

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 5
2. AMENDMENT/MODIFICATION NO. 037	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO.	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 REMEDIATION LLC Attn: GEORGE DUDICH 720 PARK BLVD. PO BOX 73 AIKEN SC 298013852		(x) 9A. AMENDMENT OF SOLICITATION NO.	
		9B. DATED (SEE ITEM 11)	
		x 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC09-09SR22505	
		10B. DATED (SEE ITEM 13) 12/08/2008	
CODE 808376193	FACILITY CODE		

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 in 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.

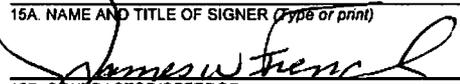
CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.232-22 Limitation of Funds (Apr 1984)
	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.)

See page 2.

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) James E. Hawkins
15B. CONTRACTOR/OFFEROR SR President - Project Mgr. <small>(Signature of person authorized to sign)</small>	15C. DATE SIGNED 7/9/10
16B. UNITED STATES OF AMERICA 	16C. DATE SIGNED 7/9/10 <small>(Signature of Contracting Officer)</small>

A. The purpose of this modification is to adjust the total estimated cost of the basic term and option years of the contract for pension contributions, legacy medical costs, fringe benefit costs, steam & electricity costs, overheads and additional costs for purchases from Savannah River Nuclear Solutions (SRNS).

A.1. The following tables reflect adjustment of the estimated contract cost for pension contributions:

Basic Term:

	2009	2010	2011	2012	2013	2014	2015	TOTAL BASE
FROM:	\$8,667.2	\$17,889.1	\$16,894.5	\$16,463.4	\$16,695.4	\$16,909.5	\$8,571.2	\$102,090.314
TO:	\$27,156.2	\$8,649.0	\$42,687.0	\$85,374.0	\$90,396.0	\$89,001.0	\$36,130.5	\$379,393.666
DIFF:	\$18,489.0	(\$9,240.1)	\$25,792.5	\$68,910.6	\$73,700.6	\$72,091.5	\$27,559.3	\$277,303.352

(Dollars in 000's)

(1) The FY 2009 – 2015 pension contribution for the basic term of the contract is increased by \$277,303,352.00, changing it **FROM:** \$102,090,314.00 **TO:** \$379,393,666.00.

Option Years:

	2015	2016	2017	TOTAL OPTION	GRAND TOTAL
FROM:	\$8,075.9	\$15,409.3	\$7,409.9	\$30,895.151	\$132,985.464
TO:	\$36,130.5	\$72,261.0	\$54,195.8	\$162,587.250	\$541,980.916
DIFF:	\$28,054.6	\$56,851.7	\$46,785.8	\$131,692.099	\$408,995.452

(Dollars in 000's)

(2) The FY 2015 – 2017 pension contribution for option years 1 & 2 of the contract is increased by \$131,692,099.00, changing it **FROM:** \$30,895,151.00 **TO:** \$162,587,250.00.

A.2. The following tables reflect adjustment of the estimated contract cost for legacy medical costs:

Basic Term:

	2009	2010	2011	2012	2013	2014	2015	TOTAL BASE
FROM:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TO:	\$ -	\$12,555.0	\$14,352.0	\$16,588.5	\$16,588.5	\$17,726.3	\$9,429.9	\$87,239.4
DIFF:	\$ -	\$12,555.0	\$14,352.0	\$16,588.5	\$16,588.5	\$17,726.3	\$9,429.9	\$87,239.4

(Dollars in 000's)

(1) The FY 2009 – 2015 legacy medical cost for the basic term of the contract is increased by \$87,239,400.00, changing it **FROM:** \$0.00 **TO:** \$87,239,400.00.

Option Years:

	2015	2016	2017	TOTAL OPTION	GRAND TOTAL
FROM:	\$ -	\$ -	\$ -	\$ -	\$ -
TO:	\$9,429.9	\$18,859.8	\$14,144.9	\$42,434.6	\$129,674.1
DIFF:	\$9,429.9	\$18,859.8	\$14,144.9	\$42,434.6	\$129,674.1

(Dollars in 000's)

- (2) The FY 2015 – 2017 legacy medical cost for option years 1 & 2 of the contract is increased by \$42,434,600.00, changing it **FROM:** \$0.00 **TO:** \$42,434,600.00.

A.3. The following tables reflect adjustment of the estimated contract cost for fringe benefits:

Basic Term:

	2009	2010	2011	2012	2013	2014	2015	TOTAL BASE
FROM:	\$16,973.8	\$34,902.5	\$33,085.0	\$32,197.1	\$32,707.5	\$33,168.2	\$16,827.7	\$199,861.8
TO:	\$25,955.8	\$53,573.0	\$50,594.2	\$49,303.2	\$49,998.1	\$50,639.3	\$25,668.2	\$305,731.8
DIFF:	\$8,982.0	\$18,670.5	\$17,509.2	\$17,106.1	\$17,290.6	\$17,471.1	\$8,840.5	\$105,870.0

(Dollars in 000's)

- (1) The FY 2009 – 2015 fringe benefit cost for the basic term of the contract is increased by \$105,870,000.00, changing it **FROM:** \$199,861,800.00 **TO:** \$305,731,800.00.

Option Years:

	2015	2016	2017	TOTAL OPTION	GRAND TOTAL
FROM:	\$15,843.2	\$30,264.7	\$14,568.4	\$60,676.3	\$260,538.1
TO:	\$24,185.1	\$46,146.6	\$22,190.7	\$92,522.4	\$398,254.2
DIFF:	\$8,341.9	\$15,881.9	\$7,622.3	\$31,846.1	\$137,716.1

(Dollars in 000's)

- (2) The FY 2015 – 2017 fringe benefit cost for option years 1 & 2 of the contract is increased by \$31,846,100.00, changing it **FROM:** \$60,676,300.00 **TO:** \$92,522,400.00.

A.4. The following tables reflect adjustment of the estimated contract cost for steam & electricity:

Basic Term:

	2009	2010	2011	2012	2013	2014	2015	TOTAL BASE
FROM:	\$3,987.0	\$16,538.0	\$17,150.0	\$17,784.0	\$18,442.0	\$19,124.0	\$14,874.0	\$107,899.0
TO:	\$5,659.0	\$22,361.0	\$23,214.0	\$23,387.0	\$23,555.0	\$24,120.0	\$18,525.0	\$140,820.0
DIFF:	\$1,672.0	\$5,823.0	\$6,064.0	\$5,603.0	\$5,113.0	\$4,996.0	\$3,651.0	\$32,922.0

(Dollars in 000's)

- (1) The FY 2009 – 2015 steam & electricity cost for the basic term of the contract is increased by \$32,922,000.00, changing it **FROM:** \$107,899,000.00 **TO:** \$140,820,000.00.

Option Years:

	2015	2016	2017	TOTAL OPTION	GRAND TOTAL
FROM:	\$4,958.0	\$20,566.0	\$15,995.0	\$41,519.0	\$149,418.0
TO:	\$6,175.0	\$25,292.0	\$19,424.0	\$50,891.0	\$191,711.0
DIFF:	\$1,217.0	\$4,726.0	\$3,429.0	\$9,372.0	\$42,293.0

(Dollars in 000's)

- (2) The FY 2015 – 2017 steam & electricity cost for option years 1 & 2 of the contract is increased by \$9,372,000.00, changing it **FROM:** \$41,519,000.00 **TO:** \$50,891,000.00.

A.5. The following tables reflect adjustment of the estimated contract cost for overhead:

Basic Term:

	2009	2010	2011	2012	2013	2014	2015	TOTAL BASE
FROM:	\$4,352.0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$4,352.0
TO:	\$19,441.0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$19,441.0
DIFF:	\$15,089.0	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$15,089.0

(Dollars in 000's)

- (1) The FY 2009 – 2015 overhead cost for the basic term of the contract is increased by \$15,089,000.00, changing it **FROM:** \$4,352,000.00 **TO:** \$19,441,000.00.

Option Years:

	2015	2016	2017	TOTAL OPTION	GRAND TOTAL
FROM:	\$ -	\$ -	\$ -	\$4,352.0	\$4,352.0
TO:	\$ -	\$ -	\$ -	\$19,441.0	\$19,441.0
DIFF:	\$ -	\$ -	\$ -	\$15,089.0	\$15,089.0

(Dollars in 000's)

(2) The FY 2015 – 2017 overhead cost for option years 1 & 2 of the contract is increased by \$0.00, changing it **FROM:** \$0.00 **TO:** \$0.00.

A.6. The following tables reflect adjustment of the estimated contract cost for purchases from SRNS:

Basic Term:

	2009	2010	2011	2012	2013	2014	2015	TOTAL BASE
FROM:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TO:	\$3,983.946	\$15,935.782	\$15,935.782	\$15,935.782	\$15,935.782	\$15,935.782	\$11,951.836	\$95,614.693
DIFF:	\$3,983.946	\$15,935.782	\$15,935.782	\$15,935.782	\$15,935.782	\$15,935.782	\$11,951.836	\$95,614.693

(Dollars in 000's)

(1) The FY 2009 – 2015 purchases from SRNS cost for the basic term of the contract is increased by \$95,614,693.00, changing it **FROM:** \$0.00 **TO:** \$95,614,693.00.

Option Years:

	2015	2016	2017	TOTAL OPTION	GRAND TOTAL
FROM:	\$ -	\$ -	\$ -	\$ -	\$ -
TO:	\$4,555.489	\$18,221.949	\$13,666.461	\$36,443.899	\$132,058.592
DIFF:	\$4,555.489	\$18,221.949	\$13,666.461	\$36,443.899	\$132,058.592

(Dollars in 000's)

(2) The FY 2015 – 2017 purchases from SRNS cost for option years 1 & 2 of the contract is increased by \$36,443,899.00, changing it **FROM:** \$0.00 **TO:** \$36,443,899.00.

B. The total estimated contract cost without options is increased by \$251,788,698.00, changing it **FROM:** \$2,473,075,704.00 **TO:** \$2,724,864,402.00.

The total estimated contract cost with options is increased by \$865,827,143.00, changing it **FROM:** \$3,325,183,026.00 **TO:** \$4,191,010,169.00

C. For subsequent contract years, when projections show that SRR costs will differ significantly in any of these areas from the original SRR contract estimate as awarded on December 8, 2008, the Total Estimated Cost will be adjusted through a supplemental agreement. Any such adjustments will be non-fee bearing as per the parties' agreement under contract modification 024. Adjusted contract estimated costs shall be added to CLIN 00005 under a future conformed Section B modification.

D. All other terms and conditions remain unchanged.