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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 4 |
| 2. AMENDMENT/MODIFICATION NO. 365 | 3. EFFECTIVE DATE See Block 16C | 4. REQUISITION/PURCHASE REQ. NO. 12EM000904 | 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: Carol A. Johnson, President 2620 Fermi Avenue Richland WA 99354 | | (x) 9A. AMENDMENT OF SOLICITATION NO. | |
| CODE 167280762 FACILITY CODE | | 9B. DATED (SEE ITEM 11) | |
| | | 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.

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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. |
| | 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-144

A. The purpose of this modification is to definitize a deductive change order for removal of work scope for miscellaneous facilities, buildings, and waste sites on the Hanford Site under the River Corridor Closure Contract. A deductive change proposal was submitted by the contractor on July 28, 2011 (CCN 160171, "REA-144"). 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.

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| 15A. NAME AND TITLE OF SIGNER (Type or print) C.A. Johnson, President | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jewel J. Short |
| 15B. CONTRACTOR/OFFEROR <i>Carol Johnson</i> (Signature of person authorized to sign) | 15C. DATE SIGNED 1/26/12 |
| 15D. UNITED STATES OF AMERICA | 16C. DATE SIGNED <i>Jewel J. Short</i> (Signature of Contracting Officer) 1/26/12 |

SF30 BLOCK 14 CONTINUATION:

B. Based on negotiations of WCH-REA-144, the following decreases are hereby made to Contract Target Cost and Target Fee within Contract Line Item No. 1:

Cost: (\$5,561,812)
 Fee: (\$ 393,963)
 Total: (\$5,955,775)

C. 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 | Decrease |
|---|-----------------|-----------------|---------------|
| Target Cost – CLIN 1 | \$1,776,671,978 | \$1,771,110,166 | (\$5,561,812) |
| Target Cost – TOTAL | \$2,138,619,834 | \$2,133,058,022 | (\$5,561,812) |
| | | | |
| Target Fee – CLIN 1 | \$128,181,763 | \$127,787,800 | (\$393,963) |
| Target Fee – TOTAL | \$153,295,003 | \$152,901,040 | (\$393,963) |
| Maximum Cost Performance Incentive Fee – CLIN 1 | \$239,850,717 | \$239,099,872 | (\$750,845) |
| Maximum Cost Performance Incentive Fee – Total | \$288,713,678 | \$287,962,833 | (\$750,845) |

*The base amounts for revisions identified in Table B.1 are from Modification No. 364.

D. For a listing of the facilities, buildings, and waste sites removed from the work scope, refer to WCH-REA-144, Rev. 0, Deduct Change Proposal No. 2 (Paragraph G.1.) and Contract Modification No. 292 (Paragraph G.2).

E. The following contract sections (as applicable) will be updated for WCH-REA-144 in a future contract modification to be issued at a later date:

- Section B, Table B.2, *Schedule of Quantities and Target Cost*;
- Section C, Table C.1, *River Corridor Work Summary*; and
- Section J, Attachment J-1, *River Corridor Closure Contract Work Scope*.

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:

1. WCH Ltr. CCN 160171, S. L. Feaster to J. J. Short, RL, "Request for Equitable Adjustment WCH-REA-144, Revision 0, Deduct Change Proposal #2," dated July 28, 2011
2. Contract No. DE-AC06-05RL14655, Modification No. 292, dated May 11, 2011 (CCN 158507)
3. WCH Ltr. CCN 152240, S. L. Feaster to J. J. Short, RL, "Recommended Path Forward for Scope to be Deducted from the Subject Contract," dated July 26, 2010
4. RL Ltr. 10-AMRC-0104, J. J. Short to M. N. Brosee, WCH, "Completion Documentation for Facility 1904-D," dated December 2, 2010
5. Contract DE-AC06-05RL14655, Modification No. 200 (CCN 151058), dated May 26, 2010
6. DOE Ltr. No. 10-AMRC-0105, J. J. Short to M. N. Brosee, WCH, "Transfer of Waste Site 400-37 to Mission Support Alliance (MSA)," dated May 18, 2010
7. DOE Ltr. No. 10-AMRC-0106, J. J. Short to M. N. Brosee, WCH, "Transfer of WIDS 400-38 to the Mission Support Alliance (MSA)," dated May 25, 2010
8. DOE Ltr. No. 10-AMRC-0100, J. J. Short to M. N. Brosee, WCH, "Removal of Facility MO-374," dated May 25, 2010
9. DOE Ltr. No. 10-AMRC-0101, J. J. Short to M. N. Brosee, WCH, "Removal of Facility MO-718," dated May 25, 2010
10. DOE Ltr. No. 10-AMRC-0102, J. J. Short to M. N. Brosee, WCH, "Removal of Facility 1606-D," dated May 25, 2010
11. DOE Ltr. No. 10-AMRC-0103, J. J. Short to M. N. Brosee, WCH, "Removal of Facility 1614-N," dated May 25, 2010
12. RL Ltr. No. 09-AMRC-0202 (CCN 147068), J. J. Short to M. N. Brosee, WCH, "Fuels and Materials Examination Facility (FMEF) 4701C and 4802 Ancillary Structures," dated October 14, 2009
13. Contract DE-AC06-05RL14655, Modification No. 136 (CCN 146553), dated September 17, 2009
14. RL Ltr. No. 09-PRO-0222 (CCN 143283), R. A. Stimmel to C. G. Spencer, WCH, "Washington Closure Hanford LLC (WCH), River Corridor Closure Services Contract Modification No. A084," dated February 23, 2009

H. Contractor Statement of Release: In consideration of the modification agreed to herein as complete equitable adjustment for WCH-REA-144, 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-144.

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

End of Modification 365

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) | \$1,771,110,166 | \$0 | \$112,847,740 | \$249,100,116 | \$2,133,058,022 | |
| Target Fee | Section I clause entitled FAR 52.216-10 Incentive Fee, para. (b)(2) | \$127,787,800 | \$0 | \$7,899,297 | \$17,213,943 | \$152,901,040 | |
| 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 | \$239,099,872 (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) | \$287,962,833 (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 | |