

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE DE-AC07-05ID14517	PAGE 1 OF 2 PAGES
2. AMENDMENT/MODIFICATION NO. A039	3. EFFECTIVE DATE See Block 16c	4. REQUISITION/PURCHASE REQ. NO. NOPR	5. PROJECT NO. (If applicable)		
6. ISSUED BY U.S. Department of Energy Idaho Operations Office (DOE-ID) Site Services Division 1955 Fremont Avenue, MS 1240 Idaho Falls, ID 83415		CODE	7. ADMINISTERED BY (If other than Item 6) Diane C. Long, Contract Specialist (208) 526-0949		CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) Battelle Energy Alliance, LLC P.O. Box 1625 Idaho Falls, ID 83415			9A. AMENDMENT OF SOLICITATION NO.		
CODE			9B. DATED (SEE ITEM 11)		
FACILITY CODE			10A. MODIFICATION OF CONTRACT/ORDER NO. DE-AC07-05ID14517		
			10B. DATED (SEE ITEM 13) November 9, 2004		
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 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)

Financial Plan Report No. FY06-08

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS;
IT MODIFIES THE 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 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): Unilateral Modification in accordance with DEAR 970.5232-4 entitled "Obligation of Funds."

E. IMPORTANT: Contractor **X** 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)

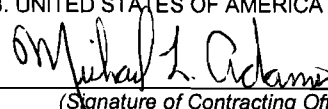
The purpose of this modification is to obligate funds provided under FPR No. 08.

Funds Obligated by Modification No. A038 (06-07) \$ 74,456,830.72

Total Funds Obligated \$ 1,098,712,108.26

(See Continuation)

Except as provided herein, all terms and conditions of the document referenced in Items 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) MICHAEL L. ADAMS Contracting Officer	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
BY _____ (Signature of person authorized to sign)		BY  (Signature of Contracting Officer)	4/25/06

SECTION B – SUPPLIES OR SERVICES AND PRICES/COSTS

Clause B. 5, Obligation of Funds is revised to read as follows:

The amount presently obligated under this Contract is as follows:

Contract DE-AC07-05ID14517	
Funds Obligated by Contract Award	\$ -
Funds Obligated by Modification No. A001 (05-01)	\$ 367,249,253.48
Funds Obligated by Modification No. A003 (05-02)	\$ 46,622,175.07
Funds Obligated by Modification No. A004 (05-03)	\$ 42,785,577.35
Funds Obligated by Modification No. A007 (05-04)	\$ 20,826,503.81
Funds Obligated by Modification No. A008 (05-05)	\$ 1,852,872.81
Funds Obligated by Modification No. A010 (05-06)	\$ 6,979,388.33
Funds Obligated by Modification No. A012 (05-07)	\$ 27,834,913.22
Funds Obligated by Modification No. A013 (05-08)	\$ 46,223,993.31
Funds Obligated by Modification No. A015 (05-09)	\$ 12,096,644.77
Funds Obligated by Modification No. A017 (05-10/11)	\$ 6,441,459.40
Funds Obligated by Modification No. A018 (05-12)	\$ 12,042,862.98
Funds Obligated by Modification No. A021 (05-13)	\$ 21,317,013.96
Funds Obligated by Modification No. A023 (05-14)	\$ 8,777,137.67
Funds Obligated by Modification No. A024 (05-15)	\$ 2,233,234.97
Funds Obligated by Modification No. A026 (06-01)	\$ 42,939,585.73
Funds Obligated by Modification No. A027 (06-02)	\$ 5,565,617.17
Funds Obligated by Modification No. A029 (06-03)	\$ 27,237,117.71
Funds Obligated by Modification No. A030 (06-04)	\$ 27,638,705.63
Funds Obligated by Modification No. A031 (06-05)	\$ 224,022,725.44
Funds Obligated by Modification No. A036 (06-06)	\$ 38,435,364.39
Funds Obligated by Modification No. A038 (06-07)	\$ 35,133,130.34
Funds Obligated by Modification No. A039 (06-08)	\$ 74,456,830.72
Total Funds Obligated	\$ 1,098,712,108.26

Details regarding the obligational authority for this modification are provided separately in the Financial Plan Report No. FY06-08.