

2. AMENDMENT/MODIFICATION NO. 0039	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. 16SC000873	5. PROJECT NO. (If applicable)
6. ISSUED BY      CODE 06005		7. ADMINISTERED BY (If other than Item 6)      CODE	
Brookhaven Site Office U.S. Department of Energy Brookhaven Site Office 53 Bell Avenue Upton NY 11973			

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)	(x)	9A. AMENDMENT OF SOLICITATION NO.
BROOKHAVEN SCIENCE ASSOCIATES, LLC Attn: MICHAEL FUREY BROOKHAVEN NATIONAL LABORATORY BLDG. 185, PO BOX 5000 UPTON NY 119735000		9B. DATED (SEE ITEM 11)
	x	10A. MODIFICATION OF CONTRACT/ORDER NO. DE-SC0012704
		10B. DATED (SEE ITEM 13) 12/22/2014
CODE    027579460	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 Increase:      \$113,625,949.87  
 See AFP dated 2/3, 2/5, 2/23, 2/25 (2016) located at BHSO

**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) Obligation of funds clause I.152 - DEAR 970.5232-4

**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.)  
 Tax ID Number: 11-3403915  
 DUNS Number: 027579460  
 Total Amount for this Modification: \$113,625,949.87  
  
 Total Amount changed  
 from \$1,021,234,706.75 to \$1,134,860,656.62  
 Payment:  
 Payment - Direct Payment  
 from U.S. Dept of Treasury  
 FOB: Destination  
 Period of Performance: 01/05/2015 to 01/04/2020  
 Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9 A 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) Evelyn J. Landini
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 02/26/2016

**CONTINUATION SHEET**

REFERENCE NO. OF DOCUMENT BEING CONTINUED  
DE-SC0012704/0039

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NAME OF OFFEROR OR CONTRACTOR  
BROOKHAVEN SCIENCE ASSOCIATES, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
00001	Change Item 00001 to read as follows (amount shown is the total amount): M&O contract for BNL				1,134,860,656.62