

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 4
2. AMENDMENT/MODIFICATION NO. 121	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. See Schedule	5. PROJECT NO. (If applicable)
6. ISSUED BY SPRO U.S. Department of Energy SPRO 900 Commerce Road East US 492 New Orleans LA 70123	CODE 01601	7. ADMINISTERED BY (If other than Item 6) SPRO U.S. Department of Energy SPRO 900 Commerce Road East US 492 New Orleans LA 70123	CODE 01601
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) DM PETROLEUM OPERATIONS COMPANY Attn: RANDY SUTTON 850 S CLEARVIEW PKWY NEW ORLEANS LA 701233401		(x)	9A. AMENDMENT OF SOLICITATION NO.
CODE 801931486		FACILITY CODE	9B. DATED (SEE ITEM 11)
		x	10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC96-03PO92207
			10B. DATED (SEE ITEM 13) 01/28/2003

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) Net Increase: \$18,134,959.00
See Schedule

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: Various clauses delineated below 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.)

Bilateral Modification pursuant to the authority FAR 1.108(d) and Clauses H.8 - Work Authorization, I.15 - FAR 52.219-9 Small Business Subcontracting Plan, I.19 - Payment of Overtime Premium, I.90 - DEAR 970.5204-2 - Laws, Regulations, and DOE/SPRPMO Directives, I.93 - DEAR 970.5215-1 Total Available Fee, and I.115 - Obligation of Funds.

A. Reference Section B., B.5 Contract Value: The Contract Value is revised to update the Fiscal Year (FY) 2011 estimated costs to reflect Work Authorization Directive revisions issued through September 2011, to incorporate the FY 2012 Estimated Costs, and to incorporate the FY 2012 negotiated Performance Fee. As a result the total contract value is increased by \$17,228,719 from \$1,210,367,886 to \$1,227,596,605. (Revised page B-3 attached)

Continued ...

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) Kelly M. Gele	
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA Signature on File (Signature of Contracting Officer)	16C. DATE SIGNED 09/26/2011

NAME OF OFFEROR OR CONTRACTOR
DM PETROLEUM OPERATIONS COMPANY

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>B. Reference Section B., B.3 - Obligation of Funds: The amount of funds obligated under this contract in accordance with the clause entitled "Obligation of Funds" is increased by \$18,134,959 from \$1,057,489,569.88 to \$1,075,624,528.88. This is to provide incremental funding to cover estimated reservations through November 30, 2011.</p> <p>C. Reference Section H - Special Contract Requirements: Clause H.21 - Payment of Overtime Premium: The Overtime Premium for FY 2012 is \$800,000.</p> <p>D. Reference Section I - Contract Clauses: Contract Clauses have been revised to incorporate the changes to the Federal Acquisition Regulation through FAC 2005-53. (Revised Section I attached.)</p> <p>Updated: I.10 FAR 52.204-4 Printed or Copied Double-Sided on Recycled Paper (MAY 2011) I.14 FAR 52.219-8 Utilization of Small Business Concerns (JAN 2011) I.15 FAR 52.219-9 Small Business Subcontracting Plan (JAN 2011) I.33 FAR 52.222-20 Walsh-Healy Public Contracts Act (OCT 2010) I.43 FAR 52.223-5 Pollution Prevention and Right To-Know Information (MAY 2011) I.45 FAR 52.223-10 Waste Reduction Program (MAY 2011) I.76 DEAR 952.204-2 Security (MAR 2011) I.82 DEAR 952.217-70 Acquisition of Real Property (MAR 2011) I.129 FAR 52.204-9 Personal Identity Verification of Contractor Personnel (JAN 2011)</p> <p>Deleted: I.48 FAR 52.223-14 Toxic Chemical Release Reporting (AUG 2003)</p> <p>Added: I.142 FAR 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving (AUG 2011)</p> <p>E. Reference Section J, Appendix D - Small Business Subcontracting Plan: Revision 5 of the Continued ...</p>				

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	<p>Small Business Subcontracting Plan is incorporated. (Revised Section J, Appendix D attached.)</p> <p>F. Reference Section J, Appendix F - List of Applicable DOE/SPRPMO Directives: The Directives List has been revised to incorporate the previously agreed to changes delineated below:</p> <p>DOE O 205.1B - Department of Energy Cyber Security Program (05/16/11) is incorporated. This directive cancels DOE O 205.1A - Cyber Security Management (12/04/06), DOE M 205.1-4 - National Security System Manual (08/08/07), DOE M 205.1-5 - Cyber Security Process Requirements Manual (08/12/08), DOE M 205.1-6 - Media Sanitization Manual (12/23/08), DOE M 205.1-7 - Security Controls for Unclassified Information Systems (01/05/09), and DOE M 205.1-8 - Cyber Security Incident Management Manual (09/01/09)</p> <p>DOE O 210.2A - DOE Corporate Operating Experience Program (04/08/11) is incorporated. This directive cancels DOE O 210.2 (06/12/06)</p> <p>DOE O 226.1B - Implementation of DOE Oversight Policy (04/25/11) is incorporated. This directive cancels DOE O 226.1A (07/31/07)</p> <p>DOE O 231.1B - Environment, Safety and Health Reporting (06/27/11) is incorporated. This directive cancels DOE O 231.1A (05/03/04) and DOE M 231.1-1A - Environment, Safety and Health Manual (03/19/04)</p> <p>DOE O 414.1D - Quality Assurance (04/25/11) is incorporated. This directive cancels DOE O 414.1C (06/17/05)</p> <p>Change 2 (04/24/11) to DOE O 430.1B - Real Property and Asset Management is incorporated.</p> <p>DOE O 436.1 - Departmental Sustainability (05/02/11) is incorporated. This directive cancels DOE O 430.2B - Departmental Energy, Renewable Energy and Transportation Management (02/27/08) and DOE O 450.1A - Environmental Protection Program (06/04/08).</p> <p>DOE O 440.2C - Aviation Management and Safety Continued ...</p>				

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DE-AC96-03PO92207/121

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ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>(06/15/11) is incorporated. This directive cancels DOE O 440.2B (01/27/02).</p> <p>DOE O 442.2 - Differing Professional Opinions for Technical Issues Involving Environment, Safety and Health (07/29/11) is incorporated.</p> <p>DOE O 470.4B - Safeguards and Security Program (07/21/11) is incorporated. This directive cancels DOE O 470.4 (08/26/05), DOE M 470.4-1 - Safeguards and Security Program Planning and Management (08/26/05), and DOE O 142.1 - Classified Visits Involving Foreign Nationals (01/13/04).</p> <p>DOE O 471.6 - Information Security (06/20/11) is incorporated. This directive cancels DOE M 470.4-4A Information Security Manual (01/16/09) with the exception of Section D entitled "Technical Surveillance Countermeasures."</p> <p>Change 2 to SPRPMO O 231.1A - Occurrence Reporting and Processing System (03/23/11) is incorporated. (Revised list attached.) FOB: Destination Period of Performance: 04/01/2003 to 03/31/2013</p>				