

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE	PAGE OF PAGES <b>1</b>   <b>3</b>
2. AMENDMENT/MODIFICATION NO. <b>.54</b>	3. EFFECTIVE DATE <b>See Block 16C</b>	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)	
6. ISSUED BY <b>U.S. Department of Energy Office of Civilian Radioactive Waste Management Office of Repository Development 1551 Hillshire Drive Las Vegas, NV 89134-6321</b>		7. ADMINISTERED BY (If other than Item 6) CODE <b>U.S. Department of Energy OCRWM Office of Repository Development 1551 Hillshire Drive Las Vegas, NV 89134-6321</b>		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) <b>Bechtel SAIC Company, LLC 1180 Town Center Drive Las Vegas, NV 89144</b>			(%)	9A. AMENDMENT OF SOLICITATION NO.
				9B. DATED (SEE ITEM 11)
			<b>X</b>	10A. MODIFICATION OF CONTRACT/ORDER NO. <b>DE-AC28-01RW12101</b>
				10B. DATED (SEE ITEM 13) <b>11/14/00</b>
CODE	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 ACKNOWLEDGMENT 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):**  
**(See attached Approved Funding Program Numbers 3 and 4 for FY 2004)**

**13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

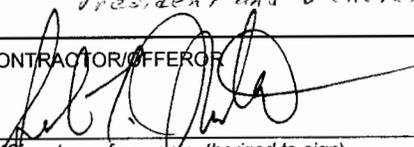
(%)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<b>X</b>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: <b>Pub. L. 95-91, DEAR 970-5204-15, Obligation of Funds (MAY 2000)</b>
	D. OTHER (Specify type of modification and authority)

**E. IMPORTANT: Contractor is not, X is required to sign this document and return 3 copies to the issuing office.**

**14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)**  
**(See attached pages)**

EXECUTED  
COPY

Except as provided herein, all terms and conditions of the document referenced in Item 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) <i>John T. McFadden, Sr. President and General Manager</i>		16. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) <b>Kathleen M. Clemensen Contracting Officer</b>	
15. CONTRACTOR/OFFEROR  <i>(Signature of person authorized to sign)</i>	15C. DATE SIGNED <b>1 DEC 03</b>	16B. UNITED STATES OF AMERICA BY <i>Kathleen M. Clemensen</i> <i>(Signature of Contracting Officer)</i>	16C. DATE SIGNED <b>12/01/2003</b>

The purpose of this modification is to incorporate FY 2004 AFP Numbers 3 and 4.

Contract No. DE-AC28-01RW12101 is hereby modified as follows:

1. Clause B.3, ESTIMATED COST AND FEE, paragraph (b), is revised to reflect an inter/intra office transfer of (\$4,667,269).
2. As a result of the aforementioned revision per Clause B.3, ESTIMATED COST AND FEE, paragraph (b)(2), there is a net decrease in the estimated cost of (\$4,667,269). Therefore, the estimated cost for fiscal year 2004 is revised from \$323,103,230 to \$318,435,961. The total contract value inception-to-date is decreased from \$896,578,204 to \$891,910,935.

Accordingly, Clause B.3 is revised as follows:

(b) The estimated cost of the specified contract period, exclusive of the base and award fees, if any, is as follows:

Estimated Cost

Contract Period: October 1, 2003, through September 30, 2004

Contract Line Items

Summary of Direct Costs

I. Mission	
a. Yucca Mountain (YMP0004 Rev. 00)	\$308,196,000
b. National Transportation and Integration (NT00004, Rev. 00)	\$5,000,000
c. Program Management & Integration (PMI0004, Rev. 00)	\$10,125,000
d. Quality Assurance (QA00004, Rev. 00)	\$11,068,000
e. IWO 98IDSNF06	<u>\$106,630</u>
Total FY 2004 WAD	\$334,495,630
Inter/intra-office transfers during FY04	<u>(\$16,059,669)</u>
FY 2004 Estimated Costs	\$318,435,961
<b>Prior Contract Periods</b>	
November 14, 2000 through September 30, 2001	\$156,714,804
October 1, 2001 through September 30, 2002	\$192,099,933
October 1, 2002 through September 30, 2003	<u>\$224,660,237</u>
<b>Grand Total Estimated Costs (inception-to-date)</b>	<b>\$891,910,935</b>

3. This modification implements changes in contract funding pursuant to FY 2004 AFP numbers 3 and 4. The AFPs appear as Attachment 1 and 2 to this modification. The AFPs stipulate the appropriate budget and reporting code distribution of the incremental funding identified below. The following is a summary of funding changes in the AFPs:

<u>AFP No.</u>	<u>Activities</u>	<u>Amount</u>
03	Incremental Funding	\$4,931,608
03	Inter/Intra Office Transfers	565,000
04	Incremental Funding	9,978,253
04	Inter/Intra Office Transfers	(5,232,269)
Total		\$10,242,592

In accordance with changes in AFP numbers 3 and 4, funds in the amount of \$10,242,592 are hereby obligated to the contract. The total amount of obligated funds for this contract inception-to-date is therefore increased by \$10,242,592 from \$640,671,635 to \$650,914,227. Therefore, Clause B.2, OBLIGATION OF FUNDS, is revised to read as follows:

Pursuant to the clause entitled, "Obligation of Funds", total funds in the amount of \$650,914,227, have been allotted for obligation and are available for payment of allowable costs and any fees to be incurred from the effective date of this contract through the period estimated to end March 31, 2006.

4. Except as provided herein, all terms and conditions of the document referenced in 10A of the Standard Form 30, as heretofore changed, remain unchanged and in full force and effect.