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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 4 |
| 2. AMENDMENT/MODIFICATION NO. 0001 | 3. EFFECTIVE DATE 04/11/2011 | 4. REQUISITION/PURCHASE REQ. NO. MA-PR615-20110408 | 5. PROJECT NO. (If applicable) |
| 6. ISSUED BY U.S.DOT/ Maritime Administration Atlantic Div. Acquisition Office MAR-380-2 7737 Hampton Blvd Building 19 Suite 300 NORFOLK VA 23505-1204 | CODE 00092 | 7. ADMINISTERED BY (If other than Item 6) U. S. DOT Maritime Administration Atlantic Div. Acquisition Office MAR-380.2 7737 Hampton Blvd Building 19 Suite 300 Norfolk VA 23505-1204 | CODE 00092 |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) Interocean American Shipping Corporation Attn: Mitch Walker 302 Harper Dr Ste 200 Moorestown NJ 08057-4701 | | (x) 9A. AMENDMENT OF SOLICITATION NO. | |
| CODE 132835366 FACILITY CODE | | x 10A. MODIFICATION OF CONTRACT/ORDER NO. DTMA8C05005 IAS05A2011025 | 9B. DATED (SEE ITEM 11) |
| | | 10B. DATED (SEE ITEM 13) 01/03/2011 | |

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)

70XR161710.2011.93140FLK00.1161000000.25432.61006600 / 7011613140FLK0

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: |
| X | D. OTHER (Specify type of modification and authority) Unilateral IAW clause G.11 |

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.)

FLICKERTAIL STATE FY11 M&R IMPROVEMENTS/REPLACEMENTS A

LIST OF CHANGES:

Reason for Modification : Change Order

Requisitioner changed

from

to Randall D Goldman

CHANGES FOR LINE ITEM NUMBER: 602AE

Description changed from IAS-FLK11-1007A

FLICKERTAIL STATE FY11 M&R IMPROVEMENTS/REPLACEMENTS A

SR#4880973 SSTG Lube Oil Cooler Upgrade:

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) | |
| | | EILEEN WILLIAMS | |
| 15B. CONTRACTOR/OFFEROR | 15C. DATE SIGNED | 16B. UNITED STATES OF AMERICA | 16C. DATE SIGNED |
| (Signature of person authorized to sign) | |  (Signature of Contracting Officer) | 04/11/2011 |

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
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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>Contractor shall provide all labor, material and Hot Work Certificates to replace the existing American Standard Model CP604-6 lube oil cooler on the #2 SSTG with a larger sized unit.</p> <p>The purpose of this project is to accomplish MARAD approved specific work items for improvements, upgrades and equipment replacements on the approved ships' business plan, as identified below:</p> <p>The work to be completed under this funding item includes replacement of any equipment contained in the vessel's equipment configuration listing or the modification for any structure or system requiring regulatory approval. All completed work shall be in compliance with applicable standards as set forth in the Ship Manager contract at C.6.3, Compliance Documents, and subparagraphs thereto, at the time of acceptance.</p> <p>Ship Manager is authorized to create additional SRs/MRs in NS5 to support this Task Order only if the additional SRs/MRs fall within the original scope of the work items described below on this Task Order. SM shall reference the supplemented original SR/MR # under "Remarks" in each new SR/MR. Furthermore, the Ship Manager is authorized to modify the description in their RFQ and PO documents, resulting from this Task Order, if required to improve their specification as more information becomes available during the Ship Manager's purchasing process - but only if the modified description falls within the scope of work items authorized in this Task Order.</p> <p>TO: IAS-FLK11-1007A FLICKERTAIL STATE FY11 M&R IMPROVEMENTS/REPLACEMENTS A</p> <p>SR#4880973 SSTG Lube Oil Cooler Upgrade: Contractor shall provide all labor, material and Hot Work Certificates to replace the existing American Standard Model CP604-6 lube oil cooler on the #2 SSTG with a larger sized unit.</p> <p>The purpose of this project is to accomplish MARAD approved specific work items for improvements, upgrades and equipment replacements Continued ...</p> | | | | |

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|-----------------|---|-----------------|-------------|-------------------|---------------|
| | <p>on the approved ships' business plan, as identified below:</p> <p>The work to be completed under this funding item includes replacement of any equipment contained in the vessel's equipment configuration listing or the modification for any structure or system requiring regulatory approval. All completed work shall be in compliance with applicable standards as set forth in the Ship Manager contract at C.6.3, Compliance Documents, and subparagraphs thereto, at the time of acceptance.</p> <p>Ship Manager is authorized to create additional SRs/MRs in NS5 to support this Task Order only if the additional SRs/MRs fall within the original scope of the work items described below on this Task Order. SM shall reference the supplemented original SR/MR # under "Remarks" in each new SR/MR. Furthermore, the Ship Manager is authorized to modify the description in their RFQ and PO documents, resulting from this Task Order, if required to improve their specification as more information becomes available during the Ship Manager's purchasing process - but only if the modified description falls within the scope of work items authorized in this Task Order.</p> <p>Additional FY11 Deferred Work Item:</p> <p>WO/SR No.1203768 HABITABILITY REPAIRS: Perform annual habitability repairs, including deck renewals, sink and drain repairs, sette and chair replacement and repairs, lock replacements and repairs, dek renewals and repairs and painting of rooms and quarters. This item is to be done by Contactors and includes purchase of materials by ship manager.</p> <p>Delivery Location Code: 00092-FLICKERTAIL ST FLICKERTAIL STATE PIER 23 2215 Harbor Ave. Newport News VA 23607 USA</p> <p>Continued ...</p> | | | | |

CONTINUATION SHEETREFERENCE NO. OF DOCUMENT BEING CONTINUED
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|-----------------|--|-----------------|-------------|-------------------|---------------|
| | Payment: MARAD A/P INVOICES P.O.BOX 25710 OKLAHOMA CITY OK 73125 FOB: Destination Period of Performance: 12/31/2010 to 12/30/2011 | | | | |