

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES 1   5
2. AMENDMENT/MODIFICATION NO. 003	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 12EM003599	5. PROJECT NO. (If applicable)
6. ISSUED BY EMCBC U.S. Department of Energy EM Consolidated Business Center 250 E. 5th Street, Suite 500 Cincinnati OH 45202	CODE 03001	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
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) HPM CORPORATION Attn: LAURA MILLS 4304 W. 24TH AVE. SUITE 100 KENNEWICK WA 99382320		(x)	9A. AMENDMENT OF SOLICITATION NO.
CODE 012911892 FACILITY CODE		x	9B. DATED (SEE ITEM 11)
			10A. MODIFICATION OF CONTRACT/ORDER NO. DE-EM0002043
			10B. DATED (SEE ITEM 13) 06/08/2012
<b>11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS</b>			
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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) See Schedule		Net Increase:	\$1,692,166.66

**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).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) B.18 - Obligation of Funds, B.19 - Limitation of Government's Obligation

**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: 91-2131802

DUNS Number: 012911892

a. The purpose of this modification is to obligate funds.

b. In accordance with Contract Clauses B.18, Obligation of Funds and B.19, Limitation of Government's Obligation, funding in the amount of \$1,692,166.66 (Fixed Price - \$1,185,469.66, Cost Reimbursable \$506,697.00) is hereby obligated to the contract for Hanford Site utilization of FY13 HPMC services. This increases the total funded amount on the contract from \$98,184.33 to \$1,790,350.99. Revised page B-10 is attached.

c. All other terms and conditions remain unchanged.

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) Russell D. Walter	
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 09/28/2012

**CONTINUATION SHEET**

REFERENCE NO. OF DOCUMENT BEING CONTINUED  
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NAME OF OFFEROR OR CONTRACTOR  
HPM CORPORATION

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
00002	<p>FOB: Destination Period of Performance: 10/01/2012 to 09/30/2018</p> <p>Change Item 00002 to read as follows (amount shown is the total amount):</p> <p>OCCMED Hanford - Base (Years 1-2) FPAF Line item value is: \$22,891,204.00 Incrementally Funded Amount: \$1,185,469.66</p> <p>Accounting Info: Fund: 00000 Appr Year: 0000 Allottee: 00 Report Entity: 000000 Object Class: 00000 Program: 0000000 Project: 0000000 WFO: 0000000 Local Use: 0000000 Funded: \$0.00</p> <p>Accounting Info: RL-41 - Fixed Price Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1111557 Project: 0001526 WFO: 0000000 Local Use: 0000000 Funded: \$385,000.00</p> <p>Accounting Info: RLPD - Fixed Price Fund: 01297 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1110462 Project: 0001539 WFO: 0000000 Local Use: 0000000 Funded: \$21,000.00</p> <p>Accounting Info: ORP-PD - Fixed Price Fund: 01297 Appr Year: 2012 Allottee: 34 Report Entity: 421301 Object Class: 25600 Program: 1110462 Project: 0001539 WFO: 0000000 Local Use: 0000000 Funded: \$10,500.00</p> <p>Accounting Info: RL-13 - Fixed Price Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1111552 Project: 0001522 WFO: 0000000 Local Use: 0000000 Funded: \$2,891.70</p> <p>Accounting Info: RL-13 - Fixed Price Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1111552 Project: 0001522 WFO: 0000000 Local Use: 0000000 Funded: \$84,608.30</p> <p>Accounting Info: ORP-14 - Fixed Price Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421301 Object Class: 25600 Program: 1110909 Project: 0001481 WFO: Continued ...</p>				22,891,204.00

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NAME OF OFFEROR OR CONTRACTOR  
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ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
00003	<p>0000000 Local Use: 0000000 Funded: \$554,052.10 Accounting Info: RL-20 - Fixed Price Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 111156 Project: 0001523 WFO: 0000000 Local Use: 0000000 Funded: \$54,600.00 Accounting Info: EEOICPA - Fixed Price Fund: 01050 Appr Year: 2009 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 3184701 Project: 0000000 WFO: 0000000 Local Use: 0000000 Funded: \$7,017.56 Accounting Info: RL-40 - Fixed Price Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 111156 Project: 0001525 WFO: 0000000 Local Use: 0000000 Funded: \$65,800.00</p> <p>Change Item 00003 to read as follows (amount shown is the total amount):</p> <p>OCCMED Hanford - Base (Years 1-2) Cost Reimbursement Line item value is:: \$8,282,000.00 Incrementally Funded Amount: \$506,697.00</p> <p>Accounting Info: Fund: 00000 Appr Year: 0000 Allottee: 00 Report Entity: 000000 Object Class: 00000 Program: 0000000 Project: 0000000 WFO: 0000000 Local Use: 0000000 Funded: \$0.00 Accounting Info: RL-41 Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1111557 Project: 0001526 WFO: 0000000 Local Use: 0000000 Funded: \$165,000.00 Accounting Info: RLPD Fund: 01297 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1110462 Project: 0001539 WFO: 0000000 Local Use: 0000000 Funded: \$9,000.00 Accounting Info: ORP-PD Fund: 01297 Appr Year: 2012 Allottee: 34 Report Entity: 421301 Object Class: 25600 Continued ...</p>				8,282,000.00

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NAME OF OFFEROR OR CONTRACTOR  
HPM CORPORATION

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Program: 1110462 Project: 0001539 WFO: 0000000 Local Use: 0000000 Funded: \$4,500.00 Accounting Info: RL-13 Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1111552 Project: 0001522 WFO: 0000000 Local Use: 0000000 Funded: \$36,260.70 Accounting Info: RL-13 Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1111552 Project: 0001522 WFO: 0000000 Local Use: 0000000 Funded: \$1,239.30 Accounting Info: ORP-14 Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421301 Object Class: 25600 Program: 1110909 Project: 0001481 WFO: 0000000 Local Use: 0000000 Funded: \$237,450.90 Accounting Info: RL-20 Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1111156 Project: 0001523 WFO: 0000000 Local Use: 0000000 Funded: \$23,400.00 Accounting Info: Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1111552 Project: 0001522 WFO: 0000000 Local Use: 0000000 Funded: \$0.00 Accounting Info: EEOICPA Fund: 01050 Appr Year: 2009 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 3184701 Project: 0000000 WFO: 0000000 Local Use: 0000000 Funded: \$1,646.10 Accounting Info: RL-40 Fund: 01250 Appr Year: 2012 Allottee: 34 Report Entity: 421601 Object Class: 25600 Program: 1111556 Project: 0001525 WFO: 0000000 Local Use: 0000000 Funded: \$28,200.00				

- (b) The PEMP will set forth the evaluation period and the criteria upon which the Contractor will be evaluated for performance. Award Fee will not be used to incentivize the Contractor to meet contract expectations and requirements but will be used to incentivize exceptional performance.
- (c) The PEMP may be revised unilaterally by the Government at any time during the period of performance. Notification of such changes shall be provided to the Contractor 30 calendar days prior to the start of the period to which the change will apply.
- (d) Immediately upon final determination of the award fee for the annual evaluation period by the Fee Determining Official (FDO), the Contractor may invoice any fee amount due. Any unearned award fee from each evaluation period shall not be eligible to be earned in any future period(s).

#### **B.18 OBLIGATION OF FUNDS**

- (a) Pursuant to Section B.13 clause entitled "Limitation of Government's Obligation", the total amount of incremental funding allotted is \$1,185,469.66 for CLINs 001, 004, 007, 010 and 013.
- (b) Pursuant to Section I clause entitled FAR 52.232-22 "Limitation of Funds", the total amount of incremental funding allotted is \$506,697.00 for CLINs 002, 005, 008, 011 and 014.
- (c) The total amount of incremental funding allotted for the potential IDIQ scope (CLINs 003, 006, 009, 012 and 015) is not known until the IDIQ Task Orders are issued. Each IDIQ Task Order will be either fully funded or incrementally funded within the Task Order itself.

#### **B.19 LIMITATION OF GOVERNMENT'S OBLIGATION**

- (a) Funds are not presently available for performance under this contract beyond 10/31/2012. The Government's obligation for performance of this contract beyond that date is contingent upon the availability of appropriated funds from which payment for contract purposes can be made. No legal liability on the part of the Government for any payment may arise for performance under this contract beyond 10/31/2012, until funds are made available to the Contracting Officer for performance and until the Contractor receives notice of availability, to be confirmed in writing by the Contracting Officer.
- (b) For Firm Fixed Price CLINs 001, 004, 007, 010 and 013, the Contractor agrees to perform up to the point at which the total amount payable by the Government, including reimbursement in the event of termination of those item(s) for the Government's convenience, approximates the total amount currently allotted to the contract. The Contractor is not authorized to continue work on those item(s) beyond