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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 2 |
| 2. AMENDMENT/MODIFICATION NO. P00005 | 3. EFFECTIVE DATE 10/19/12 | 4. REQUISITION/PURCHASE REQ. NO. N/A | 5. PROJECT NO. (If applicable) | |
| 6. ISSUED BY DLA TROOP SUPPORT -DIRECTORATE OF SUBSISTENCE 700 ROBBINS AVENUE PHILADELPHIA, PA 19111-5092 MARK PHILLIP/215-737-8051/FTAB | CODE | 7. ADMINISTERED BY (if other than Item 6) | | CODE |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) SYSCO SEATTLE 22820 54TH AVENUE SOUTH KENT, WA, 98032 | | | (X) 9A. AMENDMENT OF SOLICITATION NO. | |
| CODE 0GMX0 | | | 9B. DATED (SEE ITEM 11) | |
| FACILITY CODE | | | 10A. MODIFICATION OF CONTRACT/ORDER NO. SPM300-12-D-3534 | ✓ |
| | | | 10B. DATED (SEE ITEM 13) 02/26/2012 | |

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) Addendum to FAR 52.212-4, Contract Terms and Conditions, paragraph 2(c) |

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

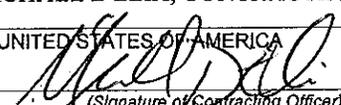
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

REQUIREMENTS FOR: ALASKA AREA

Effective immediately, contract SPM300-12-D-3534 is modified to incorporate the changes as outlined on page 2 of this modification.

SEE ATTACHED.

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) MICHAEL D'ELIA, CONTRACTING OFFICER | | |
| 15B. CONTRACTOR/OFFEROR | 15C. DATE SIGNED | 16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer) | 16C. DATE SIGNED 10/19/12 |
| (Signature of person authorized to sign) | | | |

Paragraph #3, "Order Fill or Substitution Policy", on page 30 of Solicitation SPM300-04-R-0350, shall be deleted and replaced with the following:

1. All orders will be treated on a fill-or-kill basis. Specifically, a purchase order line item quantity will either be filled (whether in whole or in part) or, if the item is not in stock, it will be reported as a zero fill on the vendor's invoice. If there is an item on the existing STORES catalog that may serve as a replacement for the NIS item, the vendor will notify the customer within a day of the order (i.e. the skip day). If the customer agrees, they will place a separate order for that line item. The replacement item will be delivered along with the rest of the purchase order however it will be invoiced separately, including a separate purchase order number, CLIN, etc. The vendor must show the original item as a zero quantity fill on their first invoice, and the replacement item on the second invoice. The replacement item will be priced at its own catalog price. Invoices must have all the correct information (contract number, purchase order number, CLIN, quantity, price etc) in order to be paid.

2. A separate STORES order must be placed for all replacement items.