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|---|---------------------------------|--|--------------------------------|
| <b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>   |                                 | 1. CONTRACT ID CODE  | PAGE OF PAGES<br>1   2         |
| 2. AMENDMENT/MODIFICATION NO.<br>0001   | 3. EFFECTIVE DATE<br>08/31/2011 | 4. REQUISITION/PURCHASE REQ. NO.<br>MA-PR615-20110723  | 5. PROJECT NO. (If applicable) |
| 6. ISSUED BY<br>U.S.DOT/ Maritime Administration<br>Atlantic Div. Acquisition Office<br>MAR-380-2<br>7737 Hampton Blvd<br>Building 19 Suite 300<br>NORFOLK VA 23505-1204      | CODE<br>00092                   | 7. ADMINISTERED BY (If other than Item 6)<br>U. S. DOT Maritime Administration<br>Atlantic Div. Acquisition Office<br>MAR-380.2<br>7737 Hampton Blvd<br>Building 19 Suite 300<br>Norfolk VA 23505-1204 | CODE<br>00092                  |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)<br>Ocean Duchess, Inc<br>Attn: James P. McGregor<br>16211 Park Ten Place<br>Houston TX 77084-5113 |                                 | (x) 9A. AMENDMENT OF SOLICITATION NO.  |                                |
| CODE 760362534 FACILITY CODE  |                                 | x 10A. MODIFICATION OF CONTRACT/ORDER NO.<br>DTMA8C05020<br>ODI20A2011011  | 9B. DATED (SEE ITEM 11)        |
|   |                                 | 10B. DATED (SEE ITEM 13)<br>07/29/2011   |                                |

**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) Net Increase: \$4,080,889.00  
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:<br>FAR 52.232-22 LIMITATION OF FUNDS (APRIL 1984)  |
|           | D. OTHER (Specify type of modification and authority)   |

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

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

MAY FY12 M&R DRYDOCK  
Delivery Location Code: 00092-CAPE MAY  
CAPE MAY  
8791 C  
Norfolk International Terminal  
PIER 3  
Norfolk VA 23505 USA

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)                                       |                  |
|   |                  | LAUREL BISHOP  |                  |
| 15B. CONTRACTOR/OFFEROR                       | 15C. DATE SIGNED | 16B. UNITED STATES OF AMERICA  | 16C. DATE SIGNED |
| (Signature of person authorized to sign)      |                  | (Signature)  | 08/31/2011       |

**CONTINUATION SHEET**REFERENCE NO. OF DOCUMENT BEING CONTINUED  
DTMA8C05020/ODI20A2011011/0001PAGE OF  
2 2NAME OF OFFEROR OR CONTRACTOR  
Ocean Duchess, Inc

| ITEM NO.<br>(A) | SUPPLIES/SERVICES<br>(B)   | QUANTITY<br>(C) | UNIT<br>(D) | UNIT PRICE<br>(E) | AMOUNT<br>(F) |
|-----------------|--|-----------------|-------------|-------------------|---------------|
|                 | Payment:<br>MARAD A/P INVOICES<br>P.O.BOX 25710<br>OKLAHOMA CITY OK 73125<br>FOB: Destination<br>Period of Performance: 10/01/2011 to 06/30/2012 |                 |             |                   |               |