

AWARD/CONTRACT	1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700)	RATING DO-C1	PAGE OF PAGES 1 16
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2. CONTRACT (Proc. Inst. Ident.) NO. SPM3S1-12-D-Z107	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQUEST/PROJECT NO 0040445714
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5. ISSUED BY DIR. OF SUB DLA TROOP SUPPORT Contracting and Production Div 700 Robbins Avenue Philadelphia PA 19111-5096 Frank Tallent 215-737-2969	CODE SP0300	6. ADMINISTERED BY (If other than Item 5)	CODE S3605A
		DCMA Dayton Building 30 Area C 1725 Van Patton DR Wright Patterson AFB OH 45433-5302	

7. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)	8. DELIVERY <input checked="" type="checkbox"/> FOB ORIGIN <input type="checkbox"/> OTHER (See below)
AMERICAL GROUP, LLC 225 W MORGAN AVE STE C EVANSVILLE IN 47710-2516 CODE 08KAO	9. DISCOUNT FOR PROMPT PAYMENT
FACILITY CODE	10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN
	ITEM 12

11. SHIP TO/MARK FOR See Schedule	CODE	12. PAYMENT WILL BE MADE BY Defense Finance and Accounting SVC BSM P O Box 369031 Columbus OH 43236-9031 EFT: T	CODE SL4701
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13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION. <input checked="" type="checkbox"/> 10 U.S.C. 2304(c)(1) <input type="checkbox"/> 41 U.S.C. 253(c)(1)	14. ACCOUNTING AND APPROPRIATION DATA 97X49305X 5CBX001 \$33189
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15A. ITEM NO.	15B. SUPPLIES/SERVICES	15C. QUANTITY	15D. UNIT	15E. UNIT PRICE	15F. AMOUNT
0001	Meal, Ready-to-Eat, Individual (MRE 32) NSN 8970-00-149-1094	750,000	Case	69.00	51,750,000
0002	Humanitarian Daily Ration (HDR) NSN 8970-01-375-0516	10,050	Case	41.90	421,095.00
15G. TOTAL AMOUNT OF CONTRACT					\$ 52,171,095

16. TABLE OF CONTENTS							
(X)	SEC	DESCRIPTION	PAGE(S)	(X)	SEC.	DESCRIPTION	PAGE(S)
PART I - THE SCHEDULE				PART II - CONTRACT CLAUSES			
	A	SOLICITATION/CONTRACT FORM			I	CONTRACT CLAUSES	
	B	SUPPLIES OR SERVICES AND PRICES/COSTS		PART III - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACH			
	C	DESCRIPTION/SPECS /WORK STATEMENT			J	LIST OF ATTACHMENTS	
	D	PACKAGING AND MARKING		PART IV - REPRESENTATIONS AND INSTRUCTIONS			
	E	INSPECTION AND ACCEPTANCE			K	REPRESENTATIONS, CERTIFICATIONS AND OTHER STATEMENTS OF OFFERORS	
	F	DELIVERIES OR PERFORMANCE			L	INSTRS., CONDS., AND NOTICES TO OFFERORS	
	G	CONTRACT ADMINISTRATION DATA			M	EVALUATION FACTORS FOR AWARD	
	H	SPECIAL CONTRACT REQUIREMENTS					

17. <input checked="" type="checkbox"/> CONTRACTOR'S NEGOTIATED AGREEMENT (Contractor is required to sign this document and return ONE copies to issuing office.) Contractor agrees to furnish and deliver all items or perform all the services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following documents: (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations, certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.)	18. <input type="checkbox"/> SEALED-BID AWARD (Contractor is not required to sign this document.) Your bid on Solicitation Number including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to the terms listed above and on any continuation sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your bid, and (b) this award/contract. No further contractual documents are necessary. (Block 18 should be checked only when awarding a sealed-bid contract.)
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19A. NAME AND TITLE OF SIGNER (Type or Print) John D. Knapp Sr Vice President	20A. NAME OF CONTRACTING OFFICER JAMES A. LECOLIER
19B. NAME OF CONTRACTOR BY <i>John D. Knapp</i> (Signature of person authorized to sign)	19C. DATE SIGNED 11.16.11
20B. UNITED STATES OF AMERICA BY <i>James A. Lecolier</i> (Signature of Contracting Officer)	20C. DATE SIGNED 11/16/11

Section "B" Supplies and Prices

Base Year

The effective period of this contract is from date of award through November 16, 2016.

<u>Line</u>	<u>Item Description</u>	<u>Unit Price</u>	<u>F.O.B.</u>
0001	Meal, Ready-to-Eat, Individual NSN 8970-00-149-1094		Origin

Minimum Quantity: 750,000 CS \$69.00

Minimum Dollar Value: \$51,750,000.00

Maximum Quantity: 37,500,000 CS *

* The contract maximum above represents the Government Overall Maximum (GOMAX), which is the aggregate total program maximum (without the surge requirement being invoked) that can be ordered in the five year contract period under all three contracts awarded under Solicitation SPM3S1-11-R-7074. The total of the orders placed under the initial award and all subsequently competed orders will not exceed the above quantity. In the event of a surge, the contract maximum will be increased by the maximum surge quantities identified by each offeror in their Capability Assessment Plan (CAP).

0002	Humanitarian Daily Ration NSN 8970-01-375-0516		Origin
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Minimum Quantity: 10,050 CS \$41.90

Minimum Dollar Value: \$421,095.00

Maximum Quantity: 3,750,000 CS*

* The contract maximum above represents the Government Overall Maximum (GOMAX), which is the aggregate total program maximum that can be ordered in the five year contract period under all three contracts awarded under Solicitation SPM3S1-11-R-7074. The total of the orders placed under the initial award and all subsequently competed orders will not exceed the above quantity.

SPM3S1-12-D-Z107
AmeriQual Group, LLC

Inspection and Acceptance points for this contract shall be as follows:

<u>Item</u>	<u>Inspection</u>	<u>Acceptance</u>
0001	Origin	Origin
0002	Origin	Origin

Page 1, block 17 continued: In addition to Solicitation SPM3S1-11-R-7074, this contract incorporates Amendments 001 through 0005, the offeror's proposal, negotiation letter dated September 2, 2011, final revised proposal letter dated October 26, 2011, and the responses to these letters dated September 6, 2011 and October 27, 2011.

Clause 52.230-1 Cost Accounting Standards Notices and Certification (Oct 2008) is deleted from this contract. Solicitation page 112

Place of Performance

AmeriQual Group, LLC D/B/A
AmeriQual Packaging
225 West Morgan Avenue
Evansville IN 47710

Inspection Offices

Army Veterinary Activity (AVI)

Inspection Offices

USDA, AMS, FV, PPB
Anthony G. Chartrand, OIC
4318 North Technology Drive
South Bend, IN 46628-9752

Retort Items:

Place of Performance

AmeriQual Foods
18200 Highway 41 North
Evansville, IN 47711

Inspection Office

Same as above

Miscellaneous Items:

Place of Performance

TransPackers, Inc.
419 Vandervoort Ave.
Brooklyn, NY 11222-5313

Inspection Office

USDA, AMS, FV, PPB
William Wright, OIC
Park Plaza Professional Bldg., Ste. 304
622 Georges Road
North Brunswick, NJ 08902-3377

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AmeriQual Group, LLC

Place of Performance

Sterling Foods Inc.
 1075 Orion Parkway
 San Antonio, TX 78216

Inspection Office

USDA, AMS, FV, PPB
 Dwain Parrish, OIC
 3622 Moreland Drive
 Weslaco, TX 78596-9131

Place of Performance

Interbake Foods Inc.
 900 Terminal PL
 Richmond, VA 23261

Inspection Office

Kathryn G. Hernandez, OIC
 USDA, AMS, FV, PPB
 600 North 5th Street, Room B38
 Richmond, VA 23219

Flameless Ration Heater:

Place of Performance

Trutech, Inc.
 680 Elton Street
 Riverhead, NY 11901-2585

Inspection Office

DCMA Long Island
 605 Stewart Avenue
 Garden City, NY 11530-4761

Authorized Production Standards:

Entrees and Side Items	Lot #
Asian Beef/veg	1109A
Beef Ravioli	0268B
Beef Roast w/veg	1060B
Beef Stew	1082A
Brisket	1068A
Cheese Tortellini,	0343A
Chicken Fajita fill,	0350A
Chick/Noodles veg s,	1087A
Chicken Pesto Pasta,	0229B
Chick w/tomat&Feta,	1117A
Chili w/Beans	0273C
Chili & Mac	0326A
Meatballs/Marinara,	0327B
Mex Style Chick Stew,	1111A
Penne Pasta w/veg,	1067A
Pork Rib,	1054B
Pork Saug Patty,	1082A
Pork Sausage	1112A
Ratatouille	1066A
Sloppy Joe	1056B

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 AmeriQual Group, LLC

Spag w/Beef&Sauce,	1111B
SW Beef &BLBeans,	1094B
Veg Lasagna,	0224A
AU Gratin Potato,	1126A
Cornbread Stuff,	0357A
Garlic Mashed Pot	1043B
Pot Ched Soup	1111A
Refried Beans,	1036A
Santa Fee Rice&Bean,	0333A
Turkey Bites	1143
Crackers,	1087
Cheddar Cracker,	1104
Cheddar Cracker,	1101
Jalapeno Cracker,	1059
Pep Pizza Cracker,	1096
Snack Cracker, H&S,	1081
Vegetable Crackers	1011
Ched. Ch. Pretzel,	1052
Pretzels,	1095
Nacho Pretzel	1094
Choclettos,	1102
M&M Plain,	1039
M&M Peanut,	1092
Reese's Pieces,	1075
Skittles, Berry,	1085
Skittles, Orig.,	1079
Skittles, Sour,	1027
Tootsie Rolls	1097
Twizzlers,	1018
Mints, caffeinated,	1056
Gum	1104
Osmotic Cranberry,	1119B2
Osmotic Raisins,	1150B2
Pat. Sugar Cookie,	1090
Br. Sug. Toaster Past.,	1152
Toaster PastChoc Chip,	1095
Cheery Blue Cobbr,	1122A
Corn Nuts,	1097
Butter Buds	1054
Coffee,	1073
Salt	1074
Splenda,	1131
Sugar,	1068
HDR,	1164

SPM3S1-12-D-Z107
AmeriQual Group, LLC

Heater Rations,	1104
Hot BevBags,	1143
Matches,	1069
Towelette,	1071

Remittance Address:

AmeriQual Packaging
c/o Fifth Third Bank
Cincinnati, OH 45263-3031

This is a five (5) year contract. The effective period of the contract will be from date of award through five (5) years after date of award. The contract includes five delivery year periods. For each delivery period respectively, see F-1. This applies to item 0001, MRE and item 0002, HDR. The Government intends to issue at least one delivery order for each delivery period.