

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE	PAGE 1 OF 3 PAGES
2. AMENDMENT/MODIFICATION NO. P00008		3. EFFECTIVE DATE 12/10/01	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (If applicable)	
6. ISSUED BY DEFENSE SUPPLY CENTER PHILADELPHIA 700 ROBBINS AVENUE PHILADELPHIA, PA 19111 BUYER: BRENDA M. HALL / 215-737-4225		CODE SP0300	7. ADMINISTERED BY (If other than Item 6) CODE		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) US FOODSERVICE CONTINENTAL FOODS DIVISION 8024 TELEGRAPH ROAD P.O. BOX 728 SEVERN, MARYLAND 21144			(X)	9A. AMENDMENT OF SOLICITATION NO.	
				9B. DATED (SEE ITEM 11)	
			(X)	10A. MODIFICATION OF CONTRACT/ORDER NO. SP0300-00-D-2976	
				10B. DATED (SEE ITEM 13) 17 NOV 99	
CODE		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.

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.**

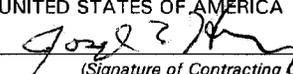
(X)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc). SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
(X)	D. OTHER (Specify type of modification and authority) FAR 17.207 AND CLAUSE 52.217-9P12

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.)

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.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) JOSEPH E. HAUSER	
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED 12-6-01

MODIFICATION P00008
CONTRACT SP0300-00-D-2976

1. In accordance with Clause 52.217-9P12 (Option for Indefinite-Quantity, Indefinite Contract Term Extension), the second one (1) year option under contract SP0300-00-D-2976 is hereby exercised. The option will be effective 10 December 2001 through 09 December 2002.

2. The guaranteed minimum will be twenty-five percent (25%) of the estimated option value of \$7.4 million. The maximum ceiling will be one hundred fifty percent (150%) of the estimated dollar value of \$7.4 million.

3. As outlined in the contract provisions, the distribution prices will remain unchanged for this option year. Attached are the distribution prices by category for option year 2.

4. All other terms and conditions of subject contract remain the same.

<u>Category Number</u>	<u>Category Description</u>	<u>Distribution Price</u> <u>Per Case/Per LB</u>
1	Bakery and Cereal Products	
1A	Dry Pasta, Rice, Flour	
2	Beverages	
3	Bouillons and Soups (can & dry)	
4	Condiments and Related Products	
5	Confections, Nuts and Sugar	
6	Cheese	
7	Eggs	
8	Other Dairy Products Not Mentioned	
9	Bread Products	
10	Milk Products	
11	Ice Cream Products	
12	Dietary Products	
13	Fats and Oils	
14	Frozen Fish, No Shellfish	
15	Frozen Shellfish	
16	Chilled Meats and Poultry	
17	Frozen Meats and Poultry	
18	Fresh Fruits and Vegetables	
19	Frozen Fruits and Vegetables	
20	Jams, Jellies and Preserves	
21	Other Semi-perishable Products (not mentioned)	
22	Any Category of Items (not mentioned)	
22A	20lb Bulk Dry Beans	
22B	Cereal 72 pack/ 96 pack	
23	Disposable and Non-Food Items	