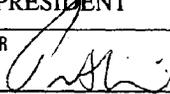
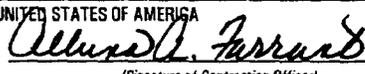


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. P00007	3. EFFECTIVE DATE FEB 28 2002	4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)
6. ISSUED BY DEFENSE SUPPLY CENTER PHILADELPHIA DIRECTORATE OF SUBSISTENCE, BLDG. 6 700 ROBBINS AVENUE PHILADELPHIA, PA 19111-5092 A. FARRANT HFOP 215-737-4526	CODE SP0300	7. ADMINISTERED BY (If other than Item 6)		CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) QUALITY DISTRIBUTORS P. O. BOX 8780 TAMUNING, GUAM 96931			(X) 9A. AMENDMENT OF SOLICITATION NO.	
			9B. DATED (SEE ITEM 11)	
			(X) 10A. MODIFICATION OF CONTRACT/ORDER NO. SP0300-02-D-3002	
CODE 002QS4 FACILITY CODE			10B. DATED (SEE ITEM 13) JANUARY 31, 2001	
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS				
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended. <input type="checkbox"/> 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).				
(X) C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: MUTUAL AGREEMENT OF THE PARTIES AND QD E MAIL DATED JANUARY 14, 2002				
D. OTHER (Specify type of modification and authority)				
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.				
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)				
SP0300-02-D-3002 IS HEREBY MODIFIED AS FOLLOWS:				
NEGOTIATIONS BETWEEN QUALITY DISTRIBUTORS AND THE DSCP CONTRACTING OFFICER IN RELATION TO ESL PRODUCTS HAVE TRANSPIRED AND ARE NOW CONCLUDED. THE FOLLOWING IS HEREBY AGREED TO:				
DSCP WILL PURCHASE VARIOUS ESL PRODUCTS ON A ROUTINE BASIS. MOST LIKELY THIS WILL BE WEEKLY. DSCP WILL BE RESPONSIBLE FOR DETERMINING THE EXACT ITEMS AND QUANTITIES FOR EACH PURCHASE.				
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) PETER K. LAI VICE PRESIDENT		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) ALBINA A. FARRANT CONTRACTING OFFICER		
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED Feb 25, 2002	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	16C. DATE SIGNED Feb. 28, 2002	

SP0300-02-D-3002
QUALITY DISTRIBUTORS
P00007

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UPON PLACEMENT OF EACH ORDER, DSCP WILL NOTIFY QUALITY DISTRIBUTORS OF THE ITEMS AND QUANTITIES OF EACH AND THE ESTIMATED SHIPPING DATE AND APPROXIMATE DATE OF ARRIVAL IN GUAM. FURTHER NOTICE OF ACTUAL SHIPMENT BY THE ESL SUPPLIER WILL ALSO BE PROVIDED TO QUALITY DISTRIBUTORS.

EACH PURCHASE OF ESL PRODUCTS WILL BE SHIPPED BY THE ESL SUPPLIER TO THE QUALITY DISTRIBUTORS WAREHOUSE IN GUAM.

QUALITY DISTRIBUTORS WILL BE RESPONSIBLE TO RECEIVE INCOMING SHIPMENTS, STORE PRODUCT UNDER PROPER TEMPERATURE CONDITIONS, ROTATE STOCK ON A REGULAR BASIS, MAKE DISTRIBUTION TO CUSTOMERS WHO ORDER THESE PRODUCTS AND DISPOSE OF ANY PRODUCT THAT BECOMES OUTDATED PRIOR TO ISSUANCE.

THE ON ISLAND COR WILL VERIFY SHIPMENTS RECEIVED BY QUALITY DISTRIBUTORS AS TO ACTUAL ITEMS, QUANTITIES OF EACH, THAT SUFFICIENT SHELF LIFE REMAINS AND THAT PRODUCT WAS RECEIVED IN GOOD CONDITION. ANY DISCREPANCIES SHOULD BE IMMEDIATELY REPORTED TO THE DSCP CONTRACTING OFFICER.

QUALITY DISTRIBUTORS WILL BE PAID A FEE OF \$1.50 PER CASE OF PRODUCT FOR WORK DESCRIBED IN THE PRECEDING PARAGRAPH.

QUALITY DISTRIBUTORS MAY BILL DSCP (DFAS) ON AN "AS DISTRIBUTED" BASIS.

QUALITY DISTRIBUTORS WILL DOCUMENT AND MAINTAIN RECORDS IN RELATION TO THE ITEMS AND QUANTITIES OF PRODUCT THAT DETERIORATES IN THE WAREHOUSE DUE TO LACK OF ORDERS AND CUSTOMER CANCELLATIONS. PRODUCT WHICH EXPIRES PRIOR TO DISTRIBUTION TO A CUSTOMER WILL BE DISPOSED OF. QUANTITIES SHOULD BE VERIFIED BY THE ON ISLAND COR. QUALITY DISTRIBUTORS THEN MAY BILL DSCP (DFAS) THE FEE OF \$1.50 PER CASE FOR ANY PRODUCT DISPOSED OF.

THIS WORK WILL BE ADDED TO THE GUAM CATALOG IDENTIFIED WITH AN NSN WHICH WILL ALLOW QUALITY DISTRIBUTORS TO INVOICE AND BILL FOR THIS WORK.