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|---|------------------------------------|---|--|
| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 2 |
| 2. AMENDMENT/MODIFICATION NO. 005 | 3. EFFECTIVE DATE See Block 16C | 4. REQUISITION/PURCHASE REQ. NO. 09RW000154 | 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)

See Attachment 1: FY 2009 AFP 4

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. |
| X | 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: |
| | D. OTHER (Specify type of modification and authority) |

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

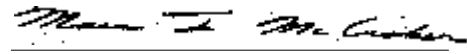
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

Tax ID Number: 94-1381538
DUNS Number: 827077079
Subj to Retent: NO

The purpose of this modification is to incorporate Approved Funding Program (AFP) number 4 (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 05/21/2009 |

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-RW0000005/005

| | |
|------|----|
| 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>Total funds obligated and contract value remains unchanged at \$29,041,765.21, 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: \$29,041,765.21</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
MAY**

CONTRACTOR: USA Repository SVS, LLC
 CONTRACT NO.: RW0000005 / 100030
 MOD NO.: A006
 AFP NO.: 4
 NOTE: AFP #4, had in and out activity with a zero dollar net impact

COMBINED MOD
1st MAY MOD

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 | \$0.00 | \$0.00 | \$0.00 |
| PRIOR CUMULATIVE | \$28,041,785.21 | \$0.00 | \$28,041,785.21 |
| NEW CUMULATIVE | \$28,041,785.21 | \$0.00 | \$28,041,785.21 |
| OPERATIONS | REIM. - FED (40) 3Y | REIM. - NON-FED (60) 2Z | REIM. - TECH TRANS (65) 1T |
| | - | + | + |
| | \$0.00 | - | - |

| | FUNDS PREVIOUSLY OBLIGATED | CURRENT FUNDS OBLIGATED | FUNDS OBLIGATED SINCE INCEPTION OF CONTRACT |
|-----------------------------|----------------------------|-------------------------|---|
| TOTAL CONTRACT VALUE | \$33,941,785.21 | \$0.00 | \$33,941,785.21 |

Required Signatures:

Budget: Processed: David Bonczales Date: 5/7/2009
 Contracts: Received: _____ Date: _____
 Approved: _____ Date: _____

NATIONAL NUCLEAR SECURITY ADMINISTRATION
 FY 2009 APPROVED FUNDING PROGRAM No. 4
 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 | PREVIOUS | CHANGE | REVISED | AVAILABLE |
| OBLIGATIONS | | | | | |
| OPERATING EXPENSES | 0.00 | 29,041,765.21 | 0.00 | 29,041,765.21 | 29,041,765.21 |
| 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 | 29,041,765.21 | 0.00 | 29,041,765.21 | 29,041,765.21 |

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

NATIONAL NUCLEAR SECURITY ADMINISTRATION
 FY 2009 APPROVED FUNDING PROGRAM No. 4
 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 UNCODED OBLIGATIONS | PREVIOUS | NEW BA CHANGE | REVISED | |
| 01100/2009 C000896 | TH - 89X0244 - Defense Nuclear Waste Disposal DF0000000 - Waste Management System | 0.00 | 22,753,593.00 | 0.00 | 22,753,593.00 | 22,753,593.00 |
| 02800/2005 C000896 | WD - 89X5227 - Nuclear Waste Fund DF0000000 - Waste Management System | 0.00 | 680,711.15 | 0.00 | 680,711.15 | 680,711.15 |
| 02800/2008 C000896 | WD - 89X5227 - Nuclear Waste Fund DF0000000 - Waste Management System | 0.00 | 5,607,461.06 | 0.00 | 5,607,461.06 | 5,607,461.06 |
| 02800/2009 C000896 | WD - 89X5227 - Nuclear Waste Fund DF0000000 - Waste Management System | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| GRAND TOTAL | | 0.00 | 29,041,765.21 | 0.00 | 29,041,765.21 | 29,041,765.21 |

NATIONAL NUCLEAR SECURITY ADMINISTRATION
FY 2009 APPROVED FUNDING PROGRAM No. 4
USA REPOSITORY SERVICES, LLC CONTRACT NO: RW000005
STARS FORMAT - DETAIL

Allottee: 01 NS - NNSA Office of Field Financial Management

Reporting Entity: 10030 NSUS - USA Repository Ser. LLC, RW000005

| | | BUDGET AUTHORITY (BA) | | | | |
|--------------------|--|-----------------------|---------------|----------------|---------------|---------------|
| FUND/APPR YEAR | Program/OBJ CLASS/Local Use | BEGINNING | NEW BA | | | TOTAL |
| | | UNCOSTED OBLIGATIONS | PREVIOUS | CHANGE | REVISED | AVAILABLE |
| OPERATING EXPENSES | | | | | | |
| 01100/2009 | TH - 89X0244 - Defense Nuclear Waste Disposal | | | | | |
| | 2823633/25400/0000000 DF010502C, Construction Mgt & Site Ops Project Support | 0.00 | 771,055.00 | 75,000.00 | 846,055.00 | 846,055.00 |
| | 2823634/25400/0000000 DF010502E, Engineering Project Support | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | 2823635/25400/0000000 DF010502G, Government Services Project Spt | 0.00 | 439,544.00 | 650,000.00 | 1,089,544.00 | 1,089,544.00 |
| | 2823636/25400/0000000 DF010502I, External Affairs Project Spt | 0.00 | 93,981.00 | 0.00 | 93,981.00 | 93,981.00 |
| | 2823637/25400/0000000 DF010502P, Project Cntrl & Procurement Project Support | 0.00 | 191,898.00 | 150,000.00 | 341,898.00 | 341,898.00 |
| | 2823639/25400/0000000 DF010502S, Safeguards, Security, & Emerg Mgt Project Spt | 0.00 | 45,252.00 | 0.00 | 45,252.00 | 45,252.00 |
| | 2823640/25400/0000000 DF0105091, Post-Closure Safety Analysis | 0.00 | 224,400.00 | 0.00 | 224,400.00 | 224,400.00 |
| | 2823641/25400/0000000 DF0105092, Pre-Closure Safety Analysis | 0.00 | 652,562.00 | 0.00 | 652,562.00 | 652,562.00 |
| | 2823529/25400/0000000 DF0105120, License Application | 0.00 | 2,521,898.00 | 233,347.00 | 2,755,245.00 | 2,755,245.00 |
| | 2823642/25400/0000000 DF0105141, Non-Nuclear Surface Facilities | 0.00 | 1,108,347.00 | (1,108,347.00) | 0.00 | 0.00 |
| | 2823530/25400/0000000 DF0105180, MandO Contract Services | 0.00 | 16,378,594.00 | 0.00 | 16,378,594.00 | 16,378,594.00 |
| | 2823560/25400/0000000 DF0910000, Quality Assurance (QA) | 0.00 | 326,062.00 | 0.00 | 326,062.00 | 326,062.00 |
| 02800/2005 | WD - 89X5227 - Nuclear Waste Fund | | | | | |
| | 2823590/25400/0000000 DF4030200, Transportation Project Management and Control | 0.00 | 680,711.15 | 0.00 | 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 | 400,000.00 | 0.00 | 400,000.00 | 400,000.00 |
| | 2823634/25400/0000000 DF010502E, Engineering Project Support | 0.00 | 170,000.00 | 0.00 | 170,000.00 | 170,000.00 |
| | 2823636/25400/0000000 DF010502I, External Affairs Project Spt | 0.00 | 160,000.00 | 0.00 | 160,000.00 | 160,000.00 |
| | 2823637/25400/0000000 DF010502P, Project Cntrl & Procurement Project Support | 0.00 | 20,000.00 | 0.00 | 20,000.00 | 20,000.00 |
| | 2823638/25400/0000000 DF010502R, Regulatory Authority Project Spt | 0.00 | 20,000.00 | 0.00 | 20,000.00 | 20,000.00 |
| | 2823639/25400/0000000 DF010502S, Safeguards, Security, & Emerg Mgt Project Spt | 0.00 | 80,000.00 | 0.00 | 80,000.00 | 80,000.00 |
| | 2823519/25400/0000000 DF0105030, Safety Analyses | 0.00 | 1,609,193.20 | 0.00 | 1,609,193.20 | 1,609,193.20 |
| | 2823640/25400/0000000 DF0105091, Post-Closure Safety Analysis | 0.00 | 243,801.99 | 0.00 | 243,801.99 | 243,801.99 |
| | 2823641/25400/0000000 DF0105092, Pre-Closure Safety Analysis | 0.00 | 500,000.00 | 0.00 | 500,000.00 | 500,000.00 |
| | 2823529/25400/0000000 DF0105120, License Application | 0.00 | 0.00 | 223,797.86 | 223,797.86 | 223,797.86 |
| | 2823642/25400/0000000 DF0105141, Non-Nuclear Surface Facilities | 0.00 | 200,000.00 | 0.00 | 200,000.00 | 200,000.00 |
| | 2823643/25400/0000000 DF0105142, S&S and EM for Non-Nuclear Surface Facilities | 0.00 | 2,400.93 | 0.00 | 2,400.93 | 2,400.93 |
| | 2823619/25400/0000000 DF0105200, Pre Construction Authorization (CA) Operations | 0.00 | 1,000,932.92 | 0.00 | 1,000,932.92 | 1,000,932.92 |
| | 2823621/25400/0000000 DF0105520, Subsurface Repository | 0.00 | 362,391.51 | 0.00 | 362,391.51 | 362,391.51 |
| | 2823624/25400/0000000 DF0907100, Safeguards & Security and Emergency Management In | 0.00 | 500.00 | (160.74) | 339.26 | 339.26 |
| | 2823560/25400/0000000 DF0910000, Quality Assurance (QA) | 0.00 | 75,669.76 | 0.00 | 75,669.76 | 75,669.76 |
| | 2823563/25400/0000000 DF0942000, Systems Analysis | 0.00 | 54,000.00 | 0.00 | 54,000.00 | 54,000.00 |
| | 2823564/25400/0000000 DF0943000, Total System Life-Cycle Cost (TSLCC) | 0.00 | 20,426.96 | (19,868.02) | 558.94 | 558.94 |
| | 2823649/25400/0000000 DF0951010, Program Management | 0.00 | 10,000.00 | 0.00 | 10,000.00 | 10,000.00 |
| | 2823569/25400/0000000 DF0951100, Program Management, Planning, and Control | 0.00 | 15,000.00 | 0.00 | 15,000.00 | 15,000.00 |
| | 2823571/25400/0000000 DF0952000, Information Management | 0.00 | 29,545.35 | 0.00 | 29,545.35 | 29,545.35 |
| | 2823597/25400/0000000 DF4002100 - Nevada Rail Line | 0.00 | 91,416.10 | (87,513.99) | 3,902.11 | 3,902.11 |

NATIONAL NUCLEAR SECURITY ADMINISTRATION
 FY 2009 APPROVED FUNDING PROGRAM No. 4
 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 | | UNCOSTED | PREVIOUS | CHANGE | REVISED | AVAILABLE |
| Program/OBJ CLASS/Local Use | | OBLIGATIONS | | | | |
| 02800/2008 | WD - 89X5227 - Nuclear Waste Fund | | | | | |
| 2823598/25400/0000000 | DF4002200 - Environmental Impact Statement (EIS) | 0.00 | 50,000.00 | (13,690.27) | 36,309.73 | 36,309.73 |
| 2823606/25400/0000000 | DF4003600 - Program Management | 0.00 | 122,182.34 | (102,564.84) | 19,617.50 | 19,617.50 |
| 2823646/25400/0000000 | DF4006000, National Transportation Project | 0.00 | 40,000.00 | 0.00 | 40,000.00 | 40,000.00 |
| 2823647/25400/0000000 | DF4007000, Nevada Rail Line Project | 0.00 | 280,000.00 | 0.00 | 280,000.00 | 280,000.00 |
| 2823648/25400/0000000 | DF4008000, Transportation Logistics Development | 0.00 | 50,000.00 | 0.00 | 50,000.00 | 50,000.00 |
| 02800/2009 | WD - 89X5227 - Nuclear Waste Fund | | | | | |
| 2823530/25400/0000000 | DF0105180, MandO Contract Services | 0.00 | (1,260,214.38) | 0.00 | (1,260,214.38) | (1,260,214.38) |
| 2823619/25400/0000000 | DF0105200, Pre Construction Authorization (CA) Operations | 0.00 | 1,260,214.38 | 0.00 | 1,260,214.38 | 1,260,214.38 |