

2. AMENDMENT/MODIFICATION NO. M003 3. EFFECTIVE DATE See Block 15C. 4. REQUISITION/PURCHASE REQ. NO. NRR-10-152 Dated 12/23/2009 5. PROJECT NO. (If applicable)

6. ISSUED BY CODE 3100 7. ADMINISTERED BY (If other than Item 6) CODE 3100
 U.S. Nuclear Regulatory Commission
 Div. of Contracts
 Attn: Robin T. Barnes
 Mail Stop: TWB-01-B10M
 Washington, DC 20555

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) (X) 9A. AMENDMENT OF SOLICITATION NO.
 XA SYSTEMS, LLC
 1568 SPRING HILL RD
 MCLEAN VA 221023016
 9B. DATED (SEE ITEM 11)
 10A. MODIFICATION OF CONTRACT/ORDER NO. NRC-03-08-085 Modification 003
 10B. DATED (SEE ITEM 12) 09-30-2008
 CODE 092854194 FACILITY CODE X

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 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) N/A

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

(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.
 X 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(h).
 C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
 D. OTHER (Specify type of modification and authority) 52.243-3 Changes - Time-and-Materials or Labor-Hours (SEP 2000) - Mutual Agreement of Both Parties

E. IMPORTANT: Contractor is not, is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
 The purpose of this modification is to 1)update the contact information for the Project Officer (PO) and Task Manager (TM), 2)update the place of delivery for reports, 3)increase the level of effort of the Subject Matter Expert by 794 hours and, 4)increase the overall contract ceiling by \$99,964.60.

Please see page 2 for details.

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) 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)
 William A. Jones CEO & managing member Donald A. King Contracting Officer
 15B. CONTRACTOR OFFICER 15C. DATE SIGNED 16B. UNITED STATES OF AMERICA 16C. DATE SIGNED
 [Signature] 1-19-2010 BY [Signature B. Wil] 11/3/2010
 (Signature of person authorized to sign) (Signature of Contracting Officer)

SUNSI REVIEW COMPLETE

TEMPLATE - ADM001

FEB 02 2010

ADM002

1) This modification hereby revises the NRC Project Officer and the NRC Technical Monitor contact information.

Accordingly, Section G.1, Clause 2052.215-71 PROJECT OFFICER AUTHORITY (NOVEMBER 2006), Paragraph (a) is deleted in its entirety and replaced with the following:

"(a) The contracting officer's authorized representative (hereinafter referred to as the project officer) for this contract is:

Name: Richard Daniel
Address: U.S. Nuclear Regulatory Commission
Office of Nuclear Reactor Regulation
11555 Rockville Pike
Mail Stop: O13F15M
Rockville, MD 20852
Telephone: 301-415-6319
Email: richard.daniel@nrc.gov"

Accordingly, Section G.2, TECHNICAL MONITOR is deleted in its entirety and replaced with the following:

"(a) The Technical Monitor for this contract is:

Name: Scott Wall
Address: U.S. Nuclear Regulatory Commission
Office of Nuclear Reactor Regulation
11555 Rockville Pike
Mail Stop: O13-E19
Rockville, MD 20852
Telephone: 301-415-2855
Email: scott.wall@nrc.gov"

2) This modification hereby revises the place of delivery for reports. Accordingly, Section F.6 PLACE OF DELIVERY – REPORTS (JUNE 1988) is deleted in its entirety and replaced with the following:

"The items to be furnished hereunder shall be delivered, with all charges paid by the Contractor to:

- (a) Project Officer (1 Electronic Copy)
Richard Daniel – richard.daniel@nrc.gov
- (b) Technical Monitor (1 Electronic Copy)
Scott Wall – scott.wall@nrc.gov
- (c) Contract Specialist (1 Electronic Copy)
Robin T. Barnes – robin.barnes1@nrc.gov

3-4) This modification increases the level of effort of the Subject Matter Expert labor category by 794 hours increasing the total hours under Labor Year Two from 750 hours to 1,544 at a discounted rate of \$125.90 per hour. Therefore, the contract ceiling is increased by \$99,964.80 from \$877,991.90 to \$977,956.50.

Accordingly, Section B, Part B.3 CONSIDERATION AND OBLIGATION - TASK ORDERS (AUG 1989) ALTERNATE 1 (JUN 1991), Subsection (a), the first sentence is deleted in its entirety and replaced with the following:

"The Maximum Ordering Limitation (MOL) for products and services ordered, delivered and accepted under this contract is \$977,956.50.

This action does not obligate any funding at this time. Listed below is a summary of obligations from the date of award through the date of this action:

FY09 Obligations (Award):	\$138,300.00
FY09 Obligations (Transferred To Task Order 001)	\$138,300.00
Total NRC Obligations Under Basic Contract:	\$ 0.00

ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.