

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 6
2. AMENDMENT/MODIFICATION NO. 294	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 11EM002571	5. PROJECT NO. (If applicable)
6. ISSUED BY Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352	CODE 00601	7. ADMINISTERED BY (If other than Item 6) Richland Operations Office U.S. Department of Energy Richland Operations Office P.O. Box 550, MSIN A7-80 Richland WA 99352	CODE 00601
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) WASHINGTON CLOSURE HANFORD, LLC Attn: Neil Brosee, President 2620 Fermi Avenue Richland WA 99354		(x) 9A. AMENDMENT OF SOLICITATION NO.	9B. DATED (SEE ITEM 11)
CODE 167280762	FACILITY CODE	x 10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC06-05RL14655	10B. DATED (SEE ITEM 13) 03/23/2005

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)

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: I. 70-FAR 52.243-2-Changes-Cost Reimbursement (8/87)-Alt I (Apr 1984) and Mutual Agreement of the Parties
	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.)

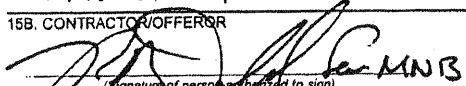

Tax ID Number: 94-1381538

DUNS Number: 167280762

CHANGE ORDER NO. WCH-REA-047

A. The purpose of this modification is to definitize the following Request for Equitable Adjustment (REA), which was submitted to RL by WCH on January 24, 2011 (WCH CCN 156102): WCH-REA-047, Revision 0, "Remediation of Three 100-D Sites." Contract revisions are detailed in the SF30 Block 14 Continuation beginning on Page 2 of this modification. Period of Performance: 03/23/2005 to 09/30/2015

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) M.N. Brosee, President	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jewel J. Short
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 5-18-11
16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 5/18/11

NSA 7540-01-152-8070
Previous edition unusable

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

SF30 BLOCK 14 CONTINUATION:

B. Based on negotiations of WCH-REA-047, the following increases are hereby made to Contract Target Cost and Target Fee within Contract Line Item No. 1:

Cost: \$ 660,674
 Fee: \$ 46,247
 Total: \$ 706,921

C. This modification is subject to adjustment pending resolution of internal and external audits of the Contractor’s proposed Disclosure Statement Revision 6 and indirect cost rates. At the time of Contract definitization, internal and external audits have not been completed. Therefore, the parties agree that the negotiated cost and fee above is subject to adjustment based on the results of subsequent audit reports and resolution of audit findings.

D. Section B, Table B.1, *Incentive Fee Structure*, is replaced in its entirety with the revised attached Table B.1. Contract replacement page B-18 is included with this modification. Revisions to Table B.1 are detailed below:

Element	From*	To	Increase
Target Cost – CLIN 1	\$1,705,229,358	\$1,705,890,032	\$660,674
Target Cost – TOTAL	2,037,648,000	2,038,308,674	660,674
Target Fee – CLIN 1	\$123,194,197	\$123,240,444	\$46,247
Target Fee – TOTAL	146,240,392	146,286,639	46,247
Maximum Cost Performance Incentive Fee – CLIN 1	\$230,205,963	\$230,295,154	\$89,191
Maximum Cost Performance Incentive Fee – Total	\$275,082,480	\$275,171,671	\$89,191

*The base amounts for revisions identified in Table B.1 are from Modification No. 282, WCH-REA-120 Definitization.

E. The following contract sections will be updated for WCH-REA-047 in a future contract modification to be issued at a later date:

1. Section B, Table B.2, *Schedule of Quantities and Target Cost* – The following line items will be affected by REA-047:
 - 100-D Area – Waste Site Remediation (WBS 1.03.02.02.05 / 1.03.02.03.05) - Fld. Rem.-Waste Sites-100-D – Baseline Quantity increased by 1,969 Tons. CLIN 1 Target Cost and Total Target Cost increased by \$459,966.
 - Fld. Rem.-100 D Non Site Specific Support (NSSS) (WBS 1.03.02.75.25) – CLIN 1 Target Cost and Total Target Cost increased by \$46,365. This cost is associated with the application of the NSSS rate.

- 200 Area – Waste Operations - Waste Ops - Operations/Disposal/Treatment (CLIN #1) (WBS 1.04.01.02.31 / 1.04.01.02.32) – Baseline Quantity increased by 1,969 Tons. CLIN 1 Target Cost and Total Target Cost increased by \$23,706.
 - 200 Area – Waste Operations - Waste Ops - Transportation (CLIN #1) (WBS 1.04.01.03.37 / 1.04.01.03.38) - Waste Ops-Transportation Routes/Methods and Transportation – Baseline Quantity increased by 1,969 Tons. CLIN 1 Target Cost and Total Target Cost increased by \$20,923.
 - 200 Area – Waste Operations - Waste Ops-Project Management and Support (PM&S) (WBS 1.04.99.01.29 / 1.04.99.02.29 / 1.04.01.02.32) – CLIN 1 Target Cost and Total Target Cost increased by \$1,339. This cost is associated with the application of the PM&S indirect cost rate.
 - Final Closure - Fld. Rem.-Project Management and Support (WBS 1.03.99.01.29) – CLIN 1 Target Cost and Total Target Cost increased by \$16,073. This cost is associated with the application of the PM&S indirect cost rate.
 - Project Management and Support (WBS 1.06.01/1.06.02/1.06.03/1.06.04/1.06.05/1.06.06) - MS/GS-Project Integration, Project Services, SHQ, Engineering, Regulatory and Environmental Management and Office of the Project Gen. Manager – CLIN 1 Target Cost and Total Target Cost increased by \$92,302. This cost is associated with the application of the PM&S rate.
2. Section C, Table C.1, *River Corridor Work Summary* – The number of sites will be increased by three (3) in the following location: Activity 6: “Field Remediation – Waste Sites,” summary column “100 Area – D Area” and Activity 6: Field Remediation – Waste Sites Total.
3. Section J, Attachment J-1, *River Corridor Closure Contract Work Scope* – the following line items will be added and/or revised in Attachment J-1 for REA-047:
- **NEW** - 100-D Area – 100-DR-1 – Remediate Waste Site – 100-D-50:2 (WBS 1.03.02.02.05.22) – REA-047.
 - **NEW** - 100-D Area – 100-DR-1 – Remediate Waste Site – 100-D-50:3 (WBS 1.03.02.02.05.27) – REA-047.
 - **NEW** - 100-D Area – 100-DR-2 – Remediate Waste Site – 100-D-14 (WBS 1.03.02.03.05.10) – REA-047.
 - 100-d Area - Fld. Rem.-100 D Non Site Specific Support (WBS 1.03.02.75.25.01) - Add “Also now includes REA 047” to column entitled “Assumed Activity Status h.”
 - 200 Area – ERDF Waste Ops-Ops/Disp (CLIN #1) – Waste Ops-Disposal (WBS 1.04.01.02.31.01) - Waste Operations - Environmental Restoration Disposal Facility (Facility Operations/Disposal) - Add REA 047 to column entitled “Assumed Activity Status h.”
 - 200 Area – ERDF Waste Ops-Ops/Disp (CLIN #1) – Waste Ops-Waste Treatment (WBS 1.04.01.02.32.01) - Waste Operations – Waste Treatment - Add REA 047 to column entitled “Assumed Activity Status h.”
 - 200 Area – ERDF Waste Ops-Trnsptn (CLIN #1) – Waste Ops-Transportation (WBS 1.04.01.03.38.01) - Waste Operations - Environmental Restoration Disposal Facility (Transportation) – Add REA 047 to column entitled “Assumed Activity Status h.”

- 200 Area – ERDF Waste Ops-Trnsptn (CLIN #1) – Waste Ops-Project Management and Support (WBS 1.04.99.01.29 / 1.04.99.02.29 / 1.04.01.02.32) - Add “Also includes REA PM&S Rates for REA 047” to column entitled “Assumed Activity Status h.”
 - Final Closure – Miscellaneous Restoration – Fld. Rem.-Project Management and Support (WBS 1.03.99.01.29.01) – Add “Also includes REA PM&S Rates for REA 047” to column entitled “Assumed Activity Status h.”
 - Mission Support/General Support - MS/GS-Project Integration (WBS 1.06.01.01.01.01) - Legacy Retiree Medical Costs; Project Controls / Director of Project Integration; Strategic Planning and Baseline Management – Add “Also includes REA MS/GS Rates for REA 047” to column entitled “Assumed Activity Status h.”
 - Mission Support/General Support - MS/GS-Project Services (WBS 1.06.02.01.01.01) - Contracts; Facilities Services; Financial Services; Human Resources; Information and Administrative Services; Information Technology (IT); Labor Relations; Light Vehicles; Procurement; Project Services; Taxes and Insurance - Add “Also includes REA MS/GS Rates for REA 047” to column entitled “Assumed Activity Status h.”
 - Mission Support/General Support – MS/GS-ESHQ (WBS 1.06.03.01.01.01) - ESHI Support; Quality Assurance; Radiological Control Program; Safety and Health; Safety, Health and Quality Management - Add “Also includes REA MS/GS Rates for REA 047” to column entitled “Assumed Activity Status h.”
 - Mission Support/General Support – MS/GS-Engineering (WBS 1.06.04.01.01.01) - Engineering Support; Nuclear Safety; Technology Application - Add “Also includes REA MS/GS Rates for REA 047” to column entitled “Assumed Activity Status h.”
 - Mission Support/General Support – MS/GS-Reg Integration and Outreach (WBS 1.06.05.01.01.01) - MS/GS-Regulatory and Environmental Management - Add “Also includes REA MS/GS Rates for REA 047” to column entitled “Assumed Activity Status h.”
 - Mission Support/General Support – MS/GS-Office of the Project Gen. Manager (WBS 1.06.06.01.01.01) - President General Support; Incentive Compensation Plan; Communications; Employee Concerns; Arbitration, Legal/Internal Audit; Safeguards and Security; Training - Add “Also includes REA MS/GS Rates for REA 047” to column entitled “Assumed Activity Status h.”
- F. This modification does not obligate additional funds to the contract. Accordingly, work under the contract, such as that described herein, must be performed within the amount of funds which have been incrementally allotted to the contract in accordance with Clause I.57 - FAR 52.232-22 - Limitation of Funds (Apr 1984).
- G. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-047, the Contractor hereby releases the Government from any and all liability under this contract for further equitable adjustment attributable to such facts or circumstances giving rise to WCH-REA-047.

There are no other changes to the terms and conditions of the contract.

End of Modification 294

TABLE B.1 INCENTIVE FEE STRUCTURE

Element	Definition/ Reference	CLIN 1		CLIN 2		CLIN 3		CLIN 4		Total
		Date	Amount	Date	Amount	Date	Amount	Date	Amount	
Cost Performance Incentive Fee (Target Cost, Target Fee, and Cost Share Ratio)										
<i>Target Cost</i>	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(1)		\$1,705,890,032		\$0		\$112,847,740		\$219,570,902	\$2,038,308,674
<i>Target Fee</i>	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2)		\$123,240,444		\$0		\$7,899,297		\$15,146,898	\$146,286,639
<i>Estimated Incumbent Employee Pension Costs</i>	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)(5)		\$34,074,455		\$1,806,276		\$2,795,184		\$0	\$38,675,915
<i>Cost Share Ratio (Government/ Contractor)</i>	Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)		80/20		80/20		80/20		80/20	80/20
Schedule Performance Incentive Fee										
<i>Completion of Contract Requirements</i>	Fee earned for completion on or before the dates shown:	3/31/2012	\$25.9M	3/31/2012	\$10.9M	3/31/2012	\$3.2M			\$40.0M
		9/30/2012	\$19.4M	9/30/2012	\$8.2M	9/30/2012	\$2.4M			\$30.0M
		3/31/2013	\$15.5M	3/31/2013	\$6.5M	3/31/2013	\$2.0M			\$24.0M
		9/30/2013	\$7.8M	9/30/2013	\$3.2M	9/30/2013	\$1.0M			\$12.0M
		3/31/2014	\$3.9M	3/31/2014	\$1.6M	3/31/2014	\$0.5M			\$6.0M
		9/30/2014	\$2.6M	9/30/2014	\$1.1M	9/30/2014	\$0.3M			\$4.0M
		3/31/2015	\$1.2M	3/31/2015	\$0.6M	3/31/2015	\$0.2M			\$2.0M
		9/30/2015	Zero	9/30/2015	Zero	9/30/2015	Zero			Zero
Total Maximum Incentive Fee										
<i>Maximum Cost Performance Incentive Fee</i>	Maximum total Cost Performance Incentive Fee that may be earned		\$230,295,154 (13.5% of Target Cost)		\$0 (13.5% of Target Cost)		\$15,234,445 (13.5% of Target Cost)		\$29,642,072 (13.5% of Target Cost)	\$275,171,671 (13.5% of Target Cost)
<i>Maximum Schedule Performance Incentive Fee</i>	Maximum total Schedule Performance Incentive Fee that may be earned		\$25.9M		\$10.9M		\$3.2M		Zero	\$40.0M
Total Minimum Incentive Fee										
<i>Minimum Cost Performance Incentive Fee</i>	Minimum total Cost Performance Incentive Fee that may be earned		Zero		Zero		Zero		Zero	Zero
<i>Minimum Schedule Performance Incentive Fee</i>	Minimum total Schedule Performance Incentive Fee that may be earned		Zero		Zero		Zero		Zero	Zero