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.

<table>
<thead>
<tr>
<th>1. CONTRACT ID CODE</th>
<th>2. AMENDMENT/MODIFICATION NO.</th>
<th>3. EFFECTIVE DATE</th>
<th>4. REQUISITION/PURCHASE REQ. NO.</th>
<th>5. PROJECT NO. (If applicable)</th>
<th>7. ADMINISTERED BY (If other than Item 6)</th>
</tr>
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<tbody>
<tr>
<td></td>
<td>008</td>
<td>05/15/2009</td>
<td>09NR0000157</td>
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</table>

NRLFO - PGH
US DEPARTMENT OF ENERGY
NAVAL REACTORS LABORATORY FIELD OFFICE - PGH
P O BOX 109
WEST MIFFLIN PA 15122-0109

BECHTEL MARINE PROPULSION CORPORATION
ATTN JOHN E POTTS
50 BEALE ST
SAN FRANCISCO CA 941051813

CODE 826336344
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 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)

Net Decrease: -$165,772.42

13. THIS ITEM ONLY APPLIES 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)

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:

D. OTHER (Specify type of modification and authority)

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

Tax ID Number: 26-2569722
DUNS Number: 826336344

The contract, as previously amended, is further amended and modified as follows:

1. The obligation of funds is decreased by $165,772.42 from $493,448,287.28 to $493,282,514.86.

2. Part III, Section J, List of Attachments is modified by:

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)

Anthony J. Denapoli

15B. CONTRACTOR/OFFEROR

15C. DATE SIGNED

15D. UNITED STATES OF AMERICA

Signature on File

16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)

16B. UNITED STATES OF AMERICA

Signature on File

16C. DATE SIGNED

05/19/2009
(a) Deleting and replacing the index page with the new index page dated May 9, 2009, attached hereto, and

(b) Inserting Attachment 10, Diversity Plan dated May 1, 2009.

By acknowledgement of this Modification No. 008 to Contract No. DE-NR0000031, Contractor agrees that the scope of work required is understood by the Contractor; that there are no informal commitments by the Government or the Contractor; that there are no open or unresolved issues related to this modification except as explicitly stated herein; and that the Contractor therefore understands and agrees that the modification states the complete agreement of the parties.

Subj to Retent: NO  
FOB: Destination  
Period of Performance: 10/01/2008 to 09/30/2013

Change Item 00002 to read as follows (amount shown is the total amount):

00002  Manage and Operate the Bettis and Knolls Atomic Power Laboratories - Base 5 year Period  3,250,000,000.00
Line item value is: $3,250,000,000.00  
Incrementally Funded Amount: $493,032,514.86
<table>
<thead>
<tr>
<th>Description</th>
<th>Pages</th>
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</thead>
<tbody>
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<td>1. Key Personnel – Bettis and KAPL Management Positions</td>
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</tr>
<tr>
<td>2. Special Financial Institution Account Agreement for Use with the Payments</td>
<td>24</td>
</tr>
<tr>
<td>Clared Financing Arrangement</td>
<td></td>
</tr>
<tr>
<td>3. Baseline List of Applicable Directives</td>
<td>9</td>
</tr>
<tr>
<td>4. Commitment Letter</td>
<td>1</td>
</tr>
<tr>
<td>5. Guidance for Preparation of Diversity Plan</td>
<td>2</td>
</tr>
<tr>
<td>6. Appendix A, Human Resources (Bettis Atomic Power Laboratory)</td>
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</tr>
<tr>
<td>7. Appendix A, Human Resources (Knolls Atomic Power Laboratory)</td>
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</tr>
<tr>
<td>8. FBI Criminal Justice Information Services Security Addendum</td>
<td>10</td>
</tr>
<tr>
<td>9. Management Plan per Special Clause H-18</td>
<td>13</td>
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<tr>
<td>10. Diversity Plan</td>
<td>4</td>
</tr>
<tr>
<td>11. Small Business Subcontracting Plan (DOE) FY 2009</td>
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<tr>
<td>12. Transition Plan</td>
<td>8</td>
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