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| 2. AMENDMENT/MODIFICATION NO. 264 | 3. EFFECTIVE DATE (M/D/Y) See Block 16C | 4. REQUISITION/PURCHASE REQ. NO. 12EM001477 | 5. PROJECT NO. (If applicable) |
|---|---|---|--------------------------------|

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| 6. ISSUED BY U.S. Department of Energy Office of River Protection P. O. Box 450, MS H6-60 Richland, WA 99352 | 7. ADMINISTERED BY (If other than Item 6) |
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| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP code) Bechtel National, Inc. 2435 Stevens Center Place Richland, WA 99354 | 9A. AMENDMENT OF SOLICITATION NO. |
| | 9B. DATED (SEE ITEM 11) |
| | 10A. MODIFICATION OF CONTRACT/ ORDER NO. DE-AC27-01RV14136 |
| | 10B. DATED (SEE ITEM 13) December 11, 2000 |

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| CODE 396A5 | FACILITY CODE 153392068 |
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11. THIS ITEM 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 DATE AND HOUR 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 amendment and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

**13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS,
IT MODIFIES THE CONTRACT/ORDER NO. AS SET FORTH 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. <input checked="" type="checkbox"/> Clause 1.82, FAR 52.243-2 Changes – Cost Reimbursement (AUG 1987) – Alternate III (APR 1984) |
| <input type="checkbox"/> | B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO AUTHORITY OF FAR 43.103(b). |
| <input type="checkbox"/> | C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO THE AUTHORITY OF: |
| <input type="checkbox"/> | D. OTHER (Specify type of modification and authority) |

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

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

Reference Continuation Page(s)
Period of Performance: 12/11/2000 to 08/15/2019

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) | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) George F. Champlain Contracting Officer |
| 15B. CONTRACTOR/OFFEROR | 16B. UNITED STATES OF AMERICA |
| 15C. DATE SIGNED | 16C. DATE SIGNED |
| _____ (Signature of person authorized to sign) | BY <u>George F. Champlain</u> 15 March 2012 (Signature of Contracting Officer) |

Modification Purpose:

A. The purpose of this modification is to:

1. Direct BNI to continue with the performance of large scale testing (LST) to substantiate the committed design, reduce risk, and support design confirmation of pulse jet mixed vessels; to include meeting DOE commitments in *Implementation Plan for Defense Nuclear Safety Board Recommendation 2010-2* to perform testing of mixing, sampling, and transfer systems to ensure the WTP can operate safely; and
2. Authorize a not-to-exceed amount of \$40,000,000 (\$25,000,000 rolled over from Modification 247 plus an additional \$15,000,000).

B. This modification does not add 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 B.2 "Obligation and Availability of Funds and Contract Value", and clause I.66, "FAR 52.232-22 Limitation of Funds (Apr 1984)."

C. The definitization schedule for this effort is as follows:

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|------------------------------|---------------|
| Pre-Negotiation Discussions: | May 10, 2012 |
| Complete Negotiations: | May 23, 2012 |
| DOE-HQ Clearance: | June 21, 2012 |
| REA Definitized: | July 4, 2012 |

Modification Description:

BNI is directed to continue with performance of large scale testing (LST), as specified in Section C, Statement of Work, Standard 2 Research, Technology, and Modeling, (a) Research and Technology Testing Program (3) Required Research and Technology Testing, (x) Vessel Mixing.

All other terms and conditions remain unchanged.

(End of Modification)