AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT	1. CONTRACT ID CODE	PAGES OF PAGES 1 | 1

2. AMENDMENT/MODIFICATION	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. *(If applicable)*
A097	SEE BLOCK 16C	WPAS-NOPR	

6. ISSUED BY CODE |	7. ADMINISTERED BY *(If other than Item 6)* CODE |
U. S. Department of Energy Oak Ridge Operations P. O. Box 2001 Oak Ridge, TN 37831-8756	

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*	(X)	9A. AMENDMENT OF SOLICITATION NO.
UT-Battelle, LLC Attn: Michael J. Frietze, Director Prime Contract Administration Post Office Box 2008 Oak Ridge, TN 37831-6231		9B. DATED *(SEE ITEM 11)*
	X	10A. MODIFICATION OF CONTRACT/ORDER DE-AC05-00OR22725
CODE | FACILITY CODE		10B. DATED *(SEE ITEM 13)* October 18, 1999

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATION

_____ 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 YOU ACKNOWLEDGMENT 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)*

Obligate $386,536,202.06

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

	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 data, 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)* Clause I-140 and P.L. 95-91

E. **IMPORTANT:** Contractor [x] 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.)*

Pursuant to the provisions of Clause I-106, the first sentence of paragraph (a) is hereby changed to read as follows: "The amount presently obligated by the Government with respect to this contract is $3,511,386,161.12. This represents an increase of $386,536,202.06 from $3,124,849,959.06 to $3,511,386,161.12.

Except as provided herein, all terms and conditions of the document referenced in Item 9A and 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)* Beverly J. Harness Contracting Officer	
15B CONTRACTOR/OFFEROR _____ *(Signature of person authorized to sign)*	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY Beverly J. Harness *(Signature of Contracting Officer)*	16C. DATE SIGNED 1/29/2004