

2. AMENDMENT/MODIFICATION NO. P00013	3. EFFECTIVE DATE 02/01/2011	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY DLA Troop Support Directorate of Subsistence, DSCP-FTAF 700 Robbins Avenue Philadelphia, PA 19111	CODE SPM300	7. ADMINISTERED BY (If other than Item 6) CODE	

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) USPI, Inc. 500 W. 14th Street Gardena, CA 90248	(X)	9A. AMENDMENT OF SOLICITATION NO.
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		9B. DATED (SEE ITEM 11)
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	✓	10A. MODIFICATION OF CONTRACT/ORDER NO. SPM300-09-D-3310
		10B. DATED (SEE ITEM 13) 4 November 2009

CODE IUJ48	FACILITY CODE
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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. Offer 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)
97X4930 5CBX5022600 61002620 S33189

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

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| (X) | 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: Clause 52.217-9P12, "Option for Indefinite Delivery, Indefinite Quantity Contract Term Extension" (A) |
| | 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.)

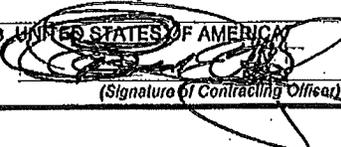
Contract No. SPM300-09-D-3310 is hereby modified as follows:

This modification is to exercise the first option period in accordance with DLA Troop Support Clause 52.217-9P12, "Option for Indefinite Delivery, Indefinite Quantity Contract Term Extension" (MAR 2004)

Performance Period is from February 1, 2011 thru January 31, 2012

All other terms and conditions remain the same

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 SIGNER (Type or print) Thomas E Haley		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED JAN 11 2011
(Signature of person authorized to sign)			

Attachment 1				
Distribution Categories and Fees - Base Year				
Category Items	Cat. #	UOM	Base Year Fee	Option 1
Beef, Raw, Steaks (Solid Muscle)	1	LB		
Steak Cuts (Tenderloins, Strip Loin, Rib Eye, Short Loin)	2	LB		
Beef, Raw, Roasts (i.e. Steamship, Knuckles, Chuck), Stew Meat, Breaded Beef Items, Braising Steak, Raw Fajita Meat	3	LB		
Beef – Patties, Ground, Bulk, Raw	4	LB		
Beef – Precooked Products (Includes Precooked Ground Beef)	5	LB		
Poultry – Raw, Minimally processed bone-in (cut quarters, 8-piece cut, halves, whole), Cornish Hen	6	LB		
Poultry – Raw, Boneless and Raw, Breaded or Unbreaded Processed	7	LB		
Poultry – Precooked Products	8	LB		
Pork – Raw, Whole Loins, Chops, Steaks	9	LB		
Pork, Raw, Roasts (excluding loins), Ribs, Breaded and Unbreaded fabricated items (i.e., breaded pork steak, pork stew meat)	10	LB		
Pork Precooked Products	11	LB		
Cooked Sausage, Scrapple, Bacon, Pork Roll, Breakfast Ham	12	LB		
Raw Sausage, Scrapple, Bacon, Pork Roll, Breakfast Ham	13	LB		
Luncheon Meats, Franks, Corn Dogs, Pizza Toppings	14	LB		
Lamb, Veal, Breaded & Unbreaded Products	15	LB		
Shellfish – Whole Lobster, Lobster Tails, Crab Legs	16	LB		
Shellfish, Other – To include Shrimp, Oysters, Clams, Scallops, Crab Cakes, Unbreaded	17	LB		
Shellfish, Other – To include Shrimp, Oysters, Clams, Scallops, Crab Cakes, Breaded	18	LB		
Fish, Whole, Portioned, Fillets, Solid Muscle, Unbreaded, Raw	19	LB		
Fish –Formed, Fillets, Portioned, Solid Muscle, Breaded, Cooked and Raw	20	LB		
Canned and Pouched Fish and Meats, Canned Entrees	21	CS		
Frozen Entrees	22	CS		
Frozen: Appetizers, Breakfast, Pizza, Pizza Crust, Burritos, Desserts, Breads/Dough, Bagels, Biscuits, Pancakes, French Toast, Doughnuts, Danish	23	CS		
Bakery and Cereal Products: Rice, Dried Beans, Crackers, Snack Foods, Dry Pasta, Flour, Cones, Bread Crumbs, Croutons, Bulk Sugar, Cookies Dry, Baking Mixes, Pie Fillings, Granola Bars, Bulk Creamer	24	CS		
Locally Procured Fresh Bakery	25	CS		
Bouillons, Dry Soups, Soup and Gravy Bases, Gravy, Cooking Wine, Sauces	26	CS		
Frozen Soups	27	CS		
Shortenings and Food Oils	28	CS		
Shortenings and Food Oils, 36 LB CASE OR GREATER	29	CS		
Butter and Margarine	30	CS		

Sandwich/Meal Kits	31	CS		
Prime Vendor Fresh Fruits & Vegetables (FF&V)	32	LB		
Fruits/Vegetables/Nectars, Frozen = to or > 24 LB Case	33	CS		
Fruits/Vegetables/Nectars, Frozen, < 24 LB Case	34	CS		
Fresh Processed, Prepared, Chilled Salads	35	CS		
All No. 10 Size Cans	36	CS		
Non-Refrigerated: Fruits, Juices (Non-Beverage), Nectar, Vegetables, Dehydrated Dairy, Baby Food, Nutritional Supplements, Dietetic Products – Can, Jar, or Bottle	37	CS		
Table Top: Condiments, Jams, Jellies, Peanut Butter, Preserves, Honey, Syrups, Toppings, Dressings, Olives, Pickles, Relish, Mayonnaise, Mustard, Ketchup, Sauces, Dessert Related Products, Gelatin, Puddings	38	CS		
Bulk Size = to or > 64 ounces: Condiments, Jams, Jellies, Peanut Butter, Preserves, Honey, Syrups, Toppings, Dressings, Olives, Pickles, Relish, Mayonnaise, Mustard, Ketchup, Sauces, Dessert Related Products, Gelatin, Puddings	39	CS		
Individual Portion Controlled Size Packs: Up to 200 Count Case Jams, Jellies, Peanut Butter, Preserves, Honey, Syrups, Toppings, Dressings, Olives, Pickles, Relish, Mayonnaise, Mustard, Ketchup, Sauces, Salt, Pepper, Sugar, Non-Dairy Creamer, Cocoa, Cream Cheese	40	CS		
Individual Portion Controlled Size Packs: 201 to 500 Count Case Jams, Jellies, Peanut Butter, Preserves, Honey, Syrups, Toppings, Dressings, Olives, Pickles, Relish, Mayonnaise, Mustard, Ketchup, Sauces, Salt, Pepper, Sugar, Non-Dairy Creamer, Cocoa, Cream Cheese	41	CS		
Individual Portion Controlled Size Packs: 501 to 1000 Count Case Jams, Jellies, Peanut Butter, Preserves, Honey, Syrups, Toppings, Dressings, Olives, Pickles, Relish, Mayonnaise, Mustard, Ketchup, Sauces, Salt, Pepper, Sugar, Non-Dairy Creamer, Cocoa, Cream Cheese	42	CS		
Individual Portion Controlled Size Packs: 1001 to 3000 Count Case Jams, Jellies, Peanut Butter, Preserves, Honey, Syrups, Toppings, Dressings, Olives, Pickles, Relish, Mayonnaise, Mustard, Ketchup, Sauces, Salt, Pepper, Sugar, Non-Dairy Creamer, Cocoa, Cream Cheese	43	CS		
Individual Portion Controlled Size Packs: 3001 Count Case and Greater Jams, Jellies, Peanut Butter, Preserves, Honey, Syrups, Toppings, Dressings, Olives, Pickles, Relish, Mayonnaise, Mustard, Ketchup, Sauces, Salt, Pepper, Sugar, Non-Dairy Creamer, Cocoa, Cream Cheese	44	CS		
Spices, Flavorings or Food Colorings	45	CS		
Spices, Individual Container	46	CO		
Desserts – Sheet/Layer Cakes, cheese Cakes, Specialty Cakes, Pies, Cobblers	47	CS		
Eggs: Fresh Shell (Per Dozen),	48	CS		
Egg Product: Liquid, Frozen, Shelf Stable	49	CS		
Chilled Dairy and ESL Foods: Yogurt, Sour Cream, Cottage Cheese, Heavy Cream, Half & Half	50	CS		

Cheese to Include Non Individual Portion Controlled Pack Cream Cheese: Up to a 20 Pound Case	51	CS		
Cheese to Include Non Individual Portion Controlled Pack Cream Cheese: Greater Than a 20 Pound Case	52	CS		
Milk and Juices: Fresh, Chilled, Frozen and ESL: Up to 46 Ounce Containers	53	CS		
Milk and Juices: Fresh, Chilled, Frozen and ESL: Greater than 46 Ounce Containers (Bulk: Half Gallon, Gallon, and BIBS)	54	CS		
Milk Shelf Stable: UHT, Up to 46 Ounce Containers	55	CS		
Milk Shelf Stable: UHT, Greater than 46 Ounce Containers (Bulk: Half Gallon, Gallon, and BIBS)	56	CS		
Mixes – Ice Cream/Soft Serve, Yogurt, Milk Shake	57	CS		
Individual Ice Cream Novelties and Ice/Fruit Bars	58	CS		
Bulk Ice Cream	59	CS		
Confectionary, Candy, Nuts, Icings, Dried Fruit, Baking Chips	60	CS		
Cocoa, Hot Chocolate, Coffee, Tea, Beverage Base Powders	61	CS		
Frozen Beverage and Frozen Juice Beverage Base Requiring Dispensers	62	CS		
Soda, Sports Drinks, Juices and Non-Frozen Beverage Base: 2.5 to 3 Gallon BIB- Requiring Dispenser	63	CS		
Soda, Sports Drinks, Juices and Non-Frozen Beverage Base: 5 Gallon BIB- Requiring Dispenser	64	CS		
Bulk Beverages and Juices (Non-Dispenser Type) Greater than 46 ounces– To include Canned Soda, Sports Drinks, Water, Juice	65	CS		
Individual Beverages and Juices (Non-Dispenser Type) Up to 46 ounces– To include Canned Soda, Sports Drinks, Water, Juice	66	CS		
Food Service Operating Supplies (FSOS)- Cleansing Product and Supplies, Chemicals	67	CS		
Food Service Operating Supplies (FSOS)- Kitchen and Dining Supplies, Pots and Pans, Kitchen Utensils	68	CS		
Food Service Operating Supplies (FSOS)- Paper and Plastic Products	69	CS		
GFM – UGR- A (Semi-Perishable)	70	CS		
GFM – UGR- A (Perishable)	71	CS		
Fresh Fruits and Vegetables (FF&V) Rework	72	CS		
GFM- UGR-A (Inspection/Rework)	73	CS		
GFM Disposal Fee	74	CS		
Fresh Fruits and Vegetables (FF&V) Disposal	75	CS		
GFM FF&V for Prime Vendor Distribution	76	CS		