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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | 1. CONTRACT ID CODE Rec'd 5/17/00 | PAGE 1 OF 2 PAGES |
| 2. AMENDMENT/MODIFICATION NO. 3 | 3. EFFECTIVE DATE July 21, 2000 | 4. REQUISITION/PURCHASE REQ. NO. AED-97-267 Dated: 5/16/00 | 5. PROJECT NO. (If applicable) | |
| 6. ISSUED BY U.S. Nuclear Regulatory Commission Division of Contracts and Property Mgt. ATTN: T-7-I-2 Contract Management Branch 2 Washington DC 20555 | CODE | 7. ADMINISTERED BY (If other than Item 6) | CODE | |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) GSE Systems, Inc. ATTN: Jay Umholtz PH# (301) 772-3500 9189 Red Branch Road Columbia MD 21045 | | (X) | 9A. AMENDMENT OF SOLICITATION NO. | |
| | | | 9B. DATED (SEE ITEM 11) | |
| | | | 10A. MODIFICATION OF CONTRACT/ORDER NO. Con# NRC-26-97-267 SBA# | |
| | | X | 10B. DATED (SEE ITEM 13) 07-21-1997 | |
| CODE | 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 of 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 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)
B&R# 084-15-107-120 Job Code: R8473 BOC: 252A
APPN# 31X0200 Amount Obligated: \$15,000.00

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

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| (X) | 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) FAR 52.217-9, Option to Extend the Term of the Contract Consideration and Obligation - Firm Fixed Price |

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.)

SEE THE ATTACHED PAGE

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.

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| 15A. NAME AND TITLE OF SIGNER (Type or print) | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) for Sharon D. Stewart, Contracting Officer |
| 15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign) | 16B. UNITED STATES OF AMERICA BY <i>Barbara Medley</i> (Signature of Contracting Officer) |
| 15C. DATE SIGNED | 16C. DATE SIGNED 6/9/00 |

Template = ADM-001

ADM02

The purpose of this modification is to exercise Option Year Three to extend the term of the contract for one (1) additional year through July 20, 2001, in accordance with Federal Acquisition Regulation Clause 52.217-9 - Option to Extend the Term of the Contract, and Contract Clause B.11 - Duration of Contract Period. Therefore, the firm fixed price for this contract is increased by \$15,000.00 from \$141,137.03. to \$156,137.03.

Accordingly, the contract is hereby modified as follows:

1. Subsection B.9, Consideration and Obligation - Firm Fixed Price is deleted in its entirety and the following is substituted in lieu thereof:

"B.9 CONSIDERATION AND OBLIGATION--FIRM FIXED PRICE
(JUN 1988)

The firm fixed price of this contract is \$156,137.03."

2. Subsection B.11, Duration of Contract Period is deleted in its entirety and the following is substituted in lieu thereof:

"B.11 DURATION OF CONTRACT PERIOD (MAR 1987)
ALTERNATE 3 (MAR 1987)

Although the Government contemplates use of the system(s) (hardware and software) for the system's life from date of installation, the period of performance for this contract shall commence on July 21, 1998, and will expire on July 20, 2001. The term of this contract may be extended at the option of the Government for an additional one-year period."

A summary of obligations for this contract, from date of award through the date of this action is provided below:

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|-------------------------------|--------------|
| Total FY'97 Obligations ----- | \$111,137.03 |
| Total FY'98 Obligations ----- | \$ 15,000.00 |
| Total FY'99 Obligations ----- | \$ 15,000.00 |
| Total FY'00 Obligations ----- | \$ 15,000.00 |

Cumulative Total of NRC Obligations: \$156,137.03

This modification obligates FY'00 funds in the amount of \$15,000.00

All other terms and conditions under this contract remains unchanged.