

AWARD/CONTRACT		1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (16 CFR 700)	RATING DO-C1	PAGE OF PAGES 1 1 9
2. CONTRACT (Proc. Inst. Ident.) NO. SPM3S1-12-D-Z118		3. EFFECTIVE DATE FEB 15, 2012	4. REQUISITION/PURCHASE REQUEST/PROJECT NO. IQC90138009030	
5. ISSUED BY DIR OF SUBSISTENCE DLA Troop Support Philadelphia Contracting and Production Division 700 Robbins Avenue - Bldg. 6 Philadelphia, PA 19111-6092 POC: Deborah Venari/216-737-7346		CODE SP0300	6. ADMINISTERED BY (If other than Item 5) DCMA DAYTON 1726 VAN PATTON DRIVE BUILDING 30 AREA C WRIGHT PATTERSON AFB OH 45433-6302 TEL: 937-866-3072	

7. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) The Wornick Company 4700 Creek Road Cincinnati, OH 45242-8330		8. DELIVERY <input type="checkbox"/> FOB ORIGIN <input checked="" type="checkbox"/> OTHER (See below)
9. DISCOUNT FOR PROMPT PAYMENT Net 30 Days - FOB Destination		10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN See Block 12

CODE 9Y182	FACILITY CODE	11. SHIP TO/MARK FOR CODE	12. PAYMENT WILL BE MADE BY CODE SL4701
See Delivery Schedules on Page 2 DO NOT SHIP TO ADDRESSES ON THIS PAGE		DEFENSE FINANCE AND ACCOUNTING SVC BSM P.O. BOX 369031 COLUMBUS, OH 46236-9031	

13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION: <input type="checkbox"/> 10 U.S.C. 2304(c)(1) <input type="checkbox"/> 41 U.S.C. 253(c)(1)	14. ACCOUNTING AND APPROPRIATION DATA 97X4030 6CBX 001 2630 S33189
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15A. ITEM NO.	15B. SUPPLIES/SERVICES	15C. QUANTITY	15D. UNIT	15E. UNIT PRICE	15F. AMOUNT
0003	Applesauce, with Raspberry Puree				
0004	Applesauce, Carbohydrate-Enhanced				
0005	Mango and Peach Puree				
0006	Apple Pieces In Spiced Sauce				\$5,451,150.00
See NSN's, Quantity and Dollar Value - Pgs 2-8					

16G. TOTAL AMOUNT OF CONTRACT ▶ \$ 5,451,150.00

(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	INSTAS., CONDS., AND NOTICES TO OFFERORS	
	G	CONTRACT ADMINISTRATION DATA			M	EVALUATION FACTORS FOR AWARD	
	H	SPECIAL CONTRACT REQUIREMENTS					

CONTRACTING OFFICER WILL COMPLETE ITEM 17 (SEALED-BID OR NEGOTIATED PROCUREMENT) OR 18 (SEALED-BID PROCUREMENT) AS APPLICABLE

17. <input checked="" type="checkbox"/> CONTRACTOR'S NEGOTIATED AGREEMENT (Contractor is required to sign this document and return 2 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 document is 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) The Wornick Company	19B. NAME OF CONTRACTOR BY <i>[Signature]</i> (Signature of person authorized to sign)	19C. DATE SIGNED 2/14/12	20A. NAME OF CONTRACTING OFFICER JAMES A. LEGOLLIER	20C. DATE SIGNED 2/15/12
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Previous edition is NOT usable

STANDARD FORM 26 (REV. 5/2011)
Prescribed by GSA - FAR (48 CFR) 53.214(a)

SECTION B – SUPPLIES/SERVICES AND PRICES

B-1. ITEMS TO BE SUPPLIED

A. FOR MRE ASSEMBLY: MRE COMPONENTS are F.O.B Destination and were priced to the following three F.O.B. Destinations:

AmeriQual Packaging	SOPAKCO, Inc.	The Wornick Company
225 West Morgan Avenue	118 S. Cypress Street	4700 Creek Road
Evansville, IN 47710	Mullins, SC 29574	Cincinnati, OH 45242-8330

Note: The above listed definitions were for pricing purposes only. Some or all of these locations could change. Actual ordering quantities and shipping information will be provided in individual delivery order(s).

B. QUANTITY REQUIREMENTS FOR BASE & OPTION YEARS

This contract is for an Indefinite Delivery/Indefinite Quantity contract with a minimum and maximum order quantity for a base period and each of the 4 option years as follows:

LINE	
<u>ITEM</u>	<u>Nomenclature/NSN</u>
0003	Applesauce, Shelf Stable with Raspberry Puree, Sweetened, Regular Style, US Grade A, 4.5 o.z., Flexibly packaged, Type VI NSN: 8915-01-467-1490

	<u>Base Year</u>	
<u>Destination</u>	<u>Unit</u>	<u>Unit Price</u>
AmeriQual	EA	\$0.5598
SOPAKCO	EA	\$0.5602
Wornick	EA	\$0.5550

Total Minimum Quantity for CLIN 0003: 750,000 EA
Total Maximum Quantity for CLIN 0003: 2,250,000 EA

Total Minimum Dollar Value for CLIN 0003 Base Year: \$ 418,725.00

The effective period of the basic contract is from date of award through 366 days.

This contract contains 4 one (1) year option periods. If the Government exercised its option(s), the effective period of the contract may be extended. The minimum and maximum quantities and prices for each option period shall be as follows:

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
ONE	AmeriQual	\$0.5598	750,000	2,250,000
	SOPAKCO	\$0.5602		
	Wornick	\$0.5550		

Total Minimum Dollar Value for CLIN 0003 Option Yr. 1: \$418,725.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
TWO	AmeriQual	\$0.5598	750,000	2,250,000
	SOPAKCO	\$0.5602		
	Wornick	\$0.5550		

Total Minimum Dollar Value for CLIN 0003 Option Yr. 2: \$418,725.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
THREE	AmeriQual	\$0.5598	750,000	2,250,000
	SOPAKCO	\$0.5602		
	Wornick	\$0.5550		

Total Minimum Dollar Value for CLIN 0003 Option Yr. 3: \$418,725.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
FOUR	AmeriQual	\$0.5598	750,000	2,250,000
	SOPAKCO	\$0.5602		
	Wornick	\$0.5550		

Total Minimum Dollar Value for CLIN 0003 Option Yr. 4: \$418,725.00

Total 5 year Minimum Dollar Value for CLIN 0003: \$2,093,625.00

* Note: The CLIN 0003 Weighted Average price for the base and all options years - \$0.5583

LINE
ITEM
0004

Nomenclature/NSN
Applesauce, Shelf Stable Carbohydrate-Enhanced,
Sweetened, Regular Style, US Grade A for all factors,
except for color, which shall be US Grade B,
4.5 oz., Flexibility packaged, Type VII
NSN: 8915-01-492-5548

Base Year

<u>Destination</u>	<u>Unit</u>	<u>Unit Price</u>
AmeriQual	EA	\$0.4998
SOPAKCO	EA	\$0.5002
Wornick	EA	\$0.4950

Total Minimum Quantity for CLIN 0004: 750,000 EA
Total Maximum Quantity for CLIN 0004: 2,250,000 EA

Total Minimum Dollar Value for CLIN 0004 Base Year: \$ 373,725.00

The effective period of the basic contract is from date of award through 365 days.

This contract contains 4 one (1) year option periods. If the Government exercised its option(s), the effective period of the contract may be extended. The minimum and maximum quantities and prices for each option period shall be as follows:

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
ONE	AmeriQual	\$0.4998	750,000	2,250,000
	SOPAKCO	\$0.5002		
	Wornick	\$0.4950		

Total Minimum Dollar Value for CLIN 0004 Option Yr. 1: \$373,725.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
TWO	AmeriQual	\$0.4998	750,000	2,250,000
	SOPAKCO	\$0.5002		
	Wornick	\$0.4950		

Total Minimum Dollar Value for CLIN 0004 Option Yr. 2: \$373,725.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
THREE	AmeriQual	\$0.4998	750,000	2,250,000
	SOPAKCO	\$0.5002		
	Wornick	\$0.4950		

Total Minimum Dollar Value for CLIN 0004 Option Yr. 3: \$373,725.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
FOUR	AmeriQual	\$0.4998	750,000	2,250,000
	SOPAKCO	\$0.5002		
	Wornick	\$0.4950		

Total Minimum Dollar Value for CLIN 0004 Option Yr. 4: \$373,725.00

Total 5 year Minimum Dollar Value for CLIN 0004: \$1,868,625.00

* Note: The CLIN 0004 Weighted Average price for the base and all options years - \$0.4983

LINE
ITEM **Nomenclature/NSN**
0005 Applesauce, Shelf Stable with Mango and Peach Puree,
Sweetened, Regular Style, US Grade A, 4.5 oz., Flexibly packaged, Type III
NSN: 8915-01-525-9671
Base Year

<u>Destination</u>	<u>Unit</u>	<u>Unit Price</u>
AmeriQual	EA	\$0.5373
SOPAKCO	EA	\$0.5377
Wornick	EA	\$0.5325

Total Minimum Quantity for CLIN 0005: 750,000 EA
Total Maximum Quantity for CLIN 0005: 2,250,000 EA

Total Minimum Dollar Value for CLIN 0005 Base Year: \$401,850.00

The effective period of the basic contract is from date of award through 365 days.

This contract contains 4 one (1) year option periods. If the Government exercised its option(s), the effective period of the contract may be extended. The minimum and maximum quantities and prices for each option period shall be as follows:

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
ONE	AmeriQual	\$0.5373	750,000	2,250,000
	SOPAKCO	\$0.5377		
	Wornick	\$0.5325		

Total Minimum Dollar Value for CLIN 0005 Option Yr. 1: \$401,850.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
TWO	AmeriQual	\$0.5373	750,000	2,250,000
	SOPAKCO	\$0.5377		
	Wornick	\$0.5325		

Total Minimum Dollar Value for CLIN 0005 Option Yr. 2: \$401,850.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
THREE	AmeriQual	\$0.5373	750,000	2,250,000
	SOPAKCO	\$0.5377		
	Wornick	\$0.5325		

Total Minimum Dollar Value for CLIN 0005 Option Yr. 3: \$401,850.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
FOUR	AmeriQual	\$0.5373	750,000	2,250,000
	SOPAKCO	\$0.5377		
	Wornick	\$0.5325		

Total Minimum Dollar Value for CLIN 0005 Option Yr. 4: \$401,850.00
Total 5 year Minimum Dollar Value for CLIN 0005: \$2,009,250.00

* Note: The CLIN 0005 Weighted Average price for the base and all options years - \$0.5358

LINE
ITEM
0006
Nomenclature/NSN
Apple Pieces in Spiced Sauce,
Thermostabilized, Apple Slices in Spiced Sauce
4.5 oz., (141.75 g) Flexibly Packaged
NSN: 8940-01-443-1520

Base Year

<u>Destination</u>	<u>Unit</u>	<u>Unit Price</u>
AmeriQual	EA	\$0.4997
SOPAKCO	EA	\$0.5001
Wornick	EA	\$0.4949

Total Minimum Quantity for CLIN 0006: 1,250,000EA
Total Maximum Quantity for CLIN 0006: 3,750,000 EA

Total Minimum Dollar Value for CLIN 0006 Base Year: \$622,750.00

The effective period of the basic contract is from date of award through 365 days.

This contract contains 4 one (1) year option periods. If the Government exercised its option(s), the effective period of the contract may be extended. The minimum and maximum quantities and prices for each option period shall be as follows:

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
ONE	AmeriQual	\$0.4997	1,250,000	3,750,000
	SOPAKCO	\$0.5001		
	Wornick	\$0.4949		

Total Minimum Dollar Value for CLIN 0006 Option Yr. 1: \$622,750.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
TWO	AmeriQual	\$0.4997	1,250,000	3,750,000
	SOPAKCO	\$0.5001		
	Wornick	\$0.4949		

Total Minimum Dollar Value for CLIN 0006 Option Yr. 2: \$622,750.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
THREE	AmeriQual	\$0.4997	1,250,000	3,750,000
	SOPAKCO	\$0.5001		
	Wornick	\$0.4949		

Total Minimum Dollar Value for CLIN 0006 Option Yr. 3: \$622,750.00

<u>Option</u>	<u>Assembler</u>	<u>Unit Price</u>	<u>Minimum Quantity</u>	<u>Maximum Quantity</u>
FOUR	AmeriQual	\$0.4997	1,250,000	3,750,000
	SOPAKCO	\$0.5001		
	Wornick	\$0.4949		

Total Minimum Dollar Value for CLIN 0006 Option Yr. 4: \$622,750.00

Total 5 year Minimum Dollar Value for CLIN 0006: \$3,113,750.00

* Note: The CLIN 0006 Weighted Average price for the base and all options years - \$0.4982

Total 5-year Minimum Contract Dollar Value: \$9,085,250

The total Maximum quantity per CLIN that can be ordered per year are the quantities that The Wornick Company provided in your Surge and Sustainment Plan.

The contractor is alerted to the fact that a delivery order covering the guaranteed minimum quantity cited above will be issued under separate cover, at a later date.

The effective period of Option Year One is from date of option award through 365 days thereafter.

The effective period of Option Year Two is from date of option award through 365 days thereafter.

The effective period of Option Year Three is from date of option award through 365 days thereafter.

The effective period of Option Year Four is from date of option award through 365 days thereafter.

Inspection is at ORIGIN

Acceptance is at DESTINATION

Page 1, Block 17 Continued: In addition to Solicitation SPM3S1-10-R-7070, this contract incorporates Amendments 0001 through 0003, the offeror's proposal, negotiation letter dated May 3, 2011, final revised proposal letter dated July 11, 2011, extension of offer letters dated November 22, 2011, January 22, 2012 and the responses to these letters dated May 18, 2011, July 14, 2011, November 25, 2011, January 25, 2012 and this award/contract.

Authorized Production Lot Standards:

CLIN	Item	Lot Number
0003	Raspberry Applesauce	0154 L01
0004	Carbohydrate-Enhanced Applesauce	0162
0005	Mango Peach Applesauce	1054 L01
0006	Apple Pieces in Spiced Sauce	1042 L01

Inspection Office:

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

Inspection Offices

Army Veterinary Inspector (AVI)

Place of Performance:

The Wornick Company
4700 Creek Rd.
Cincinnati, Hamilton County, OH 45242

Remittance Address

Same address as place of performance

Subcontracting Plan Delegation:

DCMA, Dayton, OH is responsible for administration of the Individual Subcontracting Plan for Small, Small Disadvantaged, Small Woman-Owned, HUBZone, Veteran-Owned, Service Disabled Veteran-Owned, Ability one Concerns, and other Small Businesses submitted by the Wornick Company.

The following clauses are updated and incorporated by reference:

FAR 52.203-13 Contractor Code of Business Ethics and Conduct Requirements updated to April 2010.

FAR 52.209-6 Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment updated to December 2010.

The following clause is incorporated in full text:

252.216-7006 ORDERING (MAY 2011) DFARS

(a) Any supplies and services to be furnished under this contract shall be ordered by issuance of delivery orders or task orders by the individuals or activities designated in the contract schedule. Such orders may be issued from date of award through 365 or 366 days for Leap Years.

(b) All delivery orders or task orders are subject to the terms and conditions of this contract. In the event of conflict between a delivery order or task order and this contract, the contract shall control.

(c)(1) If issued electronically, the order is considered "issued" when a copy has been posted to the Electronic Document Access system, and notice has been sent to the Contractor.

(2) If mailed or transmitted by facsimile, a delivery order or task order is considered "issued" when the Government deposits the order in the mail or transmits by facsimile. Mailing includes transmittal by U.S. mail or private delivery services.

(3) Orders may be issued orally only if authorized in the schedule.