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| 2. AMENDMENT/MODIFICATION NO. 3 | 3. EFFECTIVE DATE 10/1/2003 | 4. REQUISITION/PURCHASE REQ. NO. | 5. PROJECT NO. (If applicable) |
| 6. ISSUED BY U.S. Nuclear Regulatory Commission Div of Contracts Two White Flint North - MS T-7-I-2 Contract Management Center 2 Washington, DC 20555 | CODE 3100 | 7. ADMINISTERED BY (If other than Item 6) U.S. Nuclear Regulatory Commission Div of Contracts Two White Flint North - MS T-7-I-2 Contract Management Center 2 Washington, DC 20555 | |
| | | CODE 3100 | |

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| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) Ivy Planning Group ATTN: Janet Smith, President 15204 Omega Drive Suite 110 Rockville MD 20850-4601 | (X) | 9A. AMENDMENT OF SOLICITATION NO. |
| | | 9B. DATED (SEE ITEM 11) |
| | | 10A. MODIFICATION OF CONTRACT/ORDER NO. NRC-27-01-001 |
| | X | 10B. DATED (SEE ITEM 13) 09-23-2001 |
| 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) APPN No.: 31X0200 B&R No.: 3-7P15-513-117 BOC: 252A
Job Code: D1367 Obligated Amt.: \$10,000


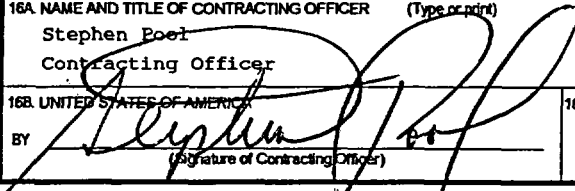
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

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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) Section C.10 52.217-9 Option to Extend the Terms of the Contract; C.9 52.216-21 Requirements |

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.)
See 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) Janet C. Smith, President | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Stephen Pool Contracting Officer |
| 15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign) | 15C. DATE SIGNED 9/23/03 |
| 16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer) | 16C. DATE SIGNED 9/16/03 |

The purpose of this modification is to: (1) exercise option year one in accordance with Section C.10, (2) increase the number of Strategic Planning Meetings by 60 from 70 to 130, and (3) incorporate the labor categories "Sr. Partner/Director", "Team Leader", and "Sr. Partner/Director Reports", (4) delete the labor categories "Executive Consultant" and "Executive Consultant Reports" (5) increase the total amount of the contract by \$74,134 from \$236,215 to \$310,349.00, and (6) increase the obligated amount by \$10,000 from \$154,000 to \$164,000. Accordingly, the contract is hereby modified as follows:

- Section B.1, Price/Cost Schedule - Fixed Prices is deleted in its entirety and the following is substituted in lieu thereof:

| "TASK | LABOR CATEGORY | EST. NO. DAYS | DAILY RATE | TOTAL | DELIVERABLES |
|--|------------------------|---------------|------------|----------|--|
| I. Kickoff, collection of additional information* | | | | | |
| II. Customization of Class (Session)* (maximum 250 per session | | | | | |
| - Prep meetings with NRC Diversity Working Group | Sr. Partner/Director | [REDACTED] | [REDACTED] | \$6,000 | Draft/Final Project Plans & Lesson Plans |
| | Team Leader | [REDACTED] | [REDACTED] | \$5,000 | |
| - Limited Document Review and interviews | Senior Consultant | [REDACTED] | [REDACTED] | \$13,600 | |
| - Limited customization of existing courses | Administrative Support | [REDACTED] | [REDACTED] | \$ 2,400 | Draft/Final Training Materials |
| III. Reports* | | | | | |
| | Sr. Partner/Director | [REDACTED] | [REDACTED] | \$1,284 | |
| o Monthly | Senior Consultant | [REDACTED] | [REDACTED] | \$ 2,040 | |
| o Periodic | | [REDACTED] | [REDACTED] | | |
| o Final | | [REDACTED] | [REDACTED] | | |
| IV. Other Direct Costs | | | | | |
| | | [REDACTED] | [REDACTED] | \$35,000 | |

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|---------------------------------|-------------------------------------|
| V. LD Travel**(see below) | \$22,275 |
| Deliver 25 Classes (sessions) | [REDACTED] \$61,875 Per Class |
| 130 Strategic Planning Meetings | [REDACTED] \$160,875 Per Meeting |
| GRAND TOTAL | \$310,349.00 |

****TRAVEL**

| Location | Task | Time | Cost | Travel Expenses | Total |
|---------------------|-----------|------------|------------|-----------------|------------|
| Rockville, MD | 1 class | [REDACTED] | [REDACTED] | N/A | \$2,475.00 |
| | 1 meeting | [REDACTED] | [REDACTED] | N/A | |
| King of Prussia, PA | 1 class | [REDACTED] | [REDACTED] | \$300 | \$2,775.00 |
| | 1 meeting | [REDACTED] | [REDACTED] | \$150 | \$1,387.50 |
| Atlanta, GA | 1 class | [REDACTED] | [REDACTED] | \$750 | \$3,225.00 |
| | 1 meeting | [REDACTED] | [REDACTED] | \$750 | \$1,987.50 |
| Glen Ellyn, IL | 1 class | [REDACTED] | [REDACTED] | \$750 | \$3,225.00 |
| | 1 meeting | [REDACTED] | [REDACTED] | \$750 | \$1,987.50 |
| Arlington, TX | 1 class | [REDACTED] | [REDACTED] | \$750 | \$3,225.00 |
| | 1 meeting | [REDACTED] | [REDACTED] | \$750 | \$1,987.50 |

2. Section B.1.1.b, "Consideration and Obligation Delivery Order (June 1988)" the first sentence is hereby revised to read as follows:

"b. The amount presently obligated with respect to this contract is \$164,000."

3. Section C.3, Duration of Contract Period, is revised as follows:

"The ordering period for this contract shall commence on October 1, 2001, and will expire on September 30, 2004. The term of this contract may be extended at the option of the government for 2 additional 1-year periods."

All other terms and conditions of the subject contract remain unchanged.

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

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|--------------------------------|-----------|
| Total FY 01 Obligation Amount: | \$ 32,000 |
| Total FY 02 Obligation Amount: | \$122,000 |
| Total FY 03 Obligation Amount: | \$ 10,000 |
| Cumulative Obligations: | \$164,000 |

This modification obligates FY 03 funds in the amount of \$10,000.