

<b>AWARD/CONTRACT</b>		1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 350)		RATING DO-C1	PAGE OF PAGES 1   7
2. CONTRACT (Proc. Inst. Ident.) NO. SPM3S1-06-D-Z103		3. EFFECTIVE DATE MARCH 30, 2006		4. REQUISITION/PURCHASE REQUEST/PROJECT NO. 11238040	
5. ISSUED BY Defense Supply Center Philadelphia 700 Robbins Avenue Philadelphia, PA 19111 DSCP-FTRAA, D. Beller (215)737-3625		CODE SP0300	6. ADMINISTERED BY (If other than Item 5) DCMA Indianapolis 8899 East 56th Street Indianapolis IN 46249-5701		CODE S1501A

7. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) AmeriQual Group, LLC d/b/a AmeriQual Packaging 225 W. Morgan Ave. Evansville IN 47710		8. DELIVERY <input checked="" type="checkbox"/> FOB ORIGIN <input type="checkbox"/> OTHER (See below)	
		9. DISCOUNT FOR PROMPT PAYMENT  .25% 20 Days	
CODE 08KAO FACILITY CODE		10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN ITEM #12	

11. SHIP TO/MARK FOR See Schedule		CODE	12. PAYMENT WILL BE MADE BY DFAS-BVDP (SL4701) PO BOX 369031 Columbus OH 43236-9031		CODE SL4701
13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION: <input checked="" type="checkbox"/> 10 U.S.C. 2304(c) ( 3 ) <input type="checkbox"/> 41 U.S.C. 253(c) ( )		14. ACCOUNTING AND APPROPRIATION DATA 974930 5SCSBX 001 2630 FY 06			

15A. ITEM NO.	15B. SUPPLIES/SERVICES	15C. QUANTITY	15D. UNIT	15E. UNIT PRICE	15F. AMOUNT
0001	Meal, Ready-to-Eat, Individual (MRE XXVI) NSN: 8970-00-149-1094	3,840,000	BX	\$49.59	\$190,425,600.00
0002	Humanitarian Daily Ration (HDR) NSN: 8970-01-375-0516	250,000	BX	\$39.50	\$9,875,000.00

15G. TOTAL AMOUNT OF CONTRACT \$ 200,300,600.00

(X)	SEC.	DESCRIPTION	PAGE(S)	(X)	SEC.	DESCRIPTION	PAGE(S)
PART I - THE SCHEDULE				PART II - CONTRACT CLAUSES			
	A	SOLICITATION/CONTRACT FORM			I	CONTRACT CLAUSES	
	B	SUPPLIES OR SERVICES AND PRICES/COSTS		PART III - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACH.			
	C	DESCRIPTION/SPECS./WORK STATEMENT			J	LIST OF ATTACHMENTS	
	D	PACKAGING AND MARKING		PART IV - REPRESENTATIONS AND INSTRUCTIONS			
	E	INSPECTION AND ACCEPTANCE			K	REPRESENTATIONS, CERTIFICATIONS AND OTHER STATEMENTS OF OFFERORS	
	F	DELIVERIES OR PERFORMANCE			L	INSTRS., CONDS., AND NOTICES TO OFFERORS	
	G	CONTRACT ADMINISTRATION DATA			M	EVALUATION FACTORS FOR AWARD	
	H	SPECIAL CONTRACT REQUIREMENTS					

CONTRACTING OFFICER WILL COMPLETE ITEM 17 OR 18 AS APPLICABLE

17. <input type="checkbox"/> CONTRACTOR'S NEGOTIATED AGREEMENT (Contractor is required to sign this document and return _____ copies to issuing office.) Contractor agrees to furnish and deliver all items or perform all the services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following documents: (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations, certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.)		18. <input checked="" type="checkbox"/> AWARD (Contractor is not required to sign this document.) Your offer on Solicitation Number SPM300-05-R-7058 See Pg 2, including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to the items listed above and on any condition sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your offer, and (b) this award/contract. No further contractual document is necessary.	
19A. NAME AND TITLE OF SIGNER (Type or print)		20A. NAME OF CONTRACTING OFFICER JAMES A. LECOLLIER	
19B. NAME OF CONTRACTOR		20B. UNITED STATES OF AMERICA	
19C. DATE SIGNED		20C. DATE SIGNED 3/30/06	
BY _____ (Signature of person authorized to sign)		BY  (Signature of Contracting Officer)	

**SECTION "B" SUPPLIES/SERVICES AND PRICES**

**BASE YEAR**

The effective period of this contract is from date of award through December 31, 2006.

<u>LINE</u>	<u>ITEM/DESCRIPTION</u>	<u>UNIT PRICE</u>	<u>F.O.B</u>
0001	<b>Meal, Ready-to-Eat, Individual</b> NSN: 8970-00-149-1094	\$49.59	Origin

Minimum Quantity: 1,280,000  
Minimum Dollar Value: \$63,475,200.00

Maximum Quantity: 3,840,000  
Maximum Dollar Value: \$190,425,600.00

0002	<b>Humanitarian Daily Ration</b> NSN: 8970-01-375-0516	\$39.50 BX	Origin
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Minimum Quantity: 10,000  
Minimum Dollar Value: \$395,000.00

Maximum Quantity: 250,000  
Maximum Dollar Value: \$9,875,000.00

Inspection and Acceptance points for this contract shall be as follows:

<u>ITEM</u>	<u>INSPECTION</u>	<u>ACCEPTANCE</u>
0001	Origin	Origin
0002	Origin	Origin

\* Amendments 1-10 and all contractor and government correspondence including final revised letters dated 12/23/05 and 3/16/06 and contractor's letter dated 3/21/06.

**AMERIQUEL GROUP, LLC, D/B/A AMERIQUEL PACKAGING**

**Place(s) of Performance and Inspection Offices:**

PLACE OF PERFORMANCE  
AmeriQual Group, LLC, D/B/A  
AmeriQual Packaging  
225 West Morgan Avenue  
Evansville, IN 47710

INSPECTION OFFICES  
Army Veterinary Activity  
(AVI)

INSPECTION OFFICES  
USDA, AMS, FV, PPB  
Anthony G. Chartrand, OIC  
4318 North Technology Drive  
South Bend, IN 46628-9752

**Retort Items:**

PLACE OF PERFORMANCE  
AmeriQual Foods  
18200 Highway 41 North  
Evansville, IN 47711

INSPECTION OFFICE  
Same as above

**Miscellaneous Items:**

PLACE OF PERFORMANCE  
TransPackers, Inc.  
419 Vandervoort Ave.  
Brooklyn, NY 11222-5313

INSPECTION OFFICE  
USDA, AMS, FV, PPB  
William Wright, OIC  
Park Plaza Professional Bldg., Ste.304  
622 Georges Road  
North Brunswick, NJ 08902-3377

PLACE OF PERFORMANCE  
Sterling Foods Inc.  
1075 Orion Parkway  
San Antonio, TX 78216

INSPECTION OFFICE  
USDA, AMS, FV, PPB  
Dwain Parrish, OIC  
3622 Moreland Drive  
Weslaco, TX 78596-9131

PLACE OF PERFORMANCE  
Interbake Foods Inc.  
900 Terminal PL  
Richmond, VA 23261

INSPECTION OFFICE  
Kathryn G. Hernandez, OIC  
USDA, AMS, FV, PPB  
600 North 5<sup>th</sup> Street, Room B38  
Richmond, VA 23219

## AMERIQUEL GROUP, LLC, D/B/A AMERIQUEL PACKAGING

## Flameless Ration Heater:

PLACE OF PERFORMANCE

Trutech, Inc.  
680 Elton Street  
Riverhead, NY 11901-2585

INSPECTION OFFICE

DCMA Long Island  
605 Stewart Avenue  
Garden City, NY 11530-4761

## Authorized Production Standards:

Entrees and Side Items	Lot Number
Beans, Western	5097V2
Beef Enchiladas	5117V1
Beef, Patty, Grilled	5103V2
Beef Ravioli	5109V1
Beef Roast w/Vegetable	5132V1
Beef Stew	5133V1
Cajun Rice w/Beans & Sausage	5101V1
Cheese Tortellini	5134V1
Chicken Fajita	5111V1
Chicken Breast Fillet, Grilled	5145V2
Chicken Breast Fillet, Cavatelli	5147V1
Chicken Noodles and Vegetables in Sauce	5103V1
Chicken Breast Strips w/Chunky Salsa	5119V1
Cheese Omelet w/vegetables	5314M2
Chili with Beans	5161M1
Chili and Macaroni	5095V1
Clam Chowder	5091V2
Cobbler, Cherry-Blueberry	5096V2
Hash Browns w/Bacon	5103V2
Ham and Shrimp, Jambalaya	5098M1
Mashed Potatoes	5108M1
Meatloaf w/Brown Onion gravy	5118V1
Minestrone Stew	5096M1
Mexican Macaroni & Cheese	5117V2
Mexican Style Corn	5160M2
Penne Pasta w/Vegetable Sausage	5094M1
Pork Rib, Imitation Boneless	5115V2
Refried Beans	5116V2
Rice, Mexican	5119V2
Rice Pilaf, Yellow and Wild	5098V2
Sloppy Joe Filling	5102V2
Spaghetti w/Meat Sauce	5131M1
Tuna, Flexible Pouch, Chunk, White	SM5F17PC/
	CAWB6M

## AMERIQUAL GROUP, LLC, D/B/A AMERIQUAL PACKAGING

Tuna, Flexible Pouch, Chunk, White	5305 02
Vegetable Manicotti	5102V1
Veggie Burger/BBQ Sauce	5144V1
<b>Product</b>	
Baked Snack Crackers	5146
Beef Snacks	5131
Combos Cheddar	5102
Combos Nacho	5154
Crackers, Plain	5158
Crackers, Veg.	5153
Fig Bars	5154
Potato Sticks	5152
Pretzels	5147
Shortbread Cookie	5298
Toaster Pastry, Frosted Brown Sugar	5172
Toaster Pastry, Strawberry	5172
Candy, Chocolate w/Peanut Butter, Disks	511ESCLV15
Candy, Chocolate w/Peanut, Oval/Round	514AKHKP03
Candy, Chocolate, Plain, Disks	516BLHKP03
Candy, Cinnamon Red Color, Disks	5053
Candy, Fruit Flavored, Disks	512AWWAC3
Candy, Toffee Rolls, Chocolate Flavored	5114
Candy, Toffee w/Walnuts	5116
Chocolate Sports Bar	5201
Dairyshake, Chocolate	5173
Dairyshake, Strawberry	5104
Dairyshake, Vanilla	5102
Dried Fruit, Cranberries	5154
Dried Fruit, Raisins	5154
Flameless Ration Heater	5167
Hooah Bar, Apple-Cinnamon	5130
Hooah Bar, Chocolate	5130
Hot Beverage Bag	5/18/05
Hot Sauce	5166
Nut Raisin Mix, Regular	5161
Nut Raisin Mix, w/M&M's	5166
Nuts, Almonds, Smoke Flavd	5090
Nuts, Peanuts, Dry Roasted, Salted	5039
Spice, Red Pepper, Ground	5157
Spice, Seasoning Blend	5136
<b>Accessory Components</b>	
Chewing Gum, Tablet, Sugar Free, Peppermint	5137
Chewing Gum, Tablet, Sugar Free, Cinnamon	5122
Hand Cleaner (Towelette)	705-01P

Matches	6/16/05-10
Salt, Table, Iodized	P168F2
Coffee, Instant	510551151
Sugar	P245E2
<b>Other Items</b>	
HDR	5215

**CONTRACT OPTIONS**

This contract contains four one-year options periods for the above line items. The Government may exercise the contract options to include any, one, or all of the contract line items. If the Government exercises its option(s), the effective period of the contract may be extended as follows;

The effective period of option year one is from date of award through 365 days thereafter.

The effective period of option year two is from date of award through 365 days thereafter.

The effective period of option year three is from date of award through 365 days thereafter.

The effective period of option year four is from date of award through 365 days thereafter.

<u>ITEM 0001</u>	<u>MINIMUM QUANTITY</u>	<u>MAXIMUM QUANTITY</u>
Option Year One	*500,000 BX	*
Option Year Two	*500,000 BX	*
Option Year Three	*500,000 BX	*
Option Year Four	*500,000 BX	*

<u>ITEM 0002</u>	<u>MINIMUM QUANTITY</u>	<u>MAXIMUM QUANTITY</u>
Option Year One	10,000 BX	250,000 BX
Option Year Two	10,000 BX	250,000 BX
Option Year Three	10,000 BX	250,000 BX
Option Year Four	10,000 BX	250,000 BX

**AMERIQUEL GROUP, LLC, D/B/A AMERIQUEL PACKAGING**

\* If the option year is invoked the contract minimum and maximum quantity will be established in accordance with Section M-7, Page 119, of the solicitation.

<u>ITEM 0001</u>	<u>UNIT PRICE</u>
Option Year One	**
Option Year Two	**
Option Year Three	**
Option Year Four	**

<u>ITEM 0002</u>	<u>UNIT PRICE</u>
Option Year One	\$40.00
Option Year Two	\$40.50
Option Year Three	\$41.00
Option Year Four	\$41.50

\*\* The unit price for the MRE option year prices will be established at the time the option is exercised. These prices will utilize the price tiers submitted under the final revised proposal dated March 21, 2006. The quantity that is awarded will establish the basic unit price. Additional orders above the minimum will be priced I/A/W those prices submitted in response to Section L-5 ( c )(3) of solicitation SPM300-05-R-7058.

Unit prices for initial order quantities shall be as submitted in awarded final revised offers under provision L-3 ( c )(4) of the contract. It should be noted that each offeror's prices for all tiers for each option year submitted in their final revised proposal remain in effect.

The contractor is alerted to the fact that delivery order SPM3S1-06-D-Z103 /0001 covering the allocated share of the Governments Overall Minimum Quantity requirement cited in the solicitation is hereby issued concurrently, although under separate cover, with this award.

**REMITTANCE ADDRESS:**

AmeriQual Packaging  
c/o Fifth Third Bank  
Cincinnati, OH 45263-3031