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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | 1. CONTRACT ID CODE | PAGE 1 OF 5 PAGES |
| 2. AMENDMENT/MODIFICATION NO. P00014 | 3. EFFECTIVE DATE 11 8 APR 2002 | 4. REQUISITION/PURCHASE REQ. NO. N/A | 5. PROJECT NO. (If applicable) |
| 6. ISSUED BY DEFENSE SUPPLY CENTER PHILADELPHIA DSCP-HFVH 700 ROBBINS AVENUE PHILADELPHIA, PA 19111-5092 DIANNE JACQUETTE 215-737-2871 | CODE SP0102 | 7. ADMINISTERED BY (If other than Item 6) CODE | |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PYA MONARCH INC. 5501 FULTON INDUSTRIAL BLVD. ATLANTA, GA 30336 | | (X) 9A. AMENDMENT OF SOLICITATION NO. | |
| CODE 001NR1 | | 9B. DATED (SEE ITEM 11) | |
| FACILITY CODE | | 10A. MODIFICATION OF CONTRACT/ORDER NO. | |
| | | X SP0300-02-D-2966 | |
| | | 10B. DATED (SEE ITEM 13) | 01/29/99 |

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 ACKNOWLEDGEMENT 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.

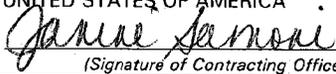
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|-----|---|
| (X) | A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. |
| | B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE 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: |
| X | D. OTHER (Specify type of modification and authority) CLAUSE 52.217-9P12 "OPTION FOR INDEFINITE DELIVERY, IQC TERM EXTENSION" |

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.)

1. CONTRACT SP0300-02-D-2966 IS HEREBY MODIFIED AS FOLLOWS:

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) | |
| | | JANINE SAMONI | |
| 15B. CONTRACTOR/OFFEROR | 15C. DATE SIGNED | 16B. UNITED STATES OF AMERICA | 16C. DATE SIGNED |
| (Signature of person authorized to sign) | | BY  | 11 8 APR 2002 |
| | | (Signature of Contracting Officer) | |

PYA MONARCH, INC.

A. THE GOVERNMENT HEREBY RENEWS SUBJECT CONTRACT AND INVOKES THE THIRD OPTION PERIOD FROM APRIL 21, 2002 UNTIL APRIL 19, 2003.

B. THE DISTRIBUTION PRICES FOR ALL FOOD, BEVERAGE, AND NON-FOOD ITEMS WILL INCREASE IN ACCORDANCE WITH THE ATTACHED SPREADSHEET PROVIDED IN THE SOLICITATION. THE DISTRIBUTION PRICES LISTED UNDER THE COLUMN ENTITLED "OPTION YR 3" WILL APPLY.

C. CLAUSE 52.217-9P16 "EFFECTIVE PERIOD OF CONTRACT – INDEFINITE DELIVERY, INDEFINITE QUANTITY CONTRACT IS MODIFIED AS FOLLOWS:

"THE EFFECTIVE PERIOD OF THIS CONTRACT IS FROM APRIL 21, 2002 TIL APRIL 19, 2003."

2. ALL OTHER TERMS AND CONDITIONS REMAIN THE SAME.

Atlanta
Zone 2

DISTRIBUTION PRICE LISTING--REVISED 1-11-99

| | CATEGORY | | BASE YEAR | OPT. YR 1 | OPT. YR 2 | OPT. YR 3 | OPT. YR 4 |
|----|---|------------|-----------|-----------|-----------|-----------|-----------|
| 1 | CHEESE: NATURAL AND PROCESSED | PER CASE | | | | | |
| 2 | FRESH EGGS, FROZEN DAIRY AND EGGS | PER LB. CW | | | | | |
| 3 | FRESH DAIRY: DIPS, ICE CREAM, MILK, SOUR CREAM, YOGURT | PER CASE | | | | | |
| 4 | FRESH PROCESSED SALADS, FRESH CHILLED FRUITS AND JUICES | PER CASE | | | | | |
| 5 | BUTTER AND MARGARINE OILS AND SHORTENING | PER CASE | | | | | |
| 6 | FROZEN FRUITS, FROZEN POTATOES, FROZEN VEGETABLES | PER CASE | | | | | |
| 7 | CANNED FRUIT, CANNED TOMATOES AND VEGETABLE PRODUCTS DIETETIC: FRUITS AND VEGETABLES DIETETIC: OTHER | PER CASE | | | | | |
| 8 | COFFEE, HOT CHOCOLATE, TEA | PER CASE | | | | | |
| 9 | BEVERAGE REQUIRING DISPENSERS (I.E. COFFEE, TEA, JUICE) | PER CASE | | | | | |
| 10 | NON-CARB BEVERAGES: BAR MIXES, DRINKS, DRINK BASES AND MIXES, CARBONATED BEVERAGES, JUICES-100% | PER CASE | | | | | |
| 11 | FROZEN JUICES | PER CASE | | | | | |
| 12 | DESSERTS: CUSTARD, GELATIN, PIE FILLING, PUDDING, WHIP TOPPING | PER CASE | | | | | |
| 13 | FROZEN AND CHILLED BREAD AND DOUGH, FROZEN DESSERTS, WHIPPED TOPPINGS, FROZEN ENTREES, HORS D'OEUVRES, PIZZA | PER CASE | | | | | |
| 14 | CONDIMENTS: GRAVY, SALT, SAUCES, SPICES, WINE (COOKING), HONEY, JAMS, JELLY, PEANUT BUTTER, SYRUPS, TOPPINGS, HORSERADISH, MAYONNAISE, MUSTARD, SALAD DRESSING, VINEGAR, OLIVES, PICKLES, RELISH, PORTION CONTROL | PER CASE | | | | | |

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| | CATEGORY | | BASE YEAR | OPT. YR 1 | OPT. YR 2 | OPT. YR 3 | OPT. YR 4 |
|----|---|------------------------|-----------|-----------|-----------|-----------|-----------|
| 15 | CEREAL, DRIED BEANS AND FRUITS, GRITS, PASTA, POPCORN, RICE BAKERY ITEMS: BREAD FLOUR, DATE ROLLS, DOUGHNUT FLOUR, POWDERED EGGS, ETC. CHIPS, COOKIES, CRACKERS, CROUTONS, ICE CREAM CONES, MINTS, NUTS | | | | | | |
| 16 | SOUP AND SOUP BASES, CANNED ENTREES, MEATS, SEAFOOD | PER CASE | | | | | |
| 17 | BOLOGNA, DELI MEATS, LUNCHEON MEATS, SALAMI, FROZEN RAW OR BREADED MEATS, PRE COOKED BREADED MEATS, PIZZA TOPPING, CORN DOGS, SAUSAGE (PORK AND SMOKED), WEINERS | PER CASE | | | | | |
| 18 | BOXED BEEF, FRESH AND FROZEN PRIMAL CUTS, PROCESSED RAW HAMBURGER, PROCESSED HAM: BACON, PICNICS, FRESH AND FROZEN PORK, PRIMAL CUTS | PER CASE PER LB. CW | | | | | |
| 19 | PORTION CONTROL, BEEF STEAKS, PORTION CONTROL PORK, SPECIALTY MEATS, GAME, LAMB, VEAL | PER CASE PER LB. CW | | | | | |
| 20 | FRESH POULTRY, CHICKEN, UNBREADED, FROZEN CHICKEN BREADED OR PRECOOKED, FROZEN TURKEY AND TURKEY PRODUCTS, POULTRY, OTHER FROZEN | PER CASE PER LB. CW | | | | | |
| 21 | FROZEN GREEN OR PEELED SHRIMP, FROZEN SHELLFISH AND OTHER, CRAB, FROG LEGS, OYSTERS | PER CASE | | | | | |
| 22 | FROZEN FISH, CELLO, LAYER PACK, RAW | PER CASE | | | | | |
| 23 | FROZEN BREADED OR PROCESSED FISH, FROZEN BREADED OR PROCESSED SHRIMP, FROZEN BREADED OR PROCESSED SEAFOOD OTHER: CRABCAKES, OYSTERS | PER CASE | | | | | |
| 24 | BAGS, CARTONS, COFFEE FILTERS, TRAYS, NAPKINS, TABLETOP DISPOSABLE, TISSUES/TOWELS, WRAPS | PER CASE | | | | | |
| 25 | CLEANING AIDS: BRUSHES, GRILL BACKS, MOPS | PER CASE | | | | | |
| 26 | MACHINE DETERGENT: RINSE AIDS, SOFTENER | PER CASE | | | | | |
| 27 | MANUAL DETERGENT: DEGREASER, DISINFECTANTS, HAND AND SPECIALTY | PER CASE | | | | | |



| | CATEGORY | | BASE YEAR | OPT. YR 1 | OPT. YR 2 | OPT. YR 3 | OPT. YR 4 |
|----|--|----------|-----------|-----------|-----------|-----------|-----------|
| 28 | CHINA, FLATWARE, GLASSWARE, INSERTS, POTS AND PANS, UTENSILS, SMALLWARES: KITCHEN CANDLES, LIGHTBULBS, STERNO, SMALLWARES: DINING ROOM, TABLETOP | PER CASE | | | | | |
| | OTHER | PER CASE | | | | | |

