

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>U.S. FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>017</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2003</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>017</u>	1c Effective date of plan <u>01/01/2003</u>	
1b Three-digit plan number (PN) ▶	<u>017</u>				
1c Effective date of plan <u>01/01/2003</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>U.S. FOODSERVICE, INC.</u> <u>9399 HIGGINS ROAD, SUITE 500</u> <u>ROSEMONT, IL 60018</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-3642294</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>847-720-8000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>424400</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-3642294</u>	2c Sponsor's telephone number <u>847-720-8000</u>	2d Business code (see instructions) <u>424400</u>	
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2c Sponsor's telephone number <u>847-720-8000</u>					
2d Business code (see instructions) <u>424400</u>					

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.	07/28/2011	GARY HANSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") U.S. FOODSERVICE, INC. 9399 HIGGINS ROAD, SUITE 500 ROSEMONT, IL 60018	3b Administrator's EIN 36-3642294 3c Administrator's telephone number 847-720-8000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	23013
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	16377
b Retired or separated participants receiving benefits.....	6b	970
c Other retired or separated participants entitled to future benefits.....	6c	5360
d Subtotal. Add lines 6a , 6b , and 6c	6d	22707
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	128
f Total. Add lines 6d and 6e	6f	22835
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	737

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

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

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>
2	Assets:
a	Market value 2a <u>132689572</u>
b	Actuarial value 2b <u>128637732</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>801</u> <u>10377588</u>
b	For terminated vested participants 3b <u>4880</u> <u>27607442</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>10141528</u>
(2)	Vested benefits 3c(2) <u>95617470</u>
(3)	Total active 3c(3) <u>17332</u> <u>105758998</u>
d	Total 3d <u>23013</u> <u>143744028</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.77</u> %
6	Target normal cost 6 <u>14795286</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>07/14/2011</u>
Signature of actuary	Date
<u>MARK E. SILVERS</u>	<u>11-04235</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>312-917-9900</u>
Firm name	Telephone number (including area code)
<u>155 N. WACKER DRIVE, STE 1500</u> <u>CHICAGO, IL 60606</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances	(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	199389	15696819
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).....	199389	15696819
10	Interest on item 9 using prior year's actual return of <u>26.62</u> %	53077	4178493
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		15848
b	Interest on (a) using prior year's effective rate of <u>7.83</u> %		1241
c	Total available at beginning of current plan year to add to prefunding balance		17089
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	252466	19875312
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III	Funding percentages		
14	Funding target attainment percentage.....	14	89.49 %
15	Adjusted funding target attainment percentage.....	15	89.49 %
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	85.91 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and liquidity shortfalls				
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2010	3619000				
07/13/2010	3619000				
10/14/2010	3619000				
01/13/2011	3619000				
03/10/2011	3376000				
			Totals ►	18(b)	17852000
				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	16992257
20 Quarterly contributions and liquidity shortfalls:			
a		Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b		If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c		If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	14795286
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	9356535	2088604
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	16883890
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	16883890
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	16992257
38 Interest-adjusted excess contributions for current year (see instructions).....	38	108367
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
A Name of plan U.S. FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN				B Three-digit plan number (PN) ▶ 017	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 U.S. FOODSERVICE, INC.				D Employer Identification Number (EIN) 36-3642294	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: USF MASTER DEFINED BEN PEN TRUST					
b Name of sponsor of entity listed in (a): U.S. FOODSERVICE, INC.					
c EIN-PN 36-3642294-200		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 158115530	
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)	
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b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT,	

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

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

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

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

<div>SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>Financial Transaction Schedules</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
<div>A Name of plan: U.S. FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN</div>	<div>B Three-digit plan number (PN) ► 017</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 U.S. FOODSERVICE, INC.</div>	<div>D Employer Identification Number (EIN): 36-3642294</div>

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

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

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

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

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

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

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

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

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

Part III Nonexempt Transactions

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan U.S. FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	017
C Plan sponsor's name as shown on line 2a of Form 5500 U.S. FOODSERVICE, INC.	D Employer Identification Number (EIN) 36-3642294	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4077000	6995000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		460771
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)	128628000	158115530
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	132705000	165571301

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	132705000	165571301
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	17852000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)	460771	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		18312771

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)		
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(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)		17675854
(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		35988625

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1705812	
(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)		1705812
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1705812

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		34282813
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		1416512

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: PLANTE & MORAN, PLLC

(2) EIN: 38-1357951

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	X		397104
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
U.S. FOODSERVICE, INC. MASTER DEFINED BENEFIT PENSION TRUST	36-3642294	200

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>U.S. FOODSERVICE, INC. DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>017</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>U.S. FOODSERVICE, INC.</u>	D Employer Identification Number (EIN) <u>36-3642294</u>

Part I	Distributions
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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	<u>0</u>
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): <u>36-3642294</u>		
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	<u>156</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and Report of
Independent Auditors

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

December 31, 2010 and 2009

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Independent Auditor's Report

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

We were engaged to audit the U.S. Foodservice, Inc. Defined Benefit Pension Plan (the "Plan") statement of net assets available for benefits, statement of changes in net assets available for benefits, and supplemental schedule as of and for the year ended December 31, 2010, and the statement of accumulated plan benefits and statement of changes in accumulated plan benefits as of and for the year ended January 1, 2010, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management. The U.S. Foodservice, Inc. Defined Benefit Pension Plan statement of net assets available for benefits and statement of changes in net assets available for benefits as of and for the year ended December 31, 2009, and the statement of accumulated plan benefits and statement of changes in accumulated plan benefits as of and for the year ended January 1, 2009, were audited by other auditors, whose report dated August 20, 2010 disclaimed an opinion 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.

As permitted by 29 CFR 2520.103-8 of the Department of Labor 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 D and E, 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 2010 financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of and for the year ended December 31, 2010 that the information provided to the plan administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Plante & Moran, PLLC

Elgin, Illinois
July 22, 2011

FINANCIAL STATEMENTS

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

December 31,

(In thousands)

	<u>2010</u>	<u>2009</u>
ASSETS		
Investments, at fair value		
Investment in the U.S. Foodservice, Inc. Master Defined Benefit Pension Trust	\$158,115	\$128,628
Employer contribution receivable	<u>7,456</u>	<u>4,077</u>
 Net assets available for benefits	 <u>\$165,571</u>	 <u>\$132,705</u>

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

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

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31,

(In thousands)

	<u>2010</u>	<u>2009</u>
Additions		
Additions to net assets attributed to:		
Investment income		
Plan interest in U.S. Foodservice, Inc. Master Defined Benefit Pension Trust investment income	\$ 17,676	\$ 25,101
Employer contributions	<u>18,313</u>	<u>15,240</u>
Total additions	35,989	40,341
Deductions		
Deductions from net assets attributed to:		
Benefits paid directly to participants	1,706	1,248
Administrative expenses	<u>1,417</u>	<u>1,204</u>
Total deductions	<u>3,123</u>	<u>2,452</u>
NET INCREASE	32,866	37,889
Net assets available for benefits		
Beginning of year	<u>132,705</u>	<u>94,816</u>
End of year	<u>\$165,571</u>	<u>\$132,705</u>

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

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

STATEMENTS OF ACCUMULATED PLAN BENEFITS

January 1,

(In thousands)

	<u>2010</u>	<u>2009</u>
Actuarial present value of accumulated plan benefits		
Vested benefits		
Active participants	\$79,610	\$66,632
Participants with deferred benefits	23,117	18,888
Participants currently receiving payments	<u>9,466</u>	<u>5,567</u>
	112,193	91,087
Nonvested benefits	<u>9,065</u>	<u>8,787</u>
Total actuarial present value of accumulated plan benefits	<u>\$121,258</u>	<u>\$99,874</u>

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

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

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

Years ended January 1,

(In thousands)

	<u>2010</u>	<u>2009</u>
Actuarial present value of accumulated plan benefits, beginning of year	\$99,874	\$83,704
Change during the year attributable to:		
Benefits accumulated and gains	9,552	9,979
Increase in interest due to reduction in discount period	7,940	6,668
Benefits paid	(1,248)	(710)
Change in actuarial assumptions	<u>5,140</u>	<u>233</u>
NET INCREASE	<u>21,384</u>	<u>16,170</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$121,258</u>	<u>\$99,874</u>

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

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

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

(In thousands)

NOTE A - DESCRIPTION OF THE PLAN

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

General

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

Trustee Agreement

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

Pension Benefits

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

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

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

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

NOTE A - DESCRIPTION OF THE PLAN - Continued

Death and Disability Retirement Benefits

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

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

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

Administration Expenses

During 2010 and 2009, the Employer paid certain administrative expenses of the Plan.

Payment of Benefits

Benefit payments are recorded upon distribution to participants.

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Subsequent Events

The Plan has evaluated subsequent events through July 22, 2011, the date the financial statements were available to be issued.

NOTE C - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

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

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

The significant actuarial assumptions used in the valuations as of January 1, 2010, 2009, and 2008 are:

- | | |
|--|--|
| a. Assumed Rate of Return | 7.75%, 8.00%, and 8.00%, compounded annually, respectively |
| b. Healthy and Disabled Mortality | Effective January 1, 2010:
2010 PPA separate static annuitant and non-annuitant mortality tables
Effective January 1, 2009:
2009 PPA separate static annuitant and non-annuitant mortality tables
Effective January 1, 2008:
2008 PPA separate static annuitant and non-annuitant mortality tables |
| c. Retirement Age Assumptions | Graded schedule from age 55 to 65 |
| d. Salary Increases | 4.0% compounded annually |

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

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

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

NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE

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

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2010 and 2009
- Investment income, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2010 and 2009

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

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

The Plan is a member of the Master Trust, which was established for the investment of assets of the Plan and several other U.S. Foodservice, Inc. sponsored retirement plans. Each participating retirement plan has a specified divided interest in the Master Trust. The assets of the Master Trust are held by the Trustee. At December 31, 2010 and 2009, the Plan's interest in the net assets and investment income of the Master Trust was a specified allocation by investment type. Administrative expenses relating to the Master Trust are directly charged or allocated to the individual plans.

The following tables present the fair values of all investments and related investment income for the Master Trust as of December 31, 2010 and 2009. Certain 2009 amounts have been reclassified to conform to the 2010 presentation:

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

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

	December 31,	
	<u>2010</u>	<u>2009</u>
Investments, at fair value:		
Cash and cash equivalents	\$ 10,627	\$ -
Collective trust funds:		
Domestic equities	180,526	182,306
International equities	27,190	24,899
Cash equivalents	<u>-</u>	<u>10,981</u>
	207,716	218,186
Mutual funds:		
Domestic equities	23,995	26,087
International equities	28,957	26,720
Corporate debt securities	<u>-</u>	<u>164,146</u>
	52,952	216,953
Long-term debt securities:		
Domestic	101,360	-
International	14,601	-
U.S. government	101,812	-
Government agencies	7,688	-
Other	<u>2,403</u>	<u>25</u>
	227,864	25
Convertible equities	<u>-</u>	<u>225</u>
	<u>\$499,159</u>	<u>\$435,389</u>

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

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

	Years ended December 31,	
	2010	2009
Investment income:		
Net appreciation in fair value of investments:		
Collective trust funds	\$22,306	\$68,626
Mutual funds	8,238	17,861
Long-term debt securities	52	8,551
Convertible equities	-	106
	<u>30,596</u>	<u>95,144</u>
Realized gain (loss) on sales:		
Collective trust funds	5,745	(8,395)
Mutual funds	9,436	(993)
Convertible equities	-	(116)
	<u>15,181</u>	<u>(9,504)</u>
Interest	10,087	6,966
Dividends	<u>490</u>	<u>624</u>
	<u>\$56,354</u>	<u>\$93,230</u>

The Plan makes up approximately 32% of total Master Trust assets.

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

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Master Trust has the ability to access.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

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

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Cash and cash equivalents: Valued at original cost plus accrued interest.

Collective trust funds: Valued at the net asset value of the shares held at the end of the reporting period. This class represents investments in actively managed common collective trust funds that invest primarily in equity securities which may include common stocks, options and futures. Investments are valued at the net asset value per share multiplied by the number of shares held as of the measurement date.

Mutual funds: Valued at the closing price reported on the active market where the individual fund is traded.

Common stocks and convertible equities: Valued at the closing price reported on the active market where the individual securities are traded.

Long-term debt securities: Valued at the estimated price a dealer will pay for the individual securities, which is often the principal amount invested.

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

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

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

The following table sets forth, by level within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2010:

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 10,627	\$ -	\$ -	\$ 10,627
Collective trust funds:				
Domestic equities	-	180,526	-	180,526
International equities	-	27,190	-	27,190
	-	207,716	-	207,716
Mutual funds:				
Domestic equities	23,995	-	-	23,995
International equities	28,957	-	-	28,957
	52,952	-	-	52,952
Long-term debt securities:				
Corporate debt securities:				
Domestic	-	101,360	-	101,360
International	-	14,601	-	14,601
U.S. government securities	-	101,812	-	101,812
Government agencies	-	7,688	-	7,688
Other	-	2,403	-	2,403
	-	227,864	-	227,864
Total assets at fair value	\$ 63,579	\$435,580	\$ -	\$ 499,159

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

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

The following table sets forth, by level within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2009. Certain 2009 amounts have been reclassified to conform to the 2010 presentation:

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Collective trust funds:				
Domestic equities	\$ -	\$182,306	\$ -	\$182,306
International equities		24,899		24,899
Cash equivalents	<u>-</u>	<u>10,981</u>	<u>-</u>	<u>10,981</u>
	-	218,186	-	218,186
Mutual funds:				
Domestic equities	26,087			26,087
International equities	26,720	-	-	26,720
Corporate debt securities	<u>164,146</u>	<u>-</u>	<u>-</u>	<u>164,146</u>
	216,953	-	-	216,953
Convertible equities	225		-	225
Other	-	25	-	25
Total assets at fair value	<u>\$217,178</u>	<u>\$218,211</u>	<u>\$ -</u>	<u>\$435,389</u>

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no significant transfers between levels of the fair value hierarchy during 2010 and 2009.

NOTE F - FUNDING POLICY

The Company is the sole contributor to the Plan. The Company's funding policy is to contribute the minimum amount required to be funded for each Plan year pursuant to the provisions of ERISA based on actuarial calculations. The Company's contributions for 2010 and 2009 have met the minimum funding requirements of ERISA.

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

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

NOTE G - PLAN TERMINATION AND PENSION BENEFIT GUARANTY CORPORATION

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

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

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

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

NOTE H - TAX STATUS

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

NOTE I - TRANSACTIONS WITH PARTIES-IN-INTEREST

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

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

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

(In thousands)

NOTE K - RISKS AND UNCERTAINTIES

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

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

NOTE L - NONEXEMPT TRANSACTIONS

In late 2007, the Plan Sponsor determined that certain recordkeeping practices among various accounts of plans within the Master Trust caused prohibited transactions under ERISA. The Plan Sponsor contributed the amount necessary pursuant to discussions with the Department of Labor to correct this matter in January 2011.

SUPPLEMENTAL INFORMATION

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

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

EIN: 36-3642294

PN: 17

December 31, 2010

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

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ Round off amounts to nearest dollar.

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

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

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....	2a	132,689,572	
b Actuarial value.....	2b	128,637,732	
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	801	10,377,588
b For terminated vested participants.....	3b	4,880	27,607,442
c For active participants:			
(1) Non-vested benefits.....	3c(1)		10,141,528
(2) Vested benefits.....	3c(2)		95,617,470
(3) Total active.....	3c(3)	17,332	105,758,998
d Total.....	3d	23,013	143,744,028
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	6.77 %	
6 Target normal cost.....	6	14,795,286	

Statement by Enrolled Actuary

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

SIGN HERE	MARK E. SILVERS <i>MES</i> Signature of actuary	<u>7/14/11</u> Date
	MARK E. SILVERS Type or print name of actuary	11-04235 Most recent enrollment number
	MERCER Firm name	(312) 917-9900 Telephone number (including area code)
	155 N. WACKER DRIVE, STE 1500 CHICAGO IL 60606 Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances
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	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	199,389	15,696,819
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)	199,389	15,696,819
10 Interest on item 9 using prior year's actual return of <u>26.62%</u>	53,077	4,178,493
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		15,848
b Interest on (a) using prior year's effective rate of <u>7.83%</u>		1,241
c Total available at beginning of current plan year to add to prefunding balance		17,089
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	252,466	19,875,312
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III	Funding percentages
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14	Funding target attainment percentage.....	14	89.49 %
15	Adjusted funding target attainment percentage.....	15	89.49 %
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	85.91 %
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
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18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees		
04/14/2010	3,619,000						
07/13/2010	3,619,000						
10/14/2010	3,619,000						
01/13/2011	3,619,000						
03/10/2011	3,376,000						
			Totals ►	18(b)	17,852,000	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	16,992,257

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	14,795,286
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	9,356,535	2,088,604
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	16,883,890
35 Balances used to offset funding requirement	Carryover balance	Prefunding balance
	0	0
36 Additional cash requirement (item 34 minus item 35)	36	16,883,890
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)	37	16,992,257
38 Interest-adjusted excess contributions for current year (see instructions)	38	108,367
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 60.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	15.00%	10,000	1,500	82,500
56	10.00%	8,500	850	47,600
57	10.00%	7,050	765	43,605
58	10.00%	6,885	689	39,933
59	10.00%	6,197	620	36,559
60	10.00%	5,577	558	33,461
61	10.00%	5,019	502	30,617
62	15.00%	4,517	678	42,010
63	10.00%	3,840	384	24,190
64	10.00%	3,456	346	22,116
65	100.00%	3,110	3,110	202,158
Total			10,000	604,749
Average				60.47

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Discount rate sponsor elections		<u>Funding</u>
▪ Segment rates or full yield curve		Segment
▪ Look-back months		4
▪ 1st 5 years		5.03%
▪ Next 15 years		6.73%
▪ Over 20 years		6.82%
Mortality sponsor elections		
▪ Healthy participants		2010 PPA separate static annuitant and nonannuitant mortality tables
▪ Pre-1995 disabilities		2010 PPA separate static annuitant and nonannuitant mortality tables
▪ Post-1994 disabilities		2010 PPA separate static annuitant and nonannuitant mortality tables
Other economic assumptions		
▪ Salary increases		4.00% per year
▪ Flat-dollar benefit increases		N/A
▪ Social Security wage base		N/A
▪ Inflation		2.50% per year
▪ Expected investment return		7.75% for 2010 and later (8.00% prior to 2010)
▪ Expenses		3-year average of administrative expenses, rounded to the nearest \$100,000
Demographic assumptions		
Withdrawal		See table of sample rates.
Disability incidence		See table of sample rates.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Retirement age

<u>Attained age</u>	<u>Retirement Rates</u>
Under 55	0%
55	15%
56	10%
57	10%
58	10%
59	10%
60	10%
61	10%
62	15%
63	10%
64	10%
65 and above	100%

Benefit commencement age for

- Future vested deferred 65
- Current vested deferred 65

Spouse assumptions

	<u>Male participants</u>	<u>Female participants</u>
▪ Percentage married	80.00%	65.00%
▪ Spouse age difference	3 years younger	3 years older

Form of payment

	<u>Lump sum</u>	<u>Single life</u>	<u>50% J&S</u>
▪ Active retirements	0%	100%	0%
▪ Future vested deferred	0%	100%	0%
▪ Future disabilities	0%	100%	0%
▪ Current vested deferred	0%	100%	0%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Table of sample rates**

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

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

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

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

Attained age	Disability incidence (82% of the rates below)	
	Male	Female
20	0.064%	0.055%
25	0.093	0.096
30	0.134	0.165
35	0.199	0.252
40	0.314	0.357
45	0.505	0.522
50	0.830	0.854
55	1.502	1.490
60	2.266	1.793

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Asset methods

We used financial data submitted by the trustee as of January 1, 2010 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is an average of the adjusted market value over the last 2 years preceding the valuation date with semi-annual determination points. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

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

Participant methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Minimum funding methods

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

A detailed description of the calculation follows:

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

Maximum deductible contribution method

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

A detailed description of the calculation follows:

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

Schedule SB, Part V — Summary of Plan Provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan, as restated and amended effective January 1, 2009, are included in this valuation.

- **Most recent plan amendments included:** None
- **Plan amendments excluded:** None
- **IRC Section 436 benefit restrictions:**
 - Plan amendments: See above.
 - Prohibited payments: Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - Benefit accruals: The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Late retirement increases:** Refer to delayed retirement in the summary of plan provisions.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy accruals.

Schedule SB, Part V — Summary of Plan Provisions

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

<i>Effective date and plan year</i>	The plan is effective January 1, 2003 and was amended and restated effective January 1, 2009.
<i>Sponsoring employer</i>	U.S. Foodservice
<i>Eligible employees</i>	<p>Any employee of the sponsoring employer, with the exception of the following:</p> <ul style="list-style-type: none"> ▪ Temporary employees ▪ Members of a collective bargaining group to whom the plan has not extended participation rights ▪ Leased employees ▪ Nonresident aliens who receive no earned income from within the U.S. <p>As of September 15, 2004, only non-exempt employees and certain union employees are eligible.</p>
<i>Participating employees</i>	<p>Eligible employees can participate in the plan on the latest of:</p> <ul style="list-style-type: none"> ▪ The first day of the calendar month coinciding with or next following attainment of age 21 and completion of one Year of Eligibility Service ▪ January 1, 2003 ▪ The date he or she became an eligible employee.
<i>Partial plan freeze</i>	Effective September 15, 2004, the plan froze future benefit accruals for "Exempt" employees.
<i>Administrative committee</i>	The administrative committee is appointed by U.S. Foodservice and is not paid from the fund for service on the committee. The administrative committee has the power to construe the plan and resolve all questions that may arise relating to the eligibility of individuals to participate, the amount of retirement benefits due, and any situation not specifically covered by the plan. It does not have the power to modify, add to, or subtract from the plan.
<i>Type of plan</i>	Defined benefit plan
<i>Participant contributions</i>	None required or allowed.

Schedule SB, Part V — Summary of Plan Provisions

<i>Year of Eligibility Service</i>	Either of the following: <ol style="list-style-type: none">1. The 12-month period commencing on the employee's date of hire in which the employee works 1,000 hours, including periods before and including the effective date2. If the employee does not work 1,000 hours during the initial 12-month period, any calendar year in which the employee works 1,000 hours.
<i>Year of Vesting Service</i>	Any period of service, in whole years, in which the employee was an eligible employee.
<i>Benefit Service</i>	Any period of service, in whole and partial years, in which the employee was an eligible employee, and excluding periods before January 1, 2003.

Schedule SB, Part V — Summary of Plan Provisions

Compensation considered

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

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

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

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

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

Schedule SB, Part V — Summary of Plan Provisions

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

Schedule SB, Part V — Summary of Plan Provisions

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

Schedule SB, Part V — Summary of Plan Provisions

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

Plan provision changes since prior valuation

Maximum compensation and maximum benefits were updated from 2009 to 2010.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- Interest discounts and mortality rates were updated from 2009 to 2010 in accordance with PPA and the sponsor changed their interest rate election from full yield curve with a two month look back to segment rates with a four month look back.
- The expected investment return for 2010 was changed from 8.00% to 7.75% to reflect the change in the allocation of assets held in the master trust.
- The target normal cost expense load was changed from \$1,400,000 to \$1,100,000 in order to better reflect historical experience and expected future plan experience.

Schedule SB, Line 26 — Schedule of Active Participant Data

Distribution of active participants (Non-exempt) as of January 1, 2010

Age	Years of service as of January 1, 2010										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
< 25		380	12								392
		40,398									40,463
25-29		727	286	11							1,024
		46,867	47,646								47,080
30-34		758	464	179	5						1,406
		49,603	52,227	50,469							50,583
35-39		665	581	380	119	12					1,757
		51,300	53,718	55,506	50,606						52,948
40-44		510	499	400	173	79	8				1,669
		50,367	53,712	57,242	54,465	53,597					53,621
45-49		410	376	372	212	177	64	11			1,622
		46,676	52,126	54,219	56,285	52,791	49,383				51,703
50-54		209	231	224	149	161	78	69	7		1,128
		45,579	48,131	52,098	51,789	54,225	52,656	51,180			50,360
55-59		121	145	132	80	84	54	60	33	5	714
		40,891	42,596	46,711	50,071	51,072	49,952	53,671	49,665		46,729
60-64		57	87	80	49	56	46	31	24	13	443
		37,642	40,711	42,316	48,301	50,235	49,933	48,616	54,378		45,005
65-69		6	17	15	22	13	16	7	6	6	108
					36,969						40,026
70-74		2	1	4	6	5	1			2	21
											34,087
75+				2	4	1	1			1	9
Total		3,845	2,699	1,799	819	588	268	178	70	27	10,293
		47,547	50,923	53,208	52,250	52,170	50,904	51,001	51,686	45,106	50,229

In each cell, the top number is the count of active participants for each age/service combination. The lower number is the average compensation of the active participants in that group. For cell with less than 20 participants, average compensation is not shown.

This age/service chart excludes six participants that were on leave of absence as of the valuation date.

Compensation shown in the above exhibit is based on eligible pay used to determine the benefit under the plan. Age and service shown on this page are based on attained age and service.

Schedule SB, Line 26 — Schedule of Active Participant Data

Distribution of active participants (Exempt) as of January 1, 2010

Age	Years of service as of January 1, 2010										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
< 25		29									29
25-29		180	64	6							250
30-34		217	211	71	7						506
35-39		252	327	231	80	13					903
40-44		214	389	311	169	95	9				1,187
45-49		144	386	343	210	193	93	15			1,384
50-54		85	280	286	203	187	157	70	5		1,273
55-59		38	199	188	138	135	96	100	29	7	930
60-64		14	85	76	71	57	51	35	37	12	438
65-69		5	11	22	21	15	14	13	5	2	108
70-74			2	6	3	1	1	1	4	1	19
75+			1			3		1	1		6
Total		1,178	1,955	1,540	902	699	421	235	81	22	7,033

The number shown is the active participant count for each age/service combination. Age and service shown on this page are based on attained age and service.

Schedule SB, Line 32 — Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases				
Year established		Outstanding balance	Years remaining	Installment
2008	\$	9,921,593	5	\$ 2,183,699
2010		(565,058)	7	(95,095)
Total	\$	9,356,535		\$ 2,088,604