| Form 5500 | Annual Return/Report of Employee Benefit Plan | OMB Nos. 1210-0110 1210-0089 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>▶ **Complete all entries in accordance with the instructions to the Form 5500.** | **2009**<br>**This Form is Open to Public Inspection** |

## 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
- [X] 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. . . . . ▶ [X]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
GERBER-FREMONT HOURLY PENSION PLAN

**1b** Three-digit plan number (PN) ▶ 112

**1c** Effective date of plan 01/01/1950

**2a** Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
NESTLE USA, INC.

30003 BAINBRIDGE RD
SOLON, OH 44139-2205

**2b** Employer Identification Number (EIN) 95-1572209

**2c** Sponsor's telephone number 440-349-5757

**2d** Business code (see instructions) 311900

**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. | 10/11/2010 | SHARON M. STRASSHOFER |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with incorrect/unrecognized electronic signature. | 10/11/2010 | THOMAS J. GORMAN |
| | **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 |

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

| | |
|---|---|
| **3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>NESTLE USA, INC.<br>30003 BAINBRIDGE RD<br>SOLON, OH 44139-2205 | **3b** Administrator's EIN<br>95-1572209<br>**3c** Administrator's telephone number<br>440-349-5757 |

| | | |
|---|---|---|
| **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: | | **4b** EIN |
| **a** Sponsor's name | | **4c** PN |

| | | |
|---|---|---|
| **5** Total number of participants at the beginning of the plan year | **5** | 984 |
| **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** | 567 |
| **b** Retired or separated participants receiving benefits | **6b** | 235 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 128 |
| **d** Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 930 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 41 |
| **f** Total. Add lines **6d** and **6e** | **6f** | 971 |
| **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** | 7 |
| **7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1B 1G

**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) | | | **9b** Plan benefit arrangement (check all that apply) | | |
|---|---|---|---|---|---|
| **(1)** | X | Insurance | **(1)** | X | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts | **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust | **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor | **(4)** | | General assets of the sponsor |

**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** | | | **b General Schedules** | | | |
|---|---|---|---|---|---|---|
| **(1)** | X | **R** (Retirement Plan Information) | **(1)** | X | | **H** (Financial Information) |
| **(2)** | | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary | **(2)** | | | **I** (Financial Information – Small Plan) |
| | | | **(3)** | X | 1 | **A** (Insurance Information) |
| | | | **(4)** | | | **C** (Service Provider Information) |
| **(3)** | X | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | **(5)** | X | | **D** (DFE/Participating Plan Information) |
| | | | **(6)** | | | **G** (Financial Transaction Schedules) |

| SCHEDULE A (Form 5500) | Insurance Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.**<br>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). | **2009**<br>**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 | **B** Three-digit plan number (PN) ▶ |
|---|---|
| GERBER-FREMONT HOURLY PENSION PLAN | 112 |

| **C** Plan sponsor's name as shown on line 2a of Form 5500. | **D** Employer Identification Number (EIN) |
|---|---|
| NESTLE USA, INC. | 95-1572209 |

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

| **(b)** EIN | **(c)** NAIC code | **(d)** Contract or identification number | **(e)** Approximate number of persons covered at end of policy or contract year | Policy or contract year **(f)** From | **(g)** To |
|---|---|---|---|---|---|
| 42-0127290 | 61271 | 331777 | 0 | 01/01/2009 | 12/31/2009 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

| **(a)** Total amount of commissions paid | **(b)** Total amount of fees paid |
|---|---|
| 0 | 0 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid **(c)** Amount | **(d)** Purpose | **(e)** Organization code |
|---|---|---|---|
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid **(c)** Amount | **(d)** Purpose | **(e)** Organization code |
|---|---|---|---|
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 1551047 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 0 |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| b | Premiums paid to carrier | 6b | |
| c | Premiums due but unpaid at the end of the year | 6c | |
| d | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

| | | | | |
|---|---|---|---|---|
| b | Balance at the end of the previous year | | 7b | 1476226 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | | |
| | (2) Dividends and credits | 7c(2) | | |
| | (3) Interest credited during the year | 7c(3) | 76919 | |
| | (4) Transferred from separate account | 7c(4) | | |
| | (5) Other (specify below) | 7c(5) | 2466 | |
| | ▶ RETIREE RESERVE ADJUSTMENT | | | |
| | (6)Total additions | | 7c(6) | 79385 |
| d | Total of balance and additions (add **b** and **c(6)**). | | 7d | 1555611 |
| e | Deductions: | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 1606 | |
| | (2) Administration charge made by carrier | 7e(2) | 2958 | |
| | (3) Transferred to separate account | 7e(3) | | |
| | (4) Other (specify below) | 7e(4) | | |
| | ▶ | | | |
| | (5) Total deductions | | 7e(5) | 4564 |
| f | Balance at the end of the current year (subtract **e(5)** from **d**) | | 7f | 1551047 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- **a** ☐ Health (other than dental or vision)
- **b** ☐ Dental
- **c** ☐ Vision
- **d** ☐ Life insurance
- **e** ☐ Temporary disability (accident and sickness)
- **f** ☐ Long-term disability
- **g** ☐ Supplemental unemployment
- **h** ☐ Prescription drug
- **i** ☐ Stop loss (large deductible)
- **j** ☐ HMO contract
- **k** ☐ PPO contract
- **l** ☐ Indemnity contract
- **m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | 9a(1) | | | |
| (2) Increase (decrease) in amount due but unpaid | 9a(2) | | | |
| (3) Increase (decrease) in unearned premium reserve | 9a(3) | | | |
| (4) Earned ((**1**) + (**2**) - (**3**)) | | | 9a(4) | |
| **b** Benefit charges (1) Claims paid | 9b(1) | | | |
| (2) Increase (decrease) in claim reserves | 9b(2) | | | |
| (3) Incurred claims (add (**1**) and (**2**)) | | | 9b(3) | |
| (4) Claims charged | | | 9b(4) | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | 9c(1)(A) | | | |
| (B) Administrative service or other fees | 9c(1)(B) | | | |
| (C) Other specific acquisition costs | 9c(1)(C) | | | |
| (D) Other expenses | 9c(1)(D) | | | |
| (E) Taxes | 9c(1)(E) | | | |
| (F) Charges for risks or other contingencies | 9c(1)(F) | | | |
| (G) Other retention charges | 9c(1)(G) | | | |
| (H) Total retention | | | 9c(1)(H) | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | 9c(2) | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | 9d(1) | |
| (2) Claim reserves | | | 9d(2) | |
| (3) Other reserves | | | 9d(3) | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.) | | | 9e | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | 10a | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. | | | 10b | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

| SCHEDULE SB (Form 5500) | Single-Employer Defined Benefit Plan Actuarial Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>▶ **File as an attachment to Form 5500 or 5500-SF.** | **2009**<br>**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

▶ **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
GERBER-FREMONT HOURLY PENSION PLAN

**B** Three-digit plan number (PN) ▶ 112

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
NESTLE USA, INC.

**D** Employer Identification Number (EIN)
95-1572209

**E** Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

**F** Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

## Part I Basic Information

**1** Enter the valuation date: Month 01 Day 01 Year 2009

| | | | |
|---|---|---|---|
| **2** Assets: | | | |
| **a** Market value | 2a | | 40892335 |
| **b** Actuarial value | 2b | | 40892335 |
| **3** Funding target/participant count breakdown | | **(1)** Number of participants | **(2)** Funding Target |
| **a** For retired participants and beneficiaries receiving payment | 3a | 270 | 12099494 |
| **b** For terminated vested participants | 3b | 116 | 1176723 |
| **c** For active participants: | | | |
| **(1)** Non-vested benefits | 3c(1) | | 2571766 |
| **(2)** Vested benefits | 3c(2) | | 14561456 |
| **(3)** Total active | 3c(3) | 598 | 17133222 |
| **d** Total | 3d | 984 | 30409439 |
| **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 | | 8.03 % |
| **6** Target normal cost | 6 | | 1421558 |

**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**

| | |
|---|---|
| Signature of actuary | Date 09/17/2010 |
| THAD SUMMERSETT | 08-07261 |
| Type or print name of actuary | Most recent enrollment number |
| TOWERS WATSON PENNSYLVANIA INC. | 310-551-5716 |
| Firm name | Telephone number (including area code) |
| 1925 CENTURY PARK EAST, SUITE 1500<br>LOS ANGELES, CA 90067-2790 | |
| 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 [ ]

## 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) | 4141109 | 0 |
| 8 | Portion used to offset prior year's funding requirement (Item 35 from prior year) | 0 | 0 |
| 9 | Amount remaining (Item 7 minus item 8) | 4141109 | 0 |
| 10 | Interest on item 9 using prior year's actual return of -18.43 % | -763206 | |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| a | Excess contributions (Item 38 from prior year) | | 1741244 |
| b | Interest on (a) using prior year's effective rate of 6.15 % | | 107087 |
| c | Total available at beginning of current plan year to add to prefunding balance | | 1848331 |
| d | Portion of (c) to be added to prefunding balance | | 0 |
| 12 | Reduction in balances due to elections or deemed elections | 0 | 0 |
| 13 | Balance at beginning of current year (item 9 + item 10 + item 11d – item 12) | 3377903 | 0 |

## Part III Funding percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 123.36 % |
| 15 | Adjusted funding target attainment percentage | 15 | 134.47 % |
| 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 | 135.97 % |
| 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 |
|---|---|---|---|---|---|
| 02/10/2010 | 1864000 | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | Totals ► 18(b) | 1864000 | 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 | 1710954 |

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 |
|---|---|---|---|
| | | | |

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

**21** Discount rate:

**a** Segment rates:

| 1st segment: % | 2nd segment: % | 3rd segment: % | [X] N/A, full yield curve used |
|---|---|---|---|

| | | |
|---|---|---|
| **b** Applicable month (enter code) | **21b** | 3 |
| **22** Weighted average retirement age | **22** | 62 |

**23** Mortality table(s) (see instructions) [ ] Prescribed - combined [X] 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 [X] No

**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. [X] 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** | 0 |

| **32** Amortization installments: | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | 0 | 0 |
| **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** | 0 |

| | Carryover balance | Prefunding balance | Total balance |
|---|---|---|---|
| **35** Balances used to offset funding requirement | 0 | 0 | 0 |

| | | |
|---|---|---|
| **36** Additional cash requirement (item 34 minus item 35) | **36** | 0 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) | **37** | 1710954 |
| **38** Interest-adjusted excess contributions for current year (see instructions) | **38** | 1710954 |
| **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 D (Form 5500) | DFE/Participating Plan Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2009**<br>**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
GERBER-FREMONT HOURLY PENSION PLAN

**B** Three-digit plan number (PN) ▶ 112

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
NESTLE USA, INC.

**D** Employer Identification Number (EIN)
95-1572209

## 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: NESTLE IN THE USA PENSION TRUST

**b** Name of sponsor of entity listed in (a): NESTLE USA, INC.

| **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) |
|---|---|---|
| 36-7324184-101 | M | 44152310 |

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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:

**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) |
|---|---|---|

## 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 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 plan sponsor

**c** EIN-PN

| SCHEDULE H (Form 5500) | Financial Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>▶ **File as an attachment to Form 5500.** | **2009**<br>**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
GERBER-FREMONT HOURLY PENSION PLAN

**B** Three-digit plan number (PN) ▶ 112

**C** Plan sponsor's name as shown on line 2a of Form 5500
NESTLE USA, INC.

**D** Employer Identification Number (EIN)
95-1572209

## Part I Asset and Liability Statement

**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) | 1903889 | 1864000 |
| **(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) | 37598502 | 44152310 |
| **(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) | 1476226 | 1551047 |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(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 | 40978617 | 47567357 |
| **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 through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 40978617 | 47567357 |

## 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) | 1864000 | |
| **(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) | | 1864000 |
| **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) | | 6944351 |
| **(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 | | 8808351 |

## Expenses

| | | | |
|---|---|---|---|
| **e** Benefit payment and payments to provide benefits: | | | |
| **(1)** Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1669416 | |
| **(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) | | 1669416 |
| **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) | | |
| **(2)** Contract administrator fees | 2i(2) | | |
| **(3)** Investment advisory and management fees | 2i(3) | | |
| **(4)** Other | 2i(4) | 550195 | |
| **(5)** Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 550195 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 2219611 |

## Net Income and Reconciliation

| | | | |
|---|---|---|---|
| **k** Net income (loss). Subtract line **2j** from line **2d** | 2k | | 6588740 |
| **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: KPMG LLP **(2)** EIN: 13-5565207

**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.) | 4a | | 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.) | 4b | | 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.) | 4c | | 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.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | 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? | 4f | | 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? | 4g | | 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? | 4h | | 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.) | 4i | | 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.) | 4j | | 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? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | 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. | 4n | | 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) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

| SCHEDULE R (Form 5500) | Retirement Plan Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>▶ **File as an attachment to Form 5500.** | **2009**<br>**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
GERBER-FREMONT HOURLY PENSION PLAN

**B** Three-digit plan number (PN) ▶ 112

**C** Plan sponsor's name as shown on line 2a of Form 5500
NESTLE USA, INC.

**D** Employer Identification Number (EIN)
95-1572209

## 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** 2

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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**

## 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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**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):

# GERBER – FREMONT HOURLY PENSION PLAN

Financial Statements

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

**GERBER – FREMONT HOURLY PENSION PLAN**

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All schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because all investments are held in a master trust or because there is no other information to report.

**KPMG LLP**
One Cleveland Center
Suite 2600
1375 East Ninth Street
Cleveland, OH 44114-1796

# Independent Auditors' Report

The Plan Administrator
Gerber – Fremont Hourly Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits and of accumulated plan benefits of the Gerber – Fremont Hourly Pension Plan (Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the years ended. These financial statements 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 the information summarized in notes 7 and 8, which was 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. We have been informed by the Plan administrator that the trustee holds certain Plan investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee and predecessor trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, 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.

As explained in note 5, the financial statements include investments whose carrying values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers or the general partners. These investments are held in the Nestlé in the USA Pension Trust (Pension Trust), and represent 34% and 40% of the total net assets of the Pension Trust as of December 31, 2009 and 2008, respectively.

KPMG LLP

October 1, 2010

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

**GERBER – FREMONT HOURLY PENSION PLAN**

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

| | | 2009 | 2008 |
|---|---|---|---|
| Investments, at fair value (notes 5 and 7): | | | |
| Plan interest in Nestlé in the USA Pension Trust | $ | 45,703,357 | 39,074,728 |
| Net assets available for benefits | $ | 45,703,357 | 39,074,728 |

See accompanying notes to financial statements.

**GERBER – FREMONT HOURLY PENSION PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2009 and 2008

| | | 2009 | 2008 |
|---|---|---|---|
| Investment income (loss) income: | | | |
| Plan interest in Nestle in the USA Pension Trust investment income (loss) | $ | 6,944,351 | (8,545,346) |
| Total investment income (loss) | | 6,944,351 | (8,545,346) |
| Contributions: | | | |
| Employer contributions | | 1,903,889 | — |
| Total contributions | | 1,903,889 | — |
| Deductions: | | | |
| Benefit payments to participants | | 1,669,416 | 1,650,468 |
| Investment and administrative expenses | | 550,195 | 444,758 |
| Total deductions | | 2,219,611 | 2,095,226 |
| Net increase (decrease) | | 6,628,629 | (10,640,572) |
| Net assets available for benefits: | | | |
| Beginning of year | | 39,074,728 | 49,715,300 |
| End of year | $ | 45,703,357 | 39,074,728 |

See accompanying notes to financial statements.

**GERBER – FREMONT HOURLY PENSION PLAN**

Statements of Accumulated Plan Benefits

December 31, 2009 and 2008

| | | 2009 | 2008 |
|---|---|---|---|
| Vested benefits: | | | |
| Participants currently receiving payments | $ | 12,257,113 | 11,985,885 |
| Other participants | | 15,832,405 | 14,281,602 |
| | | 28,089,518 | 26,267,487 |
| Nonvested benefits | | 2,497,013 | 2,618,474 |
| Total actuarial present value of accumulated plan benefits | $ | 30,586,531 | 28,885,961 |

See accompanying notes to financial statements.

**GERBER – FREMONT HOURLY PENSION PLAN**

Statements of Changes in Accumulated Plan Benefits

Years ended December 31, 2009 and 2008

| | | 2009 | 2008 |
|---|---|---|---|
| Actuarial present value of accumulated plan benefits, beginning of year | $ | 28,885,961 | 27,264,815 |
| Increase (decrease) during the year attributable to: | | | |
| Benefits accumulated | | 931,462 | 972,904 |
| Interest due to the decrease in the discount period | | 2,385,803 | 2,248,787 |
| Benefits paid | | (1,669,416) | (1,650,468) |
| Changes in actuarial assumptions (note 2(c)) | | 52,721 | 49,923 |
| Actuarial present value of accumulated plan benefits, end of year | $ | 30,586,531 | 28,885,961 |

See accompanying notes to financial statements.

## (1) Description of the Plan

The following brief description of the Gerber – Fremont Hourly Pension Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### *(a) General*

The Plan is a noncontributory defined benefit pension plan covering substantially all of the hourly employees of the Fremont Plant of Gerber Products Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On September 1, 2007, Nestlé S.A. (Nestlé) acquired Gerber Products Company from Novartis AG. In accordance with the Sales and Purchase Agreement entered into by Nestlé and Novartis AG, Nestlé acquired the Plan. Gerber Products Company and Nestlé have since amended the Plan to designate Nestlé USA, Inc. (Company) as the Plan sponsor and administrator.

### *(b) Pension Benefits*

Employees are entitled to monthly pension benefits upon the attainment of age 65 after completing at least five years of vesting service. The benefit is based on the benefit determined as of the participant's date of termination of employment. The benefit is calculated as the sum of (1) and (2) below where:

(1) Equals the greater of the following two paragraphs:

(a) The sum of (i) the benefit calculated as of December 31, 1988 under the terms of the Plan in effect as of December 31, 1988; plus (ii) Years of Participation after December 31, 1988 and prior to April 4, 2003 (maximum 40 years less years credited prior to 1989) multiplied by the applicable Dollar Accrual Factor (as defined in the Plan Document) for each of such years; and

(b) The participant's total Years of Participation as of April 4, 2003 (subject to a maximum of 40 years) multiplied by the applicable Dollar Accrual Factor applicable for such years; and

(2) Equals $50 multiplied by the participant's total Years of Participation after April 4, 2003.

The Plan permits early retirement of active vested employees beginning at age 57. However, for employees who became members after December 31, 1988, five years of participation service is also required. The participant can receive benefits computed as of the date of early retirement, in the same manner as a normal retirement benefit and reduced by 1/2 of 1% for each month by which the retirement date precedes age 62.

The normal form of payment is a life annuity payable in monthly installments. A participant may elect various optional forms of payment which are actuarially equivalent to the normal form. Unless revoked in writing, a married participant will be deemed to have automatically elected a 50% contingent annuitant option with his or her spouse named as beneficiary.

Participants terminating employment for any reason other than death or retirement shall be entitled to a vested deferred benefit pension determined as of the date of termination of employment in the same manner as the normal benefit and payable according to the same normal and early retirement provisions as apply to active employees.

After having attained the age of 50 years and completing 15 years of employment, employees who are eligible for disability benefits under Title II of the Federal Social Security Act are eligible for the monthly disability retirement pension under the Plan determined as of the date of disability retirement, reduced by certain other benefits provided by or at the expense of the Company.

A portion of the Plan's benefit liability is covered under an annuity contract with Principal Financial Group (Principal), which is a frozen contract. All payments are made directly by Principal to the retiree.

***(c) Death Benefits***

If the participant dies while in service and is eligible for deferred vested, early, normal or postponed retirement benefits, the eligible survivor may receive 50% of the employee's accrued normal retirement benefit to date of death.

## (2) Summary of Significant Accounting Policies

***(a) Basis of Accounting***

The financial statements of the Plan are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

***(b) Investment Valuation***

Plan assets are held in the Nestlé in the USA Pension Trust (Pension Trust), which was established by the Company for the pooled investment of assets for various qualified pension plans sponsored by the Company. The Pension Trust is maintained by The Northern Trust Company, as trustee.

The Pension Trust investments are stated at fair value, in accordance with FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*. Refer to note 8, *Fair Value Measurements*, for further information related to the valuation of Pension Trust investments.

Purchases and sales of securities are recorded on a trade date basis. Interest and other income are recorded on an accrual basis. Dividend income is recorded on the ex-dividend date.

***(c) Actuarial Present Value of Accumulated Plan Benefits***

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries; (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan for employees or their beneficiaries are based on the employee's years of credited service. The accumulated plan benefits for active employees are based on years of participation and the applicable benefit multiplier, as defined, in effect for given calendar years. Benefits payable under all

circumstances – 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 an independent actuary, Towers Watson, and is the 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 due to death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuation as of December 31, 2009 and 2008 were:

| | **2009** | **2008** |
|---|---|---|
| Life expectancy of participants | RP-2000 | RP-2000 |
| Discount rate | 8.50% | 8.50% |
| Retirement age | Probabilities varying by age | Probabilities varying by age |

The discount rate for obligations was 8.50% in 2009 and 2008. These rates are consistent with the long-term expected return on assets. The mortality table of RP-2000 remains the same for 2009 and 2008; however, mortality projections have been changed in 2009 from 2024 to 2025 for preretirement participants and from 2016 to 2017 for postretirement participants.

The foregoing actuarial assumptions used are based on the presumption 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.

***(d) Administrative Expenses***

The Plan allows for administrative expenses such as trustee fees, investment management fees, actuarial valuation fees, accounting fees, and recordkeeping fees to be paid from Plan assets.

***(e) Payment of Benefits***

Benefit payments to participants are recorded upon distribution.

***(f) Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosures 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.

***(g) Risks and Uncertainties***

The Pension Trust invests in various investment securities. Investment securities are exposed to various risks such as interest rate risk, market risk and credit risk. 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 those changes could materially affect the amounts reported in the statement 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 estimation and assumption 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.

***(h) Derivative Financial Instruments***

The Plan accounts for derivatives and hedging activities in accordance with ASC 815, *Derivatives and Hedging*, which requires that all derivative instruments not qualifying for hedge accounting be recorded on the statements of net assets available for benefits at their respective fair values.

The Company uses derivatives for the benefit of the plans in the Pension Trust as a tool to reduce risk and as an investment strategy. The Pension Trust holds the following types of derivative instruments: interest rate swaps, credit default swaps, equity swaps, commodity swaps, financial futures, commodities futures, foreign exchange forward contracts and options, and swaptions and options. The derivative instruments outstanding as of period end and the amounts of realized and unrealized gains and losses, as well as other income on derivative instruments during the period (as disclosed in the derivatives tables in note 7), serve as indicators of the volume of derivative activity for the Pension Trust. Derivative strategies involve risk and like other investments, can lose money. The impact on Pension Trust performance can be positive or negative, and will vary depending on market movements.

The Company manages the Pension Trust's interest rate risk using interest rate swaps (interest rate hedge). The objective of the interest rate hedge is to lengthen the effective duration of the Pension Trust's assets to better match its defined benefit obligations, thereby protecting the funded ratio of the Pension Trust as interest rates fluctuate. Interest rate swaps used in this manner adjust interest rate and yield curve exposures and substitute for physical securities.

The Company also uses derivatives as a substitute for physical securities in order to gain exposure to certain asset classes. Using derivatives instead of physical securities may be a more efficient means to gain exposure to an index or a market sector due to its characteristics of increased liquidity and reduced transaction costs. Using derivatives may also reduce the need to sell assets when there is a difficult trading environment. Swaps and futures are used to create credit, equity and commodities exposure. Commodities exposure may only be obtained through the use of either futures or swaps derivative instruments, which is industry standard.

The Company uses a mix of equity, fixed income and commodity futures to securitize a large cash position. Use of these derivatives enables the cash allocation of the Pension Trust to earn a return as if it were invested in the various asset classes as defined by the strategic asset allocation. It allows the Pension Trust to retain liquidity and flexibility, while still earning equity, fixed income, or commodity returns.

The Company uses derivatives to execute portable alpha strategies. Portable alpha strategies involve the use of futures or swaps to provide market exposure in equities, fixed income and commodities, combined with investment in market neutral total return strategies. Use of derivatives in this manner enables the Pension Trust to use market neutral strategies to earn an active return, while still complying with the strategic asset allocation.

The Company manages credit risk through use of credit default swaps (CDS). These derivatives are used to manage credit exposure without buying or selling securities outright. Written CDS increase credit exposure (selling protection), obligating the portfolio to buy bonds from counterparties in the event of a default. Purchased CDS decrease exposure (buying protection) providing the right to "put" (sell) bonds to the counterparty in the event of a default.

The Company manages the foreign currency risk inherent in international equity portfolios through the use of foreign exchange forwards, which are foreign exchange transactions that have settlement periods longer than three days. The Company also uses foreign exchange forwards and currency options as an investment strategy.

Counterparty risk for swaps and forwards is mitigated through the use of International Swaps and Derivatives Association (ISDA) standardized agreements that require gains and losses owed to and from the counterparty to be agreed daily, and gains or losses to be collateralized with cash. For futures, the gain (loss) is calculated and funds are transferred to and from the Pension Trust on a daily basis, based on the prior day's market valuation. The types of counterparties are large banks and brokers, and the investment managers each have netting arrangements within their accounts to reduce the exposure to any single counterparty.

Holding derivatives has a significant impact on cash flow. Daily mark to markets and accumulated gains and losses can be large, depending on the volatility of the markets. The Company has maintained liquidity necessary to settle any losses, regardless of the severity of the market change. In addition, the Pension Trust has the ability to borrow from Nestlé USA, Inc. through an interest-free loan, if needed, to cover cash flow needs (see note 6).

***(i) Foreign Currency***

The Plan's investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions.

The Pension Trust does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net appreciation and depreciation from investments.

## (3) Funding Policy

The Company's general funding policy is to make contributions to the Plan for each plan year in an amount not less than the minimum required contribution under ERISA, and to target 100% funded status on a Pension Protection Act (PPA) basis. This will not exceed the maximum tax-deductible contribution. The minimum and maximum contributions are calculated on an annual basis by the Plan's actuary. Contributions made for the plan years ended December 31, 2009 and 2008 were $1,903,889 and $0, respectively, which met the Company's policy.

## (4) Plan Termination

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 to terminate the Plan, subject to the provisions set forth in ERISA.

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations. The assets allocated to each participant would be distributed through either (a) continuance of the trust fund that is attributable to the current Plan or the establishment of a new trust fund, and/or (b) purchase of annuity contracts. In addition, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees, which is adjusted periodically.

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.

## (5) Trustee Certifications

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator has obtained certifications from The Northern Trust Company as of and for the years ended December 31, 2009 and 2008, as trustee of the Plan, that all of the information provided by them is complete and accurate. Information included in the accompanying financial statements and notes thereto, as to investments and investment income (loss), is presented in reliance upon those certifications, with the exception of the Pension Trust's investments in real estate funds, hedge funds, and venture capital and partnership funds. These investments are held by the investment fund managers, who report the net asset values of the Pension Trust's interests to the Company, as well as the trustee, on a periodic basis. Information included in the accompanying financial statements related to these funds is based upon these net asset values as of December 31, 2009 and 2008.

## (6) Parties in Interest

Plan investments are managed by The Northern Trust Company. The Northern Trust Company is the trustee of the Plan, and therefore, these transactions qualify as party in interest. The Plan's share of fees paid by the Pension Trust to the trustee was $38,028 and $15,226 in 2009 and 2008, respectively.

As a result of the conditions in the credit markets in 2008, the Nestlé in the USA Investment Committee instructed Northern Trust to enter into an arrangement where the Company issued short-term loans to the Pension Trust, in order to ensure adequate liquidity to fund daily collateral requirements associated with certain investments held by the Pension Trust. The Nestlé in the USA Investment Committee issued a resolution in 2005 allowing short-term loans to the Pension Trust to avoid liquidity problems, provided such loans complied with the provisions of the Department of Labor's Prohibited Transaction Class Exemption Rule 80-26 (Rule), which allows for such loans as long as certain criteria have been met. The Plan administrator and the Plan's ERISA counsel believe that all criteria under the Rule have been met. These short-terms loans were made beginning in October 2008 with varying terms and amounts, ranging from 3 to 60 days, and from $15 million to $125 million. The total of the eight short-term loans issued in 2008 was $325 million, and the total of the two short term loans issued in 2009 was $100 million. As of December 31, 2009 and 2008, $0 and $125 million was outstanding on these loans.

## (7) Interest in Nestlé in the USA Pension Trust

The assets of the Plan are invested in the Pension Trust, in which the assets of the Plan are combined with the assets of other affiliated Company plans for investment purposes.

Pursuant to Northern Trust's method of allocating the investment holdings between the plans, contributions into the Pension Trust are treated as additions in the Pension Trust, withdrawals are treated as deductions in the Pension Trust, and investment income (loss) is allocated proportionately. Accordingly, the value of the Plan's investment in the Pension Trust is equal to the Plan's interest in each applicable investment increased or decreased by the Plan's allocated share in income, gains, and losses attributable to each applicable investment, which share is generally based upon the Plan's respective share of the Pension Trust's combined net assets available for benefits each month before investment income (loss) and net appreciation/(depreciation) in the fair value of investments. Those administrative expenses of the Pension Trust, which can be specifically identified as being applicable to the Plan, are charged to the Plan. The remaining expenses are allocated to the Plan based on the Plan's respective share of the Pension Trust's combined net assets available for benefits on a monthly basis.

The Plan's equitable share of the Pension Trust's net assets was approximately 1.5% at December 31, 2009 and 2008. The following is financial information (see note 5) with respect to the Pension Trust:

| | 2009 | 2008 |
|---|---|---|
| Investments, at fair value: | | |
| Unencumbered investments: | | |
| The Northern Trust Company Core Qualified Collateral Section | $ 151,648,734 | 75,960,571 |
| Equities | 543,298,966 | 550,461,983 |
| Fixed income | 883,118,057 | 770,104,540 |
| Real estate | 181,392,652 | 224,364,499 |
| Venture capital and partnerships | 161,026,231 | 119,930,642 |
| Other investments | 19,810,549 | 215,766,505 |
| Hedge funds** | 544,394,663 | 576,654,554 |
| Cash and cash equivalents* | 373,604,575 | 216,927,808 |
| Total unencumbered investments | 2,858,294,427 | 2,750,171,102 |
| Securities pledged to creditors: | | |
| Equities | 68,789,153 | 47,312,603 |
| Fixed income | 78,454,730 | 27,558,485 |
| Total securities pledged to creditors | 147,243,883 | 74,871,088 |
| Receivables | 5,217,078 | — |
| Total assets | 3,010,755,388 | 2,825,042,190 |
| Payable under securities loan agreements | (151,648,734) | (75,960,571) |
| Liabilities | (31,949,903) | (162,385,004) |
| Loan promissory note – Nestlé USA | — | (125,000,000) |
| Net Pension Trust assets | $ 2,827,156,751 | 2,461,696,615 |
| Net Nestlé Trust assets attributable to the Plan | $ 45,703,357 | 39,074,728 |

* Includes pending trade sales and purchases as of year-end.

** Includes the following investments with fair values exceeding 5% of Net Pension Trust assets as of the Plan year-end: Grosvenor Institutional Partners (Master Series), LP with a fair value of $145,632,875 and $127,709,856 at December 31, 2009 and 2008, respectively; and Select Invest Arbitrage Real Value Class C with a fair value of $59,638,195 and $130,720,935 at December 31, 2009 and 2008, respectively.

The Pension Trust participated in a securities lending arrangement through the trustee in 2009 and 2008. The Pension Trust obtained cash and noncash collateral from the borrowers of the Plan's securities as a result of this arrangement. The collateral received from borrowers was invested in the Northern Trust Company Core Qualified Collateral Section, and totaled $151,648,734 and $75,960,571 as of December 31, 2009 and 2008, respectively. This consisted of cash collateral received of $151,497,144 and

$75,456,955, and noncash collateral of $151,590 and $503,616, in 2009 and 2008, respectively. The noncash collateral received consisted primarily of fixed income securities and domestic equity securities.

During the years ended December 31, 2009 and 2008, investment income (loss) for the Pension Trust (see note 5) consisted of:

| | | 2009 | 2008 |
|---|---|---|---|
| Net appreciation (depreciation) in fair value of investments: | | | |
| Equities | $ | 224,236,349 | (554,813,589) |
| Fixed income | | 109,254,944 | (44,420,442) |
| Real estate | | (59,867,767) | (52,647,734) |
| Venture capital and partnerships | | 14,310,794 | (28,396,143) |
| Other assets and liabilities | | 16,264,052 | 288,636,981 |
| Hedge funds | | 47,762,010 | (95,195,943) |
| Cash and cash equivalents | | (4,380,515) | 7,985,870 |
| | | 347,579,867 | (478,851,000) |
| Interest | | 51,626,553 | 45,130,855 |
| Dividends | | 5,267,396 | 11,948,025 |
| Other income (loss) | | 72,381,922 | (87,812,349) |
| | $ | 476,855,738 | (509,584,469) |
| Nestlé Trust investment income (loss) attributable to the Plan | $ | 6,944,351 | (8,545,346) |

As discussed in note 2(h), the Company uses derivative financial instruments as part of its investments strategy. Gains and losses on derivative financial instruments are realized in investment income (loss) on a daily basis. As of December 31, 2009, the Pension Trust held the following derivatives:

| | | Asset derivatives Fair value | Liability derivatives Fair value | Location* |
|---|---|---|---|---|
| Derivatives not accounted for as hedging instruments under ASC 815: | | | | |
| Interest rate contracts | $ | 8,972,336 | (27,580,599) | Fixed income |
| Foreign exchange contracts | | 13,560,548 | (6,542,766) | Cash and cash equivalents |
| Credit contracts | | 573,463 | (2,442,784) | Fixed income |
| Equity contracts | | 3,066,500 | (24,072,447) | Equities |
| Commodity contracts | | 98,189 | (440,771) | Other investments |
| | $ | 26,271,036 | (61,079,367) | |

* The fair values of the derivatives are located within Unencumbered Investments held by the Pension Trust above. Swap valuations are also represented in the Pension Trust Receivables and Liabilities.

As of December 31, 2009, the Pension Trust recognized in investment income the following:

| | Amount of gain (loss) | Amount of other income (expense) | Location* |
|---|---|---|---|
| Derivatives not accounted for as hedging instruments under ASC 815: | | | |
| Interest rate contracts | $ (56,887,284) | 15,294,625 | Fixed income |
| Foreign exchange contracts | (17,971,153) | — | Cash and cash equivalents |
| Credit contracts | (1,477,501) | (159,700) | Fixed income |
| Equity contracts | 28,966,604 | 45,258,804 | Equities |
| Commodity contracts | 17,522,657 | — | Other assets and liabilities |
| | $ (29,846,677) | 60,393,729 | |

* The gain (loss) related to the derivatives is located in the Net appreciation (depreciation) in fair value of investments and the Other income (loss) for the Pension Trust above.

## (8) Fair Value Measurements

On January 1, 2008, the Plan adopted the guidance in ASC 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant judgment. The three levels are defined as follows:

- Level 1: Assets or liabilities that are valued based on unadjusted quoted prices in active markets that are accessible at measurement date.
- Level 2: Assets or liabilities that are valued based on inputs other than quoted prices that are observable, including quoted prices for similar assets or liabilities and other pricing models (which use observable inputs).
- Level 3: Assets or liabilities that are valued based on unobservable inputs, including the reporting entity's own analysis of the underlying economic data that market participants would factor into the pricing of the asset or liability.

Asset and liabilities of the Pension Trust measured at fair value on a recurring basis are categorized as follows:

| | December 31, 2009 | | | |
|---|---|---|---|---|
| | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Nestlé in the USA Pension Trust assets: | | | | |
| Northern Trust Core Qualified Collateral Section | $ — | 151,648,734 (e) | — | 151,648,734 |
| Equities | 263,346,336 (a) | 348,722,195 (b) | 19,588 (c) | 612,088,119 |
| Fixed income | 60,286,009 (a) | 789,262,373 (b) | 112,024,405 (c) | 961,572,787 |
| Hedge funds | — | — | 544,394,663 (d) | 544,394,663 |
| Real estate | — | — | 181,392,652 (d) | 181,392,652 |
| Venture capital and partnerships | — | — | 161,026,231 (d) | 161,026,231 |
| Other assets | — | 19,810,549 (f) | — | 19,810,549 |
| Cash and cash equivalents | 252,493,562 (a) | 121,111,013 (b) | — | 373,604,575 |
| Liabilities | (1,241) (a) | (30,538,289) (f) | (1,410,373) (g) | (31,949,903) |
| Receivables | — | 5,030,000 (f) | 187,078 (g) | 5,217,078 |
| Payables under securities lending agreement | — | (151,648,734) (e) | — | (151,648,734) |
| | $ 576,124,666 | 1,253,397,841 | 997,634,244 | 2,827,156,751 |

| | December 31, 2008 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Level 1 | | Level 2 | | Level 3 | | Total |
| Nestlé in the USA Pension Trust assets: | | | | | | | |
| Northern Trust Core Qualified Collateral Section | $ — | | 75,960,571 | (e) | — | | 75,960,571 |
| Equities | 239,422,414 | (a) | 358,342,303 | (b) | 9,869 | (c) | 597,774,586 |
| Fixed income | 27,890,032 | (a) | 671,886,718 | (b) | 97,886,275 | (c) | 797,663,025 |
| Hedge funds | — | | — | | 576,654,554 | (d) | 576,654,554 |
| Real estate | — | | — | | 224,364,499 | (d) | 224,364,499 |
| Venture capital and partnerships | — | | — | | 119,930,642 | (d) | 119,930,642 |
| Other assets | — | | 215,766,505 | (f) | — | | 215,766,505 |
| Cash and cash equivalents | 173,693,724 | (a) | 43,234,084 | (b) | — | | 216,927,808 |
| Liabilities | — | | (161,039,305) | (f) | (1,345,699) | (g) | (162,385,004) |
| Loan promissory note | — | | — | | (125,000,000) | (g) | (125,000,000) |
| Payables under securities lending agreement | — | | (75,960,571) | (e) | — | | (75,960,571) |
| | $ 441,006,170 | | 1,128,190,305 | | 892,500,140 | | 2,461,696,615 |

The valuation methodologies utilized by the Plan and Pension Trust for the above investments as of December 31, 2009 and 2008, are as follows:

(a) Based on quoted market prices in active markets.

(b) Based on investment manager or industry pricing (certain bond pricing determined on an evaluated bid basis).

(c) Based on indicative, uncorroborated broker quotes with no available investment manager or industry pricing.

(d) Investment in real estate funds, hedge funds, venture capital, and limited partnership funds based on the net asset values reported to the Company and trustee on a periodic basis by the fund managers or the general partners of the fund. These net asset values are based on the fair value of the underlying portfolio investments held by the investment fund. These fair values are determined by a variety of methods: real estate investments are valued at appraised values plus undistributed rental and interest income; hedge funds are valued by the investment manager using quoted market prices and evaluations supplied by industry pricing vendors, venture capital and partnership investments are valued using income and market based analysis. Management has used the net asset value as a practical expedient to estimate the fair value of the investment fund. Limited partnerships are held until they unwind, which is typically ten years from the date of entering the investment. As of the reporting date, unfunded commitments were $193 million. For investments in hedge funds and real estate that allow redemptions, upon notice, the funds are typically paid out on a quarterly basis, sometimes over multiple quarters. There are no gates or lock ups that would substantially impact the

liquidity of the investments. Redemptions occur at fair value, which is based on the most recent net asset value prior to the redemption. The Company currently has no intention of selling any of these investments at an amount other than the net asset value.

(e) Fair value is based on the net asset value of the Core Collateral Fund as determined daily, by the trustee, using market prices and evaluations supplied by industry pricing vendors.

(f) Other assets and liabilities include primarily futures, options and swaps, and the fair value is determined based on either quoted prices in active markets or evaluations supplied by industry pricing vendors.

(g) The fair values of the promissory note between the Pension Trust and Nestlé USA, and other miscellaneous receivables and liabilities are based on unobservable inputs, as there is no active market for these net assets. In addition, the Pension Trust has no ability to transfer these liabilities. These receivables and liabilities are short term in nature and were settled at their carrying value within 30 days of the Plan year end. Therefore, Company management has estimated that their fair value is equal to their carrying value.

A summary of changes in the fair value of Level 3 assets and liabilities for the years ended December 31, 2009 and 2008 is as follows:

| | January 1, 2009 | Net purchases, sales and settlements | Unrealized gains (losses) | Realized gains (losses) | December 31, 2009 |
|---|---|---|---|---|---|
| Equities | $ 9,869 | 645 | (880) | 9,954 | 19,588 |
| Fixed income | 97,886,275 | (13,761,814) | 29,577,953 | (1,678,009) | 112,024,405 |
| Hedge funds | 576,654,554 | (80,021,900) | 34,213,357 | 13,548,652 | 544,394,663 |
| Real estate | 224,364,499 | 16,988,296 | (59,910,121) | (50,022) | 181,392,652 |
| Limited partnerships | 119,930,642 | 26,759,884 | 12,948,225 | 1,387,480 | 161,026,231 |
| Other assets | — | (480) | — | 480 | — |
| Liabilities | (126,345,699) | 124,381,473 | (136,697) | 690,550 | (1,410,373) |
| Cash and cash equivalents | — | 786,695 | (604,263) | 4,646 | 187,078 |
| | $ 892,500,140 | 75,132,799 | 16,087,574 | 13,913,731 | 997,634,244 |

| | January 1, 2008 | Net purchases, sales and settlements | Unrealized gains (losses) | Realized gains (losses) | December 31, 2008 |
|---|---|---|---|---|---|
| Equities | $ (81,782) | 261,772 | (27,834) | (142,287) | 9,869 |
| Fixed income | 79,349,845 | 50,724,237 | (33,299,273) | 1,111,466 | 97,886,275 |
| Hedge funds | 689,018,566 | (17,171,069) | (97,294,490) | 2,101,547 | 576,654,554 |
| Real estate | 341,209,597 | (64,396,081) | (82,683,943) | 30,234,926 | 224,364,499 |
| Limited partnerships | 100,990,883 | 47,304,252 | (29,725,816) | 1,361,323 | 119,930,642 |
| Other assets | 29,213,402 | (39,213,956) | (16,557,172) | 26,557,726 | — |
| Liabilities | (4,513,266) | (121,153,746) | 2,475,392 | (3,154,079) | (126,345,699) |
| Cash and cash equivalents | 241,399 | (251,238) | (96) | 9,935 | — |
| | $ 1,235,428,644 | (143,895,829) | (257,113,232) | 58,080,557 | 892,500,140 |

## (9) Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated December 31, 2003 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). In accordance with IRS procedures, in December 2009 the Company adopted an amended and restated Plan document was effective January 1, 2009. The Company submitted a determination letter ruling request with the IRS in January 2010 for the amended and restated Plan document with regard to EGTRRA and other items identified on the 2008 Cumulative List of Changes in Plan Qualification Requirements in IRS Notice 2008-108. The IRS has not yet issued a ruling on the request through the date of this report; however, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

## (10) Reconciliation of Financial Statements to Form 5500

Contributions of $1,864,000 and $1,903,889 were made by the Company during 2010 and 2009, respectively. Since the contributions were made prior to September 15, the contributions have been designated for the 2009 and 2008 plan years, respectively, for tax purposes on the Form 5500. However, the Plan only recognized $1,903,889 and $0 in the 2009 and 2008 financial statements, as these were the amounts required to meet the minimum funding requirements and/or the Company's funding policy.

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2009 and 2008 to the Form 5500:

| | | 2009 | 2008 |
|---|---|---|---|
| Net assets available for benefits per the financial statements | $ | 45,703,357 | 39,074,728 |
| Add contributions received for current plan year | | 1,864,000 | 1,903,889 |
| Net assets available for benefits per the Form 5500 | $ | 47,567,357 | 40,978,617 |

The following is a reconciliation of the Plan's employer contributions per the financial statements for the years ended December 31, 2009 and 2008 to the Form 5500:

| | | 2009 | 2008 |
|---|---|---|---|
| Employer contributions, per the financial statements | $ | 1,903,889 | — |
| Add contributions received for current plan year | | 1,864,000 | 1,903,889 |
| Less contributions received for prior plan year | | (1,903,889) | — |
| Employer contributions per the Form 5500 | $ | 1,864,000 | 1,903,889 |

## (11) Subsequent Events

The Company has evaluated subsequent events through October 1, 2010, the date these financial statements were available for issuance. Except as otherwise noted throughout the notes to the financial statements, there are no material subsequent events to report.

# Actuarial Assumptions and Methods

## Economic Assumptions

| | |
|---|---|
| Funding interest rate basis: | |
| ▸ Applicable month (Puerto Rico / All other plans) | April/October |
| ▸ Yield curve basis (Puerto Rico / All other plans) | Segment rates/Yield curve |
| ▸ Transition from current liability rates | No |
| Funding interest rates (Puerto Rico / All other plans): | |
| – First segment rate | 5.33%/8.81% |
| – Second segment rate | 6.62%/8.22% |
| – Third segment rate | 6.80%/7.50% |
| Lump sum rates: | |
| ▸ Contributions | Same as funding interest rates |
| Expected return on assets (Puerto Rico / All other plans) | 5.00%/8.50% |
| Annual rates of increase | N/A |

## Demographic and Other Assumptions

Mortality:

- Pre-retirement: RP-2000 projected to 2024
- Post-retirement: RP-2000 projected to 2016
- Disability: RP-2000 projected to 2016

Termination: Rates varying by age, sex, service and plan

- Contributions

Sample rates:

| *Plan* | *Years of Service* | *Sex* | *Age 25* | *Age 40* | *Age 55* |
|---|---|---|---|---|---|
| Infant Nutrition/Puerto Rico | <1 | Male | 35.6% | 14.0% | 3.6% |
| | | Female | 38.3% | 16.1% | 5.4% |
| | 1 -2 | Male | 23.7% | 9.3% | 2.4% |
| | | Female | 25.5% | 10.8% | 3.6% |
| | 2 - 3 | Male | 17.8% | 7.0% | 1.8% |
| | | Female | 19.1% | 8.1% | 2.7% |
| | >3 | Male | 11.9% | 4.7% | 1.2% |
| | | Female | 12.8% | 5.4% | 1.8% |
| Gerber Life | All Years | | 11.6% | 5.5% | 0.0% |
| Gerber Hourly Plans | All Years | Male | 7.1% | 1.8% | 0.0% |
| | | Female | 11.2% | 3.5% | 0.0% |

Disability: Rates varying by age, sex, service and plan

Sample rates:

| *Plan* | *Years of Service* | *Sex* | *Age 25* | *Age 40* | *Age 50* |
|---|---|---|---|---|---|
| Infant Nutrition/Puerto Rico | None Assumed | | | | |
| Gerber Life | All Years | Male | 0.1% | 0.2% | 0.5% |
| | | Female | 0.1% | 0.3% | 0.6% |
| Gerber Hourly Plans | All Years | Male | 0.3% | 0.3% | 0.6% |
| | | Female | 0.4% | 0.5% | 0.9% |

Retirement: Rates varying by age and plan

| Age | Infant Nutrition, Puerto Rico, and Gerber Life | Gerber Hourly Plans |
|---|---|---|
| 55 | 2% | 0% |
| 62 | 21% | 30% |
| 65 | 100% | 100% |

Benefit commencement date:

- Infant Nutrition, Puerto Rico, and Gerber Life
  - Preretirement death benefit — Upon death and eligibility for benefit
  - Deferred vested benefit — Upon termination of employment and eligibility for benefit
  - Disability benefit — Upon disability and eligibility for benefit
  - Retirement benefit — Upon termination of employment and eligibility for benefit

| | |
|---|---|
| ▸ Gerber Hourly Plans | |
| – Preretirement death benefit | Upon death, vesting and eligibility for dependent spouse and estate; upon participant's early retirement date for surviving spouse |
| – Deferred vested benefit | Age 65 |
| – Disability benefit | Upon disability and eligibility for benefit |
| – Retirement benefit | Upon termination of employment and eligibility for benefit |
| Form of payment | |
| ▸ Infant Nutrition, Puerto Rico, and Gerber Life | Lump Sum |
| ▸ Gerber Hourly Plans | Life Annuity |
| Percent married | |
| ▸ Gerber Life | 75% |
| ▸ Other Plans | 80% |
| Spouse age | Wife three years younger than husband |
| Covered pay | N/A |
| Administrative expense | For accounting, return on asset assumption is net of any expenses paid by the trust. For funding, 0.25% of beginning-of-year fair value of assets for Infant Nutrition and 0.50% for all other plans. |
| Special at-risk assumptions | For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year. In addition, these participants are assumed to elect the most valuable form of benefit. |
| Participant data | The company supplied a census of all participants as of January 1, 2009. |

## Methods

Contributions:

| | |
|---|---|
| ▸ Valuation date | First day of plan year |
| ▸ Funding target and target normal cost | Present value of accrued benefits |
| ▸ Actuarial value of assets | Market value of assets |
| ▸ Funding policy | Nestlé's funding policy is to make contributions for each plan year in an amount not less than the minimum required contribution under the law and not more than the maximum tax-deductible contribution. Nestlé may vary its contribution from the funding policy target, if appropriate to its tax and cash position and the plan's funded status. |

**Benefits not Valued**

All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Nestlé and is not aware of any significant benefits required to be valued that were not.

## Changes in Assumptions and Methods Since Prior Year

Contributions

The funding interest rates changed from 5.31%/5.92%/6.43% to the October 2008 yield curve, for all plans except Puerto Rico. For Puerto Rico, the funding interest rates changed from 5.20%/5.99%/6.52% to 5.33%/6.62%/6.80%. The mortality table was updated for one year of mortality improvements.

**Participant Data and Assets**

Towers Watson used asset data supplied by the trustee. Nestlé furnished participant data. Nestlé furnished the dates and amounts of the 2008 contributions that will be paid in 2009, and accrued pension cost as of December 31, 2008. Data were reviewed for reasonableness and consistency, but no audit was performed. Assumptions or estimates were made by the Towers Watson actuaries when data were not available. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

## Plan Provisions

| | |
|---|---|
| Plan name: | Gerber Fremont Hourly Pension Plan |
| Effective date: | Most recent amendment in 2008 |
| Participation date: | Age 20 ½ and six months of service or upon attainment of age 40, if earlier. |
| Type of plan: | Dollar per month plan for the hourly paid employees on Fremont, Michigan hourly factory payroll |
| Normal form: | Life annuity |
| Optional forms: | 100%, 75% and 50% contingent annuitant; level income |
| Vesting service: | The number of completed full plan years of employment with the Company or any Affiliate in which the employee works 1,000 hours. |
| Credited service: | One full year for each year with at least 1,000 hours of service. |
| Pensionable pay: | Total compensation including Section 125 and 401(k) contributions but excluding deferred compensation. |
| Accumulated benefit: | |

Monthly benefit is the largest of (a) and (b) below:

(a) The sum of (1), (2) and (3) below:

(1) The accrued benefits as of December 31, 1988, based on participation service, final average compensation, and the primary Social Security benefit as of December 31, 1988.

(2) For participation service after December 31, 1988 and before April 5, 2003 (maximum 40 years less pre-1989 credit service up to 33 1/3 years), the monthly benefit accrual in a given year is the applicable Dollar Accrual based on total years of participation.

(3) $50 for each year of participation service after April 4, 2003.

(b) The sum of (1) and (2) below:

(1) For all participant service credited prior to April 5, 2003, up to 40 years, the monthly benefit accrual in a given year is the applicable Dollar Accrual Factor.

(2) $50 for each year of participation service after April 4, 2003.

The applicable Dollar Accrual Factor under (a) and (b) depends on termination date and years of participation as shown below:

| | Dollar Accrual Factor Applicable to Years of Participation | | |
|---|---|---|---|
| Termination of Employment | Level One | Level Two | Level Three |
| On or After | First 10 Years | Years 11-20 | Years Beyond 20 |
| 1/1/89 | $21.00 | $25.00 | $28.00 |
| 4/1/91 | $21.50 | $25.50 | $28.50 |
| 4/1/92 | $22.00 | $26.00 | $29.00 |
| 4/1/93 | $22.50 | $26.50 | $30.00 |
| 5/1/94 | $23.00 | $27.00 | $30.50 |
| 5/1/95 | $23.50 | $27.50 | $31.00 |
| 5/1/96 | $24.00 | $28.00 | $31.50 |
| 4/1/97 | $25.00 | $29.00 | $32.50 |
| 4/1/98 | $25.50 | $29.50 | $33.00 |
| 4/1/99 | $26.00 | $30.00 | $33.50 |

| Benefit | Age | Vest Svc | Description |
|---|---|---|---|
| Normal retirement (NRD): | 65 | 5 | Accrued benefit payable immediately |
| Early: | 57 | 5 | Reduced by ½ of 1% for each month by which the early retirement date precedes age 62. Unreduced for employees retiring after attaining age 60 with 30 years uninterrupted service. |
| Postponed: | >65 | 5 | Accrued benefit payable immediately |
| Vesting: | | 5 | Accrued benefit determined as of termination date, actuarially reduced for commencement of payments prior to NRD |
| Disability | 50 | 15 | Accrued benefit determined as of disability retirement date, reduced by certain other benefits provided by or at the expense of the company |

| | | | |
|---|---|---|---|
| Preretirement death: | At death | 5 | 50% of the projected accrued benefit as of participant's normal retirement date is payable immediately to the dependent spouse until the death or remarriage of the dependent spouse. If not eligible for a dependent spouse benefit, a 50% surviving spouse benefit (100% if eligible for early retirement) is payable on the participant's early retirement age date. If neither a dependent nor surviving spouse benefit is payable, the lump sum balance as of the time of death is payable. |

## Optional Form Conversion Factors

| Form of Payment | Conversion Factors | Sample Rates |
|---|---|---|
| Level Income Options to Age 62<br>(life Annuity Normal form) | The conversion factors are determined using an actuarial equivalent basis using 5.0% interest and the 1971 Group Annuity Mortality table blended 70% male / 20% female. Multiply the expected PIA at age 62 by the conversion factor to get the benefit decrease after age 62. The benefit before age 62 (payable until receipt of PIA) equals this decreased benefits plus PIA (payments are at beginning of month). | Age 55: 0.4378<br>Age 60: 0.1602 |
| 100% Contingent Annuitant | 80% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are the same. If the ages of the participant and the designated contingent annuitant are not the same, the 80% factor shall be increased by 1.0% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 1.0% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant. | Participant Age 60 and Spouse Age 60: 80.00%<br>Participant Age 65 and Spouse Age 60: 75.00% |
| 75% Contingent Annuitant | 85% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are the same. If the ages of the participant and the designated contingent annuitant are not the same, the 85% factor shall be increased by 0.85% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 0.85% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant. | Participant Age 60 and Spouse Age 60: 85.00%<br>Participant Age 65 and Spouse Age 60: 80.75% |
| 50% Contingent Annuitant | 90% of the amount otherwise payable to the Participant as a sole annuitant, provided the age of the Participant and the designated contingent annuitant are not the same. If the ages of the participant and the designated contingent annuitant are the same, the 90% factor shall be increased by 0.7% up to a maximum of 100% for each full year that the birth date of the designated contingent annuitant precedes the birth date of the participant, or decreased by 0.7% for each full year that the birth date of the Participant precedes the birth date of the designated contingent annuitant. | Participant Age 60 and Spouse Age 60: 90.00%<br>Participant Age 65 and Spouse Age 60: 86.50% |

## Changes in Plan Provisions Since Prior Year

A 75% contingent annuitant option was added.

**Description of Weighted Average Retirement Age**

| Age | Retirement Rate | 1.00 - Retirement Rate | Probability of Remaining Active | Percentage Retiring at Age | Age Times Percentage Retiring |
|---|---|---|---|---|---|
| 55 | 0.0% | 100.00% | 100.00% | 0.00% | - |
| 56 | 0.0% | 100.00% | 100.00% | 0.00% | - |
| 57 | 10.0% | 90.00% | 90.00% | 10.00% | 5.70 |
| 58 | 5.0% | 95.00% | 85.50% | 4.50% | 2.61 |
| 59 | 5.0% | 95.00% | 81.23% | 4.28% | 2.52 |
| 60 | 5.0% | 95.00% | 77.16% | 4.06% | 2.44 |
| 61 | 5.0% | 95.00% | 73.31% | 3.86% | 2.35 |
| 62 | 30.0% | 70.00% | 51.31% | 21.99% | 13.63 |
| 63 | 10.0% | 90.00% | 46.18% | 5.13% | 3.23 |
| 64 | 10.0% | 90.00% | 41.56% | 4.62% | 2.96 |
| 65 | 100.0% | 0.00% | 0.00% | 41.56% | 27.02 |
| | | | | 100.00% | |

Average Retirement Age: 62

Schedule SB, line 26 - Schedule of Active Participant Data
Name of Sponsor / Plan: Nestlé USA, Inc. – Gerber Fremont Hourly Pension Plan
EIN / PIN: 95-1572209 / 112

| Attained Age | | Years of Credited Service | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Under 1 | 1 to 4 | 5 to 9 | 10 to 14 | 15 to 19 | 20 to 24 | 25 to 29 | 30 to 34 | 35 to 39 | 40 & up |
| <25 | Number | 0 | 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25 to 29 | Number | 0 | 10 | 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 30 to 34 | Number | 0 | 10 | 15 | 2 | 0 | 0 | 0 | 0 | 0 | 0 |
| 35 to 39 | Number | 1 | 11 | 29 | 9 | 16 | 0 | 0 | 0 | 0 | 0 |
| 40 to 44 | Number | 1 | 17 | 23 | 4 | 31 | 24 | 0 | 0 | 0 | 0 |
| 45 to 49 | Number | 3 | 12 | 19 | 10 | 27 | 84 | 2 | 0 | 0 | 0 |
| 50 to 54 | Number | 3 | 11 | 9 | 10 | 17 | 20 | 40 | 1 | 0 | 0 |
| 55 to 59 | Number | 3 | 10 | 11 | 6 | 9 | 11 | 15 | 17 | 0 | 0 |
| 60 to 64 | Number | 1 | 1 | 6 | 4 | 3 | 4 | 3 | 6 | 6 | 0 |
| 65 to 69 | Number | 0 | 0 | 1 | 0 | 1 | 2 | 0 | 0 | 0 | 0 |
| 70 & up | Number | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Average Age = 47.5 Average Service = 15.6

**2009 SCHEDULE SB, LINE 25 --** Change in Method

**Nestlé USA, Inc. Gerber Fremont Hourly Retirement Pension Plan**

EIN: 95-1572209

Plan Number: 112

Below is a summary of significant changes that were made.

| Aspect of the Valuation | Old | New |
|---|---|---|
| Valuation Interest Rate | IRS prescribed segment rates without 3-year transition, based on bond yields through the December preceding the valuation date (i.e., using January "applicable month") | IRS prescribed yield curve, based on bond yields through October |
| Plan Expenses | None | Plan-related expenses included in target normal cost |

To the degree that the items above are funding methods, the changes are not inconsistent with the requirements of Code Section 430.

In addition to the above, the valuation software used to produce the actuarial information submitted on this schedule has been refined to reflect evolving understanding of PPA requirements, and such modifications may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

| SCHEDULE SB (Form 5500) | Single-Employer Defined Benefit Plan Actuarial Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>▶ **File as an attachment to Form 5500 or 5500-SF.** | **2009**<br>**This Form is Open to Public Inspection** |

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: Gerber-Fremont Hourly Pension Plan

**B** Three-digit plan number (PN) ▶ 112

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: Nestle USA, Inc.

**D** Employer Identification Number (EIN): 95-1572209

**E** Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

**F** Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

## Part I Basic Information

**1** Enter the valuation date: Month 1 Day 1 Year 2009

**2** Assets:

| | | |
|---|---|---|
| a Market value | 2a | 40,892,335 |
| b Actuarial value | 2b | 40,892,335 |

**3** Funding target/participant count breakdown

| | | (1) Number of participants | (2) Funding Target |
|---|---|---|---|
| a For retired participants and beneficiaries receiving payment | 3a | 270 | 12,099,494 |
| b For terminated vested participants | 3b | 116 | 1,176,723 |
| c For active participants: | | | |
| (1) Non-vested benefits | 3c(1) | | 2,571,766 |
| (2) Vested benefits | 3c(2) | | 14,561,456 |
| (3) Total active | 3c(3) | 598 | 17,133,222 |
| d Total | 3d | 984 | 30,409,439 |

**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 | 8.03 % |
| **6** Target normal cost | 6 | 1,421,558 |

**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** Thad Summersett TWS — Signature of actuary

09/17/2010 — Date

Thad Summersett — Type or print name of actuary

08-07261 — Most recent enrollment number

Towers Watson Pennsylvania Inc. — Firm name

(310) 551-5716 — Telephone number (including area code)

1925 CENTURY PARK EAST, SUITE 1500

LOS ANGELES CA 90067-2790

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 [ ]

## 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) | 4,141,109 | 0 |
| 8 | Portion used to offset prior year's funding requirement (Item 35 from prior year) | 0 | 0 |
| 9 | Amount remaining (Item 7 minus item 8) | 4,141,109 | 0 |
| 10 | Interest on item 9 using prior year's actual return of (18.43)% | (763,206) | |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| a | Excess contributions (Item 38 from prior year) | | 1,741,244 |
| b | Interest on (a) using prior year's effective rate of 6.15 % | | 107,087 |
| c | Total available at beginning of current plan year to add to prefunding balance | | 1,848,331 |
| d | Portion of (c) to be added to prefunding balance | | 0 |
| 12 | Reduction in balances due to elections or deemed elections | 0 | 0 |
| 13 | Balance at beginning of current year (item 9 + item 10 + item 11d - item 12) | 3,377,903 | 0 |

## Part III Funding percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 123.36 % |
| 15 | Adjusted funding target attainment percentage | 15 | 134.47 % |
| 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 | 135.97 % |
| 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 |
|---|---|---|---|---|---|
| 02/10/2010 | 1,864,000 | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | Totals ► 18(b) | 1,864,000 | 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 | 1,710,954 |

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 |
|---|---|---|---|
| | | | |

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

**21** Discount rate:

**a** Segment rates:

| 1st segment: % | 2nd segment: % | 3rd segment: % | [X] N/A, full yield curve used |
|---|---|---|---|

| | | |
|---|---|---|
| **b** Applicable month (enter code) | **21b** | 3 |
| **22** Weighted average retirement age | **22** | 62 |

**23** Mortality table(s) (see instructions) [ ] Prescribed - combined [X] 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 | [X] No |
| **25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. | [X] Yes | [ ] No |
| **26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. | [X] 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** | 0 |

| **32** Amortization installments: | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | 0 | 0 |
| **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** | 0 |

| | Carryover balance | Prefunding balance | Total balance |
|---|---|---|---|
| **35** Balances used to offset funding requirement | 0 | 0 | 0 |

| | | |
|---|---|---|
| **36** Additional cash requirement (item 34 minus item 35) | **36** | 0 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) | **37** | 1,710,954 |
| **38** Interest-adjusted excess contributions for current year (see instructions) | **38** | 1,710,954 |
| **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 |