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|--|-------------------|--|---|---|
| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE OF PAGES | |
| | | | 1 | 2 |
| 2. AMENDMENT/MODIFICATION NO. | 3. EFFECTIVE DATE | 4. REQUISITION/PURCHASE REQ. NO. | 5. PROJECT NO. (If applicable) | |
| 0003 | 04/29/2012 | MA-PR617-20120495 | | |
| 6. ISSUED BY | CODE | 7. ADMINISTERED BY (If other than Item 6) | CODE | |
| | 00094 | | 00094 | |
| U.S. DOT/ Maritime Administration Pacific Div. Acquisition Office MAR 380-4 201 Mission Street Suite 1800 San Francisco CA 94105 | | U. S. DOT Maritime Administration Pacific Div. Acquisition Office MAR 380.4 201 Mission Street Suite 1800 San Francisco CA 94105 | | |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) | | (x) | 9A. AMENDMENT OF SOLICITATION NO. | |
| Interocean American Shipping Corporation Attn: Mitch Walker 302 Harper Dr Ste 200 Moorestown NJ 08057-4701 | | | | |
| | | | 9B. DATED (SEE ITEM 11) | |
| | | X | 10A. MODIFICATION OF CONTRACT/ORDER NO. | |
| | | | DTMA1H05006 | |
| | | | IAS13P2012011 | |
| | | | 10B. DATED (SEE ITEM 13) | |
| | | | 10/30/2011 | |
| CODE | 132835366 | 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 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) Net Increase: \$21,000.00
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). |
| X | C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.243-2 Changes Cost Reimbursement Alt II |
| | D. OTHER (Specify type of modification and authority) |

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.)

HORN REPAIRS IAS-HRN12-1005 A3
CHANGES FOR LINE ITEM NUMBER: 8
Description changed from HORN - COST REIMBURSABLE

M&R REPAIRS

1. THE PURPOSE OF THIS MODIFICATION IS TO INCREASE FUNDING FOR REPAIRS. Total Amount changed from \$1,527,374.00 by \$21,000.00 to \$1,548,374.00
Obligated Amount for this modification: \$21,000.00

Continued ...

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) | |
| Karen Suarez Contracts M | | Debra K. Velmere | |
| 15B. CONTRACTOR/OFFEROR | 15C. DATE SIGNED | 16B. UNITED STATES OF AMERICA | 16C. DATE SIGNED |
| Kare Suarez (Signature of person authorized to sign) | 5-8-12 | Debra K. Velmere (Signature of Contracting Officer) | 6/5/2012 |

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DTMA1H05006/IAS13P2012011/0003

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2 2

NAME OF OFFEROR OR CONTRACTOR
Interocean American Shipping Corporation

| ITEM NO. (A) | SUPPLIES/SERVICES (B) | QUANTITY (C) | UNIT (D) | UNIT PRICE (E) | AMOUNT (F) |
|-----------------|--|-----------------|-------------|-------------------|---------------|
| | <p>2. THIS MOD ADDS NEW WORK ITEMS VV AND WW TO LINE ITEM: 001</p> <p>ITEMS VV AND WW ARE PER THE Q2 REVISED BUSINESS PLAN.</p> <p>"THIS NEW WORK IS REQUIRED TO MAINTAIN VESSEL READINESS AT AN ACCEPTABLE RRF STANDARD."</p> <p>SEE ATTACHED SOW FOR THE ENTIRE LIST OF WORK M&R REPAIRS</p> <p>3. CHANGES FOR ACCOUNTING CODE: 70XR161710.2012.93340SPE00.1261000000.25432.610066 00.7012613340SPE0 Amount changed from \$70,000.00 to \$91,000.00 Percent changed from 4.58303 to 5.87713</p> <p>Delivery Location Code: 00094-CAPE HORN Cape Horn Interocean American Shipping COTR: Tobin Richmond Pier 50 San Francisco CA 94107-9991</p> <p>Payment: MARAD A/P INVOICES 6500 SOUTH MACARTHUR BLVD OKLAHOMA CITY OK 73169</p> <p>FOB: Destination Period of Performance: 10/30/2011 to 02/28/2013</p> | | | | |

MA PR617-20120495 A3 CAPE HORN (IAS-HRN12-1005A3) SOW

Line Item: 001

A) SR 1208013

AC COOLING SUPPLY BULKHEAD PENETRATION - ALOFT - EMERGENCY REPAIR

The intent is to replace a line leaking over an electrical control panel.

B) SR 1208031

VENTILATION FAN: HVAC RETURN/FRESH AIR "MIXER" - REPLACE

The intent is to repair a defective air mixing system.

C) SR 1207946

THERMOGRAPHIC SURVEY DEFICIENCIES -SEA TRIAL

Provide for repairs to correct deficiencies found on the November 2011 Sea Trial.

D) SR 1804775

ENGINE ROOM BILGE AND TANK CLEANING; WASTE DISPOSAL

The intent of this item is to pump and clean bilges and holding tank(s).

E) SR 1803017

FWD FIRE PUMP AND FOUNDATION

The intent of this item is to open out and repair the pump and foundation.

F) SR 1207869

FORK LIFT BRAKE SERVICING; Toyota

The intent is for materials and servicing to repair the brake system on the "Toyota" S/N 2ED35-10874.

G) SR 1803031

WEATHER TIGHT DOORS, RENEW

The intent of this item is to remove and renew 4 exterior doors which have failed.

H) SR 1803356

SSDG PARTS; PROCURE

Provide for OEM SSDG parts to bring spares inventories up to suitable levels within the limit of the available funding.

I) SR 1207821

MAIN ENGINE; REPAIR

The intent is to continue the resolution and repair requirements identified in previous Sea Trials; i.e. exhaust valves and actuators, HP fuel delivery pumps.

J) SR 1207093

PIPING REPAIRS; LOW PRESSURE WATER SUPPLY, DRAIN/HYDRO TANK:
PROVIDE

Provide for renewals to deteriorated pipe systems; AC condenser drains, MSD
overboard piping, Water ballast piping,

K) SR 4286054

SEPARATORS, HEAVY FUEL OIL, CONTROL SYSTEM: PROVIDE

Furnish and install Alfa-Laval EPC 41 Control System for the MOPX 213 FO Purifiers.

L) SR 1803279

SSDG #3 of 4; OVERHAUL

Provide for rebuilding of one of the four SSDG's as part of the staged repair of all
SSDG's.

M) SR 1804996

SEWAGE SYSTEM; SURVEY AND ENGINEERING:

Provide design and engineering services for survey of the ship's existing Sewage and
Grey Water Systems to generate currently compliant plans including revisions of
existing systems.

N) SR 1804106

A/C and REFRIGERATION SYSTEMS; SERVICE

The intent of the item is to have a vendor conduct annual inspect/service/perform
routine maintenance of the vessels A/C and Refrigeration systems.

O) SR 1802935

STERN RAMP PHASE 3; REPAIRS

Provide for repairs/enhancements within the limit of available funding of the finding of
the OEM.

P) SR 1804120

GENERAL VESSEL PERMIT; UPGRADES

Provide for environmental related modifications to eliminate potential sources of
pollution; W1 winches, push out rams, stores crane controls.

Q) SR 1804271

HYDRAULIC DECKS AND DOORS; REPAIR

The intent is to continue repairs to the hydraulic aspects of decks and doors and
associated equipment as identified by the Service Tech's field report from 2006.

R) SR 1804314

MAIN ENGINE FO PULSATION DAMPERS; OVERHAUL

Provide materials and services to repair and/or replace the nine ME fuel oil pulsation
dampers.

S) SR 1804334
SSDG FUEL OIL METER; RENEW
Provide and install a new SSDG fuel oil meter

T) SR 1802999
DETERIORATED WEATHER DECK ITEMS; CROP AND RENEW
Intent is to repair deteriorated weather deck items, handrails, coamings, pipe hangers, Vent ducting, steps, etc.

U) SR 1207904
MAIN ENGINE, CMS Discoveries: Emergent Repairs
Perform repairs discovered as part of ME CMS activities and subsequent Sea Trials.

V) SR 1208416
MAIN ENGINE LT COOLING REGULATING VALVES-REBUILD
Service and Repair the Main Engine Cooling Temperature Regulator complex

W) SR 1208368
GALLEY STOVE ISLAND; WATER DAMAGE REPAIR
Open out all primary devices on the Oven/Stove Top Island and provide for cleaning and rewiring.

X) SR 1208400
ANCHOR WINDLASS, STBD.; BLOWN OUT GASKETS
The intent of this item is to repair Stbd. Anchor Windlass Hydraulic Motor system which incurred leaks during sea trial.

Y) SR 1208372
PIPE REPAIRS; PRIMARY AUXILIARIES
The intent of this item is to repair leaking/failed pipe systems which were discovered during November 2011 sea trials.

Z) SR 4285324
PIPING REPAIR, #1 LOWER CTR DB SUCTION BELL
The intent of this item is to repair the #1 Lower Center Double Bottom ballast fill & suction line bell mouth.

AA) SR 1804496
EMERGENCY TOWING REQUIREMENTS (SOLAS) SR; PROVIDE
The intent is to implement the work scope of the FY10 Naval Architect survey after availability of ABS approved drawings are confirmed for the new emergency towing regulations

BB) SR 1803812

BRIDGE AND RADIO EQUIPMENT SURVEY; ACCOMPLISH

The intent of this item is to have a recognized OEM Representative attend the vessel and conduct a survey of all bridge, navigation and radio equipment to determine the status of this equipment. Upon completion of the survey provide a report with recommendations.

CC) SR 1804972

LP CO2 SYSTEM, REGULATORY MODIFICATION

The Intent of this item is to implement the finding and design requirements which remain outstanding in regards to the secondary means of control.

DD) SR 1804375

ELECTRICAL CONTROLLERS AND SWITCHBOARD; UPGRADE

The existing electrical controllers and switchboard controllers are obsolete and are not parts supported. This item is to upgrade and replace the controller components within the existing frames and cabinets with new up to date and supportable materials.

EE) SR 1207884

SHORE POWER METER MONITORING SYSTEM; INSTALLATION

The intent of this item is for the contractor to furnish all labor and materials for installation of a Shore Power Meter Monitoring system.

FF) SR 4285246

SEWAGE STORAGE TANK PUMPS; REPLACE

When connected to shore the sewerage system discharge pumps will not provide sufficient head. Provide for installation of new pumps with controller mods.

GG) SR 4284618

REPAIR GUILLOTINE DOOR, DECK #4

The intent of this item is to overhaul #4 Front Water Tight Deck Door.

HH) SR 1804778

SSDG JACKET WATER HEATER, PROVIDE SHARED UNIT

Provide a shared jacket water heater for the four (4) SSDG engines. System will mimic that on the Cape Hudson.

II) SR 1207047

STERN RAMP HYDRAULIC PIPING CLAMPS; RENEW

The intent of this item is to renew/ replace hydraulic hoses and hydraulic tubing hangers on stern ramp and related systems on the Poop deck.

JJ) SR 1803025

HYDRAULIC TUBING; REMOVE OBSOLETE LINES

The intent of this work order is to secure and remove the obsolete hydraulic tubing runs in the area of the fan tail house and overhead.

KK) SR 1803016

P & S ANCHOR WINDLASS FOUNDATION & GUARDS; REFURBISH

To mechanically clean anchor windlass foundation, deck and structure for preservation with an epoxy paint system.

LL) SR 4284574

CONTAINER CRANE; REPAIR

The intent of this item is to provide for repairs and replacement to wasted hand rails, platforms, hangers, supports and to repair the oil leaks on the brakes and pipes

MM) SR 1803019

LIGHTING MAIN HOUSE PH 1; UPGRADE

Provide for repair and/or replacement of up to eighteen (18) Main Deck #4 Cargo lights and replace with ten (10) new Phoenix fixtures.

NN) SR 1803015

C/L MOORING WINCH; REFURBISH

Provide for repairs and servicing of brake band assembly, Degrease, Repair Oil Leaks, scale / refurbish paint and restore Break Drum.

OO) SR 1207059

LP CO2 AND CBRD ROOM DECK RENEWALS

The Intent of this item is to renew in part of whole the deck in the LPCO2 storage space. Options include crop and renewing with new materials back to original standards or to install DNV approved SPS (sandwich plate system).

PP) SR 4284857

LIGHTING, MAIN DECK UPGRADE

Provide for repair and/or replacement of an additional eighteen (18) Main Deck #4 Cargo and #5 lights and replace with ten (10) new fixtures. This is the second of two (2) work scopes.

QQ) SR 1803043

PIPE TUNNEL LIGHTING; CHANGE OUT OBSOLETE EXPLOSION PROOF FIXTURES

The intent of this work order is to change out the lighting style in the port and starboard pipe tunnels.

RR) SR 1208417

BOILER BURNER; INSTALL

The intent of this item is supplement the FY11 Boiler Burner Purchase to support the physical installation and interfacing the controls

SS) SR 1208366

NO. 3 STBD. IB HFO TRANSFER VALVE; REPAIR

Provide for removal and rebuilding of the Heavy Fuel Transfer valve which serves No. 3 Stbd. IB Heavy Fuel Storage Tank.

TT) SR 1208454

ELEVATOR; REPAIR

The intent of this item is to correct the deficiencies identified during the November 2011 annual servicing.

UU) SR 1208707

MAN LIFT; PROCURE

The intent of this service request is to provide a self-propelled man lift with the specifications and options described below and to deliver the lift to the vessel.

VV) SR 1208396

A/C SW COOLING PUMP; REPAIR OR REPLACE

The AC SW cooling pump forward Stbd is not functioning. The unit is not readily supportable. The intent of this item is to provide an AC service (SWS) pump of ample capacity and readily supportable.

WW) SR 1208397

WHISTLE; AFTER UNIT, REPAIR

The intent of this item is to troubleshoot and repair the aft whistle.