



September 23<sup>rd</sup>, 2019

4101 15<sup>th</sup> Ave NW  
Fargo, ND 58102

Re: Assignment of Customer Contract

Dear North Dakota Educators Service Cooperative:

Reference is made to the contract between Food Services of America, Inc. ("FSA") and you (the "Customer Contract").

We are writing to inform you that on August 16, 2019, FSA entered into an agreement with Cash-Wa Distributing Co. of Kearney, Inc., ("Cash-Wa") for the sale of FSA's distribution facility and related assets in Fargo, North Dakota (the "Transaction").

FSA and Cash-Wa expect the Transaction to close during the fourth quarter of 2019. As part of the Transaction, the Customer Contract and all of FSA's rights and obligations under the Customer Contract with respect to the ship to locations serviced out of the Fargo, North Dakota distribution facility will be assigned to Cash-Wa. This assignment is not expected to cause any disruption to your service or otherwise impact any other terms or conditions of your contract.

FSA kindly requests your consent to its assignment of the Customer Contract to Cash-Wa. Please indicate your consent by countersigning this letter and returning a copy to [kristina\\_mehus@fsafood.com](mailto:kristina_mehus@fsafood.com) by email as soon as possible and in any event by September 27, 2019.

We have valued your business as a customer, and thank you for your prompt attention to this matter. If you have questions about the sale or this request, please feel free to contact me at [richard\\_byers@fsafood.com](mailto:richard_byers@fsafood.com) or 701-281-4446.

Sincerely,

FOOD SERVICES OF AMERICA, INC.

by

*Richard Byers*

Name: Richard Byers

Title: Vice President of Sales

The undersigned consents to the Transaction

NORTH DAKOTA EDUCATORS SERVICE  
COOPERATIVE

by



Name: Rodney Scherbenske

Title: Board President

[Signature Page to Assignment of Customer Contract]