

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan US FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN	1b Three-digit plan number (PN) ►	017	
	1c Effective date of plan	01/01/2003	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) U.S. FOODSERVICE INC. 9399 HIGGINS ROAD, SUITE 500 ROSEMONT, IL 60018	2b Employer Identification Number (EIN)	36-3642294	
	2c Sponsor's telephone number	847-720-8000	
	2d Business code (see instructions)	424400	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/23/2010	GARY M. HANSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/23/2010	GARY M. HANSEN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") U.S. FOODSERVICE INC. 9399 HIGGINS ROAD, SUITE 500 ROSEMONT, IL 60018	3b Administrator's EIN 36-3642294 3c Administrator's telephone number 847-720-8000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	23417
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	17332
b Retired or separated participants receiving benefits.....	6b	757
c Other retired or separated participants entitled to future benefits.....	6c	4830
d Subtotal. Add lines 6a , 6b , and 6c	6d	22919
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	94
f Total. Add lines 6d and 6e	6f	23013
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1210

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☐ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☒ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>US FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>017</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>U.S. FOODSERVICE INC.</u>	D Employer Identification Number (EIN) <u>36-3642294</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>94507280</u>
b	Actuarial value 2b <u>103958008</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>547</u> <u>5433367</u>
b	For terminated vested participants 3b <u>4709</u> <u>19457928</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>69223570</u>
(2)	Vested benefits 3c(2) <u>8616273</u>
(3)	Total active 3c(3) <u>18161</u> <u>77839843</u>
d	Total 3d <u>23417</u> <u>102731138</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>7.83</u> %
6	Target normal cost 6 <u>12292245</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>08/11/2010</u>
Signature of actuary	Date
<u>MARK E. SILVERS</u>	<u>08-04235</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>312-917-9900</u>
Firm name	Telephone number (including area code)
<u>155 N. WACKER DRIVE, STE 1500</u> <u>CHICAGO, IL 60606</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	5108257	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	4835644	0
9	Amount remaining (Item 7 minus item 8).....	272613	0
10	Interest on item 9 using prior year's actual return of <u>26.86</u> %	-73224	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		16253297
b	Interest on (a) using prior year's effective rate of <u>6.50</u> %		-556478
c	Total available at beginning of current plan year to add to prefunding balance		15696819
d	Portion of (c) to be added to prefunding balance.....		15696819
12	Reduction in balances due to elections or deemed elections.....		
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	199389	15696819

Part III Funding percentages			
14	Funding target attainment percentage.....	14	85.72 %
15	Adjusted funding target attainment percentage.....	15	101.19 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	84.66 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2009	3721000				
07/14/2009	3721000				
10/14/2009	3721000				
01/14/2010	3721000				
03/16/2010	356000				
			Totals ►	18(b)	15240000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 14491792
20 Quarterly contributions and liquidity shortfalls:		
a	Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b	If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of Quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	12292245
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	10954941	2183699
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	14475944
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	14475944
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	14491792
38 Interest-adjusted excess contributions for current year (see instructions).....	38	15848
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan US FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN				B Three-digit plan number (PN) ▶ 017	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 U.S. FOODSERVICE INC.				D Employer Identification Number (EIN) 36-3642294	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: USF MASTER DEFINED BEN PEN TRUST					
b Name of sponsor of entity listed in (a): U.S. FOODSERVICE, INC.					
c EIN-PN 36-3642294-200		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 128628000	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
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c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or	

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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

<div>SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>Financial Transaction Schedules</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
<div>A Name of plan: US FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN</div>	<div>B Three-digit plan number (PN) ► 017</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 U.S. FOODSERVICE INC.</div>	<div>D Employer Identification Number (EIN): 36-3642294</div>

Part I	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.				
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year			Amount overdue
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price					
USF MASTER TRUST		PLAN PARTICIPATES IN MT		INTEREST CORRECTION FOR RECORDKEEPING TRANSFERS BETWEEN PLANS IN MASTER TRUST							
(e) Selling price		(f) Lease rental		(g) Transaction expenses		(h) Cost of asset		(i) Current value of asset		(j) Net gain (or loss) on each transaction	
										46148	

(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price
USF MASTER TRUST		PLAN PARTICIPATES IN MT		PBGC PREMIUMS INCORRECTLY ALLOCATED ACROSS PLANS IN THE MASTER TRUST		
(e) Selling price	(f) Lease rental	(g) Transaction expenses		(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
						350956

(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price		(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction	

(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses		(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction	

(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses		(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan US FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	017
C Plan sponsor's name as shown on line 2a of Form 5500 U.S. FOODSERVICE INC.	D Employer Identification Number (EIN) 36-3642294	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	21478000	4077000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	73338000	128628000
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	94816000	132705000

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	94816000	132705000
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	15240000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		15240000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		25101000
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		40341000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1248000	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1248000
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	250000	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	37000	
(4) Other	2i(4)	917000	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1204000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2452000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		37889000
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	X		397104
e Was this plan covered by a fidelity bond?.....	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan US FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN				B Three-digit plan number (PN) ►	017
C Plan sponsor's name as shown on line 2a of Form 5500 U.S. FOODSERVICE INC.				D Employer Identification Number (EIN) 36-3642294	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 36-3046063					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	216
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☒ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☒ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2009 v.092308.1					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 0% Investment-Grade Debt: 0% High-Yield Debt: 0% Real Estate: 0% Other: 100%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements and Report of
Independent Certified Public Accountants

**U.S. Foodservice, Inc. Defined Benefit
Pension Plan**

December 31, 2009 and 2008

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Report of Independent Certified Public Accountants

U.S. Foodservice Retirement Administration Committee
U.S. Foodservice, Inc. Defined Benefit Pension Plan

We were engaged to audit the financial statements and supplemental schedule of U.S. Foodservice, Inc. Defined Benefit Pension Plan (the “Plan”) as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan’s management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Notes D and E, which were certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan’s investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Baltimore, Maryland
August 20, 2010

FINANCIAL STATEMENTS

U.S. Foodservice, Inc. Defined Benefit Pension Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2009</u>	<u>2008</u>
ASSETS		
Investments, at fair value		
Investment in the U.S. Foodservice, Inc. Master Defined Benefit Pension Trust	\$128,628,000	\$73,338,000
Employer contribution receivable	<u>4,077,000</u>	<u>21,478,000</u>
Total assets	132,705,000	94,816,000
LIABILITIES	<u>-</u>	<u>-</u>
Net assets available for benefits	<u>\$132,705,000</u>	<u>\$94,816,000</u>

The accompanying notes are an integral part of these financial statements.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31,

	<u>2009</u>	<u>2008</u>
Additions		
Additions to (reductions of) net assets attributed to:		
Investment income (loss)		
Plan interest in U.S. Foodservice, Inc. Master Defined Benefit Pension Trust investment income (loss)	\$ 25,101,000	\$(24,116,000)
Employer contributions	<u>15,240,000</u>	<u>28,068,000</u>
Total additions	40,341,000	3,952,000
Deductions		
Deductions from net assets attributed to:		
Benefits paid directly to participants	1,248,000	710,000
Administrative expenses	<u>1,204,000</u>	<u>1,490,000</u>
Total deductions	<u>2,452,000</u>	<u>2,200,000</u>
NET INCREASE	37,889,000	1,752,000
Net assets available for benefits		
Beginning of year	<u>94,816,000</u>	<u>93,064,000</u>
End of year	<u>\$132,705,000</u>	<u>\$ 94,816,000</u>

The accompanying notes are an integral part of these financial statements.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

STATEMENTS OF ACCUMULATED PLAN BENEFITS

January 1,

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits		
Vested benefits		
Active participants	\$66,632,000	\$58,320,000
Participants with deferred benefits	18,888,000	13,950,000
Participants currently receiving payments	<u>5,567,000</u>	<u>3,281,000</u>
	91,087,000	75,551,000
Nonvested benefits	<u>8,787,000</u>	<u>8,153,000</u>
Total actuarial present value of accumulated plan benefits	<u>\$99,874,000</u>	<u>\$83,704,000</u>

The accompanying notes are an integral part of these financial statements.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

Years ended January 1,

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits, beginning of year	\$83,704,000	\$66,639,000
Change during the year attributable to:		
Benefits accumulated and losses	9,979,000	12,164,000
Increase in interest due to reduction in discount period	6,668,000	5,304,000
Benefits paid	(710,000)	(672,000)
Change in actuarial assumptions	<u>233,000</u>	<u>269,000</u>
NET INCREASE	<u>16,170,000</u>	<u>17,065,000</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$99,874,000</u>	<u>\$83,704,000</u>

The accompanying notes are an integral part of these financial statements.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE A - DESCRIPTION OF THE PLAN

The following brief description of the U.S. Foodservice, Inc. Defined Benefit Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit plan established on January 1, 2003 covering the employees of U.S. Foodservice, Inc. (the "Employer" or "Plan Sponsor") and its affiliates and subsidiaries that have adopted the Plan. The Plan is administered by the U.S. Foodservice Retirement Administration Committee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Trustee Agreement

The Plan operates under a trustee agreement with The Northern Trust Company (the "Trustee").

Pension Benefits

Prior to September 15, 2004, each employee who had attained age 21 and completed 1,000 hours of service in a 12 month period was eligible to participate in the Plan. As of September 15, 2004, exempt employees became ineligible to accrue benefits in the Plan. Participants accrue additional benefits based on length of active service and average compensation, as defined, and vest 100% in the accrued benefits after 5 years of eligible service. Effective January 1, 2005, employees who are members of the International Brotherhood of Teamsters, AFL-CIO Local 636, other than those who are age 55 or older and have completed at least 10 years of services as of December 31, 2004 became eligible employees.

Normal retirement benefits commence on the first day of the calendar month coinciding with or following a participant's 65th birthday or completion of 5 years of service, whichever is later. Participants who terminate participation for reasons other than death or retirement are entitled to the vested retirement benefits commencing on their normal retirement date. Participants who have completed at least 10 years of service and who terminate participation after reaching age 55 and before age 65 may elect to receive reduced retirement benefits. Also, the Plan contains provisions for late retirement.

The normal form of benefit payment for an unmarried participant is a single life annuity payable for the participant's lifetime. For a married participant, the normal form of benefit payment is a 50% joint and survivor annuity.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE A - DESCRIPTION OF THE PLAN - Continued

Death and Disability Retirement Benefits

If an active participant dies, a death benefit equal to the value of the participant's accumulated pension benefit is paid to the participant's beneficiary at normal retirement age. Active participants who become totally and permanently disabled and have 5 years of vesting service will be entitled to receive a monthly disability pension benefit after reaching age 55 or the date the participant becomes disabled, whichever is later.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the Plan's significant accounting policies applied in the preparation of the accompanying financial statements follows.

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The fair value of the Plan's interest in the U.S. Foodservice, Inc. Master Defined Benefit Pension Trust ("Master Trust") is based upon the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and administrative expenses (see Note E).

Administration Expenses

During 2009, the Employer paid certain administrative expenses of the plan. During 2008, all expenses of the Plan were paid by the Plan.

Payment of Benefits

Benefit payments are recorded upon distribution to participants.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Subsequent Events

The Plan has evaluated subsequent events through August 20, 2010, the date the financial statements were available to be issued.

NOTE C - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits are those future periodic payments that, under the Plan's provisions, are attributable to the service which participants have already rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of deceased employees, and (c) present employees or their beneficiaries. Benefits under the Plan for exempt employees are based on a formula which factors in years of service and average monthly income from January 1, 2003 until September 15, 2004. Benefits under the Plan for non-exempt employees are based on a formula which factors in years of service and average monthly income of the highest five of the last ten years of employment after January 1, 2003. Benefits payable under retirement, death, disability, and termination of employment are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated Plan benefits is determined by MERCER Human Resource Consulting, the Plan's actuary, and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations as of January 1, 2009 and 2008, were:

- | | |
|-----------------------------------|--|
| a. Assumed Rate of Return | 8.00% compounded annually |
| b. Healthy and Disabled Mortality | Effective January 1, 2009:
2009 PPA separate static annuitant and non annuitant mortality tables
Effective January 1, 2008:
2008 PPA separate static annuitant and non annuitant mortality tables |
| c. Retirement Age Assumptions | Graded schedule from age 55 to 65 |
| d. Salary Increases | 4.0% compounded annually |

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE C - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS - Continued

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following information included in the accompanying financial statements is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment income, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2009 and 2008.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

NOTE E - INTEREST IN U.S. FOODSERVICE MASTER TRUST

The Plan is a member of the Master Trust, which was established for the investment of assets of the Plan and several other U.S. Foodservice, Inc. sponsored retirement plans. Each participating retirement plan has a specified divided interest in the Master Trust. The assets of the Master Trust are held by the Trustee. At December 31, 2009 and 2008, the Plan's interest in the net assets and investment income of the Master Trust was a specified allocation by investment type. Administrative expenses relating to the Master Trust are directly charged or allocated to the individual plans.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE E - INTEREST IN U.S. FOODSERVICE MASTER TRUST - Continued

The following presents the fair values of all investments and related investment income for the Master Trust as of:

	December 31,	
	2009	2008
Investments, at fair value:		
Collective trust funds:		
Common stocks	\$207,205,000	\$124,904,000
Cash equivalents	<u>10,981,000</u>	<u>9,524,000</u>
	218,186,000	134,428,000
Mutual funds:		
Corporate bonds	164,146,000	138,073,000
Common stock	<u>52,807,000</u>	<u>31,729,000</u>
	216,953,000	169,802,000
Government bonds	25,000	55,000
Convertible equities	<u>225,000</u>	<u>270,000</u>
	<u>\$435,389,000</u>	<u>\$304,555,000</u>
	Years ended December 31,	
	2009	2008
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments:		
Common stocks	\$86,487,000	\$(102,038,000)
Corporate bonds	8,551,000	(7,061,000)
Convertible equities	<u>106,000</u>	<u>(237,000)</u>
	95,144,000	(109,336,000)
Interest	6,966,000	7,070,000
Dividends	624,000	789,000
Realized gain on sales	<u>(9,504,000)</u>	<u>8,908,000</u>
	<u>\$93,230,000</u>	<u>\$ (92,569,000)</u>

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE E - INTEREST IN U.S. FOODSERVICE MASTER TRUST - Continued

The Master Trust follows current guidance which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 -** Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Master Trust has the ability to access.
- Level 2 -** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 -** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Collective trust funds (common stock): Valued at the closing price reported on the active market on which the individual securities are traded.

Collective trust funds (cash equivalents): Valued at original cost plus accrued interest.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Master Trust at year-end.

Convertible equities: Valued at the closing price reported on the active market on which the individual securities are traded.

Government bonds: Valued at the estimated price a dealer will pay for the bonds, which is often the principal amount invested.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE E - INTEREST IN U.S. FOODSERVICE MASTER TRUST - Continued

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Master Trust believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

For the year ended December 31, 2009, the Master Trust adopted the new disclosures requiring the disaggregation of assets by class as required by Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") Topic 820, *Fair Value Measurements and Disclosures*, which did not have a significant impact on the Master Trust's financial statements. The following table sets forth by level within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2009:

	Asset at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Collective trust funds:				
Common stocks	\$207,205,000	\$ -	\$ -	\$207,205,000
Cash equivalents	<u>10,981,000</u>	<u>-</u>	<u>-</u>	<u>10,981,000</u>
	218,186,000	-	-	218,186,000
Mutual funds:				
Corporate bonds	164,146,000	-	-	164,146,000
Common stock	<u>52,807,000</u>	<u>-</u>	<u>-</u>	<u>52,807,000</u>
	216,953,000	-	-	216,953,000
Government bonds	-	25,000	-	25,000
Convertible equities	<u>225,000</u>	<u>-</u>	<u>-</u>	<u>225,000</u>
Total assets at fair value	<u>\$435,364,000</u>	<u>\$25,000</u>	<u>\$ -</u>	<u>\$435,389,000</u>

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE E - INTEREST IN U.S. FOODSERVICE MASTER TRUST - Continued

The following table sets forth by level within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2008:

	Asset at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Collective trust funds:				
Common stocks	\$124,904,000	\$ -	\$ -	\$124,904,000
Cash equivalents	<u>9,524,000</u>	<u>-</u>	<u>-</u>	<u>9,524,000</u>
	134,428,000	-	-	134,428,000
Mutual funds:				
Corporate bonds	138,073,000	-	-	138,073,000
Common stock	<u>31,729,000</u>	<u>-</u>	<u>-</u>	<u>31,729,000</u>
	169,802,000	-	-	169,802,000
Government bonds	-	55,000	-	55,000
Convertibles equities	<u>270,000</u>	<u>-</u>	<u>-</u>	<u>270,000</u>
Total assets at fair value	<u>\$304,500,000</u>	<u>\$55,000</u>	<u>\$ -</u>	<u>\$304,555,000</u>

NOTE F - FUNDING POLICY

The Company is the sole contributor to the Plan. The Company's funding policy is to contribute the minimum amount required to be funded for each Plan year pursuant to the provisions of ERISA based on actuarial calculations. The Company's contributions for 2009 and 2008 have met the minimum funding requirements of ERISA.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions set forth in ERISA.

NOTE G - PLAN TERMINATION AND PENSION BENEFIT GUARANTY CORPORATION

The Company reserves the right to amend or terminate the Plan subject to the provisions of ERISA. The Pension Benefit Guaranty Corporation ("PBGC") reserves the right to terminate the Plan if the Company fails to meet the minimum funding standards or is unable to pay benefits when due.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE G - PLAN TERMINATION AND PENSION BENEFIT GUARANTY CORPORATION - Continued

If the Plan is terminated, the Plan assets will be distributed among the Plan participants based upon a priority allocation procedure and the Company shall be liable for any unfunded vested benefits to the extent required by law. If there are any assets remaining after all the Plan's liabilities to participants have been satisfied, such remaining assets shall revert to the Company.

If the Plan terminates, a portion of the benefits under the Plan is insured by the PBGC, a U.S. Government agency. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

NOTE H - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated July 19, 2006, that the Plan and related Master Trust are designed in accordance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE I - TRANSACTIONS WITH PARTIES-IN-INTEREST

Plan investments are managed by the Plan's Trustee and, as such, these transactions qualify as party-in-interest transactions. Fees paid during the year for legal, accounting, actuarial and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE J - LITIGATION AND GOVERNMENTAL/REGULATORY INVESTIGATION

In August 2008, the United States Department of Labor ("DOL") opened a civil investigation into whether any violations of ERISA were committed with respect to the Plan. The Company fully cooperated with the DOL during the investigation. The investigation focused primarily on issues outlined in Note K, paragraph (b), and Note M. The DOL issued a closing letter dated November 7, 2008 indicating that their investigation has been completed, the case files have been reviewed and the case is closed. The DOL indicated to the Plan Sponsor that no further actions are necessary.

NOTE K - CONTINGENCIES

The Plan Sponsor has reviewed the administration of the Plan for purposes of determining compliance with provisions of the Plan and regulatory requirements. The Plan Sponsor identified certain processes not in compliance with the provisions of the Plan or regulatory requirements, the more significant of which were as follows:

- a. During 2007, the Plan Sponsor identified certain benefit calculation errors caused by the failure to include compensation paid to participants thirty days after termination from employment and the failure to include compensation attributable to the May 21, 2005 payroll cycle. The Plan Sponsor has rectified the situation and will operate according to the correction principles under EPCRS (Rev. Proc. 2008-50). During 2009, the Plan Sponsor concluded all corrective actions required under this subsection (c), as prescribed under the Internal Revenue Service's correction program, EPCRS.
- b. During 2007, the Plan Sponsor became aware that during the fourth quarter of 2005, expenses totaling \$224,365 (which were chargeable to the Allen Foods Pension Plan) were paid from the Plan account of the Allen Foods Pension Plan. This payment resulted in a negative balance of such amount in the cash portion of the Plan account of the Allen Foods Pension Plan. To eliminate this negative balance, the recordkeeping process reflected the transfer of \$224,365 from the Plan account of the Plan to the Plan account of the Allen Foods Pension Plan within the U.S. Foodservice, Inc. Master Defined Benefit Pension Trust on January 3, 2006. The Plan Sponsor believes that this recordkeeping transaction caused a prohibited transaction under ERISA section 406(b). During 2008, the Plan Sponsor completed all appropriate actions required to correct this transaction including appropriate recordkeeping adjustments (which will include applicable interest). In addition, all applicable forms have been filed and any applicable excise tax owed has been paid. This transaction was reviewed by the DOL during their investigation as described in Note J. As further described in Note J, the DOL has concluded its investigation and informed the Plan Sponsor that no further material actions are necessary.

U.S. Foodservice, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE K - CONTINGENCIES - Continued

- c. During 2008, the Plan Sponsor indentified certain benefit administrative errors which caused certain individuals to incur a delayed commencement of their benefit payments. The Plan Sponsor followed the correction principles under the Internal Revenue Service's correction program EPCRS (Rev. Proc. 2008-50) in resolving the operational failures caused by this administrative error. The benefits of all affected participants were recalculated to account for the error. All of the participants were placed in the position they would have been in had the error not occurred. All corrective actions were concluded in 2009.

NOTE L - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated Plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

NOTE M - NONEXEMPT TRANSACTIONS

In late 2007, the Plan Sponsor determined that certain recordkeeping practices among various accounts of plans within the Master Trust caused prohibited transactions under ERISA. Those practices included the payment process of applicable PBGC premiums for certain plans, as well as the recordkeeping process of the cash portion of the accounts of the plans participating in the Master Trust. Following a complete review of these practices, the Plan Sponsor determined that there was no adverse impact on the total assets (including earnings) held by the Master Trust as well as the payment of benefits to any participant. During 2008, the Plan Sponsor, to the extent administratively possible, completed full corrective action by making appropriate recordkeeping adjustments, including adjustments for applicable interest. Therefore, the Plan was placed in the position it should have been in had these recordkeeping practices not occurred. In addition, all required forms have been filed and any applicable excise tax owed has been paid. These transactions were reviewed by the DOL during their investigation as described in Note J. The DOL indicated to the Plan Sponsor that no further actions are necessary.

SUPPLEMENTAL INFORMATION

U.S. Foodservice, Inc. Defined Benefit Pension Plan

FORM 5500, SCHEDULE G, PART III - SCHEDULE OF NONEXEMPT TRANSACTIONS

EIN: 36-3642294

PN: 17

December 31, 2009

<u>Identity of party involved</u>	<u>Relationship to plan, employer or other party-in-interest</u>	<u>Description of transactions including maturity date, rate of interest, collateral, par or maturity value</u>	<u>Net gain on each transaction</u>
U.S. Foodservice, Inc. Master Defined Benefit Pension Trust	U.S. Foodservice Plan is a participant in the Master Trust	Recordkeeping transfers between the cash accounts of the plans participating in the Master Trust	\$ 46,148
U.S. Foodservice, Inc. Master Defined Benefit Pension Trust	U.S. Foodservice Plan is a participant in the Master Trust	Incorrect allocation of insurance premiums between the accounts of the plans participating in the Master Trust	350,956

Schedule SB, Line 11a – Explanation of excess contribution discrepancy

	2008 Schedule SB	2009 Schedule SB
1. 2008 effective interest rate (EIR)	6.502%	6.502%
2. 2008 actual return on assets (ARR)	(26.86)%	(26.86)%
3. Total contributions adjusted with interest to 1/1/08 at EIR (EIR + 5% for late quarterly contributions) (line 37 from 2008 Schedule SB)	\$26,299,410	\$26,299,410
4. Total credit balance applied to 2008 funding (not more than minimum required contribution) ¹	0	4,835,644
5. 2008 minimum required contribution	14,881,757	14,881,757
6. Excess contributions (if any): (3.) + (4.) – (5.), not less than \$0	11,417,653	16,253,297

¹ Line 4 changed due to interpretation of final regulations that were released after the filing of the 2008 Schedule SB. Final regulations changed the definition of excess contributions.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning _____ and ending _____

► Round off amounts to nearest dollar.

► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan US Foodservice, Inc. Defined Benefit Pension Plan	B Three-digit plan number (PN) ►	017
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF U.S. Foodservice, Inc.	D Employer Identification Number (EIN) 36-3642294	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value.....	2a	94,507,280	
b Actuarial value.....	2b	103,958,008	
3 Funding target/participant count breakdown	(1) Number of participants		(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	547	5,433,367
b For terminated vested participants.....	3b	4,709	19,457,928
c For active participants:			
(1) Non-vested benefits.....	3c(1)		69,223,570
(2) Vested benefits.....	3c(2)		8,616,273
(3) Total active.....	3c(3)	18,161	77,839,843
d Total.....	3d	23,417	102,731,138
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	7.83 %	
6 Target normal cost.....	6	12,292,245	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	MARK E. SILVERS Signature of actuary	08/11/2010 Date 08-04235 Most recent enrollment number (312) 917-9900 Telephone number (including area code)
Mark E. Silvers Type or print name of actuary		
MERCER Firm name 155 N. Wacker Drive, Ste 1500 Chicago IL 60606 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	5,108,257	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	4,835,644	0
9 Amount remaining (Item 7 minus item 8).....	272,613	0
10 Interest on item 9 using prior year's actual return of (26.86)%	(73,224)	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		16,253,297
b Interest on (a) using prior year's effective rate of 6.50 %		(556,478)
c Total available at beginning of current plan year to add to prefunding balance		15,696,819
d Portion of (c) to be added to prefunding balance.....		15,696,819
12 Reduction in balances due to elections or deemed elections.....		
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	199,389	15,696,819

Part III Funding percentages

14 Funding target attainment percentage.....	14	85.72 %
15 Adjusted funding target attainment percentage.....	15	101.19 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	84.66 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2009	3,721,000				
07/14/2009	3,721,000				
10/14/2009	3,721,000				
01/14/2010	3,721,000				
03/16/2010	356,000				
Totals ▶			18(b)	15,240,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	14,491,792

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	12,292,245
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	10,954,941	2,183,699
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	14,475,944
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	14,475,944
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	14,491,792
38 Interest-adjusted excess contributions for current year (see instructions)	38	15,848
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, Line 11a – Explanation of excess contribution discrepancy

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¹ Line 4 changed due to interpretation of final regulations that were released after the filing of the 2008 Schedule SB. Final regulations changed the definition of excess contributions.

Schedule SB, Part V – Statement of actuarial assumptions/methods

Actuarial assumptions

Discount rate elections		
▪ Funding	Full Yield Curve with two month look-back	
Mortality elections		
▪ Healthy participants	2009 PPA separate static annuitant and nonannuitant mortality tables	
▪ Pre-1995 disabilities	2009 PPA static annuitant table	
▪ Post-1994 disabilities	2009 PPA static annuitant table	
Other economic assumptions		
▪ Salary increases	4.00% per year	
▪ Flat-dollar benefit increases	N/A	
▪ Social Security wage base	N/A	
▪ Inflation	2.50%	
▪ Expected investment return	8.00%	
▪ Expenses	3-year average of plan expenses (rounded to nearest \$100,000)	
▪ Other	N/A	
Demographic assumptions		
Withdrawal	See table of sample rates	
Disability incidence	See table of sample rates	
Retirement age	Attained Age	Retirement Rates
	55	15%
	56	10
	57	10
	58	10
	59	10
	60	10
	61	10
	62	15
	63	10
	64	10
	65	100%

Schedule SB, Part V – Statement of actuarial assumptions/methods

Demographic assumptions		
(continued)		
Benefit commencement age for		
▪ Future vested deferred	65	
▪ Current vested deferred	65	
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
▪ Percentage married	80.00%	65.00%
▪ Spouse age difference	3 years younger	3 years older
Form of payment	<u>Single life</u>	<u>50% J&S</u>
▪ Active retirements	100%	0%
▪ Future vested deferred	100%	0%
▪ Future disabilities	100%	0%
▪ Future deaths	100%	0%
▪ Current vested deferred	100%	0%
Changes since prior valuation	Mortality rates were updated from 2008 to 2009 in accordance with PPA and sponsor elections.	
	Discount rates were updated from 2008 full yield curve without look-back to the 2009 full yield curve with two month look-back.	

Schedule SB, Part V – Statement of actuarial assumptions/methods***Tables of Sample Rates***

During the first five years of employment, withdrawal is assumed at the following rates:

Year	Probability of Withdrawal
1	30%
2	27%
3	22%
4	19%
5	17%

For after the fifth year of employment, withdrawal is assumed the following rates:

Age	Probability of Withdrawal
<36	13%
36 – 45	11%
46 – 54	9%

Attained age	Disability incidence	
	Male	Female
20	0.064%	0.055%
25	0.093	0.096
30	0.134	0.165
35	0.199	0.252
40	0.314	0.357
45	0.505	0.522
50	0.830	0.854
55	1.502	1.490
60	2.266	1.793

Schedule SB, Part V – Statement of actuarial assumptions/methods

Asset methods

We used financial data submitted by the trustee as of January 1, 2009 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is an annual average of the adjusted market value over the last two years preceding the valuation date with semi-annual determination dates. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset valuation method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than market.

Participant methods

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all potential plan participants as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.
- **Compensation history:** Compensation history for approximately 2% of historical pay fields for active participants has been estimated using the plan's compensation increase assumption.
- **Estimated benefits:** Accrued benefits were estimated for terminated vested participants and frozen active participants when accrued benefit calculations were not available.

Schedule SB, Part V – Statement of actuarial assumptions/methods

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Late retirement increases:** Refer to delayed retirement in the summary of plan provisions.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits, as applicable; therefore, they are excluded.
- **IRC Section 415(b):** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **Benefit restrictions:** Benefit restrictions (if applicable) are ignored in this valuation.

Plan sponsor elections

Funding interest rate:

- Full yield curve
- 2 look-back months

Valuation of lump sums based on Section 417(e) assumptions:

- Not applicable

Mortality:

- 2009 PPA static annuitant and non-annuitant tables

Schedule SB, Part V – Statement of actuarial assumptions/methods

Minimum funding method

Target liability for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's accrued liability is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's normal cost is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates.
- The plan's target normal cost is the sum of the individual normal costs, and the plan's funding target liability is the sum of the accrued liabilities for all participants under the plan.

Maximum deductible contribution method

Maximum funding calculations include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target liability. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation is as follows:

- An individual's projected accrued liability is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's projected funding target liability is the sum of the projected accrued liabilities for all participants under the plan.

Method changes since prior valuation

Beginning with the 2009 valuation, expected expenses are added to the normal cost, and the asset method was changed from the fair market value to the average of the adjusted market value over the last two years preceding the valuation date with semi-annual determination dates.

Schedule SB, Part V – Summary of plan provisions

Following is a summary of the major plan provisions used to determine the plan's financial position. It should not be used in determining plan benefits.

<i>Effective date and plan year</i>	The plan is effective January 1, 2003. The plan was amended and restated effective as of January 1, 2009. The plan year is the calendar year.
<i>Sponsoring employer</i>	U.S. Foodservice
<i>Eligible employees</i>	<p>Any employee of the sponsoring employer, with the exception of the following:</p> <ul style="list-style-type: none"> ▪ Temporary employees ▪ Members of a collective bargaining group to whom the plan has not extended participation rights ▪ Leased employees ▪ Nonresident aliens who receive no earned income from within the U.S. <p>As of September 15, 2004, only non-exempt employees and certain union employees are eligible.</p>
<i>Participating employees</i>	<p>Eligible employees can participate in the plan on the latest of:</p> <ul style="list-style-type: none"> ▪ The first day of the calendar month coinciding with or next following attainment of age 21 and completion of one Year of Eligibility Service ▪ January 1, 2003 ▪ The date he or she became an eligible employee.
<i>Partial plan freeze</i>	Effective September 15, 2004, the plan froze future benefit accruals for "Exempt" employees.

Schedule SB, Part V – Summary of plan provisions

<i>Administrative committee</i>	The administrative committee is appointed by U.S. Foodservice and is not paid from the fund for service on the committee. The administrative committee has the power to construe the plan and resolve all questions that may arise relating to the eligibility of individuals to participate, the amount of retirement benefits due, and any situation not specifically covered by the plan. It does not have the power to modify, add to, or subtract from the plan.
<i>Type of plan</i>	Defined benefit plan
<i>Participant contributions</i>	None required or allowed.
<i>Year of Eligibility Service</i>	Either of the following: <ol style="list-style-type: none">1. The 12-month period commencing on the employee's date of hire in which the employee works 1,000 hours, including periods before and including the effective date2. If the employee does not work 1,000 hours during the initial 12-month period, any calendar year in which the employee works 1,000 hours.
<i>Year of Vesting Service</i>	Any period of service, in whole years, in which the employee was an eligible employee.
<i>Benefit Service</i>	Any period of service, in whole and partial years, in which the employee was an eligible employee, and excluding periods before January 1, 2003.

Schedule SB, Part V – Summary of plan provisions

Compensation considered

All taxable wages, salaries, and other amounts received for services rendered in course of employment with U.S. Foodservice including the following:

- Commissions, profit- based compensation, bonuses
- Non-qualified stock options includible in taxable gross income
- Property included in taxable gross income
- Elective deferrals
- Imputed compensation for Qualified Military Service

Does not include compensation paid to the participant more than 30 days (or the subsequent calendar year) after the participant's severance from service. Also does not include:

- Wages, salaries, and other amounts for services performed while the employee is not eligible
- Reimbursements for expenses, including relocation, moving and automobile allowances
- Fringe benefits, deferred compensation, welfare benefits
- Employer contributions to a deferred compensation plan not included in the participant's taxable gross income
- Distributions from a deferred compensation plan
- Amounts realized from exercise of non-qualified stock options
- Amounts realized from disposition of stock acquired under qualified stock option.

Compensation is limited to the 401(a)(17) compensation limit in effect for the valuation year. The limit is adjusted for cost-of-living increases in accordance with Code Section 401(a)(17)(B).

Schedule SB, Part V – Summary of plan provisions

<i>Final average compensation</i>	<p>1/5 of the aggregate of the five highest consecutive calendar years of compensation in the last 10, not including the following:</p> <ul style="list-style-type: none"> ▪ Periods before January 1, 2003 ▪ Years in which the participant worked fewer than 9 months (unless it produces a higher average). <p>In the case a participant with fewer than five consecutive calendar years of compensation, this is:</p> <ul style="list-style-type: none"> ▪ The aggregate compensation on or after January 1, 2003 ▪ Divided by years of benefit service during which the compensation was received.
<i>Normal retirement age</i>	Later of age 65 and the earlier of 5 years of vesting service and the 5th anniversary after the commencement of participation.
<i>Early retirement age</i>	Later of age 55 and 10 years of vesting service.
<i>Disability retirement date</i>	<p>After having completed 5 years of vesting service, the 1st of the month coincident with or next following the later of:</p> <ul style="list-style-type: none"> ▪ Being deemed disabled by the Social Security Administration ▪ Age 55
<i>Normal retirement benefit</i>	1/12 of 1% of final average compensation, multiplied by benefit service. Benefit is payable monthly as a level single-life annuity.

Schedule SB, Part V – Summary of plan provisions

<i>Delayed retirement benefit</i>	<p>If an active participant remains employed after reaching his normal retirement date, the benefit commencement date will be deferred to his actual retirement. The benefit is calculated in the same manner as the normal retirement benefit, including benefit service and compensation to the delayed retirement date. The amount is then actuarially increased to reflect the amount of benefits not paid since the participant's normal retirement date. The amount of any additional retirement benefits that otherwise would be accrued by the participant since normal retirement date is reduced (but not below zero) by the amount of actuarial increase.</p> <p>If payment of a participant's monthly retirement benefit is required to begin while the participant is still employed and accruing benefits under the plan, then the benefits accrued after the pension commencement date would be reduced by the actuarial equivalent of retirement benefit payments made to the participant.</p>
<i>Early retirement benefit</i>	<p>Normal retirement benefit, reduced by 5/12% for each month the participant's benefit commences before normal retirement date.</p>
<i>Deferred vested benefit</i>	<p>A participant who has not reached his early retirement date but terminates employment after completing five or more years of vesting service is entitled to a deferred vested retirement benefit.</p> <p>The deferred vested retirement benefit shall be payable at the participant's normal retirement date. A participant with ten years of service may elect to have his benefit commence on the first day of any month coinciding with or following his 55th birthday. The benefit, if paid early, will be reduced by 5/12% for each month the benefit commences prior to normal retirement date.</p> <p>The annual deferred vested benefit (payable monthly) is the amount determined according to the normal retirement formula, based on benefit service and final average earnings at termination date.</p>

Schedule SB, Part V – Summary of plan provisions

<i>Disability benefit</i>	Same as early retirement benefit
<i>Pre-retirement death benefit</i>	<p>If eligible for retirement but not receiving benefits, the amount paid to the participant's Spouse is equal to the amount that the Spouse would have received as though the participant had retired on the date of death, elected a Joint and 50% Survivor Annuity, and died the next day.</p> <p>If vested but not yet eligible for retirement, the amount paid to the participant's Spouse is equal to the amount the Spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a Joint and 50% Survivor Annuity, and died the next day.</p> <p>If the present value of the pre-retirement death benefit is less than \$5,000, it can be paid as a lump sum.</p>
<i>Post-retirement death benefit</i>	The beneficiary is entitled to any benefits due under the applicable form of the participant's retirement benefit. If the present value of the post-retirement death benefit is less than \$5,000, it can be paid as a lump sum.
<i>Automatic form of payment</i>	<p>Single: Single Life Annuity or lump sum if value is less than \$1,000</p> <p>Married: Joint and 50% Survivor Annuity or lump sum if value is less than \$1,000</p>
<i>Optional forms of retirement benefits</i>	<p>The following forms are available:</p> <ul style="list-style-type: none"> ▪ Single Life Annuity ▪ Joint and Survivor Annuity (married participants only) ▪ 120-month Certain and Continuous
<i>Expenses</i>	Plan expenses are paid from the Trust as permitted under ERISA, however, U.S. Foodservice may pay such expenses.

Schedule SB, Part V – Summary of plan provisions

<i>Changes since prior valuation</i>	The maximum accrued defined benefit as defined by IRC Section 415(b) increased from \$185,000 to \$195,000 effective January 1, 2009. The maximum compensation limit as defined by IRC Section 401(a) (17) increased from \$230,000 to \$245,000 effective January 1, 2009.
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Significant events

To the best of our knowledge, no events occurred during the year that would significantly affect the valuation results.

Schedule SB, Line 24 – Change in actuarial assumptions

The interest rate election was changed from full yield curve to full yield curve with 2 look-back months. Per the *Employee Plan News, March 2009, Special Edition* released by the IRS, the use of the monthly yield curve for January 2009 or any one of the four months immediately preceding January 2009 would not be challenged by the IRS for a calendar year plan with a January 1, 2009 valuation date.

There were no other changes in the non-prescribed actuarial assumptions since the January 1, 2008 valuation.

Schedule SB, Line 25 – Change in method

Beginning with the 2009 valuation, expected expenses are added to the normal cost and the asset method was changed from the fair market value to the average of the adjusted market value over the last two years preceding the valuation date with semi-annual determination dates.

Distribution of active participants: Non-exempt²

Age	Years of service as of January 1, 2009									Total
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
Under 25	434 37,379	14								448
25-29	823 47,109	312 47,058	14							1,149
30-34	764 50,549	484 52,407	173 51,827	13						1,434
35-39	698 51,455	611 54,571	347 54,100	105 50,613	10					1,771
40-44	511 50,219	525 54,654	372 56,735	174 55,248	90 54,314	8				1,680
45-49	438 48,005	378 51,515	321 55,272	209 54,881	159 52,944	56 49,074	7			1,568
50-54	201 44,793	248 46,884	204 51,393	148 53,905	140 53,449	88 53,400	62 52,155	5		1,096
55-59	129 39,653	163 44,406	115 46,177	91 50,052	72 50,342	57 48,705	52 52,533	26 51,069	2	707
60-64	60 38,393	91 40,564	64 44,880	64 48,279	52 49,479	41 51,964	19	26 51,259	11	428
65-69	12	24 36,238	21 38,683	15	17	8	9	8	3	117
70-74		3	5	7	5				3	23
75+	1	1	6	1	2	1				12
Total	4,071	2,854	1,642	827	547	259	149	65	19	10,433

In each cell, the top number is the count of active participants for each age/service combination. The lower number is the average compensation of the active participants in that group. For privacy reasons, compensation information has been left blank for cells with fewer than 20 participants.

Total Earnings: \$522,748,287

Average age: 41.8

Average service: 9.0

² 9 LOA participants are not included in pay and service statistics

Distribution of active participants: Exempt

Age	Years of service as of January 1, 2009									Total
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
Under 25	47 192	1								48
25-29	239 216	87 732	7							333
30-34	288 204	256 828	70 1,056	5						619
35-39	316 180	415 900	240 1,152	86 1,140	11					1,068
40-44	266 180	468 972	288 1,140	190 1,320	96 1,176	13				1,321
45-49	209 180	438 996	326 1,272	238 1,320	187 1,296	93 1,200	19			1,510
50-54	132 180	326 1,020	291 1,308	205 1,332	173 1,356	156 1,464	51 1,224	6		1,340
55-59	82 156	204 960	168 1,164	128 1,236	114 1,296	98 1,308	73 1,464	38 1,356	3	908
60-64	16	93 1,056	67 1,080	66 1,224	65 1,320	45 1,272	39 1,344	22 1,296	10	423
65-69	5	28 1,152	21 1,428	21 1,212	11	14	9	8	3	120
70-74	1	5	5	2	2	1	2	5	1	24
75+		1			3			1		5
Total	1,601	2,322	1,483	941	662	420	193	80	17	7,719

In each cell, the top number is the count of active participants for each age/service combination. The lower number is the average annual frozen benefit of the active participants in that group. Benefit accruals for exempt participants froze on September 15, 2004. Benefit service credited under the plan formula is less than 5 years for almost all participants (>98%) in the matrix above, except in certain circumstances where a participant may have accrued a benefit for more than five years in non-exempt status and then transferred to exempt status. For privacy reasons, benefit information has been left blank for cells with fewer than 20 participants.

Total Annual Frozen Benefits: \$7,290,672

Average age: 46.3

Average service: 11.9

Schedule SB, Line 32 – Schedule of amortization bases

Base	Amortization Period			Balances		Installment
	Date created	Initial years	Years left	Initial	Present Value of Remaining Installments	
Shortfall	1/1/08	7	6	\$ 13,152,482	\$ 10,954,941	\$ 2,183,699
Total					\$ 10,954,941	\$ 2,183,699