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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 2 |
| 2. AMENDMENT/MODIFICATION NO. 0398 | 3. EFFECTIVE DATE 09/24/2013 | 4. REQUISITION/PURCHASE REQ. NO. 13EM003185 | 5. PROJECT NO. (If applicable) |
| 6. ISSUED BY Savannah River Operations U.S. Department of Energy Savannah River Operations P.O. Box A Aiken SC 29802 | CODE 00901 | 7. ADMINISTERED BY (If other than Item 6) Savannah River Operations U.S. Department of Energy Savannah River Operations P.O. Box A Aiken SC 29802 | CODE 00901 |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) SAVANNAH RIVER NUCLEAR SOLUTIONS, LLC Attn: LLOYD CLEVINGER 203 LAURENS ST SW AIKEN SC 298012421 | | (x) 9A. AMENDMENT OF SOLICITATION NO. | 9B. DATED (SEE ITEM 11) |
| CODE 798861048 FACILITY CODE | | x 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC09-08SR22470 | 10B. DATED (SEE ITEM 13) 01/10/2008 |

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)

No Change to Accounting and Appropriation Data

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

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| 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 1 copies to the issuing office.

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

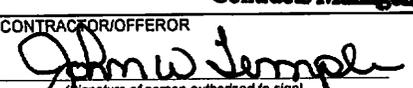
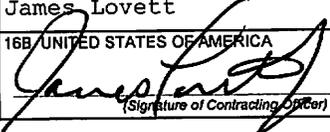
The purpose of this modification is to correct the extended Period of Performance for GD B&Rs under Modification 0397, and incorporate four contract work authorizations. Accordingly, the following applies:

A. Under Modification 0397 the work authorizations associated with GD B&Rs, is changed from "9/30/2014" to read "08/31/2014" for Attachment 2 work authorizations only, subject to the availability of funds. The period of performance for Mod 0397, Attachment 1 work authorizations remains at 9/30/2014.

B. The contract work authorizations listed below are hereby incorporated, as attachments 1 through 4, hereto.

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.

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| 15A. NAME AND TITLE OF SIGNER (Type or print) John W. Temple, Senior Vice President Contracts Management | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) James Lovett |
| 15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign) | 15C. DATE SIGNED 9/25/13 |
| 16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer) | 16C. DATE SIGNED 9/25/13 |

[Faint, mostly illegible text from a document, possibly a letter or report, covering the majority of the page.]

John W. Temple, Senior Vice President
Contract Management

2/25/12

[Handwritten signature]

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NAME OF OFFEROR OR CONTRACTOR
SAVANNAH RIVER NUCLEAR SOLUTIONS, LLC

| ITEM NO. (A) | SUPPLIES/SERVICES (B) | QUANTITY (C) | UNIT (D) | UNIT PRICE (E) | AMOUNT (F) |
|-----------------|---|-----------------|-------------|-------------------|---------------|
| | <p>1) No. IN13012, Rev 7, for Energy Threat (See Attachment 1)</p> <p>2) No. 89X0319, Rev 9, for Fuel Cycle Technologies (See Attachment 2)</p> <p>3) No. PC410003, Rev 6, for Packaging and Certification and Packaging and Transportation Operation Support (See Attachment 3)</p> <p>4) No. 410003-TechSup, Rev 3, SRNL Technical Support (Attachment 4)</p> <p>Funds were previously allocated under FINPLAN numbers 25 and 27 for Fiscal Year 2013 for contract work authorizations 2, 3 and 4, by separate modifications. In addition, the IN Contract Work Authorization provides direction only, regarding the use of funds previously obligated under the contract.</p> <p>C. This modification formally incorporates the above referenced contract work authorizations as part of the contract. As stated under DEAR 970.5211-1 Work Authorization (May 2007), paragraph (b), the work authorization, whether issued bilaterally or unilaterally shall become a part of the contract.</p> <p>D. The contract estimated value and all other terms and conditions remain unchanged.</p> | | | | |