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| 2. AMENDMENT/MODIFICATION NO. M947 | 3. EFFECTIVE DATE (M/D/Y) See Block 16C | 4. REQUISITION/PURCHASE REQ. NO. N/A | 5. PROJECT NO. (If applicable) |
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| 6. ISSUED BY CODE U.S. Department of Energy Pacific Northwest Site Office Post Office Box 350 Richland, WA 99352 | 7. ADMINISTERED BY (If other than Item 6) CODE |
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| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP code) Battelle Memorial Institute Pacific Northwest Division Richland, Benton County, WA 99352 DUNS # 032987476 | <input type="checkbox"/> | 9A. AMENDMENT OF SOLICITATION NO. |
| | <input type="checkbox"/> | 9B. DATED (SEE ITEM 11) |
| | <input checked="" type="checkbox"/> | 10A. MODIFICATION OF CONTRACT/ ORDER NO. DE-AC05-76RL01830 |
| | | 10B. DATED (SEE ITEM 13) December 30, 1964 |

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)

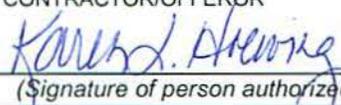
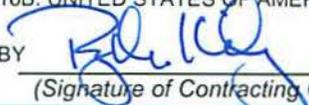
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS SET FORTH IN ITEM 14.

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| CHECK | A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE |
| <input type="checkbox"/> | |
| <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 checked="" type="checkbox"/> | C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO THE AUTHORITY OF: The mutual agreement of the parties |
| <input type="checkbox"/> | D. OTHER (Specify type of modification and authority) |

E. IMPORTANT: Contractor is not, is required to sign this document and return 2 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) This bilateral contract modification incorporates changes to Part I, Section C, Description/Specifications/Work Statement and Part III, Section J, List of Documents, Exhibits and Other Attachments. (See Continuation Pages for the purpose and description of this modification)

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| 15A. NAME AND TITLE OF SIGNER (Type or print) Karen L. Hoewing General Counsel | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Ryan M. Kilbury Contracting Officer |
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| 15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign) | 15C. DATE SIGNED 8-1-13 | 16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer) | 16C. DATE SIGNED 8-1-13 |
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Purpose of Modification:

The Department of Energy (DOE), Office of Science (SC), Pacific Northwest Site Office (PNSO) is modifying the Contract to update Part I, Section C and Part III, Section J to its most current form.

Description of Modification:

Revise Part III, Section J –to delete Appendix F – Operational Agreement Between the Office of Science Pacific Northwest Site Office and the Office of Environmental Management Richland Operations Office March 2008 in its entirety and replace with Part III, Section J – Appendix F Operational Agreement Between the Office of Science Pacific Northwest Site Office and the Office of Environmental Management Richland Operations Office May 2013.

1. Delete Part III, Section J – Appendix F and replace with Part III, Section J – Appendix F

[M947]

2. Revise Part I, Section C - Description/Specifications/Work Statement, C-4 Statement of Work, 4.3 Operating Envelope, 4.3.2 Facilities to remove the date associated with the deleted Section J – Appendix F as follows:

In accordance with the Operational Agreement Between the Office of Science Pacific Northwest Site Office and the Office of Environmental Management Richland Operations Office (Operational Agreement), and contained in Section J, Appendix F of this Contract, the Contractor shall operate designated EM facilities located on the Hanford Site in the 300 Area. These facilities shall be operated consistent with the clauses contained in the Operational Agreement and include operation of a Hazard Category 2 nuclear facility as well as various facilities categorized as less than Hazard Category 3. The Contractor will maintain the resources and expertise required to support these activities.

[M947]

3. This modification results in no further changes to the Contract.

(End of Contract Modification)