

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		TRACT ID CODE	PAGE OF PAGES 1 4
2. AMENDMENT/MODIFICATION NO. P00003	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO. VARIOUS	5. PROJECT NO. (If applicable)
6. ISSUED BY DEFENSE LOGISTICS AGENCY DEFENSE SUPPLY CENTER PHILADELPHIA 700 ROBBINS AVENUE - SUBSISTENCE (BLDG 6) PHILADELPHIA, PA 19111-5092 ATTN: DSCP-HFVH (S. MEMINGER/215-737-4299)	CODE SPO102	7. ADMINISTERED BY (If other than Item 6)	CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) FLAV-O-RICH, INC. POST OFFICE BOX 12860 FLORENCE, SC 29606		(X) 9A. AMENDMENT OF SOLICITATION NO.	
		9B. DATED (SEE ITEM 11)	
		10A. MODIFICATION OF CONTRACT/ORDER NO. SPM300-02-D-V668	
		10B. DATED (SEE ITEM 13) DECEMBER 5, 2001	
CODE 02Y805	FACILITY CODE 02Y805		

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 data, etc), SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 45.103(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.)

SEE PAGE 2

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) SHARON PIELYK
15B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA
(Signature of person authorized to sign)	BY <u>Sharon Pielyk</u> (Signature of Contracting Officer)
15C. DATE SIGNED	16C. DATE SIGNED 12/30/02

FLAV-O-RICH

1. CONTRACT SPM300-02-D-V668 IS HEREBY MODIFIED AS FOLLOWS:

A. THE GOVERNMENT HEREBY RENEWS SUBJECT CONTRACT AND INVOKES THE OPTION PERIOD, JANUARY 5, 2003 THROUGH JANUARY 3, 2004.

B. THE UNIT PRICES WILL CHANGE TO PRICING FOR THE OPTION YEAR SET FORTH AT TIME OF CONTRACT AWARD COMBINED WITH ADJUSTMENTS TO THOSE ITEMS UNDER THE ECONOMIC PRICE ADJUSTMENT CLAUSE. SEE THE FOLLOWING PAGES FOR NEW PRICING.

C. CLAUSE 52.217-9P16, "EFFECTIVE PERIOD OF CONTRACT - INDEFINITE DELIVERY, INDEFINITE QUANTITY CONTRACT" IS MODIFIED TO THE FOLLOWING:

"THE EFFECTIVE PERIOD OF THIS CONTRACT IS FROM JANUARY 5, 2003 UNTIL JANUARY 3, 2004".

D. CLAUSE 52.216-18 "ORDERING", FIRST PARAGRAPH (a) IS MODIFIED TO THE FOLLOWING:

"ANY SUPPLIES AND SERVICES TO BE FURNISHED UNDER THIS CONTRACT SHALL BE ORDERED BY ISSUANCE OF DELIVERY ORDERS BY THE INDIVIDUALS OR ACTIVITIES DESIGNATED IN THE SCHEDULE. SUCH ORDERS MAY BE ISSUED FROM JANUARY 5, 2003 TO JANUARY 3, 2004".

3. EFFECTIVE JANUARY 5, 2003, THE CONTRACT NUMBER IS CHANGED TO SPM300-03-D-V803.

4. ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.

OPTION YEAR:

GROUP VII – MILK AND MILK PRODUCTS FOR MCRD PARRIS ISLAND, SC AND MCAS
BEAUFORT, SC [TROOP ISSUE] - UNRESTRICTED

<u>ITEM NO.</u>	<u>SUPPLIES/SERVICES</u>	<u>ESTIMATED QUANTITY</u>	<u>UNIT PRICE</u>	<u>AMOUNT</u>
80.	MILK, LOWFAT, 1% MF	27,530 CO	11.17	307,638.94
	<u>8910-01-E11-2161</u> BULK, 5 GALLON BAG-IN-BOX CONTAINER PRICE PER GALLON <u>\$2.23</u> PRODUCT NUMBER <u>802952</u>			
81.	MILK, NONFAT [SKIM]	87,882 CO	.16	14,061.12
	<u>8910-01-E11-0550</u> HALF PINT PLASTIC/FIBER PRODUCT NUMBER <u>804901</u>			
82.	MILK, CHOCOLATE, LOWFAT, 1.0% - 1.5% MF	24,320 CO	11.81	287,294.59
	<u>8910-01-E11-2644</u> BULK, 5 GALLON BAG-IN-BOX CONTAINER PRICE PER GALLON <u>\$2.36</u> PRODUCT NUMBER <u>807952</u>			
83.	SOUR CREAM, CULTURED OR ACIDIFIED, 18% MF	1,660 CO	4.70	7,802.00
	<u>8910-01-E11-3404</u> BULK, 5 LB CONTAINER PRICE PER LB <u>\$.94</u> PRODUCT NUMBER <u>387</u>			
84.	CHEESE, COTTAGE, CREAMED REGULAR, SMALL OR LARGE CURD	7,270 CO	5.10	37,077.00
	<u>8910-01-E11-3402</u> BULK, 5 LB CONTAINER PER LB <u>\$1.02</u> PRODUCT NUMBER <u>385</u>			

OPTION YEAR:

**GROUP VII – MILK AND MILK PRODUCTS FOR MCRD PARRIS ISLAND, SC AND MCAS
BEAUFORT, SC [TROOP ISSUE] – UNRESTRICTED**

<u>ITEM NO.</u>	<u>SUPPLIES/SERVICES</u>	<u>ESTIMATED QUANTITY</u>	<u>UNIT PRICE</u>	<u>AMOUNT</u>
85.	YOGURT, LOWFAT ASSORTED FLAVORS – MINIMUM OF 3 FLAVORS HALF PINT PLASTIC/FIBER	121,680 CO	.44	53,538.23
	<u>8910-01-E11-3556</u> STRAWBERRY PRODUCT NUMBER <u>44105</u>			
	<u>8910-01-E11-2974</u> PEACH PRODUCT NUMBER <u>44103</u>			
	<u>8910-01-E11-3649</u> STRAWBERRY BANANA PRODUCT NUMBER <u>44106</u>			
	<u>8910-01-E11-1762</u> PLAIN PRODUCT NUMBER <u>44107</u>			
86.	DRINK, FRUIT FLAVORED, CHL ASSORTED FLAVORS – [MINIMUM OF 3 FLAVORS AVAILABLE CONTINUOUSLY] 10 OZ CO PLASTIC/FIBER	25,100 CO	.12	3,012.00
	<u>8960-01-E11-1699</u> FRUIT PUNCH PRODUCT NUMBER <u>825170</u>			
	<u>8960-01-E11-1673</u> ORANGE PRODUCT NUMBER _____			
87.	EGGNOG, CHL (IN SEASON)	34 QT	1.15	39.10
	<u>8910-01-E11-0586</u> QUART PRODUCT NUMBER _____			

OPTION YEAR ESTIMATED TOTAL – GROUP VII \$710,462.05