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|---------------------------------------|---------------------------------|---|--------------------------------|
| 2. AMENDMENT/MODIFICATION NO. 0002 | 3. EFFECTIVE DATE 02/13/2013 | 4. REQUISITION/PURCHASE REQ. NO. MA-PR617-20120601 | 5. PROJECT NO. (If applicable) |
| 6. ISSUED BY | CODE 00094 | 7. ADMINISTERED BY (If other than Item 6) | CODE 00094 |

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| 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 |
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| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) BENICIA, CITY OF Attn: Carrie Wenslawski, Govt Bus. POC 250 East L Street Benicia CA 94510-3239 | (x) 9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) x 10A. MODIFICATION OF CONTRACT/ORDER NO. DTMA-94-P-2012-0050 10B. DATED (SEE ITEM 13) 07/11/2012 |
| CODE 004952792 | 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)

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

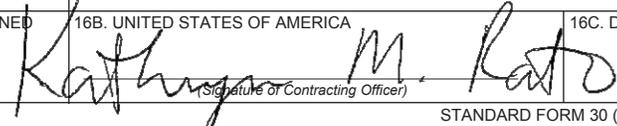
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| CHECK ONE | A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. |
| | B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (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) |

E. IMPORTANT: Contractor is not, is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

LIST OF CHANGES:
 Reason for Modification : Other Administrative Action
 the purpose of this modification is to add "ship to" to CLINs 0002, & 0003, Opt yrs 0001 & 0002
 the total on the purchase order remains at : \$6,000.00
 CHANGES FOR LINE ITEM NUMBER: 2
 NEW DELIVERY LOCATION RECORD:
 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.

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| 15A. NAME AND TITLE OF SIGNER (Type or print) | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) |
| | Kathryn Rato |
| 15B. CONTRACTOR/OFFEROR | 15C. DATE SIGNED |
| (Signature of person authorized to sign) |  |
| | 16B. UNITED STATES OF AMERICA |
| | 16C. DATE SIGNED |
| | 2/13/13 |

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
DTMA-94-P-2012-0050/0002

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NAME OF OFFEROR OR CONTRACTOR
BENICIA, CITY OF

| ITEM NO. (A) | SUPPLIES/SERVICES (B) | QUANTITY (C) | UNIT (D) | UNIT PRICE (E) | AMOUNT (F) |
|-----------------|---|-----------------|-------------|-------------------|---------------|
| | <p>Quantity: 0 Amount: \$6,000.00 Days after award: Unassigned Shipping Address:</p> <p>Mark For Address:</p> <p>NEW DELIVERY LOCATION RECORD: Quantity: 0 Amount: \$0.00 Days after award: Unassigned Shipping Address: SBRF Suisun Bay Reserve Fleet Joe Pecoraro 2595 Lake Herman Road Benicia CA 94510</p> <p>Mark For Address:</p> <p>CHANGES FOR LINE ITEM NUMBER: 3</p> <p>NEW DELIVERY LOCATION RECORD: Quantity: 0 Amount: \$0.00 Days after award: Unassigned Shipping Address: SBRF Suisun Bay Reserve Fleet Joe Pecoraro 2595 Lake Herman Road Benicia CA 94510</p> <p>Mark For Address:</p> <p>NEW DELIVERY LOCATION RECORD: Quantity: 0 Amount: \$0.00 Days after award: Unassigned Shipping Address: SBRF Suisun Bay Reserve Fleet Joe Pecoraro 2595 Lake Herman Road Benicia CA 94510</p> <p>Mark For Address:</p> <p>Delivery Location Code: 00094-SUISUN BAY SBRF Continued ...</p> | | | | |

CONTINUATION SHEETREFERENCE NO. OF DOCUMENT BEING CONTINUED
DTMA-94-P-2012-0050/0002PAGE OF
3 3NAME OF OFFEROR OR CONTRACTOR
BENICIA, CITY OF

| ITEM NO. (A) | SUPPLIES/SERVICES (B) | QUANTITY (C) | UNIT (D) | UNIT PRICE (E) | AMOUNT (F) |
|-----------------|---|-----------------|-------------|-------------------|---------------|
| | Suisun Bay Reserve Fleet Joe Pecoraro 2595 Lake Herman Road Benicia CA 94510 Payment: MARAD A/P INVOICES MARADinvoices@faa.gov FOB: Destination Period of Performance: 02/11/2012 to 02/10/2015 | | | | |