Form 5500-SF

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Short Form Annual Return/Report of Small Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500-SF.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for: [X] a single-employer plan [ ] a multiple-employer plan (not multiemployer) [ ] a one-participant plan

B This return/report is: [ ] the first return/report [X] the final return/report
[ ] an amended return/report [ ] a short plan year return/report (less than 12 months)

C Check box if filing under: [ ] Form 5558 [ ] automatic extension [ ] DFVC program
[ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PENSION PLAN FOR CERTAIN UNION EMPLOYEES OF U.S. FOODSERVICE OF BUFFALO, INC.

1b Three-digit plan number (PN) ▶ 019

1c Effective date of plan 01/01/1990

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
US FOODS, INC.

9399 HIGGINS ROAD, SUITE 500
ROSEMONT, IL 60018

2b Employer Identification Number (EIN) 36-3642294

2c Sponsor's telephone number 847-720-8000

2d Business code (see instructions) 424400

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
US FOODS, INC.
9399 HIGGINS ROAD, SUITE 500
ROSEMONT, IL 60018

3b Administrator's EIN 36-3642294

3c Administrator's telephone number 847-720-8000

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 U.S. FOODSERVICE, INC.

4b EIN 36-3642294

4c PN 019

5a Total number of participants at the beginning of the plan year	**5a**	44
b Total number of participants at the end of the plan year	**5b**	0
c Number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item)	**5c**	

6a Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) [X] Yes [ ] No

b Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.) [X] Yes [ ] No

If you answered "No" to either 6a or 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.

Part III Financial Information

7 Plan Assets and Liabilities		**(a) Beginning of Year**	**(b) End of Year**
a Total plan assets	**7a**	396352	0
b Total plan liabilities	**7b**		
c Net plan assets (subtract line 7b from line 7a)	**7c**	396352	0
8 Income, Expenses, and Transfers for this Plan Year		**(a) Amount**	**(b) Total**
a Contributions received or receivable from: **(1)** Employers	**8a(1)**	45000	
(2) Participants	**8a(2)**		
(3) Others (including rollovers)	**8a(3)**		
b Other income (loss)	**8b**	36992	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	**8c**		81992
d Benefits paid (including direct rollovers and insurance premiums to provide benefits)	**8d**	19164	
e Certain deemed and/or corrective distributions (see instructions)	**8e**		
f Administrative service providers (salaries, fees, commissions)	**8f**		
g Other expenses	**8g**		
h Total expenses (add lines 8d, 8e, 8f, and 8g)	**8h**		19164
i Net income (loss) (subtract line 8h from line 8c)	**8i**		62828
j Transfers to (from) the plan (see instructions)	**8j**	-459180	

Part IV Plan Characteristics

9a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1G 1I 3H

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

Part V Compliance Questions

10 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? (See instructions and DOL's Voluntary Fiduciary Correction Program)	10a		X	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)	10b		X	
c Was the plan covered by a fidelity bond?	10c	X		25000000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	10d		X	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service or other organization that provides some or all of the benefits under the plan? (See instructions.)	10e		X	
f Has the plan failed to provide any benefit when due under the plan?	10f		X	
g Did the plan have any participant loans? (If "Yes," enter amount as of year end.)	10g		X	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	10h			
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	10i			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500)) [X] Yes [ ] No

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? [ ] Yes [X] No

(If "Yes," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.)

a 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 letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year	12b	
c Enter the amount contributed by the employer to the plan for this plan year	12c	
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount)	12d	

e Will the minimum funding amount reported on line 12d be met by the funding deadline? [ ] Yes [ ] No [ ] N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year? [X] Yes [ ] No

If "Yes," enter the amount of any plan assets that reverted to the employer this year | 13a | 0

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? [X] Yes [ ] No

c 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.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)
PENSION PLAN FOR LEGACY COMPANIES OF US FOODS	36-3642294	012

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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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.	07/27/2012	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

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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
PENSION PLAN FOR CERTAIN UNION EMPLOYEES OF U.S. FOODSERVICE OF BUFFALO, INC.

B Three-digit plan number (PN) ▶ 019

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

D Employer Identification Number (EIN)
36-3642294

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

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

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2011			
2	Assets:			
a	Market value	**2a**		395533
b	Actuarial value	**2b**		363190
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	8	99115
b	For terminated vested participants	**3b**	17	164687
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		21563
	(2) Vested benefits	**3c(2)**		142393
	(3) Total active	**3c(3)**	19	163956
d	Total	**3d**	44	427758
4	If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.27 %
6	Target normal cost	**6**		70000

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary	07/13/2012 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, SUITE 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 [ ]

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 (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 10.75%		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		52802
b	Interest on (a) using prior year's effective rate of 6.69 % except as otherwise provided (see instructions)		3532
c	Total available at beginning of current plan year to add to prefunding balance		56334
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	84.90 %
15	Adjusted funding target attainment percentage	15	84.90 %
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	89.64 %
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
04/07/2011	15000				
07/06/2011	15000				
10/14/2011	15000				
01/12/2012	15000				
07/12/2012	30000				
			Totals ► 18(b)	90000	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 contributions 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	85030

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.78%	6.31%	6.57 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	70000
b Excess assets, if applicable, but not greater than 31a	**31b**	

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	64568	12931
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 (lines 31a - 31b + 32a + 32b - 33)	**34**	82931

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	82931
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	85030

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	2099
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

- **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

ALLIANT FOODSERVICE, INC. PENSION PLAN

B Three-digit plan number (PN) • 013

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

US Foods, Inc.

D Employer Identification Number (EIN)

36-3642294

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

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

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2011

2 Assets:

a	Market value	2a	161,513,236
b	Actuarial value	2b	147,159,427

3 Funding target/participant count breakdown:

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	176	9,606,427
b	For terminated vested participants	3b	2,611	53,721,578
c	For active participants:			
	(1) Non-vested benefits	3c(1)		94,178
	(2) Vested benefits	3c(2)		114,260,920
	(3) Total active	3c(3)	3,933	114,355,098
d	Total	3d	6,720	177,683,103

4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	6.43 %
6	Target normal cost	6	1,563,581

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

MSS

Signature of actuary

07/13/12

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, Suite 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 [ ]

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 (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 12.56 %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38 from prior year)		2,680,913
	b Interest on (a) using prior year's effective rate of 6.64 % except as otherwise provided (see instructions)		178,013
	c Total available at beginning of current plan year to add to prefunding balance		2,858,926
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	82.82 %
15	Adjusted funding target attainment percentage	15	82.82 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.07 %
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
04/07/2011	1,435,000				
07/06/2011	1,435,000				
10/14/2011	1,435,000				
01/12/2012	1,435,000				
07/13/2012	2,625,000				
			Totals ☐ 18(b)	8,365,000	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 contributions 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	7,900,483

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
3.78 %	6.31 %	6.57 %	

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	1,563,581
b Excess assets, if applicable, but not greater than 31a	31b	

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	30,523,676	6,330,488
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 (lines 31a - 31b + 32a + 32b - 33)	34	7,894,069

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	36	7,894,069
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	7,900,483

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	38a	6,414
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

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)	(B)	(C)	(D)	(E)
Retirement age	**Retirement Percent**	**Lx**	**Number of employees expected to retire (B) x (C)**	**(A) x (D)**
55	15.00%	10,000	1,500	82,500
56	10.00%	8,500	850	47,600
57	10.00%	7,650	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	604,750
Average				60.47

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

Actuarial assumptions

Discount rate sponsor elections	
▪ Segment rates or full yield curve	Segment
▪ Look-back months	4
▪ First 5 years	3.78%
▪ Next 15 years	6.31%
▪ Over 20 years	6.57%
Mortality sponsor elections	
▪ Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables.
▪ Pre-1995 disabilities	Same as healthy participants.
▪ Post-1994 disabilities	Same as healthy participants.
417(e) lump sums	Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.
Other economic assumptions	
▪ Salary increases	4.00% per year
▪ Social Security wage base	3.00% per year
▪ Inflation	N/A
▪ Expected investment return	7.50% for 2009, 7.75% for 2010, and 7.50% for 2011 and later
▪ Expenses	3-year average of administrative expenses, rounded to the nearest $100,000 ($700,000 added to current year normal cost)

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

Demographic assumptions

Withdrawal: See table of sample rates.

Retirement age

Attained Age	Retirement Rates
55	15%
56	10
57	10
58	10
59	10
60	10
61	10
62	15
63	10
64	10
65	100%

Benefit commencement age for

- Future vested deferred: Immediate
- Current vested deferred: 65

Spouse assumptions	**Male participants**	**Female participants**
▪ Percentage married	80%	65%
▪ Spouse age difference	3 years younger	3 years older

Form of payment	**Lump Sum**	**Single Life**
▪ Active retirements		
-DLS Group	100%	0%
-KGF Group	0%	100%
▪ Future vested deferred	100% (DLS)	100% (KGF)
▪ Future disabilities	100%	0%
▪ Current vested deferred	0%	100%

Unpredictable contingent event assumptions: N/A

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%

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

Actuarial methods

Asset methods

We used financial data submitted by the trustee as of January 1, 2011 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 potential plan participants as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does have an insurance contract. This contract and its associated liabilities are included in the valuation data. This contract has been in place for more than two years.
- **Estimated benefits:** Accrued benefits were estimated for terminated vested participants and frozen active participants when accrued benefit calculations were not available.

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

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:**

  – *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.

  – *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:**

  – *Frozen active participants:* The plan provides late retirement actuarial increases to participants who defer retirement beyond the normal retirement age. This valuation includes increases for current participants over age 65.

  – *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.

- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, Part V — Summary of Plan Provisions

- **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 benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions

Summary of major plan provisions

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

Effective date and plan year	April 17, 1995. The plan year is the calendar year.
Most recent amendment	January 1, 2009
Participation	Each employee who was a participant in the Prior Plan as of February 12, 1997 will become a participant in this Plan as of the Effective Date. Each other Eligible Employee will become a participant in the Plan on the first anniversary of the Eligible Employee's date of employment, provided the Eligible Employee has completed a Year of Eligibility Service or twelve consecutive months of employment with Alliant Foodservice, Inc. or a related company. Eligible employees are those covered by a collective bargaining agreement which provides for coverage under this plan. Participation was frozen on December 31, 2002 for those not covered by a collective bargaining agreement. A list of participating unions with the type of plan formula and the defined lump sum (DLS) effective date (if applicable) follows:
Vesting Service	An employee will receive a month of benefit service for each month on or after his hire date in which he works at least 1 hour in the month. Fractional years are not counted in vesting service.

Union	Location	Plan	DLS Effective Date
145	Jackson, Mississippi	DLS	02/13/1997
200	Milwaukee, Wisconsin	DLS	02/01/1999
435	Denver, Colorado	DLS	10/01/1997
705*	Chicago, Illinois	KGF	N/A

* Employees in Union 705 were given a one-time option to continue participating in the Alliant Pension Plan or join the union plan. Most participants chose to join the union plan and their benefit service ended on May 31, 2000. New employees in Union 705 will not participate in the Alliant Pension Plan. Additionally, during 2010, there was a union agreement to place new entrants from Union 435 into the U.S. Foodservice, Inc. Defined Benefit Pension Plan.

Schedule SB, Part V — Summary of Plan Provisions

<table>
<tr><td>Benefit Service</td><td>An employee will receive a month of benefit service for each month on or after his participation date in which he works at least 1 hour in the month. Fractional years are counted in benefit service. A participant will receive Noncontributory Benefit Service for each month of Benefit Service where employee contributions were required and the employee did not contribute. All other periods of Benefit Service will be deemed to be Contributory Benefit Service.</td></tr>
<tr><td>Final Average Pay</td><td>The average of a participant's compensation for the highest 36 consecutive months during the last 120 months. Compensation for any 12-month period cannot exceed the Section 401(a)(17) compensation limit as in effect at the beginning of the 12-month period.</td></tr>
<tr><td>Normal Retirement Date</td><td>First of the month coincident with or next following attainment of age 65, or 5 years of Vesting Service, if later.</td></tr>
<tr><td>Accumulated Pension Credits</td><td>An eligible Participant's "Accumulated Pension Credits" shall equal the sum of (a) and (b), as defined below:
(a) one twelfth of the Participant's Annual Pension Credits as specified below for each month of Contributory Benefit Service based on the Participant's highest age in each month:
<table><tr><th>Age</th><th>Annual Pension Credit</th><th>Age</th><th>Annual Pension Credit</th></tr><tr><td>25 and younger</td><td>2.0%</td><td>48</td><td>7.5%</td></tr><tr><td>26-29</td><td>2.5%</td><td>49</td><td>8.0%</td></tr><tr><td>30-32</td><td>3.0%</td><td>50</td><td>8.5%</td></tr><tr><td>33-34</td><td>3.5%</td><td>51</td><td>9.0%</td></tr><tr><td>35-36</td><td>4.0%</td><td>52</td><td>9.5%</td></tr><tr><td>37-38</td><td>4.5%</td><td>53</td><td>10.0%</td></tr><tr><td>39-40</td><td>5.0%</td><td>54</td><td>10.5%</td></tr><tr><td>41-42</td><td>5.5%</td><td>55-61</td><td>11.0%</td></tr><tr><td>43-44</td><td>6.0%</td><td>62-63</td><td>11.5%</td></tr><tr><td>45-46</td><td>6.5%</td><td>64 and older</td><td>12.0%</td></tr><tr><td>47</td><td>7.0%</td><td></td><td></td></tr></table>(b) In the case of an active participant on the Effective Date who either attained age 54 and completed at least 9 years of Vesting Service as of January 1, 1997 or had completed at least 19 years of Vesting Service as of January 1, 1997, additional pension credits equal to 2% for each year of the first 10 years of Contributory Benefit Service, plus 3% for each of the next 10 years of Contributory Benefit Service, plus 4% for each year of Contributory Benefit Service in excess of 20 years.</td></tr>
</table>

Schedule SB, Part V — Summary of Plan Provisions

Termination Benefit	A Participant is eligible to receive a lump sum benefit following termination of employment and completion of three years of vesting service. The lump sum is calculated as the vested portion of greater of (a) and (b): (a) The Participant's Defined Lump Sum which equals the sum of (i) through (iii) below, adjusted as described in (iv), below: (i) The Participant's Final Average Pay multiplied by his Accumulated Pension Credits. (ii) One-third of the Participant's Accumulated Pension Credits multiplied by the excess of the Participant's Final Average Pay over two-thirds of the Social Security Wage Base. (iii) $300 for each year of Noncontributory Benefit Service prior to the Effective Date. (iv) The actuarial equivalent of any additions or offsets to the Participant's Accrued Benefit, as determined under the Plan and Prior Plan provisions. (b) The benefit amount for Participants in the Prior Plan, which equals the sum of (i) and (ii) below, adjusted as described in (iii) below: (i) The lump sum value of the Participant's accrued benefit under the Prior Plan, based on the Participant's final average pay and years of benefit service as defined under the Prior Plan as of the date preceding the Effective Date. (ii) The Participant's Final Average Pay as of the determination date, multiplied by the Participant's Accumulated Pension Credits determined with respect to years of benefit service earned after the Effective Date. The Annual Pension Credit shall equal the lesser of the applicable Annual Pension Credits defined above or 3% for each year of benefit service earned after the Effective Date. (iii) The actuarial equivalent of any additions or offsets to the Participant's Accrued Benefit, as determined under the Plan and Prior Plan provisions.

Schedule SB, Part V — Summary of Plan Provisions

Optional Forms of Payment	Upon termination, a participant who has not yet attained age 55 may elect to receive payment of his vested accrued benefit in the form of a lump sum, an equivalent single life annuity or, if the participant is married, an equivalent 50% joint and survivor annuity. On and after attaining age 55, in addition to the options just described, a participant may also elect an equivalent 100% joint and survivor annuity. Other options are available to employees who were participants in the plan on February 12, 1997.
Survivor's Benefit	If a vested married participant dies while actively employed, his spouse shall be entitled to receive 55% of the termination benefit or a life annuity actuarially equivalent to this amount.
Miscellaneous	
Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2011, the limit is $245,000.
Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2011, the limit is $195,000.

Plan provision changes since prior valuation

- Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2011, the limit is $195,000, which is unchanged from 2010.
- Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2011, the limit is $245,000, which is unchanged from 2010.

Schedule SB, Line 24 — Change in Actuarial Assumptions

Interest discounts and mortality rates were updated from 2010 to 2011 in accordance with PPA.

The expected investment return was changed from 7.75% to 7.50% to better reflect the expected future returns based on the master trust asset allocation and will be reflected in future actuarial value of asset determinations.

Schedule SB, Line 25 — Change in Method

We changed to a new liability valuation system this year. This change did not materially affect liability amounts and qualified for automatic IRS approval under final IRS Announcement 2010-3.

Schedule SB, Line 26 — Schedule of Active Participant Data

Distribution of non-frozen active participants as of January 1, 2011

Attained age	Years of vesting service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25		7									7
25-29		9	4								13
30-34		6	21 48,963	9							36 51,132
35-39		9	19	36 50,162	3						67 50,008
40-44		11	15	25 52,019	10	3					64 50,531
45-49		3	12	20 50,760	12	7	7				61 53,657
50-54		2	9	15	12	9	6	14			67 50,681
55-59			1	3	1	6	10	14	3	1	39 52,631
60-64					1	3	4	3	2		13
65-69									1		1
70 & up											
Total		47 44,275	81 51,308	108 52,170	39 52,601	28 50,844	27 49,267	31 52,656	6	1	368 50,791

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 cells with less than 20 participants, average compensation is not shown.

Schedule SB, Line 26 — Schedule of Active Participant Data

Distribution of frozen active participants as of January 1, 2011

Attained age	Years of vesting service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29		1	16								17
30-34			55 1,163	108 2,145	2						165 1,833
35-39			69 1,341	245 2,715	51 4,841	2					367 2,773
40-44		1	91 1,486	311 3,154	141 6,184	53 7,573	1				598 4,016
45-49		1	89 1,530	295 3,355	182 6,763	127 8,911	42 9,444	5			741 5,302
50-54			79 1,496	233 3,929	167 7,340	118 9,779	73 10,229	51 13,547	2		723 6,739
55-59			40 1,555	171 4,371	112 7,770	92 10,160	64 10,387	68 14,668	28 13,686	1	576 8,114
60-64			22 3,950	78 3,727	40 7,881	54 9,508	44 12,262	22 13,568	16	14	290 8,675
65-69			7	14	16	14	10	8	5	1	75 8,727
70 & up			1	8	3					1	13
Total		3	469 1,541	1,463 3,338	714 6,835	460 9,340	234 10,533	154 13,952	51 15,328	17	3,565 5,729

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is the average frozen benefit. The average frozen benefit is not shown for cells with fewer than 20 participants.

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		2011 Installment
2008	$	12,091,716	4	$	3,193,190
2010		4,947,255	6		918,671
2011		13,484,705	7		2,218,627
Total	$	30,523,676		$	6,330,488