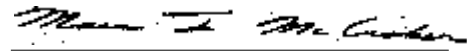
**E. IMPORTANT:** Contractor  is not,  is required to sign this document and return \_\_\_\_\_ 0 copies to the issuing office.

**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:NA  
 Subj to Retent: NO  
 The purpose of this modification is to incorporate Approved Funding Program (AFP) number 12 (Attachment 1) in the contract cited in Block 10A above. This AFP does not provide additional funding; it only reallocates FY 2009 funding between budget and reporting (B&R) codes.

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 09/30/2009

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED  
DE-RW0000005/015

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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>Total funds obligated and contract value remains unchanged at \$36,432,896.21, and \$1,606,464,986, consecutively.</p> <p>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 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: \$36,432,896.21</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  
SEPTEMBER**

COMBINED MOD  
3rd SEPTEMBER MOD

CONTRACTOR USA Repository SVS, LLC  
 CONTRACT NO. RW00000057100030  
 MOD NO. A015  
 AFP NO. 12  
 NOTE: \_\_\_\_\_

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

INTEGRATED CONTRACTOR	OPERATIONS	CONSTRUCTION	TOTAL
MOD TOTAL	\$0.00	\$0.00	\$0.00
PRIOR CUMULATIVE	\$30,783,376.21	\$5,649,520.00	\$36,432,896.21
NEW CUMULATIVE	\$30,783,376.21	\$5,649,520.00	\$36,432,896.21
<b>OPERATIONS</b>	<b>=</b>	<b>OPERATING</b>	<b>+</b>
	\$0.00	-	REIM. - FED (40) 3Y + REIM. - NON-FED (60) 2Z + TECH TRANS (65) 1T

TOTAL CONTRACT VALUE	FUNDS PREVIOUSLY OBLIGATED	CURRENT FUNDS OBLIGATED	FUNDS OBLIGATED SINCE INCEPTION OF CONTRACT
	\$41,332,896.21	\$0.00	\$41,332,896.21

**Required Signatures:**

Budget: \_\_\_\_\_ Processed: RENEE PACHECO Date: 9/30/2009

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

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

*Renée Pacheco*

NATIONAL NUCLEAR SECURITY ADMINISTRATION  
 FY 2009 APPROVED FUNDING PROGRAM NO. 12  
 NSUS - USA Repository Ser. LLC, RW0000005 - CONTRACT NO: RW0000005  
 SUMMARY

BUDGET AUTHORITY (BA)

	NEW BA			REVISED	TOTAL AVAILABLE
	BEGINNING UNCOSTED OBLIGATIONS	PREVIOUS	CHANGE		
OPERATING EXPENSES	0.00	36,432,896.21	0.00	36,432,896.21	36,432,896.21
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
<b>GRAND TOTAL</b>	<b>0.00</b>	<b>36,432,896.21</b>	<b>0.00</b>	<b>36,432,896.21</b>	<b>36,432,896.21</b>

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

NATIONAL NUCLEAR SECURITY ADMINISTRATION  
 FY 2009 APPROVED FUNDING PROGRAM NO. 12  
 NSUS - USA Repository Ser. LLC, RW0000005 - CONTRACT NO: RW0000005  
 HQ B&R CONTROL SUMMARY

APPROPRIATION YEAR		BUDGET REFERENCE NUMBER		BUDGET AUTHORITY (BA)					TOTAL
FT	HQ B&R CONTROL	BUDGET REFERENCE NUMBER		BEGINNING UNCOSTED OBLIGATIONS	PREVIOUS	CHANGE	REVISED	AVAILABLE	
89X0244	2009	Defense Nuclear Waste Disposal	DF0000000 - Waste Management System	0.00	30,023,322.00	0.00	30,023,322.00	30,023,322.00	
TH	DF-00-00-00-0								
89X5227	2005	Nuclear Waste Fund	DF0000000 - Waste Management System	0.00	680,711.15	0.00	680,711.15	680,711.15	
WD	DF-00-00-00-0								
89X5227	2008	Nuclear Waste Fund	DF0000000 - Waste Management System	0.00	5,607,461.06	0.00	5,607,461.06	5,607,461.06	
DF	DF-00-00-00-0								
89X5227	2009	Nuclear Waste Fund	DB0000000 - Civilian Radioactive Waste Management - Program	0.00	121,402.00	0.00	121,402.00	121,402.00	
DB	DF-00-00-00-0								
DF	DF-00-00-00-0			0.00	0.00	0.00	0.00	0.00	

FT	BGR	RPTG/BUD	REF	NUM	APPR	OBT	CLASS	BEGINNING UNOBLIGATED	BUDGET AUTHORITY (BA)			TOTAL AVAILABLE
									PREVIOUS	CHANGE	REVISED	
TH	DF-01-05-02-C	2009	25400	DF010502C	Construction Mgt & Site Ops Project Support	0.00	919,000.00	(286,000.00)	633,000.00	633,000.00	633,000.00	
	DF-01-05-02-E	2009	25400	DF010502E	Engineering Project Support	0.00	2,055,000.00	0.00	2,055,000.00	2,055,000.00	2,055,000.00	
	DF-01-05-02-G	2009	25400	DF010502G	Government Services Project Spt	0.00	714,000.00	89,000.00	803,000.00	803,000.00	803,000.00	
	DF-01-05-02-I	2009	25400	DF010502I	External Affairs Project Spt	0.00	104,000.00	0.00	104,000.00	104,000.00	104,000.00	
	DF-01-05-02-F	2009	25400	DF010502P	Project Chtrl & Procurement Project Support	0.00	1,633,000.00	0.00	1,633,000.00	1,633,000.00	1,633,000.00	
	DF-01-05-02-S	2009	25400	DF010502S	Safeguards, Security, & Emerg Mgt Project Spt	0.00	253,000.00	0.00	253,000.00	253,000.00	253,000.00	
	DF-01-05-09-1	2009	25400	DF0105091	Post-Closure Safety Analysis	0.00	296,000.00	537,000.00	833,000.00	833,000.00	833,000.00	
	DF-01-05-09-2	2009	25400	DF0105092	Pre-Closure Safety Analysis	0.00	3,012,000.00	(265,000.00)	2,747,000.00	2,747,000.00	2,747,000.00	
	DF-01-05-12-0	2009	25400	DF0105120	License Application	0.00	8,002,817.00	0.00	8,002,817.00	8,002,817.00	8,002,817.00	
	DF-01-05-14-1	2009	25400	DF0105141	Non-Nuclear Surface Facilities	0.00	0.00	0.00	0.00	0.00	0.00	
	DF-01-05-18-0	2009	25400	DF0105180	MandO Contract Services	0.00	12,461,505.00	0.00	12,461,505.00	12,461,505.00	12,461,505.00	
	DF-09-10-00-0	2009	25400	DF0910000	Quality Assurance (QA)	0.00	573,000.00	(75,000.00)	498,000.00	498,000.00	498,000.00	
WD	DB-09-05-20-1	2008	25400	DB0905201	HQ Information Management Support	0.00	121,402.00	0.00	121,402.00	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	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	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	160,000.00	
	DF-01-05-02-F	2008	25400	DF010502P	Project Chtrl & Procurement Project Support	0.00	20,000.00	0.00	20,000.00	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	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	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	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	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	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	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	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	2,400.93	
	DF-01-05-18-0	2008	25400	DF0105180	MandO Contract Services	0.00	(1,260,214.38)	0.00	(1,260,214.38)	(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	1,000,932.92	
	DF-01-05-52-0	2008	25400	DF0105520	Pre Construction Authorization (CA) Operations	0.00	1,260,214.38	0.00	1,260,214.38	1,260,214.38	1,260,214.38	
	DF-09-07-10-0	2008	25400	DF0907100	Subsurface Repository	0.00	362,391.51	0.00	362,391.51	362,391.51	362,391.51	
	DF-09-10-00-0	2008	25400	DF0910000	Safeguards & Security and Emergency Management In	0.00	339.26	0.00	339.26	339.26	339.26	
	DF-09-42-00-0	2008	25400	DF0942000	Quality Assurance (QA)	0.00	75,669.76	0.00	75,669.76	75,669.76	75,669.76	
	DF-09-43-00-0	2008	25400	DF0943000	Systems Analysis	0.00	54,000.00	0.00	54,000.00	54,000.00	54,000.00	
	DF-09-51-01-0	2008	25400	DF0951010	Total System Life-Cycle Cost (TSLCC)	0.00	558.94	0.00	558.94	558.94	558.94	
	DF-09-51-10-0	2008	25400	DF0951100	Program Management	0.00	10,000.00	0.00	10,000.00	10,000.00	10,000.00	
	DF-09-52-00-0	2008	25400	DF0952000	Program Management, Planning, and Control	0.00	15,000.00	0.00	15,000.00	15,000.00	15,000.00	
	DF-40-02-10-0	2008	25400	DF4002100	Information Management	0.00	29,545.35	0.00	29,545.35	29,545.35	29,545.35	
	DF-40-02-20-0	2008	25400	DF4002200	- Nevada Rail Line	0.00	3,902.11	0.00	3,902.11	3,902.11	3,902.11	
	DF-40-03-60-0	2008	25400	DF4003600	- Environmental Impact Statement (EIS)	0.00	36,309.73	0.00	36,309.73	36,309.73	36,309.73	
	DF-40-06-00-0	2008	25400	DF4006000	- Program Management	0.00	19,617.50	0.00	19,617.50	19,617.50	19,617.50	
					National Transportation Project	0.00	40,000.00	0.00	40,000.00	40,000.00	40,000.00	

OPERATING EXPENSES

NATIONAL NUCLEAR SECURITY ADMINISTRATION  
 FY 2009 APPROVED FUNDING PROGRAM NO. 12  
 NSUS - USA Repository Ser. LLC, RW0000005 - CONTRACT NO: RW0000005  
 DETAIL

		BUDGET AUTHORITY (BA)									
		NEW BA					TOTAL AVAILABLE				
FT	B&R REPORTING/BUD REF NUM	APPR YEAR	OBJ CLASS	BEGINNING UNCOSED OBLIGATIONS	PREVIOUS	CHANGE	REVISED	BEGINNING UNCOSED OBLIGATIONS	PREVIOUS	CHANGE	TOTAL AVAILABLE
	DF-40-07-00-0	2008	25400	DF4007000, Nevada Rail Line Project	0.00	280,000.00	0.00	0.00	280,000.00	0.00	280,000.00
	DF-40-08-00-0	2008	25400	DF4008000, Transportation Logistics Development	0.00	50,000.00	0.00	0.00	50,000.00	0.00	50,000.00
	DF-40-30-20-0	2005	25400	DF4030200, Transportation Project Management and Control	0.00	680,711.15	0.00	0.00	680,711.15	0.00	680,711.15