

2. AMENDMENT/MODIFICATION NO. 398	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 12EM002701	5. PROJECT NO. (If applicable)
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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
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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.
		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)
	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ 0 _____ 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

A. The purpose of this modification is to revise Contract Attachment J-11, RCC Funding Profile. This modification replaces Modification No. 392, which was issued on June 12, 2012. Modification No. 392 and transmittal Letter No. 12-PRO-0272, dated June 12, 2012, are hereby rescinded.

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) Jewel J. Short
15B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA
(Signature of person authorized to sign)	(Signature of Contracting Officer)
	16C. DATE SIGNED July 10, 2012

SF30 BLOCK 14 CONTINUATION:

- B. Modification No. 392 dated June 12, 2012, is hereby rescinded and replaced by this Contract Modification No. 398.
- C. The RCC Funding Profile for Fiscal Years 2012, 2013, 2014, and 2015 is hereby changed to reflect the planned funding requirements reflected in the planning document submitted by WCH to RL senior management on May 18, 2012, a copy of which is attached.
- D. Contract Section J, Attachment J-11, *RCC Funding Profile*, is hereby changed as follows:

FROM:

Fiscal Year	Annual Budget Authority (\$1M)*	Cumulative Budget Authority (\$1M)*
2005**	107**	107
2006	183	290
2007	212	502
2008	232	734
2009	242	976
2010	297	1,273
2011	376	1,649
2012	406	2,055
2013	416	2,471
2014	409	2,880
2015	299	3,179
Total	3,179	

TO:

Fiscal Year	Annual Budget Authority (\$1M)*	Cumulative Budget Authority (\$1M)*
2005**	107**	107
2006	183	290
2007	212	502
2008	232	734
2009	242	976
2010	297	1,273
2011	376	1,649
2012	302	1,951
2013	300	2,251
2014	280	2,531
2015	201	2,732
Total	2,732	

- E. Contract replacement page J-38 (Attachment J-11) is attached.

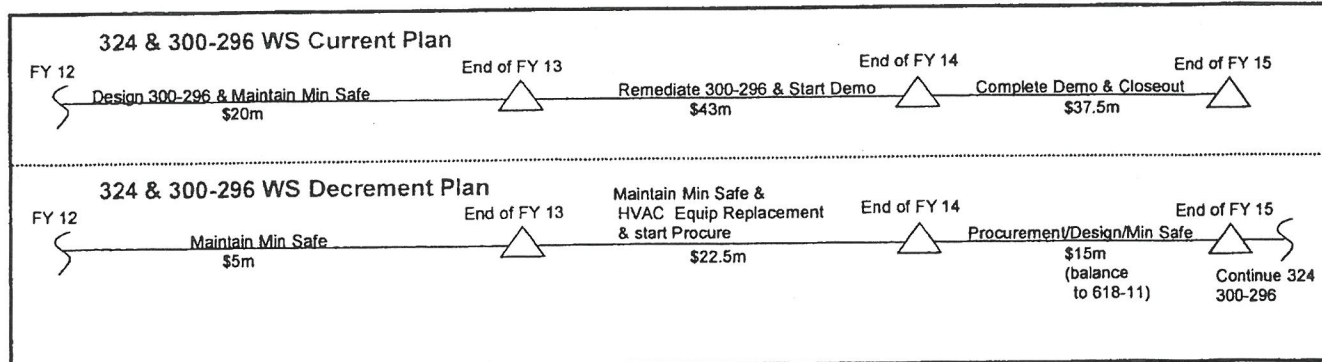
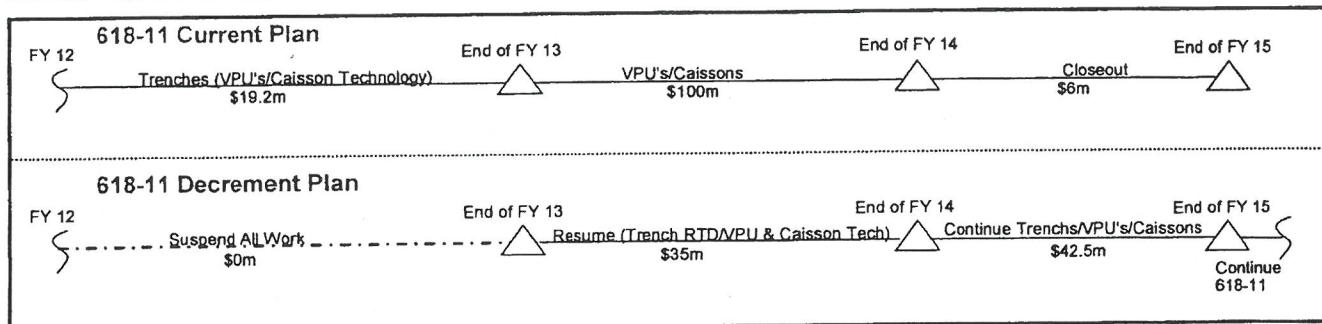
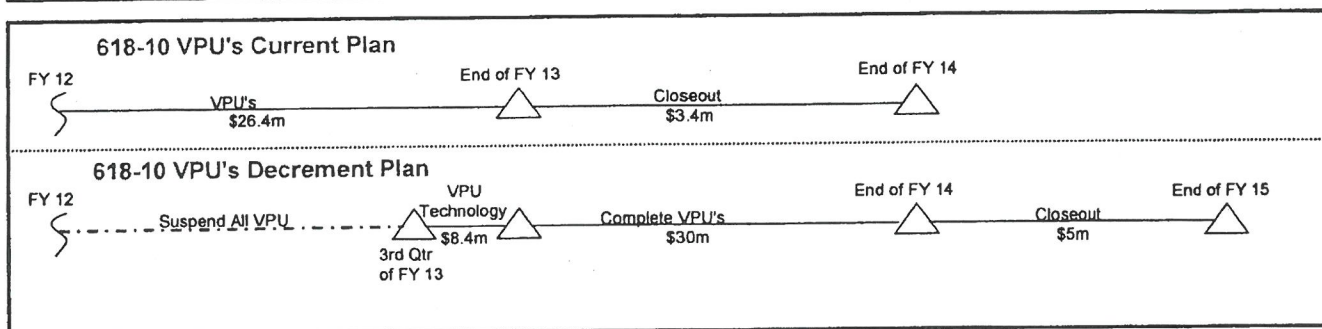
There are no other changes to the terms and conditions of the contract.

End of Modification No. 398

FY 13/FY 14/FY 15 Funding Scenario #1
5/17/2012 - Rev 4

FY 13	Scope Impact	FY 14	Scope Impact	FY 15	Scope Impact
(37,005) (15,000) (52,005) 18,000 19,220 15,000 215	Starting Point (line 159 4C 5/15/12) New Challenge SubTotal 618-10 VPU's Delay finish Delay 618-11 (entirely) Delay 324 - Min Safe only Total	(40,220) (15,000) (55,220) (30,000) 65,000 20,500 280	Starting Point (line 159 4C 5/15/12) New Challenge SubTotal 618-10 Complete VPU's 618-11 Reduce effort Delay 324 - Min Safe/start Procure Total	(3,182) 30,000 26,818 (5,000) (43,750) 22,500 568	Starting Point (line 159 4C 5/15/12) Additional Funding (from FY 13 & 14) SubTotal 618-10 Close out 618-11 Reduced effort 324 Procure/Design & Min Safe Total
\$300,000	Potential Funding Guidance	\$280,000	Potential Funding Guidance	\$201,250	Potential Funding Guidance

- Delays start of 324 until FY 15 - min safe only until then
- Will extend Completion of 324 & 300-296 post FY 2015
- Suspends FY 12 VPU's & delays completion of 618-10 VPU's (resume in FY 13 - \$8.4m; completion FY 15)
- Delays start of 618-11 until FY 14
- Will extend Completion of 618-11 post FY 2015
- May require additional \$150m to \$200m beyond FY 2015 for completion of 324 & 618-11 and Contract Close Out



ATTACHMENT J-11 RCC FUNDING PROFILE

In accordance with the Section B clause entitled *Changes to Target Cost, Target Fee, and Schedule*, the following is the projected funding profile for this Contract:

Fiscal Year	Annual Budget Authority (\$1M)*	Cumulative Budget Authority (\$1M)*
2005**	\$ 107**	\$ 107
2006	183	290
2007	212	502
2008	232	734
2009	242	976
2010	297	1,273
2011	376	1,649
2012	302	1,951
2013	300	2,251
2014	280	2,531
2015	201	\$2,732
Total	\$2,732	

* Includes Contractor Fee and Escalation

**The funding profile of \$107M for FY 2005 was based on the Contract Award Date of January 31, 2005. The funding includes \$5.2M for Transition Activities. The remaining \$101.8M will be reduced by \$12.725M per month on a pro rata basis for each day thru the end of the Contract Transition Period, August 26, 2005.

In accordance with the Section B clause entitled *Obligation and Availability of Funds*, and the Section B clause entitled *Changes to Target Cost, Target Fee, and Schedule*, funds will be obligated to the Contract each Fiscal Year. Within each Fiscal Year, funds will be obligated with the following quarterly allocations: a minimum of 25% of the total by January 1 of the Fiscal Year; a minimum of 50% of the total by April 1 of the Fiscal Year; and 100% of the total by July 1 of the Fiscal Year.