

2. AMENDMENT/MODIFICATION NO. 3. EFFECTIVE DATE 4. REQUISITION/PURCHASE REQ. NO. 5. PROJECT NO. (if applicable)
 355 See Block 16C 12EM000627

6. ISSUED BY CODE 00601 7. ADMINISTERED BY (if other than item 6) CODE 00601
 Richland Operations Office U.S. Department of Energy
 Richland Operations Office U.S. Department of Energy
 P.O. Box 550, MSIN A7-80 P.O. Box 550, MSIN A7-80
 Richland WA 99352 Richland WA 99352

8. NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) (x) 9A. AMENDMENT OF SOLICITATION NO.
 WASHINGTON CLOSURE HANFORD, LLC
 Attn: Carol A. Johnson, President
 2620 Fermi Avenue
 Richland WA 99354
 9B. DATED (SEE ITEM 11)
 X 10A. MODIFICATION OF CONTRACT/ORDER NO.
 DE-AC06-05RL14655
 10B. DATED (SEE ITEM 13)
 03/23/2005
 CODE 167280762 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)

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-108

A. The purpose of this modification is to definitize the following Request for Equitable Adjustment (REA), which was submitted to RL by WCH on June 23, 2011: "Request for Equitable Adjustment WCH-REA-108, Revision 0, Implementation of the Hanford Site Wide Confined Space Program." 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) 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)
 CA Johnson, President Jewel J. Short
 15B. CONTRACTOR/OFFEROR 15C. DATE SIGNED 16B. UNITED STATES OF AMERICA 16C. DATE SIGNED
 (Signature of person authorized to sign) 12/19/11 (Signature of Contracting Officer) 12/19/11

SF30 BLOCK 14 CONTINUATION:

B. Based on negotiations of WCH-REA-108, the following increases are hereby made to Contract Target Cost and Target Fee within Contract Line Item No. 1:

Cost: \$506,679
 Fee: \$ 35,468
 Total: \$542,147

C. This modification is subject to adjustment pending resolution of internal and external reviews of the Contractor’s proposed Disclosure Statement Revision 7 and indirect cost rates. At the time of Contract definitization, internal and external reviews 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 reviews and resolution of review 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 | \$1,775,231,167 | \$1,775,737,846 | \$506,679 |
| Target Cost – TOTAL | \$2,137,179,023 | \$2,137,685,702 | \$506,679 |
| | | | |
| Target Fee – CLIN 1 | \$128,080,906 | \$128,116,374 | \$35,468 |
| Target Fee – TOTAL | \$153,194,146 | \$153,229,614 | \$35,468 |
| Maximum Cost Performance Incentive Fee – CLIN 1 | \$239,656,208 | \$239,724,609 | \$68,401 |
| Maximum Cost Performance Incentive Fee – Total | \$288,519,169 | \$288,587,570 | \$68,401 |

*The base amounts for revisions identified in Table B.1 are from Modification No. 354.

E. The following contract sections (as applicable) will be updated for WCH-REA-108 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-108:

- Mission Support/General Support – Management and Support (WBS 1.06.01/1.06.02/1.06.03/1.06.04/1.06.05/1.06.06) – CLIN 1 Target Cost and Total Target Cost increased by \$506,679.
- TOTAL – CLIN 1 Target Cost and Total Target Cost increased by \$506,679.

2. Section J, Attachment J-1, *River Corridor Closure Contract Work Scope* – The following line items will be revised or added to Attachment J-1 for REA-108:
 - **NEW** - Mission Support/General Support (REAs) – MS/GS-ESHQ (WBS 1.06.03.01.01.01) – REA 108 – Implementation of the Hanford Site Wide Confined Space Program.

- 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. Correspondence related to this contract action is identified as follows:
 - WCH Ltr. CCN 159312, S. L. Feaster to J. J. Short, RL, “Request for Equitable Adjustment WCH-REA-108, Revision 0, Implementation of the Hanford Site Wide Confined Space Program,” dated June 23, 2011
 - DOE Ltr. No. 11-SED-0104 (WCH CCN 158465), J. J. Short to M. N. Brosee, WCH, “Implementation of the Fiscal Year (FY) 2011 Sitewide Safety Standards,” dated May 5, 2011
 - Contract No. DE-AC06-05RL14655, Modification No. 214, dated December 8, 2010 (WCH CCN 155111)
 - DOE Ltr. No. 10-SED-0029 (WCH CCN 148573), J. J. Short to M. N. Brosee, WCH, “Site-Wide Safety Programs,” dated January 4, 2010

- H. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-108, 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-108.

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

End of Modification 355

TABLE B.1 INCENTIVE FEE STRUCTURE

| Element | Definition/Reference | CLIN 1 | CLIN 2 | CLIN 3 | CLIN 4 | Total | |
|--|---|--------------------------------------|----------------------------|-------------------------------------|-------------------------------------|--------------------------------------|--------|
| Cost Performance Incentive Fee (Target Cost, Target Fee, and Cost Share Ratio) | | | | | | | |
| Target Cost | Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(1) | \$1,775,737,846 | \$0 | \$112,847,740 | \$249,100,116 | \$2,137,685,702 | |
| Target Fee | Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2) | \$128,116,374 | \$0 | \$7,899,297 | \$17,213,943 | \$153,229,614 | |
| Estimated Incumbent Employee Pension Costs | Section I clause entitled FAR 52.216-10 Incentive Fee, para. (e)(5) | \$35,880,731 | \$0 | \$2,795,184 | \$0 | \$38,675,915 | |
| Cost Share Ratio (Govt/ Contractor) | 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 (CLIN 1) | | | | | | | |
| Completion of Contract Requirements | Fee earned for completion on or before the dates shown: | CY 2013 | | CY 2014 | | CY 2015 | |
| | | Date | Amount | Date | Amount | Date | Amount |
| | | 4/30/2013 | \$32.8M | 1/31/2014 | \$22.1M | 1/31/2015 | \$7.4M |
| | | 5/31/2013 | \$32.0M | 2/28/2014 | \$21.3M | 2/28/2015 | \$6.6M |
| | | 6/30/2013 | \$31.2M | 3/31/2014 | \$20.5M | 3/31/2015 | \$5.8M |
| | | 7/31/2013 | \$30.4M | 4/30/2014 | \$19.6M | 4/30/2015 | \$4.9M |
| | | 8/31/2013 | \$29.6M | 5/31/2014 | \$18.0M | 5/31/2015 | \$4.1M |
| | | 9/30/2013 | \$28.8M | 6/30/2014 | \$16.4M | 6/30/2015 | \$3.3M |
| | | 10/31/2013 | \$28.0M | 7/31/2014 | \$14.8M | 7/31/2015 | \$2.5M |
| | | 11/30/2013 | \$23.7M | 8/31/2014 | \$13.1M | 8/31/2015 | \$1.6M |
| | | 12/31/2013 | \$22.9M | 9/30/2014 | \$11.5M | 9/30/2015 | Zero |
| | | | | 10/31/2014 | \$9.9M | | |
| | | | | 11/30/2014 | \$9.1M | | |
| | | 12/31/2014 | \$8.2M | | | | |
| Additional Schedule Performance Incentive Fee is available for the following work scope completions: | | | | | | | |
| CLIN 1 | 324 Facility and Waste Site | By TBD date | \$1.2M | | | | |
| CLIN 3 | 618-10 Burial Grounds | By 9/30/2014 | \$2.0M | | | | |
| CLIN 3 | 618-11 Burial Grounds | By 9/30/2015 | \$4.0M | | | | |
| Total Maximum Incentive Fee | | | | | | | |
| Maximum Cost Performance Incentive Fee | Maximum Total Cost Performance Incentive Fee that may be earned | \$239,724,609 (13.5% of Target Cost) | \$0 (13.5% of Target Cost) | \$15,234,445 (13.5% of Target Cost) | \$33,628,516 (13.5% of Target Cost) | \$288,587,570 (13.5% of Target Cost) | |
| Maximum Schedule Performance Incentive Fee | Maximum Total Schedule Performance Incentive Fee that may be earned | \$34.0M | Zero | \$6.0M | Zero | \$40.0M | |
| Total Minimum Incentive Fee | | | | | | | |
| Minimum Cost Performance Incentive Fee | Minimum Total Cost Performance Incentive Fee that may be earned | Zero | Zero | Zero | Zero | Zero | |
| Minimum Schedule Performance Incentive Fee | Minimum Total Schedule Performance Incentive Fee that may be earned | Zero | Zero | Zero | Zero | Zero | |