

**ORDER FOR SUPPLIES OR SERVICES**

**IMPORTANT: Mark all packages and papers with contract and/or order numbers.**

1. DATE OF ORDER 07/29/2011	2. CONTRACT NO. (If any) DTMA8C05020	3. ORDER NO. ODI20A2011011	4. REQUISITION/REFERENCE NO. MA-PR615-20110682
--------------------------------	---	-------------------------------	---

5. ISSUING OFFICE (Address correspondence to) U.S.DOT/ Maritime Administration Atlantic Div. Acquisition Office MAR-380-2 7737 Hampton Blvd Building 19 Suite 300 NORFOLK VA 23505-1204	6. SHIP TO: (Consignee and address, ZIP Code) CAPE MAY 8791 C Norfolk International Terminal PIER 3 Norfolk VA 23505
---	---

7. TO: CONTRACTOR (Name, address and ZIP Code) Ocean Duchess, Inc Attn: James P. McGregor 16211 Park Ten Place Houston TX 77084-5113	8. TYPE OF ORDER <input type="checkbox"/> A. PURCHASE - Reference your _____ Please furnish the following on the terms and conditions specified on both sides of this order and on the attached sheets, if any, including delivery as indicated. This purchase is negotiated under authority of:  <input checked="" type="checkbox"/> B. DELIVERY Except for billing instructions on the reverse, this delivery order is subject to instructions contained on this side only of this form and is issued subject to the terms and conditions of the above numbered contract.
--	--

9. ACCOUNTING AND APPROPRIATION DATA	10. REQUISITIONING OFFICE U.S. DOT/ Maritime Administration
--------------------------------------	--

11. BUSINESS CLASSIFICATION			
<input type="checkbox"/> SMALL	<input type="checkbox"/> OTHER THAN SMALL	<input type="checkbox"/> DISADVANTAGED	<input type="checkbox"/> WOMEN-OWNED

12. F.O.B. POINT Destination	14. GOVERNMENT B/L NO.	15. DELIVER TO F.O.B. POINT ON OR BEFORE (Date)	16. DISCOUNT TERMS
13. PLACE OF INSPECTION AND ACCEPTANCE			

17. SCHEDULE (See reverse for Rejections)

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	MAY FY12 M&R DRYDOCK Admin Office: U. S. DOT Maritime Administration Atlantic Div. Acquisition Office MAR-380.2 7737 Hampton Blvd Building 19 Suite 300 Norfolk VA 23505-1204					
	Continued ...					

SEE BILLING INSTRUCTIONS ON REVERSE	18. SHIPPING POINT	19. GROSS SHIPPING WEIGHT	20. INVOICE NO.	\$0.00	17(h). TOT (Cont pages)
	21. MAIL INVOICE TO: (Include ZIP Code) MARAD A/P INVOICES P.O.BOX 25710 OKLAHOMA CITY OK 73125			\$0.00	17(i). GRAND TOTAL

22. UNITED STATES OF AMERICA	23. NAME (Typed) LAUREL BISHOP TITLE: CONTRACTING/ORDERING OFFICER
BY (Signature) 	

**ORDER FOR SUPPLIES OR SERVICES  
SCHEDULE - CONTINUATION**

**IMPORTANT:** Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER 07/29/2011	CONTRACT NO. DTMA8C05020	ORDER NO. ODI20A2011011
-----------------------------	-----------------------------	----------------------------

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	Mark For: CAPE MAY 8791 C Norfolk International Terminal PIER 3 Norfolk VA 23505 Period of Performance: 10/01/2011 to 06/30/2012					

0701AE ODI-MAY12-1006A CAPE MAY FY12 M&R DRYDOCK 0.00

The purpose of this project is to accomplish all work to be completed during the vessel's dry-docking availability period IAW with the approved ship's business plan but excluding any work covered by the "FY12 M&R DRYDOCK - Administrative Support and OFM" project and the "FY12 M&R DRYDOCK Sailing to SY in Lieu of Towing" project (if applicable) .

Ship Manager shall segregate and summarize costs by each Project Line Item ("M&R" or "ESL") in their invoice to MARAD.

The Ship Manager may not exceed Total Authorized Project Line Item Amounts stated in the Task Order SUPPLIES/SERVICES Column (b) without written authorization (Task Order Modification SF-30) from the Contracting Officer. Variances to Project sub-Line Item Total Estimates may be authorized by the COTR on a case-by-case basis provided the sum of the Sub-line Item Total Estimates remains within the Total Authorized Project Line Item Amounts for each Project Line Item Number.

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.

At conclusion of the current Dry-docking Continued ...

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))

**ORDER FOR SUPPLIES OR SERVICES  
SCHEDULE - CONTINUATION**

**IMPORTANT:** Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER 07/29/2011	CONTRACT NO. DTMA8C05020	ORDER NO. ODI20A2011011
-----------------------------	-----------------------------	----------------------------

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	<p>availability period, submit the following in an electronic format in NS5:</p> <ol style="list-style-type: none"> <li>Current dry-dock comprehensive report that includes the initial specifications, bids, bids evaluation, contract award, contract execution, correspondence, condition reports, delivery orders, Quality Deficiency Reports, completion reports, and contract completion.</li> <li>Lessons learned during the current dry-docking contract.</li> <li>Administrative support cost analysis including the costs associated with ROS crew retained during dry-docking and a list of Owner Furnished Technical Representatives including their costs and technical reports.</li> <li>List of owner-furnished equipment, costs and lead delivery times.</li> <li>Revised dry-dock specifications and estimates based on lessons learned for next drydocking.</li> </ol> <p>The above tasking shall be completed and submitted to MARAD AD NLT thirty (30) working days after vessel departure from the yard facility.</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. Note: The above Project Remarks are applicable to Continued ...</p>					

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))

**ORDER FOR SUPPLIES OR SERVICES**  
**SCHEDULE - CONTINUATION**

**IMPORTANT:** Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER 07/29/2011	CONTRACT NO. DTMA8C05020	ORDER NO. ODI20A2011011
-----------------------------	-----------------------------	----------------------------

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	<p>all Project Line Items and Project sub-Line Items on this Project.</p> <p>Project Line Item # 1: M&amp;R</p> <p>M&amp;R Funding is provided for work in the NS5 Accounts Categories - M&amp;R, Support Programs, &amp; Admin, as summarized in the sub- Line items below.</p> <p>Total Authorized Amount Project Line Item # 1 (for Sub-Line Items 1.1 thru 1.9): \$3,460,889.</p> <p>1.1 Drydock Technical Requirements (Account No. 010-006)</p> <p>Funding is provided to accomplish technical requirements for all FY12 M&amp;R Drydock hull and underwater items. This will include all general services and work items required to be done in drydock, such as inspection and maintenance of the hull, sea chests, sea valves, sea water line waster pieces / rubber joints, propeller, tail shaft / torque shafts and shaft seals, rudder and pintle, anchors, chains and chain lockers, CAPAC system, speed log, fathometer, and/or other regulatory requirements for completion of drydock activity.</p> <p>Sub-Line Item Total Estimate: \$2,506,370.</p> <p>SR 4506411 DRYDOCKING</p> <p>1.4 FY12 M&amp;R Repairs (Account No. 010-005)</p> <p>Funding is provided to accomplish, utilizing shipyard resources during the dry-docking availability period, MARAD approved specific repair work items on the ship's approved business plan as identified below.</p> <p>Sub-Line Item Total Estimate: \$490,519.</p> <p>SR 4506437 ELEVATOR CABLE SLUSH Continued ...</p>					

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))

**ORDER FOR SUPPLIES OR SERVICES  
SCHEDULE - CONTINUATION**

**IMPORTANT:** Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER 07/29/2011	CONTRACT NO. DTMA8C05020	ORDER NO. ODI20A2011011
-----------------------------	-----------------------------	----------------------------

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
SR 4506440	WATERTIGHT SIDE PORT					
SR 4506441	MAIN AND EMERGENCY					
	SWITCHBOARD CLEANING					
SR 4506445	SEWAGE TANK CLEAN INSPECT					
	AND COAT					
SR 4506447	TANK MANHOLE COVERS AND					
	BOLTING RINGS					
SR 4503218	FENDERS ON CANTILEVER AND					
	HULL; REPAIR					
SR 4506580	PORT LIGHT REPAIRS					
SR 4506588	PORT AND STARBOARD LIFEBOAT					
	REPAIRS					
SR 4506591	SHAFTING ALIGMENT STRAIN					
	GAUGE METHOD					
SR 4502340	ELEVATOR LOWER SHEAVE BLOCK					
	# 8; OVERHAUL					
SR 4506744	FLOAT FOR ACCOMMODATION					
	LADDER					
SR 4506314	DECK DRAINS; CLEAR					
SR 1601155	BARGE DRAIN COLLECTING TANK					
SR 4506436	BARGE ELEVATOR SHEAVE					
	INSPECTION					
SR 4506431	STERN DOOR AND TRANSOM STEEL					
SR 4506432	ELEVATOR FENDERING REPAIR					
SR 4506433	PORT MAIN CIRCULATING PUMP					
SR 4506434	BOW THRUSTER					
SR 4505424	S.W. STRAINER; REPLACE					
SR 4506416	STERN TUBE SEAL & TAILSHAFT					
	KEYWAY INSPECTION					
<p>1.5 FY12 M&amp;R Improvements / Replacements (Account No. 010-007)</p> <p>Funding is provided to accomplish, using shipyard resources during the dry-docking availability period, the work items for improvements, upgrades and equipment replacements, which were specifically approved by MARAD under the Improvements/Replacement account on the approved ship's business plan, as identified below. Sub-Line Item Total Estimate: \$70,000. Continued ...</p>						

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))

**ORDER FOR SUPPLIES OR SERVICES  
SCHEDULE - CONTINUATION**

**IMPORTANT:** Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER 07/29/2011	CONTRACT NO. DTMA8C05020	ORDER NO. ODI20A2011011
-----------------------------	-----------------------------	----------------------------

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
SR 4506481	SPEED LOG - RENEW					
	<p>1.9 Drydock Supplemental Growth Funding is provided in support of FY12 M&amp;R Drydock for supplemental growth work on the original work items listed in sub- Line Items 1.1 thru 1.8 (change as applicable) and for M&amp;R supplemental growth work that may arise during the Drydock Repair contract. Sub-Line Item Total Estimate: \$394,000.</p> <p>Project Line Item # 2: ESL</p> <p>ESL Funding is provided for all Upgrade category accounts work as summarized in the sub-Line Items below.</p> <p>Total Authorized Amount Project Line Item # 2 (for Sub-Line Items 2.1 thru 2.2): \$620,000.</p> <p>2.1 FY12 Extended Service Life (ESL)/Recapitalization (Account No. 050-002) Funding is provided to accomplish, using shipyard resources during the dry-docking availability period, MARAD approved specific maintenance work items defined as Extended Service Life (ESL) on the approved ship's business plan, as identified below. ESL may include modernization of obsolete installations, blasting and coating tanks to ensure long term preservation, or conduct repairs which are not typical to the annual M&amp;R budget. Sub-Line Item Total Estimate: \$620,000.</p>					
SR 4502687	ELEVATOR STRUCTURE; REPAIR					
SR 1601150	SLUDGE TANK CLEAN ,BLAST AND COAT					
	Accounting Info: Continued ...					

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))

**ORDER FOR SUPPLIES OR SERVICES  
SCHEDULE - CONTINUATION**

**IMPORTANT:** Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER 07/29/2011	CONTRACT NO. DTMA8C05020	ORDER NO. ODI20A2011011
-----------------------------	-----------------------------	----------------------------

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	<p>\$3,460,889.00 (Subject to Availability of Funds)</p> <p>Accounting Info: \$620,000.00 (Subject to Availability of Funds)</p> <p>The total amount of award: \$4,080,889.00. The obligation for this award is shown in box 17(i).</p>					

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))