

SECOND AMENDATORY AGREEMENT

THIS SECOND AMENDATORY AGREEMENT is made and entered into by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the "City"), and **COMPASS GROUP USA, INC.**, a Delaware corporation, doing business at 123 Yuma Street, Denver Colorado 80223 (the "Vendor" or "Contractor"), collectively (the "Parties").

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated May 18, 2010 and amended the Agreement on May 16, 2011 to provide beverage vending machines at the Denver County Jail and the Downtown Detention Center (the "Agreement"); and

WHEREAS, Compass Group USA, Inc., is the successor to VendOne, Inc; and

WHEREAS, the Agreement expired by its terms on March 31, 2012; and

WHEREAS, rather than enter into a new contract the Parties wish to revive, and reinstate all the terms and conditions of the Agreement as they existed prior to the expiration of the term and to amend the Agreement to update the Vendor's name and address as it appears on the first paragraph of this Second Amendatory Agreement and to amend the Term; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and obligations herein set forth, the Parties agree as follows:

1. Article 3 of the Agreement entitled "**TERM**" is hereby amended to read as follows:

"3. **TERM**: The Agreement will commence on April 1, 2010 and will expire March 31, 2013 (the "Term")."

2. This Amendatory Agreement may be executed in two (2) counterparts, each of which shall be deemed to be an original, and all of which, taken together, shall constitute one and the same instrument.

3. Except as herein amended, the Agreement is revived, affirmed and ratified in each and every particular and the Vendor assumes all of the obligations of the Agreement.

[SIGNATURE PAGES FOLLOW]

Contract Control Number: SHERF-RC01013-02

Contractor Name: Compass Group USA, Inc.

By: Chris Hulick

Name: Chris Hulick
(please print)

Title: President-Pacific Division
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

