

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				CONTRACT ID CODE	PAGE 1 OF 8 PAGES
2. AMENDMENT/MODIFICATION NO. P00002		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 SP0102	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				9A. AMENDMENT OF SOLICITATION NO.	
CODE 02Y805				9B. DATED (SEE ITEM 11)	
FACILITY CODE 02Y805				10A. MODIFICATION OF CONTRACT/ORDER NO. SPM300-02-D-V670	
				10B. DATED (SEE ITEM 13) DECEMBER 5, 2001	

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.**

<input checked="" type="checkbox"/>	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.
<input type="checkbox"/>	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).
<input type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
<input checked="" type="checkbox"/>	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)	
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA
(Signature of person authorized to sign)			BY <u>Sharon Piecyk</u>
			(Signature of Contracting Officer)
			16C. DATE SIGNED 12/30/02

FLAV-O-RICH

1. CONTRACT SPM300-02-D-V670 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-V805.

4. ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.

OPTION YEAR

**GROUP IX – MILK AND MILK PRODUCTS FOR NAVAL HOSPITAL, CHARLESTON, SC,
NWS GALLEY, CHARLESTON, SC, NAVAL CONSOLIDATED BRIG, CHARLESTON, SC,
CHARLESTON AFB, SC [TROOP ISSUE AND CHILD DEVELOPMENT CENTER] –
UNRESTRICTED**

**NOTE: PERIODICALLY DURING THE COURSE OF THE CONTRACT DELIVERY PERIOD,
DELIVERY ORDERS MAY BE ISSUED FOR DELIVERY TO MESSSES AFLOAT [U.S. AND
FOREIGN VESSELS] TEMPORARILY DOCKED IN CHARLESTON, SC. THE SUCCESSFUL
OFFEROR WILL BE EXPECTED TO SERVICE THESE VESSELS AND SUPPLY ANY ITEM
TO THESE VESSELS THAT ARE IN THIS GROUP OF ITEMS [GROUP IX]**

<u>ITEM NO.</u>	<u>SUPPLIES/SERVICES</u>	<u>ESTIMATED QUANTITY</u>	<u>UNIT PRICE</u>	<u>AMOUNT</u>
99.	MILK, WHOLE, CHL	2,092 HG	1.45	3,033.40
	<u>8910-01-E11-0535</u> HALF GALLON PLASTIC/FIBER PRODUCT NUMBER <u>800401</u> CHILD DEVELOPMENT CENTER – CHARLESTON AFB – 2,050 HG			
100.	MILK, LOWFAT, 1% MF	22,078 CO	11.17	246,714.59
	<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> NWS GALLEY, CHARLESTON, SC – 15,026 CO CHARLESTON AFB [TROOP] – 2,908 CO NAVAL BRIG – 3,810 GL NAVAL HOSPITAL – 274 CO MESSSES AFLOAT, CHARLESTON, SC – 60 CO			
101.	MILK, REDUCED FAT, 2% MF	4,010 HG	1.32	5,287.74
	<u>8910-01-E11-0548</u> HALF GALLON PLASTIC/FIBER PRODUCT NUMBER <u>801401</u> CHARLESTON AFB (CDC), CHARLESTON, SC – 4,010 HG			

OPTION YEAR

**GROUP IX - MILK AND MILK PRODUCTS FOR NAVAL HOSPITAL, CHARLESTON, SC NWS
GALLEY, CHARLESTON, SC, NAVAL CONSOLIDATED BRIG, CHARLESTON, SC,
CHARLESTON AFB, SC (TROOP ISSUE AND CHILD DEVELOPMENT CENTER) -
UNRESTRICTED**

<u>ITEM NO.</u>	<u>SUPPLIES/SERVICES</u>	<u>ESTIMATED QUANTITY</u>	<u>UNIT PRICE</u>	<u>AMOUNT</u>
102.	MILK, REDUCED FAT, 2% MF	4 CO	12.86	51.44
	<u>8910-01-E11-2152</u> BULK, 5GALLON BAG-IN-BOX CONTAINER PRICE PER GALLON <u>\$2.57</u> PRODUCT NUMBER <u>801952</u> NAVAL HOSPITAL, CHARLESTON, SC - 4 CO			
103.	MILK, NONFAT [SKIM]	51,664 CO	.16	8,266.50
	<u>8910-01-E11-0550</u> HALF PINT PLASTIC/FIBER PRODUCT NUMBER <u>804901</u> CHARLESTON AFB (TROOP ISSUE) - 50,544 CO MESSES AFLOAT - 1,120 CO			
104.	MILK, CHOCOLATE FLAVORED, LOWFAT	34,960 CO	.18	6,274.83
	<u>8910-01-E11-2184</u> HALF PINT PLASTIC/FIBER PRODUCT NUMBER <u>807901</u> CHARLESTON AFB (TROOP ISSUE) - 34,200 CO MESSES AFLOAT - 760 CO			
105.	MILK, CHOCOLATE FLAVORED, LOWFAT	3,626 CO	11.78	42,724.47
	<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> NWS GALLEY - 3,044 CO NAVAL BRIG - 516 CO NAVAL HOSPITAL, CHARLESTON, SC - 66 CO			

OPTION YEAR

**GROUP IX – MILK AND MILK PRODUCTS FOR NAVAL HOSPITAL, CHARLESTON, SC NWS
GALLEY, CHARLESTON, SC, NAVAL CONSOLIDATED BRIG, CHARLESTON, SC,
CHARLESTON AFB, SC [TROOP ISSUE AND CHILD DEVELOPMENT CENTER] –
UNRESTRICTED**

<u>ITEM NO.</u>	<u>SUPPLIES/SERVICES</u>	<u>ESTIMATED QUANTITY</u>	<u>UNIT PRICE</u>	<u>AMOUNT</u>
106.	MILK, LACTOSE FREE, WHOLE	184 CO	1.79	329.33
	<u>8910-01-E11-3994</u> QUART PLASTIC/FIBER PRODUCT NUMBER <u>802657</u>			
	CHARLESTON AFB (CDC) – 184 CO			
107	SOUR CREAM, CULTURED OR ACIDIFIED	48 CO	.81	38.88
	<u>8910-01-E11-0610</u> HALF PINT PLASTIC/FIBER PRODUCT NUMBER <u>823130</u>			
	MESSES AFLOAT – 48 CO			
108.	SOUR CREAM, CULTURED OR ACIDIFIED	20 CO	1.05	21.00
	<u>8910-01-E11-1700</u> PINT PLASTIC/FIBER PRODUCT NUMBER <u>823120</u>			
	NAVAL HOSPITAL – 20 CO			
109.	SOUR CREAM, CULTURED OR ACIDIFIED	620 CO	4.70	2,914.00
	<u>8910-01-E11-3404</u> 5 LB CO PLASTIC/FIBER PRODUCT NUMBER <u>387</u>			
	NWS CHARLESTON – 520 CO NAVAL HOSPITAL, CHARLESTON, SC – 100 CO			

OPTION YEAR

**GROUP IX- MILK AND MILK PRODUCTS FOR NAVAL HOSPITAL, CHARLESTON, SC NWS
GALLEY, CHARLESTON, SC, NAVAL CONSOLIDATED BRIG, CHARLESTON, SC,
CHARLESTON AFB, SC (TROOP ISSUE AND CHILD DEVELOPMENT CENTER) -
UNRESTRICTED**

<u>ITEM NO.</u>	<u>SUPPLIES/SERVICES</u>	<u>ESTIMATED QUANTITY</u>	<u>UNIT PRICE</u>	<u>AMOUNT</u>
110.	CHEESE, COTTAGE, CREAMED <u>LOWFAT, SMALL OR LARGE CURD</u>	1,728 CO	5.05	8,726.40
	<u>8910-01-E11-3403</u> 5 POUND CONTAINER PRODUCT NUMBER <u>385</u>			
	CHARLESTON AFB (TROOP ISSUE) - 1,728 CO			
111.	CHEESE, COTTAGE, CREAMED, <u>REGULAR, SMALL OR LARGE CURD</u>	3,278 CO	5.05	16,553.90
	<u>8910-01-E11-3402</u> 5 POUND CONTAINER PRODUCT NUMBER <u>385</u>			
	MESSES AFLOAT - 16 CO NAVAL HOSPITAL, CHARLESTON, SC - 336 CO NWS CHARLESTON - 2,926 CO			
112.	JUICE, ORANGE, FRESH OR JUICE, ORANGE FROM CONCENTRATE, CHL	486 HP	.20	97.20
	<u>891501-E11-2984</u> HALF PINT PRODUCT NUMBER <u>825611</u>			
	NAVAL HOSPITAL - 480 HP MESSES AFLOAT - 6 HP			
113.	EGGNOG (IN SEASON)	116 QT	1.15	133.40
	<u>8910-01-E11-0586</u> QUART PLASTIC/FIBER PRODUCT NUMBER <u>821352</u>			
	MESSES AFLOAT - 36 QT NWS CHARLESTON - 80 QT			

OPTION YEAR

**GROUP IX - MILK AND MILK PRODUCTS FOR NAVAL HOSPITAL, CHARLESTON, SC NWS
GALLEY, CHARLESTON, SC, NAVAL CONSOLIDATED BRIG, CHARLESTON, SC,
CHARLESTON AFB, SC (TROOP ISSUE AND CHILD DEVELOPMENT CENTER) -
UNRESTRICTED**

<u>ITEM NO.</u>	<u>SUPPLIES/SERVICES</u>	<u>ESTIMATED QUANTITY</u>	<u>UNIT PRICE</u>	<u>AMOUNT</u>
114.	YOGURT, LOWFAT, CHILLED, ASSORTED FLAVORS - [MINIMUM OF 3 FLAVORS] HALF PINT PLASTIC/FIBER CHARLESTON AFB (TROOP ISSUE) - 8,254 HP MESSES AFLOAT - 360 HP NWS CHARLESTON - 34,272 HP	42,742 HP	.44	18,806.48
	<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>			
	<u>8910-01-E11-3557</u> BLUEBERRY PRODUCT NUMBER <u>44101</u>			
	<u>8910-01-E11-2973</u> RASPBERRY PRODUCT NUMBER <u>44104</u>			
	<u>8910-01-E11-2863</u> BLACK CHERRY PRODUCT NUMBER <u>44102</u>			
115.	ICE CREAM MIX, REDUCED FAT, CHOCOLATE, CHL, LIQUID, FOR SOFT SERVE DISPENSER	3,234 HG	1.59	5,142.06
	<u>8910-01-E11-1601</u> HALF GALLON PRODUCT NUMBER <u>821142</u>			
	NWS GALLEY - 2,628 HG NAVAL HOSPITAL, CHARLESTON, SC - 606 HG			

OPTION YEAR

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GALLEY, CHARLESTON, SC, NAVAL CONSOLIDATED BRIG, CHARLESTON, SC,
CHARLESTON AFB, SC (TROOP ISSUE AND CHILD DEVELOPMENT CENTER) –
UNRESTRICTED**

<u>ITEM NO.</u>	<u>SUPPLIES/SERVICES</u>	<u>ESTIMATED QUANTITY</u>	<u>UNIT PRICE</u>	<u>AMOUNT</u>
116.	ICE CREAM MIX, REDUCED FAT, VANILLA, CHL, LIQUID, FOR SOFT SERVE DISPENSER	3,894 HG	1.59	6,191.46
	<u>8910-01-E11-1600</u> HALF GALLON PRODUCT NUMBER <u>821141</u>			
	NWS GALLEY – 3,042 HG NAVAL HOSPITAL, CHARLESTON, SC – 852 HG			

OPTION YEAR ESTIMATED TOTAL -- GROUP IX \$371,307.07

WITHIN 48 HOURS AFTER RECEIPT OF A NOTICE OF AWARD, THE SUCCESSFUL CONTRACTOR WILL SUPPLY EACH ORDERING ACTIVITY WITH THEIR CODING SYSTEM (PULL DATE, COLOR CODE, ETC.)

ORDERS WILL BE PLACED VIA EDI. PLEASE PROVIDE CONTACT INFORMATION FOR ORDERING/DELIVERY LOCATION:

POINT OF CONTACT (NAME AND PHONE TELEPHONE NUMBER):

NAME BOBBY FLOWERS PHONE NUMBER 1-800-735-3066

FAX NUMBER FOR WHERE ORDERS ARE TO BE SENT: AREA CODE (843) 665-4255