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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 2 |
| 2. AMENDMENT/MODIFICATION NO. P00019 | 3. EFFECTIVE DATE 05/16/2011 | 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) Same as Block 6 | | CODE |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) USFI, Inc. 500 W. 14th Street Gardena, CA 90248 | | | (X) 9A. AMENDMENT OF SOLICITATION NO. | |
| | | | 9B. DATED (SEE ITEM 11) | |
| | | | 10A. MODIFICATION OF CONTRACT/ORDER NO. SPM300-09-D-3310 | ✓ |
| | | | 10B. DATED (SEE ITEM 13) 4 November 2009 | |
| CODE 1JU48 | 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. 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)

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: |
| | 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.)

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

See page 2 of this modification for changes to add an Administrative Catalog for Fresh Fruits and Vegetables and ESL items for Contract No. SPM300-09-D-3310.

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.

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| 15A. NAME AND TITLE OF SIGNER (Type or print) | 16A. NAME AND TITLE OF SIGNER (Type or print) Karen R. Aquino |
| 15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign) | 16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer) |
| 15C. DATE SIGNED | 16C. DATE SIGNED 4-28-11 |

SPM300-09-D-3310, Full Line Distribution for Republic of Korea:

Effective May 16, 2011 all Fresh Fruits and Vegetable items and ESL items will be under Administrative Catalog SPM300-D-09-3476.

The Prime Vendor, USFI Inc, will submit an invoice for Product Price only. The Distribution Fees associated with product delivered will not be added to the Product Price for the Customer to see. USFI will manually bill Local Distribution Fee, CONUS Distribution Fee, and ESL Distribution Fee on a monthly basis. These charges will be separated to identify the charges associated with each Fee and will be submitted to the Account Manager, Contract Specialist, and Contracting Officer for review and approval prior to payment.

Supporting Documentation of delivered Product signed by the Contracting Officer's Representative should accompany each monthly invoice.

All other Terms and Conditions of the current contract remain in affect.