

**SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEMS**  
**OFFEROR TO COMPLETE BLOCKS 12, 17, 23, 24, & 30**

1. REQUISITION NUMBER	PAGE 1 OF 7
2. CONTRACT NO. SPM300-09-D-3310	3. AWARD/EFFECTIVE DATE 11/04/2009
4. ORDER NUMBER	5. SOLICITATION NUMBER SPM300-08-R-0078
6. SOLICITATION ISSUE DATE 01/12/2009	

7. FOR SOLICITATION INFORMATION CALL:	a. NAME THOMAS HALEY	b. TELEPHONE NUMBER (No collect calls) 215-737-2911	8. OFFER DUE DATE/LOCAL TIME 03/03/09 4PM
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9. ISSUED BY Defense Supply Center Philadelphia 700 Robbins Ave ATTN: DSCP FTAF Philadelphia, PA 19111	CODE SPM300	10. THIS ACQUISITION IS <input checked="" type="checkbox"/> UNRESTRICTED OR <input type="checkbox"/> SET ASIDE: % FOR: <input type="checkbox"/> SMALL BUSINESS <input type="checkbox"/> EMERGING SMALL BUSINESS <input type="checkbox"/> HUBZONE SMALL BUSINESS <input type="checkbox"/> SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS <input type="checkbox"/> 8(A)
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11. DELIVERY FOR FOB DESTINATION UNLESS BLOCK IS MARKED <input checked="" type="checkbox"/> SEE SCHEDULE	12. DISCOUNT TERMS	13a. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700) <input type="checkbox"/>	13b. RATING N/A
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14. METHOD OF SOLICITATION <input type="checkbox"/> RFQ <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP	15. DELIVER TO SEE SCHEDULE	16. ADMINISTERED BY SAME AS BLOCK 9
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17a. CONTRACTOR/OFFEROR USFI, INC 500 W. 140TH STREET GARDENA, CA 90248 TELEPHONE NO. 310-768-1937	CODE 1JU48	FACILITY CODE	18a. PAYMENT WILL BE MADE BY DFAS-COLUMBUS CENTER DFAS-CO-SEPS P O BOX 182317 COLUMBUS, OH 43218-6260	CODE S33150
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<input type="checkbox"/> 17b. CHECK IF REMITTANCE IS DIFFERENT AND PUT SUCH ADDRESS IN OFFER	18b. SUBMIT INVOICES TO ADDRESS SHOWN IN BLOCK 18a UNLESS BLOCK BELOW IS CHECKED <input type="checkbox"/> SEE ADDENDUM
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19. ITEM NO.	20. SCHEDULE OF SUPPLIES/SERVICES	21. QUANTITY	22. UNIT	23. UNIT PRICE	24. AMOUNT
	ACQUISITION FOR FULL LINE FOOD DISTRIBUTION FOR AUTHORIZED CUSTOMERS IN THE REPUBLIC OF KOREA				

(Use Reverse and/or Attach Additional Sheets as Necessary)

25. ACCOUNTING AND APPROPRIATION DATA	26. TOTAL AWARD AMOUNT (For Govt. Use Only) \$21,113,003.00
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<input type="checkbox"/> 27a. SOLICITATION INCORPORATES BY REFERENCE FAR 52.212-1, 52.212-4, FAR 52.212-3 AND 52.212-8 ARE ATTACHED. ADDENDA	<input type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED
<input type="checkbox"/> 27b. CONTRACT/PURCHASE ORDER INCORPORATES BY REFERENCE FAR 52.212-4, FAR 52.212-8 IS ATTACHED. ADDENDA	<input type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED

<input type="checkbox"/> 28. CONTRACTOR IS REQUIRED TO SIGN THIS DOCUMENT AND RETURN COPIES TO ISSUING OFFICE. CONTRACTOR AGREES TO FURNISH AND DELIVER ALL ITEMS SET FORTH OR OTHERWISE IDENTIFIED ABOVE AND ON ANY ADDITIONAL SHEETS SUBJECT TO THE TERMS AND CONDITIONS SPECIFIED	<input checked="" type="checkbox"/> 29. AWARD OF CONTRACT: REF. <b>USFI INC</b> OFFER DATED <b>2-27-09</b> . YOUR OFFER ON SOLICITATION (BLOCK 8), INCLUDING ANY ADDITIONS OR CHANGES WHICH ARE SET FORTH HEREIN, IS ACCEPTED AS TO ITEMS:
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30a. SIGNATURE OF OFFEROR/CONTRACTOR	31a. UNITED STATES OF AMERICA (SIGNATURE OF CONTRACTING OFFICER)
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30b. NAME AND TITLE OF SIGNER (Type or print)	30c. DATE SIGNED	31b. NAME OF CONTRACTING OFFICER (Type or print) THOMAS E. HALEY	31c. DATE SIGNED 11/16/09
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SPM300-09-D-3310  
USFI, Inc.

### **SOLICITATION/CONTRACT FORM**

The following documents are incorporated into this contract:

Amendment 0001 dated 1/28/09  
Amendment 0002 dated 1/29/2009  
Amendment 0003 dated 2/19/09  
Amendment 0004 dated 2/20/09  
Amendment 0005 dated 2/24/09  
Amendment 0006 dated 2/24/09  
Amendment 0007 dated 2/26/09  
Amendment 0008 dated 7/1/09

USFI Inc. initial proposal, as revised during discussions and final proposal revisions. The Government agrees that any of the information contained therein which is proprietary will be protected.

### **SUPPLIES OR SERVICES AND PRICES**

**ITEM:**

USFI, as Prime Vendor for the Republic of Korea, will provide subsistence items to All Air Force, Army, and Marine Troop facilities, Naval ashore facility and visiting ships, and NAF Clubs/ Seaman's Service Customers. Additional customers may be added based on mutual agreement.

**WORK TO BE PERFORMED:**

As stated on pages 43 through 45 of the solicitation portion of this contract.

**DELIVERY PERIOD:**

The base year delivery period shall begin on the day that the first order is made under this contract number and shall end one year later.

**FOB TERMS:** FOB Destination for all items.

**PRICES:**

The "Unit Price" consists of the "Product Price" plus the "Distribution Price". The "Distribution Price" will remain fixed for each one-year term of the contract. See Attachment 1 for the Distribution Categories and Fees for the base year.

If the Government determines to invoke the options, the Distribution Fees for option years one to four will be increased by the distribution rate of change of 2%.

The estimated dollar value of the base year of this contract is \$21,113,003. This contract contains a guaranteed minimum of 15% of the estimated dollar value, which is \$3,166,950.45. The maximum ceiling will be 200% of the estimated dollar value, which is \$42,226,006. In the event of surge, mobilization or operational deployment, the government reserves the right to unilaterally execute an alternate maximum ceiling of 1000% of the estimated dollar value, which is \$211,130,030.

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### **INSPECTION AND ACCEPTANCE**

Inspection and Acceptance of products will be performed at destination. The inspection is normally limited to identify, count and condition; however, this may be expanded if deemed necessary by the Military Veterinary Inspector, Dining Facility Manager, Food Service Advisor/Officer, or the Contracting Officer. Each authorized receiving official at each delivery location will be responsible to sign for and accept products as they are delivered. The final disposition decision rests with the authorized final receiving official.

### **DELIVERIES AND PERFORMANCE**

#### **DELIVERY REQUIREMENTS:**

Delivery will be required within 48 hours after order placement, unless otherwise required by the ordering facilities; e.g., emergency situations.

#### **EMERGENCY DELIVERIES:**

In emergency situations, same day deliver or delivery on a Saturday or Sunday or Federal and Local Holidays may be necessary. Emergency orders (excluding mobilization actions) will be at no additional charge.

#### **ORDER PLACEMENT:**

Ordering of supplies under this contract shall be performed by the ordering activity via Subsistence Total Ordering and Receipting Electronic Systems (STORES).

#### **DELIVERY LOCATIONS:**

USFI Inc. will be required to make deliveries to the customer locations listed in the solicitation portion of this contract. Additional customers will be added as necessary and in accordance with the terms of the solicitation.

#### **PLANT LOCATION:**

USFI Inc.  
500 W. 140<sup>th</sup> Street  
Gardena, CA 90248

### **CONTRACT ADMINISTRATION DATA**

DSCP Philadelphia will perform administration of the contract.

All pertinent correspondence relative to this contract/order shall be directed to the DSCP Contracting Officer and the DSCO Contracting Officer Representative in Republic of Korea. Contractor request for deviations from, or waiver of, specification requirements shall be submitted to the Procuring contracting Officer (PCO).

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USFI, Inc.

<b>Attachment 1</b>			
<b>Distribution Categories and Fees - Base Year</b>			
<b>Category Items</b>	<b>Cat. #</b>	<b>UOM</b>	<b>Fee</b>
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	

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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	

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<b>Distribution Categories and Fees - Base Year</b>			
<b>Category Items</b>	<b>Cat. #</b>	<b>UOM</b>	<b>Fee</b>
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	

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<b>Category Items</b>	<b>Cat. #</b>	<b>UOM</b>	<b>Fee</b>
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	