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|---------------------------------------|---------------------------------|---|--------------------------------|
| 2. AMENDMENT/MODIFICATION NO. 0002 | 3. EFFECTIVE DATE 04/18/2007 | 4. REQUISITION/PURCHASE REQ. NO. See Lines | 5. PROJECT NO. (If applicable) |
|---------------------------------------|---------------------------------|---|--------------------------------|

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| 6. ISSUED BY DOT/Maritime Administration, MAR-380 400 Seventh Street, SW., Room 7310 Washington, DC 20590 | CODE 00091 | 7. ADMINISTERED BY (If other than Item 6) DOT/Maritime Administration, MAR-380 400 Seventh Street, SW., Room 7310 Washington, DC 20590 | CODE 00091 |
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| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) Esco Marine Inc. 16200 Joe Garza Sr Rd Brownsville, TX 78521-1920 | 9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. DTMA1P07006 (X) 10B. DATED (SEE ITEM 13) (X) 10/23/2006 |
| CODE * | 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 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)
See Line Item Detail

**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. |
| <input type="checkbox"/> | |
| <input type="checkbox"/> | 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). |
| <input checked="" type="checkbox"/> | C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.212-4 Contract Terms and Conditions—Commercial Items |
| <input type="checkbox"/> | D. OTHER (Specify type of modification and authority) |

E. IMPORTANT: Contractor is not, is required to sign this document and return 2 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 equitably adjust the contract price for the Sampling performed in CA as a result of deleting the Hull Cleaning requirement prior to towing from the fleet.

- A. Based on the contractor's initial proposal \$75,000 of CLIN 0001 was to perform Hull Cleaning in accordance with the RFQ. This Hull Cleaning Requirement was deleted and predeparture from the fleet Sampling was added.
- B. Allow \$17,452 for the Sampling of the vessel prior to departure from the CA.
- C. Deobligate \$57,548 from the contract for Hull Cleaning not performed.
- D. Change CLIN 0001 from \$1,180,000 to read \$1,122,452 a decrease of \$57,548.
- E. The contract price is decreased by \$57,548 from \$1,468,791 to \$1,411,243 by reason of this modification.
- F. The Performance Period remain unchanged as a result of this modification.
- G. All other terms and Conditions remain unchanged.

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) Richard D. Spriggs, President | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Benedict J. Burnowski |
| 15B. CONTRACTOR/OFFICER <i>Richard Spriggs</i> (Signature of person authorized to sign) | 15C. DATE SIGNED 4-23-07 |
| 16B. United States of America BY <i>Benedict J. Burnowski</i> (Signature of Contracting Officer) | 16C. DATE SIGNED 4/24/07 |

| | | | |
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| Line Item Summary | Document Number DTMA1P07006/0002 | Title QUEENS VICTORY | Page 2 of 5 |
|--------------------------|--|--------------------------------|-----------------------|

Total Funding: \$1,411,243.00

| FYs | Fund | Budget Org | Sub | Object Class | Sub | Program | Cost Org | Sub | Proj/Job No. | Sub | Reporting Category |
|-------------------------|------------|----------------|-----|--------------|-----|---------|----------|-----|--------------|-----|--------------------|
| See Line Item(s) | | | | | | | | | | | |
| Division | Closed FYs | Cancelled Fund | | | | | | | | | |

| Line Item Number | Description | Delivery Date (Start date to End date) | Quantity | Unit of Issue | Unit Price | Total Cost |
|------------------|-------------|---|----------|---------------|------------|------------|
|------------------|-------------|---|----------|---------------|------------|------------|

This is a firm fixed-price contract. Provide services to make all tow preparations, and tow the vessel QUEENS VICTORY from the Suisun Bay Reserve Fleet to the contractor's facility in Brownsville Texas to completely dismantle, recycle and remediate all materials and components of the entire vessel.

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|------|---|---------------------|------|----|---------------|---------------|
| 0001 | QUEENS VICTORY --Dismantlement and Disposal | 362 dys. (ADC) | 0.00 | EA | (\$57,548.00) | (\$57,548.00) |
|------|---|---------------------|------|----|---------------|---------------|

Change in Funding, Unit Price
 Provide services to make all tow preparations, and tow the vessel QUEENS VICTORY from the Suisun Bay Reserve Fleet to the contractor's facility in Brownsville Texas, and completely dismantle, remediate, and recycle all materials and components on the vessel. Total price for towing, dismantlement and remediation of the vessel is \$1,180,000. The performance period is 362 calendar days.

Funding Information:
 - 06 - 9X4768 - 1 - SD - 254T - - SDSCPO - 160000 - - - - -
 - - - -
 -57,548.00

Previous Total: \$1,468,791.00
Modification Total: (\$57,548.00)
Grand Total: \$1,411,243.00
 (includes Discounts)

Address DetailTitle
QUEENS VICTORYDocument Number
DTMA1P07008/0002Page
3 of 5**Shipping Addresses**

| Code | Detail | Code | Detail |
|------|--|------|---|
| 0001 | Org: DOT/Maritime Administration, MAR-610 Addr: 400 Seventh Street, SW., Room 2122 Washington DC 20590 Attn: Shaun Ireland, Program Analyst Phone: (202) 366-5787 ext. Fax: (202) 366-3954 ext. | 0002 | Org: DOT/Maritime Administration, MAR-610 Addr: 400 Seventh Street, SW., Room 2122 Washington DC 20590 Attn: Curt Michanczyk, Program Manager Phone: (202) 366-6467 ext. Fax: () - ext. |

Invoice Addresses

| Code | Detail | Code | Detail |
|------|---|------|--|
| 0001 | Org: DOT/Maritime Administration, MAR-330 Addr: 400 Seventh Street, SW., Room 7325 Washington DC 20590 Attn: Ruby P. McPhaul Phone: (202) 366-5088 ext. Fax: (202) 366-8558 ext. | 0002 | Org: DOT/Maritime Administration, MAR-330 Addr: 400 Seventh Street, SW., Room 7325 Washington DC 20590 Attn: John G. Hoban, Director, Office of Accounting Phone: (202) 366-5852 ext. Fax: () - ext. |

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SECTION A -- SOLICITATION/CONTRACT FORM

A.1 SUMMARY OF CHANGES