

2. AMENDMENT/MODIFICATION NO. 0001	3. EFFECTIVE DATE 04/13/2011	4. REQUISITION/PURCHASE REQ. NO. MA-PR640-20110034	5. PROJECT NO. (If applicable)
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6. ISSUED BY U.S. DOT/ Maritime Administration Pacific Div. Acquisition Office MAR 380-4 201 Mission Street Suite 1800 San Francisco CA 94105	CODE 00094	7. ADMINISTERED BY (If other than Item 6) U. S. DOT Maritime Administration Pacific Div. Acquisition Office MAR 380.4 201 Mission Street Suite 1800 San Francisco CA 94105	CODE 00094
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8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) BAE SYSTEMS SAN FRANCISCO SHIP REPAIR INC. Attn: Hugh Vanderspek Foot of 20th St Pier 70 San Francisco CA 94107-7644	(x)	9A. AMENDMENT OF SOLICITATION NO.
		9B. DATED (SEE ITEM 11)
	x	10A. MODIFICATION OF CONTRACT/ORDER NO. DTMA-94-P-2011-0011
		10B. DATED (SEE ITEM 13) 02/28/2011

**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) 70X1768000-2011-1SDSDSCP00-0000160000-25433-61006600	Net Increase:	\$2,641.72
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**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:
	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.

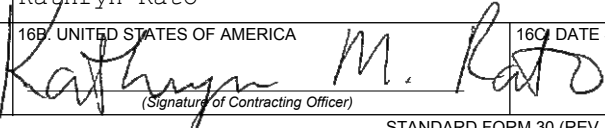
**14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)**

DRY DOCKING THE RECLAIMER,  
LIST OF CHANGES:  
Reason for Modification : Funding Only Action

Docking shall be tandem with the SAGAMORE (see Purchase Order DTMA94P20110012) and SAGAMORE/RECLAIMER shall be towed by the Contractor on May 16, 2011 and dry-docked. Scheduled completion of both vessels is May 19, 2011.

Total Amount for this Modification: \$2,641.72  
New Total Amount for this Award: \$149,581.21

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) Kathryn Rato		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
_____ (Signature of person authorized to sign)		 (Signature of Contracting Officer)	4/13/2011

## CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED  
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NAME OF OFFEROR OR CONTRACTOR

BAE SYSTEMS SAN FRANCISCO SHIP REPAIR INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>CHANGES FOR ACCOUNTING CODE: 70X1768000-2011-1SDSDSCP00-0000160000-25433-610066 00 Amount changed from \$146,939.49 to \$149,581.21</p> <p>Delivery Location Code: 00094 U.S. DOT/Maritime Administration Pacific Division Operations 201 MISSION STREET SUITE 1800 SAN FRANCISCO CA 94105 USA</p> <p>Payment: MARAD A/P INVOICES P.O.BOX 25710 OKLAHOMA CITY OK 73125</p> <p>FOB: Destination Period of Performance: 03/21/2011 to 05/31/2011</p>				