

AUG 30 2012

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE 1 OF 8 PAGES
2. AMENDMENT/MODIFICATION NO. P00014	3. EFFECTIVE DATE 08/30/12	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)
6. ISSUED BY DLA Troop Support Philadelphia Directorate of Subsistence, Bldg. #6 700 Robbins Avenue Philadelphia PA 19111-5096 POC- Timothy B. Dlugokecki (215) 737-4671	CODE SPM300	7. ADMINISTERED BY (If other than Item 6)	CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) COASTAL PACIFIC FOOD DISTRIBUTORS 1015 PERFORMANCE DRIVE STOCKTON, CA 95206		<input checked="" type="checkbox"/> 9A. AMENDMENT OF SOLICITATION NO.	
		<input type="checkbox"/> 9B. DATED (SEE ITEM 11)	
		<input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. SPM300-11-D-3434	
		<input checked="" type="checkbox"/> 10B. DATED (SEE ITEM 13) 12/14/2010	
CODE Q1AH6	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 your 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 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.
<input type="checkbox"/>	
<input type="checkbox"/>	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).
<input checked="" type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Addendum to FAR 52.212-4(2)(c) Changes; 52.215-6 Place of Performance; mutual consent of the parties
<input type="checkbox"/>	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.)

REQUIREMENT FOR: Full Food Line Distribution for U.S. Forces and other authorized customers in Japan, Singapore, Diego Garcia and Philippines.

Details of this Modification follow on pages two through eight.

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.

16A. NAME AND TITLE OF SIGNER (Type or print) JEFF P. KING V.P. Business Development	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Timothy B. Dlugokecki -IST Chief/Contracting Officer
16B. CONTRACTOR OFFICER <i>J.P. King</i> (Signature of person authorized to sign)	16B. UNITED STATES OF AMERICA <i>Timothy B. Dlugokecki</i> (Signature of Contracting Officer)
16C. DATE SIGNED 8/30/12	16C. DATE SIGNED 08/30/12

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Previous edition unusable

STANDARD FORM 30 (REV. 10-83)  
Prescribed by GSA FAR (40 CFR) 53.243

AUG 30 2012

## Modification P00014 – SPM300-11-D-3434

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This modification serves as a notice to proceed for Coastal Pacific Foods Distributors (“CPFD”) to establish and operate a Subsistence Prime Vendor (“SPV”) Platform in the Philippines for the purpose of fulfilling Class I requirements, including delivery of such items to authorized customers in the Philippines region. This area will be referred to as “Zone 4.” Ramp-up is to commence upon signature date of the Contracting Officer (following the return of a signed MOD from authorized individual at CPFD). Anticipated performance is expected to commence on November 1, 2012 or the first order date, whichever occurs first. For simplicity’s sake, the first period of performance shall begin on November 1, 2012 and end on December 13, 2012. This end date coincides with the main contract’s period of performance and schedule for option periods, if exercised.

This action constitutes a shift in ordering activity from the Singapore area to the Philippines area; however, CPFD shall continue to provide the existing SPV platform and distribution service in Singapore for remaining and/or new authorized customers. All terms and conditions, as well as, future modifications, if any, of Contract SPM300-11-D3434 (hereinafter “main contract”) remain in full force and effect and apply to the new Zone 4 platform. The Statement of Work from the main contract applies to this new zone as well.

Establishment of Zone 4 results in an additional place of performance being added to the main contract. CPFD lists the name and address of the new facility as Jentec Storage, Inc., Barangay Prinza, Calamba City, Laguna, Philippines. The DoDAAC for this facility has been established and is UY0359. The Administrative Catalog number is SPM300-12-D-3164. As of the date of this modification, VETCOM Initial Sanitation Inspection is pending.

In addition, the following are points of inclusion that have been mutually agreed upon by CPFD and DLA Troop Support:

### **Lead Time Requirement**

- Navy lead time - up to 60 days for visiting ships & load outs
- Land-based lead time will be mutually agreed upon between CPFD and current customers in the Philippines

### **Minimum Sales**

- 5 case minimum per item / per month except for Navy Master Load List (“MLL”) items. These items can only be deleted from catalogs by direction from DLA through the Navy.
- Zone 4 has the support and endorsement of Pacific Command (“PACOM”) for utilization. DLA will allow customers to make purchases outside of the contract (BPAs or husbanding agents) if customer desired items are NOT available on the contract or if CPFD is Not In Stock (NIS) on a catalogue item. CPFD understands the need for flexibility on NIS items only and similar flexibility will not be permitted on available items.

### **Delivery Points**

- Current delivery points are Clark AFB, Subic Bay, Manila and Zamboanga. The U.S. Government reserves the right to add or delete authorized customers at its discretion at no additional cost.
- CPFD will support different military training exercises including delivery to sites requested by the military for any exercises such as Balikatan & Phiblex, etc...

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### Special Packaging & Dry Ice, etc...

- Most deliveries will be pier side so there will be no need for special dry ice packaging.
- Any dry ice and special packaging for Navy load outs will be billed at the additional costs of such materials & packaging. These costs are variable and can't be pre-loaded into a distribution category. CPFDP, as the SPV, will not seek to profit from these billings but will pass on only the actual costs associated with the extra requirements when needed. CPFDP will competitively shop these requirements if/when required and request prior approval from the Contracting Officer by providing the quotes (via email) that CPFDP collected for such services. Approval will come in the form of an email from the authorized Contracting Officer.

### Usage of Defense Transportation System (“DTS”) for Zamboanga

- Product to be delivered to Zamboanga location(s) will be loaded and delivered on Defense Distribution Center (“DDC”)-provided containers and no freight costs will be incurred by CPFDP for shipment to the Zamboanga location(s). Shipments will be sent via DTS from CPFDP’s designated Philippine warehouse location to Zamboanga. CPFDP will arrange for DTS coordination (requesting bookings etc.).

### Airlift of Fresh Fruits and Vegetables (“FF&V”) to Zamboanga

- Airlift and associated costs will also be reimbursed by DLA TS on an actual cost basis. CPFDP, as the SPV, will see no profit from these billings but instead will pass on the actual costs associated with the airlifts to Zamboanga. CPFDP will submit requests for approval to the Contracting Officer before the airlift is conducted. Coastal will obtain quotes from at least two carriers. If DTS air tender becomes available, that shall be the mode of delivery. CPFDP will provide quotes to the Contracting Officer for approval. Approval will be made via email by the Contracting Officer.

### DTS Transfers of product from Singapore or Japan

- To supplement the stock in the Philippines, balance inventory, react to surges, etc., CPFDP anticipates transfers of product from SPV Platforms in Asia, which will be covered under DTS on a door-to-door move through DDC. This approach is consistent with current operations in Asia.

### Subic Bay Metropolitan Authority (“SBMA”)

- DLA Troop Support or the Military under the Visiting Forces Agreement (“VFA”) will satisfy the SBMA fees, if any, for access and deliveries to Subic Bay customers should any such fees arise during the performance periods covered by this contract. NOTE: CPFDP did NOT include in the distribution fees contained herein any anticipated fees that may be incurred for deliveries to Subic Bay customers. SBMA fees subject to compensation by DLA Troop Support shall be the actual fees paid, backed up by an actual SBMA invoice. Settlement between DLA Troop Support and CPFDP will be accomplished via an off-line STORES transaction. Prior to settlement, the invoice must be submitted to the Contracting Officer for review.

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The following Distribution Fees apply to Zone 4. It is mutually understood that products provided by CONUS sources will have Product Prices, as defined in the contract that shall be fundamentally similar to those in Japan, Singapore and Diego Garcia depending on reorder point for that platform based on demands.

In addition, CPFDD's distribution fees contained herein account for all costs associated with the fulfillment of the Statement of Work for the newly established Philippine Platform (Zone 4), including mobilization and all other start-up costs.

Lastly, the Schedule of Items has been provided to CPFDD for this zone, known as the catalog. Items may be added, deleted or changed at the discretion of the U.S. Government with concurrence from CPFDD.

As indicated in the Distribution Fee tables below, DLA Troop Support and CPFDD have agreed to a 2% increase per Distribution Fee Category for each subsequent option year exercised.

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Offerror: Coastal Pacific Food Distributors Distribution Fee Categories		Base Dist Cat Price	UOM Option 1 Dist. % Change	Opt 1 Dist Cat Price	UOM Option 2 Distr. % Change	Opt 2 Dist Cat Price
Category Items	Cat. #	UOM				
Beef, Raw, Steaks (Solid Muscle)	1	LB		2%	2%	
Steak Cuts (Tenderloins, Strip Loin, Rib Eye, Short Loin)	2	LB		2%	2%	
Beef, Raw, Roasts (i.e. Steamship, Knuckles, Chuck), Stew Meat, Breaded Beef Items, Braising Steak, Raw Fajita Meat	3	LB		2%	2%	
Beef - Patties, Ground, Bulk, Raw	4	LB		2%	2%	
Beef - Precooked Products (Includes Precooked Ground Beef)	5	LB		2%	2%	
Poultry - Raw, Minimally processed bone-in (cut quarters, 8- piece cut, halves, whole), Cornish Hen	6	LB		2%	2%	
Poultry - Raw, Boneless and Raw, Breaded or Unbreaded Processed	7	LB		2%	2%	
Poultry - Precooked Products	8	LB		2%	2%	
Pork - Raw, Whole Loins, Chops, Steaks	9	LB		2%	2%	
Pork, Raw, Roasts (excluding loins), Ribs, Breaded and Unbreaded fabricated items (i.e., breaded pork steak, pork stew meat)	10	LB		2%	2%	
Pork Precooked Products	11	LB		2%	2%	
Cooked Sausage, Scrapple, Bacon, Pork Roll, Breakfast Ham	12	LB		2%	2%	
Raw Sausage, Scrapple, Bacon, Pork Roll, Breakfast Ham	13	LB		2%	2%	
Luncheon Meats, Franks, Corn Dogs, Pizza Toppings	14	LB		2%	2%	
Lamb, Veal, Breaded & Unbreaded Products	15	LB		2%	2%	
Shellfish - Whole Lobster, Lobster Tails, Crab Legs	16	LB		2%	2%	
Shellfish, Other - To include Shrimp, Oysters, Clams, Scallops, Crab Cakes, Unbreaded	17	LB		2%	2%	
Shellfish, Other - To include Shrimp, Oysters, Clams, Scallops, Crab Cakes, Breaded	18	LB		2%	2%	
Fish, Whole, Portioned, Fillets, Solid Muscle, Unbreaded, Raw	19	LB		2%	2%	
Fish - Formed, Fillets, Portioned, Solid Muscle, Breaded, Cooked and Raw	20	LB		2%	2%	
Canned and Pouched Fish and Meats, Canned Entrees	21	CS		2%	2%	
Frozen Entrees	22	CS		2%	2%	
Frozen: Appetizers, Breakfast, Pizza, Pizza Crust, Burritos, Desserts, Breads/Dough, Bagels, Biscuits, Pancakes, French Toast, Doughnuts, Danish	23	CS		2%	2%	
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		2%	2%	
Locally Procured Fresh Bakery	25	CS		2%	2%	
Bouillions, Dry Soups, Soup and Gravy Bases, Gravy, Cooking Wine, Sauces	26	CS		2%	2%	
Frozen Soups	27	CS		2%	2%	
	28	CS		2%	2%	
	29	CS		2%	2%	

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Offerror: Coastal Pacific Food Distributors Distribution Fee Categories		Base Dist. Cat Price	UOM Option 1 Distr. % Change	Opt 1 Dist. Cat Price	UOM Option 2 Distr. % Change	Opt 2 Dist. Cat Price
Category Items	Cat. #	UOM				
Butter and Margarine	30	CS	2%		2%	
Sandwich/Meal Kits	31	CS	2%		2%	
Prime Vendor Fresh Fruits & Vegetables (FF&V)	32	LB	2%		2%	
Fruits/Vegetables/Nectars, Frozen = to or > 24 LB Case	33	CS	2%		2%	
Fruits/Vegetables/Nectars, Frozen, < 24 LB Case	34	CS	2%		2%	
Fresh Processed, Prepared, Chilled Salads	35	CS	2%		2%	
All No. 10 Size Cans	36	CS	2%		2%	
Non-Refrigerated: Fruits, Juices (Non-Beverage), Nectar, Vegetables, Dehydrated Dairy, Baby Food, Nutritional Supplements, Dietetic Products - Can, Jar, or Bottle	37	CS	2%		2%	
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	2%		2%	
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	2%		2%	
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	2%		2%	
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	2%		2%	
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	2%		2%	
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	2%		2%	
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	2%		2%	
Spices, Flavorings or Food Colorings	45	CS	2%		2%	

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Offeror: Coastal Pacific Food Distributors Distribution Fee Categories		Base Dist Cat Price	UOM Option 1 Dist Cat Change	Opt 1 Dist Cat Price	UOM Option 2 Distr % Change	Opt 2 Dist Cat Price
Category/Items	Case	UOM				
Spices, Flavorings or Food Colorings	45	CS		2%		2%
Spices, Individual Container	46	CO		2%		2%
Desserts – Sheet/Layer Cakes, cheese Cakes, Specialty Cakes, Pies, Cobblers	47	CS		2%		2%
Eggs: Fresh Shell (Per Dozen),	48	CS		2%		2%
Egg Product: Liquid, Frozen, Shelf Stable	49	CS		2%		2%
Chilled Dairy and ESL Foods: Yogurt, Sour Cream, Cottage Cheese, Heavy Cream, Half & Half	50	CS		2%		2%
Cheese to Include Non Individual Portion Controlled Pack Cream Cheese: Up to a 20 Pound Case	51	CS		2%		2%
Cheese to Include Non Individual Portion Controlled Pack Cream Cheese: Greater Than a 20 Pound Case	52	CS		2%		2%
Milk and Juices: Fresh, Chilled, Frozen and ESL: Up to 46 Ounce Containers	53	CS		2%		2%
Milk and Juices: Fresh, Chilled, Frozen and ESL: Greater than 46 Ounce Containers (Bulk: Half Gallon, Gallon, and BIBS)	54	CS		2%		2%
Milk Shelf Stable: UHT, Up to 46 Ounce Containers	55	CS		2%		2%
Milk Shelf Stable: UHT, Greater than 46 Ounce Containers (Bulk: Half Gallon, Gallon, and BIBS)	56	CS		2%		2%
Mixes – Ice Cream/Soft Serve, Yogurt, Milk Shake	57	CS		2%		2%
Individual Ice Cream Novelties and Ice/Fruit Bars	58	CS		2%		2%
Bulk Ice Cream	59	CS		2%		2%
Confectionary, Candy, Nuts, Icings, Dried Fruit, Baking Chips	60	CS		2%		2%
Cocoa, Hot Chocolate, Coffee, Tea, Beverage Base Powders	61	CS		2%		2%
Frozen Beverage and Frozen Juice Beverage Base Requiring Dispensers	62	CS		2%		2%
Soda, Sports Drinks, Juices and Non-Frozen Beverage Base: 2.5 to 3 Gallon BIB- Requiring Dispenser	63	CS		2%		2%
Soda, Sports Drinks, Juices and Non-Frozen Beverage Base: 5 Gallon BIB- Requiring Dispenser	64	CS		2%		2%
Bulk Beverages and Juices (Non-Dispenser Type) Greater than 46 ounces– To include Canned Soda, Sports Drinks, Water, Juice	65	CS		2%		2%
Individual Beverages and Juices (Non-Dispenser Type) Up to 46 ounces– To include Canned Soda, Sports Drinks, Water, Juice	66	CS		2%		2%
Food Service Operating Supplies (FSOS)- Cleansing Product and Supplies, Chemicals	67	CS		2%		2%
Food Service Operating Supplies (FSOS)- Kitchen and Dining Supplies, Pots and Pans, Kitchen Utensils	68	CS		2%		2%
Food Service Operating Supplies (FSOS)- Paper and Plastic Products	69	CS		2%		2%
Non-Food Q-COG Items: Toiletries/Health and Comfort Items	70	CS		2%		2%
Food Q-COG Items	71	CS		2%		2%

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Offeror: Coastal Pacific Food Distributors Distribution Fee Categories		Base Dist Cat Price	UOM Option 1 Distr. % Change	Opt 1 Dist Cat Price	UOM Option 2 Distr. % Change	Opt 2 Dist Cat Price
Category Items	Cat. #	UOM				
Locally Procured Eggs	72	cs	2%	\$	2%	\$
Locally Procured Dairy	73	cs	2%	\$	2%	\$
Locally Procured Ice Cream	74	cs	2%	\$	2%	\$
Locally Procured Water/Soda	75	cs	2%	\$	2%	\$
Locally Procured Miscellaneous Dry	76	cs	2%	\$	2%	\$
Locally Procured Miscellaneous Frozen	77	cs	2%	\$	2%	\$

**(END OF MODIFICATION)**