

2. AMENDMENT/MODIFICATION NO. M0013
 3. EFFECTIVE DATE See Block 16C
 4. REQUISITION/PURCHASE REQ. NO. ZEROREQ-OCHCO-15-0125
 5. PROJECT NO. (If applicable)
 6. ISSUED BY CODE NRCHQ
 7. ADMINISTERED BY (If other than Item 6) CODE

US NRC - HQ
 ACQUISITION MANAGEMENT DIVISION
 MAIL STOP 3WFN-05-C64MP
 WASHINGTON DC 20555-0001

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)
 AQUILA LTD HEALTH FITNESS SOLUTIONS
 1221 BRICKELL AVE STE 1060
 MIAMI FL 331313258
 CODE 969827187 FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.
 9B. DATED (SEE ITEM 11)
 X 10A. MODIFICATION OF CONTRACT/ORDER NO. NRC-38-10-706
 10B. DATED (SEE ITEM 13) 05/28/2010

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)
 See Schedule

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:
 D. OTHER (Specify type of modification and authority)
 X 54.243-1 Changes

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.)

Due to the expansion of the NRC fitness center this contract is being modified to:
 1. Add 15 hrs per week for a part time exercise specialist at a rate of \$1,933.75 per month for 8 months.
 2. Add 2 additional speciality classes at a rate of an additional \$136.00 a week for 30 weeks for a total of \$411.00 a week, effective 05/04/2015.
 Therefore this modification:
 3. Increases the Base and Exercised Option Amount and Base and All Option Amount by \$20,100.00 from \$1,980,125.90 to \$2,000,225.90.
 4. Revises B.3 Consideration and Obligation (see additional page)
 5. Revises B.4 Price/Cost Schedule (see additional page)

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) I. Yvan Miklin, Pres/CEO
 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) DANIEL APP
 15B. CONTRACTOR/OFFEROR [Signature] 15C. DATE SIGNED 2/27/15 16B. UNITED STATES OF AMERICA [Signature] 16C. DATE SIGNED 3/27/15
 (Signature of person authorized to sign) (Signature of Contracting Officer)

CONTINUATION SHEET

REFERENCE : OF DOCUMENT BEING CONTINUED
 NRC-38-10-706/M0013

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NAME OF OFFEROR OR CONTRACTOR
 AQUILA LTD HEALTH FITNESS SOLUTIONS

| ITEM NO. (A) | SUPPLIES/SERVICES (B) | QUANTITY (C) | UNIT (D) | UNIT PRICE (E) | AMOUNT (F) |
|-----------------|---|-----------------|-------------|-------------------|---------------|
| 09501 | Total Obligated Amount: \$823,000.00 Base and Exercied Options Amount: \$2,000,225.90 Base and All Options Amount: \$2,000,225.90 LIST OF CHANGES: Reason for Modification : Other Administrative Action Delivery Location Code: NRCHQ US NRC - HQ DIVISION OF CONTRACTS Period of Performance: 06/01/2010 to 11/30/2015 Change Item 09501 to read as follows (amount shown is the total amount): Option Year 4 Line Item Ceiling \$437,796.90 Incrementally Funded Amount: \$0.00 Accounting Info: 0000-00000-RECON-00-000000-00-0-000-00000-0000 Funded: \$0.00 Accounting Info: 2014-X0200-FEEBASED-84-84D002-51-H-200-B8412-253A Funded: \$0.00 | | | | 437,796.90 |

The following sections of the contract are revised as follows:

B.3 CONSIDERATION AND OBLIGATION – MIXED TYPE CONTRACT TYPES

a. The contract contains mixed contract types, to include firm fixed price and cost reimbursement Contract Line Items (CLINS). The total price of this contract (ceiling) for the products/ services ordered, delivered, and accepted under this contract is \$2,000,225.90 which covers the base period and option periods.

B.4 PRICE/COST SCHEDULE

Option Year 4: 06/01/2014 – 11/30/2015

| Clin | Description | Estimated Quantity | Unit | Unit/Price | Total Price |
|------|--|--------------------|--------|------------|-------------|
| 052 | Operation of Headquarters Area Fitness Center (Fixed Price)-Task 1 | [REDACTED] | Months | [REDACTED] | [REDACTED] |
| 053 | Additional Instructors for Specialty Classes | [REDACTED] | Weeks | [REDACTED] | [REDACTED] |
| 054 | Repair, Maintenance and replacement of equipment for Headquarters Fitness Center (Cost Reimbursable) | [REDACTED] | LOT | [REDACTED] | \$83,714.50 |
| 055 | - | [REDACTED] | - | [REDACTED] | [REDACTED] |
| 056 | Travel (Cost Reimbursable) | [REDACTED] | LOT | [REDACTED] | [REDACTED] |
| Clin | Description | Estimated Quantity | Unit | Unit/Price | Total Price |
| 057 | NRC Headquarters-Off-site Locations Fitness Membership Costs (Cost Reimbursement) –Task 2 | [REDACTED] | LOT | [REDACTED] | [REDACTED] |
| - | REGIONS – Fitness Costs (Cost Reimbursable)-Task 3 | - | - | - | |
| 058 | Region 1- King of Prussia – Fitness Membership Costs | [REDACTED] | LOT | [REDACTED] | [REDACTED] |
| 059 | Region 2 - Atlanta, GA – Fitness Membership Costs | [REDACTED] | LOT | [REDACTED] | [REDACTED] |
| 060 | Region 3 – Lisle, IL- Fitness Membership Costs | [REDACTED] | LOT | [REDACTED] | [REDACTED] |
| 061 | Region 4 – Arlington, TX - Fitness Membership Costs | [REDACTED] | LOT | [REDACTED] | [REDACTED] |
| 062 | NRC TTC – Chattanooga, TN - Fitness Membership Costs | [REDACTED] | LOT | [REDACTED] | [REDACTED] |
| 063 | Monthly Administrative Costs for Off-Site Locations and Regions | [REDACTED] | months | [REDACTED] | [REDACTED] |
| 064 | Annual Administrative Costs for the Remote Sites | [REDACTED] | months | [REDACTED] | [REDACTED] |

Total Revised Price for Option Year 4: \$607,796.90