

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE	PAGE OF PAGES 1 3
2. AMENDMENT/MODIFICATION NO. 125	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 12FE001313	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			9B. DATED (SEE ITEM 11)
FACILITY CODE		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)

N/A

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, H.23 Managerial Personnel, I.15 FAR 52.219-9 Small Business Subcontracting Plan, I.81 DEAR 952.215-70 Key Personnel, I.90 DEAR 970.5204-2 Laws, Regulations, and DOE/SPRPMO Directives, I. 93 DEAR 970.5215-1 Total Available Fee, and I.113 - DEAR 970.5232-2 Payments and Advances.

A. Reference Section B., B.5 Contract Value - The Contract Value is revised to incorporate the final Fiscal Year (FY) 2012 Annual Operating Plan and Work Authorization Directive revisions issued through December 2012; reconcile the FY 2011 estimated cost with the Standard Accounting and Reporting System (STARS) actual cost as stated in the Contract Data Report (excluding fee and change in working capital); and revise the FY 2011 Performance 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 01/12/2012

CONTINUATION SHEET

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DM PETROLEUM OPERATIONS COMPANY

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>Fee to reflect actual performance fee earned. As a result the total contract value is decreased by \$11,869,269 from \$1,227,596,605 to \$1,215,727,336. (Revised page B-3 attached)</p> <p>B. Reference Section J, Appendix D - Small Business Subcontracting Plan: The socio-economic goals for FY 2012 are incorporated. (See attached goals form.)</p> <p>C. Reference Section J, Appendix F - List of Applicable DOE/SRPMO Directives (Contractor Requirements Documents): The Directives List has been updated to incorporate the previously agreed to changes delineated below. (Revised List attached)</p> <p>DOE O 227.1 - Independent Oversight Program (08/30/11) replaces DOE O 470.2B - Independent Oversight and Performance Assurance Program (10/31/02)</p> <p>DOE O 473.3 - Protection Program Operations replaces DOE M 470.4-2A - Physical Protection (07/23/09) and DOE M 470.4-3A - Contractor Protective Force (11/05/08).</p> <p>SPRPMO O 414.1C - Quality Assurance (11/02/11) replaces SPRPMO O 414.1B - Quality Assurance (11/07/05) and SPRPMO M 414.1-1A - Quality Assurance Manual (09/30/03).</p> <p>SPRPMO O 420.1C - Conduct of Operations Requirements for SPR Facilities (12/15/11) replaces SPRPMO O 420.1C - Conduct of Operations Requirements for SPR Facilities (05/18/06)</p> <p>Change 1 dated 01/06/12 to SPRPMO O 413.3 - Crude Oil Quality Program and Test Criteria (12/22/10) is added.</p> <p>SPRPMO N 450.1 - Implementation of Environmental, Safety and Health Contractor Requirements Documents (12/02/11) replaces SPRPMO M450.1-1B - Environmental, Safety and Health Manual (03/26/09) and the Environmental Interface Working Agreement (08/12/09) and the Safety and Health Interface Working Agreement (05/06/06).</p> <p>SPRPMO N 450.5B - SPR Environment, Security, Safety, Health and Emergency Preparedness Goals FY 2012 (10/14/11) replaces SPRPMO N 450.5A - SPR Environment, Security, Safety, Health and Emergency Preparedness Goals FY 2010 (02/03/10).</p> <p>D. Reference Section J, Appendix G - Key Continued ...</p>				

CONTINUATION SHEETREFERENCE NO. OF DOCUMENT BEING CONTINUED
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ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Personnel and Appendix K - Managerial Personnel: The lists of Key and Managerial Personnel have been updated to reflect approved changes. (Revised lists attached) FOB: Destination Period of Performance: 04/01/2003 to 03/31/2013				