

**AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT**

1. CONTRACT ID CODE \_\_\_\_\_ Page 1 of 5

2. AMENDMENT/MODIFICATION NO. 0003 3. EFFECTIVE DATE 11/17/2009 4. REQUISITION/PURCHASE REQ. NO. PRSAR090399 5. PROJECT NO. (If applicable) \_\_\_\_\_

6. ISSUED BY DOT/Maritime Administration, Atlantic Division Acquisition Office of Acquisition, MRG-7200,7737 Hampton Boulevard, Building 4D, Room 211 Norfolk, VA 23505 CODE 00092 7. ADMINISTERED BY (If other than Item 6) DOT/Maritime Administration, Atlantic Division Acquisition Office of Acquisition, MRG-7200,7737 Hampton Boulevard, Building 4D, Room 211 Norfolk, VA 23505 CODE 00092

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) GMD Shipyard Corp. Brooklyn Navy Yard, Building 595,63 Flushing Avenue, Unit #278 Brooklyn, NY 11205-1078 9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. DTMA2C09024 10B. DATED (SEE ITEM 13) 09/22/2009

**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) 2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 - - - - 25711 - 6100 - 6600 -

**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: Mutual Agreement, FAR 52.212-04, CONTRACT TERMS & CONDITIONS - COMMERCIAL ITEMS (c) CHANGES D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor  is not,  is required to sign this document and return 1 copies to the issuing office.

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

TS EMPIRE STATE FY09 DRY DOCK & REPAIR  
 1. This modification is issued to decrease the scope of work on several Firm Fixed Price (FFP) Contract Line Item's: CLIN 0001, General Services, is decreased by \$200; CLIN 0007, Tailshaft & Stern Tube Inspection by \$5,000; CLIN 0009, Propeller Clean & Coat by \$1,600; CLIN 0015, FO Tanks, Inspect & Guage by \$10,000; CLIN 0016, FO & DO Tank Repairs by \$3,500; CLIN 0017, DO Tanks, Clean, Inspect & Gauge by \$15,000 and CLIN 0025, Coatings-Touch Up for Ballast Double Bottoms by \$5,925.  
 2. As a result, the FFP portion of the contract is decreased by \$41,225.00, realigned to the Supplemental Growth, CLIN's 0029, Supplemental Labor, increase by \$41,195.00 & CLIN 0030, Supplemental Mat'l, increase by \$30.00. Total contract price remains unchanged.  
 3. FFP (CLIN's 0001-0028) Final Sub-Total \$1,459,236.25. Supplemental Growth, CLIN 0029, Labor, 3,749 hrs x \$55= \$206,195.00 & CLIN 0030, Mat'l, \$114,068.75, Subtotal \$320,263.75 for a Grand Total contract price of \$1,779,500.00.

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) Raymond E. Staton Jr. - Dir of Eng. 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Eileen M. Williams 15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign) 15C. DATE SIGNED 17 Nov 2009 16B. United States of America BY (Signature of Contracting Officer) 16C. DATE SIGNED 17 NOV 2009

**AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT**

1. CONTRACT ID CODE

Page  
1 of 87

2. AMENDMENT/MODIFICATION NO. 0003  
 3. EFFECTIVE DATE 11/17/2009  
 4. REQUISITION/PURCHASE REQ. NO. PRSAR090399  
 5. PROJECT NO. (If applicable)

6. ISSUED BY CODE 00092  
 DOT/Maritime Administration, Atlantic Division Acquisition  
 Office of Acquisition, MRG-7200,7737 Hampton Boulevard, Building 4D,  
 Room 211  
 Norfolk, VA 23505  
 7. ADMINISTERED BY (If other than Item 6) CODE 00092  
 DOT/Maritime Administration, Atlantic Division Acquisition  
 Office of Acquisition, MRG-7200,7737 Hampton Boulevard, Building 4D, Room  
 211  
 Norfolk, VA 23505

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code)  
 GMD Shipyard Corp.  
 Brooklyn Navy Yard, Building 595,63 Flushing Avenue, Unit #276  
 Brooklyn, NY 11205-1078  
 9A. AMENDMENT OF SOLICITATION NO.  
 9B. DATED (SEE ITEM 11)  
 (X) 10A. MODIFICATION OF CONTRACT/ORDER NO. DTMA2C09024  
 (X) 10B. DATED (SEE ITEM 13) 09/22/2009  
 CODE m 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)  
 2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 - - - - 25711 - 6100 - 6600 -

**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: Mutual Agreement, FAR 52.212-04, CONTRACT TERMS & CONDITIONS - COMMERCIAL ITEMS (c) CHANGES  
 D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor  is not,  is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)  
 TS EMPIRE STATE FY09 DRY DOCK & REPAIR

- This modification is issued to decrease the scope of work on several Firm Fixed Price (FFP) Contract Line Item's:  
 CLIN 0001, General Services, is decreased by \$200; CLIN 0007, Tailshaft & Stern Tube Inspection by \$5,000; CLIN 0009, Propeller Clean & Coat by \$1,600; CLIN 0015, FO Tanks, Inspect & Guage by \$10,000; CLIN 0016, FO & DO Tank Repairs by \$3,500; CLIN 0017, DO Tanks, Clean, Inspect & Gauge by \$15,000 and CLIN 0025, Coatings-Touch Up for Ballast Double Bottoms by \$5,925.
- As a result, the FFP portion of the contract is decreased by \$41,225.00, realigned to the Supplemental Growth, CLIN's 0029, Supplemental Labor, increase by \$41,195.00 & CLIN 0030, Supplemental Mat'l, increase by \$30.00. Total contract price remains unchanged.
- FFP (CLIN's 0001-0028) Final Sub-Total \$1,459,236.25. Supplemental Growth, CLIN 0029, Labor, 3,749 hrs x \$55= \$206,195.00 & CLIN 0030, Mat'l, \$114,068.75, Subtotal \$320,263.75 for a Grand Total contract price of \$1,779,500.00.

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 M. Williams  
 15B. CONTRACTOR/OFFEROR  
 15C. DATE SIGNED  
 16B. United States of America  
 BY \_\_\_\_\_  
 (Signature of person authorized to sign) (Signature of Contracting Officer)  
 16C. DATE SIGNED

<b>Line Item Summary</b>	<b>Document Number</b> DTMA2C09024/0003	<b>Title</b> TS EMPIRE STATE FY09 DD	<b>Page</b> 2 of 7
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**Total Funding:** \$1,779,500.00

FYs	Fund	Budget Org	Sub	Object Class	Sub	Program	Cost Org	Sub	Proj/Job No.	Sub	Reporting Category
<b>Division</b>		<b>Closed FYs</b>		<b>Cancelled Fund</b>							

Line Item Number	Description	Delivery Date (Start date to End date)	Quantity	Unit of Issue	Unit Price	Total Cost
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DUNS #131858909

0001	SECTION 100- GENERAL SERVICES		0.00	JOB	(\$200.00)	(\$200.00)
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(09/22/2009 to 11/21/2009)

Change in Extended Description, Funding, Unit Price

This modification decreases this CLIN by \$200 for portable toilets that were not needed.

THIS IS A CONFIRMING ORDER.

Contractor shall provide General Services for an additional period of 14 days, commencing Saturday, November 7, 2009 through Friday, November 20, 2009. Contractor shall tow the Empire State on Saturday, November 21, 2009.

Performance work Statement (PWS)

PWS Item No. 100 (Total amount for Item No.'s 101 to 117)

Offeror insert number of days before IAW Section FAR 52.211-08 "Time of Delivery"

Ref Req No: PRSAR090399

Funding Information:

2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 -  
 - - - - 25711 - 6100 - 6600 -  
 -200.00

0007	TAILSHAFT & STERN TUBE INSPECTION		0.00	JOB	(\$5,000.00)	(\$5,000.00)
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Change in Extended Description, Funding, Unit Price

This modification decreases this CLIN by \$5,000.00, as no minor repairs to wood and fasteners, as directed by COTR, were necessary.

PWS Item No. 206

Ref Req No: PRSAR090399

Funding Information:

2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 -  
 - - - - 25711 - 6100 - 6600 -  
 -5,000.00

<b>Line Item Summary</b>	<b>Document Number</b> DTMA2C09024/0003	<b>Title</b> TS EMPIRE STATE FY09 DD	<b>Page</b> 3 of 7
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**Total Funding:** \$1,779,500.00

FYs	Fund	Budget Org	Sub	Object Class	Sub	Program	Cost Org	Sub	Proj/Job No.	Sub	Reporting Category
<b>Division</b>		<b>Closed FYs</b>		<b>Cancelled Fund</b>							

Line Item Number	Description	Delivery Date (Start date to End date)	Quantity	Unit of Issue	Unit Price	Total Cost
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0009	PROPELLER CLEANING & COATING		0.00	JOB	(\$1,600.00)	(\$1,600.00)
	Change in Extended Description, Funding, Unit Price This modification decreases this CLIN by \$1,600.00 as it was decided that coating the propeller was not necessary.					
	PWS Item No. 208 Ref Req No: PRSAR090399					

Funding Information:  
2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 -  
- - - - 25711 - 6100 - 6600 -  
-1,600.00

0015	FUEL OIL TANKS, INSPECT & GAUGE		-1.00	JOB	\$0.00	(\$10,000.00)
	Change in Extended Description, Quantity, Funding This modification cancels this item in it's entirety as it was determined by ABS that air test of tanks was acceptable.					
	PWS Item No. 214 Ref Req No: PRSAR090399					

Funding Information:  
2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 -  
- - - - 25711 - 6100 - 6600 -  
-10,000.00

0016	FUEL OIL & DIESEL OIL TANK REPAIRS		-1.00	JOB	\$0.00	(\$3,500.00)
	Change in Extended Description, Quantity, Funding This modification cancels this item in it's entirety as it was determined by ABS that air test of tanks was acceptable.					
	PWS Item No. 215 Ref Req No: PRSAR090399					

Funding Information:  
2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 -  
- - - - 25711 - 6100 - 6600 -  
-3,500.00

<b>Line Item Summary</b>	<b>Document Number</b> DTMA2C09024/0003	<b>Title</b> TS EMPIRE STATE FY09 DD	<b>Page</b> 4 of 7
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**Total Funding:** \$1,779,500.00

FYs	Fund	Budget Org	Sub	Object Class	Sub	Program	Cost Org	Sub	Proj/Job No.	Sub	Reporting Category
<b>Division</b>		<b>Closed FYs</b>		<b>Cancelled Fund</b>							

Line Item Number	Description	Delivery Date (Start date to End date)	Quantity	Unit of Issue	Unit Price	Total Cost
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0017	DIESEL OIL TANKS, CLEAN, IINSPECT & GAUGE Change in Extended Description, Quantity, Funding This modification cancels this item in it's entirety as it was determined by ABS that air test of tanks was acceptable.		-1.00	JOB	\$0.00	(\$15,000.00)
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PWS Item No. 216  
Ref Req No: PRSAR090399

Funding Information:  
2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 -  
- - - - 25711 - 6100 - 6600 -  
-15,000.00

0025	COATINGS TOUCH-UP FOR BALLAST DOUBLE BOTTOMS Change in Extended Description, Funding, Unit Price This modification decreases this CLIN by \$5,925.00 as it was determined by ABS/USCG that the tanks were in good condition and acceptable; however, cost of \$1,525.00 is for open, inspect and closing of tanks.		0.00	JOB	(\$5,925.00)	(\$5,925.00)
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PWS Item No. 306.  
Ref Req No: PRSAR090399

Funding Information:  
2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 -  
- - - - 25711 - 6100 - 6600 -  
-5,925.00

<b>Line Item Summary</b>	<b>Document Number</b> DTMA2C09024/0003	<b>Title</b> TS EMPIRE STATE FY09 DD	<b>Page</b> 5 of 7
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**Total Funding:** \$1,779,500.00

FYs	Fund	Budget Org	Sub	Object Class	Sub	Program	Cost Org	Sub	Proj/Job No.	Sub	Reporting Category
<b>Division</b>		<b>Closed FYs</b>		<b>Cancelled Fund</b>							

Line Item Number	Description	Delivery Date (Start date to End date)	Quantity	Unit of Issue	Unit Price	Total Cost
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0029	SECTION 500: SUPPLEMENTAL GROWTH ITEMS		749.00	HR	\$0.00	\$41,195.00
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Change in Extended Description, Quantity, Funding  
This modification realigns costs from the Firm Fixed Price portion and increases labor by 749 hours x \$55.00 = \$41,195.00.

SUPPLEMENTAL LABOR, Reference MARAD Clause MCL.H-2, Supplemental Work Requests.

PWS Item No. 501

The supplemental Labor Rate offered shall be a yardwide composite labor rate and include all management, supervision, overhead, G & A, handling charges, freight, profit, contractor and sub-contractor burden, overtime, quality assurance, delay and disruption, bonds, insurance, etc. The yardwide composite rate offered by the Contractor shall be binding during the entire period of this contract for all supplemental work which cannot be accurately described at this time and is not included in other Contract line items. Under this Contract Line Item Number (CLIN) the Government may order up to the indicated quantity of man-hours to be performed by the Contractor at the contract yardwide composite rate for supplemental labor.

NOTE 1: Authorization to proceed with supplemental labor work must be specifically authorized in writing, by the COTR or Contracting Officer on individual Delivery Orders, and at the option of the U.S. Maritime Administration.

NOTE 2: THIS IS A NOT TO EXCEED NUMBER OF HOURS.

Ref Req No: PRSAR090399

**Funding Information:**

2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 -  
- - - - 25711 - 6100 - 6600 -  
41,195.00

<b>Line Item Summary</b>	<b>Document Number</b> DTMA2C09024/0003	<b>Title</b> TS EMPIRE STATE FY09 DD	<b>Page</b> 6 of 7
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**Total Funding:** \$1,779,500.00

FYs	Fund	Budget Org	Sub	Object Class	Sub	Program	Cost Org	Sub	Proj/Job No.	Sub	Reporting Category
<b>Division</b>		<b>Closed FYs</b>		<b>Cancelled Fund</b>							

Line Item Number	Description	Delivery Date (Start date to End date)	Quantity	Unit of Issue	Unit Price	Total Cost
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0030	SUPPLEMENTAL MATERIAL-NOT TO EXCEED Change in Extended Description, Funding, Unit Price This modification realigns costs from the Firm Fixed Price portion and increases this CLIN by \$30.00.  PWS Item No. 502  THIS IS A NOT TO EXCEED AMOUNT. The allowance for supplemental material is for direct costs only. Any allowance for handling, equipment, profit and overhead is to be included in supplemental growth work.  All work under this CLIN must be specifically authorized in writing by the COTR or Contracting Officer.  NOTE: A cost of \$60,000.00 is used for proposal submission purposes only.		0.00	JOB	\$30.00	\$30.00
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Ref Req No: PRSAR090399

**Funding Information:**

2009 - - X1750 - SMR 120 - SM - D107 - 0 - 0000 - 160000 -  
 - - - - 25711 - 6100 - 6600 -  
 30.00

**Previous Total:** \$1,779,500.00  
**Modification Total:** \$0.00  
**Grand Total:** \$1,779,500.00  
 (Includes Discounts)

**TOTAL PRICE (CLINS 0001- 0030):**  
 \$1,779,500.00

**Address Detail****Title**

TS EMPIRE STATE FY09 DD

**Document Number**

DTMA2C09024/0003

**Page**

XXXX 7 of 7

**Shipping Addresses**

Code	Detail	Code	Detail
0001	<b>Org:</b> <del>Capex/xxxxxxx</del> <b>Addr:</b> <del>Sixth Floor</del> <del>River</del> <del>xxxxxxx</del> <del>xxxxxxx</del> <b>Attn:</b> <del>Jeffrey xxxxxx</del> <b>Phone:</b> <del>(xxx) xxx-xxxx</del> <b>Fax:</b> ( ) - ext.	0002	<b>Org:</b> DOT/Maritime Administration, Atlantic Division <b>Addr:</b> EMPIRE STATE SUNY Maritime College 6 Pennyfield Avenue Bronx NY 10465 <b>Attn:</b> Thomas Dowd, Chief Engineer <b>Phone:</b> (718) 409-5590 ext. <b>Fax:</b> ( ) - ext.

**Invoice Addresses**

Code	Detail
0001	<b>Org:</b> USMMA A/P Branch, AMZ-160 <b>Addr:</b> USMMA A/P Branch, AMZ-160, PO Box 25710  Oklahoma City OK 73125 <b>Attn:</b> Justin Breeden, Accounting Technician <b>Phone:</b> (405) 954-2223 ext. <b>Fax:</b> (405) 954-9573 ext.

Contracting Officer Technical Representative (COTR)  
DOT, MARAD  
Mr. Louis Martucci  
757-286-4837 (cell)