

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), 6057(b), 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 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>07/01/2011</u> and ending <u>06/30/2012</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>JP FOODSERVICE DISTRIBUTORS, INC. - FT WAYNE, IN UNION LOCAL 414 WAREHOUSE & TRANSPORTATION EMPLOYEES' PENSION PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u>	1c Effective date of plan <u>07/01/1979</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>US FOODS, INC.</u> <u>9399 HIGGINS ROAD, SUITE 500</u> <u>ROSEMONT, IL 60018</u>	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>

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.	11/29/2012	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
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 (2011)
v.012611

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
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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	137
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
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	0

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:

1B 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:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

▶ **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>JP FOODSERVICE DISTRIBUTORS, INC. - FT WAYNE, IN UNION LOCAL 414 WAREHOUSE & TRANSPORTATION EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>US FOODS, 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>07</u> Day <u>01</u> Year <u>2011</u>
2	Assets:
a	Market value 2a <u>9552664</u>
b	Actuarial value 2b <u>8897197</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>56</u> <u>8166858</u>
b	For terminated vested participants 3b <u>81</u> <u>2384044</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>0</u>
(3)	Total active 3c(3) <u>0</u> <u>0</u>
d	Total 3d <u>137</u> <u>10550902</u>
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 <u>5.82 %</u>
6	Target normal cost 6 <u>90000</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>11/16/2012</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, SUITE 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) 2011
v.012611

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 <u>16.65</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		931
b	Interest on (a) using prior year's effective rate of <u>6.54</u> % except as otherwise provided (see instructions)		61
c	Total available at beginning of current plan year to add to prefunding balance.....		992
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	84.32 %
15	Adjusted funding target attainment percentage.....	15	84.32 %
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	85.89 %
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	
10/14/2011	72000		
01/12/2012	72000		
04/13/2012	72000		
07/13/2012	72000		
09/27/2012	165000		
Totals ►		18(b)	453000
		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 431306
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: 2.67%	2nd segment: 5.69%	3rd segment: 6.44 %	☐ 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 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	90000	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	1653705	340087	
	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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	430087	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	430087	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	431306	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1219	
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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning	07/01/2011	and ending	06/30/2012
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A Name of plan JP FOODSERVICE DISTRIBUTORS, INC. - FT WAYNE, IN UNION LOCAL 414 WAREHOUSE & TRANSPORTATION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN)	002
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 US FOODS, INC.	D Employer Identification Number (EIN) 36-3642294
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE: USF MASTER DEFINED BEN PEN TRUST
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b	Name of sponsor of entity listed in (a): US FOODS, INC.
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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) 0
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
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c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
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c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
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c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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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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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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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
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c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012		
A Name of plan JP FOODSERVICE DISTRIBUTORS, INC. - FT WAYNE, IN UNION LOCAL 414 WAREHOUSE & TRANSPORTATION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 US FOODS, 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)	113000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	9440380	0
(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	9553380	0

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	9553380	0
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	449000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		449000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1207340
(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		1656340

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	652810	
(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)		652810
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		652810

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1003530
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		10556910

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	
e Was this plan covered by a fidelity bond?.....	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 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)

U.S. FOODSERVICE, INC. MASTER DEFINED BENEFIT PENSION TRUST

PENSION PLAN FOR LEGACY COMPANIES OF US FOODS

5b(2) EIN(s)	5b(3) PN(s)
36-3642294	200
36-3642294	012

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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan <u>JP FOODSERVICE DISTRIBUTORS, INC. - FT WAYNE, IN UNION LOCAL 414 WAREHOUSE & TRANSPORTATION EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>US FOODS, INC.</u>	D Employer Identification Number (EIN) <u>36-3642294</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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>0</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)
----------------	--

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 (include any prior year accumulated funding deficiency not waived)	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 or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Financial Statements and Report of
Independent Auditors

**JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan**

June 30, 2012 and 2011

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Independent Auditor's Report

To the U.S. Foodservice, Inc.
Retirement Administration Committee
JP Foodservice Distributors, Inc. -
Ft. Wayne, IN Union Local 414 Warehouse &
Transportation Employees' Pension Plan

We were engaged to audit the JP Foodservice Distributors, Inc. - Ft. Wayne, IN Union Local 414 Warehouse & Transportation Employees' Pension Plan (the "Plan") statements of net assets available for benefits and statements of changes in net assets available for benefits as of and for the years ended June 30, 2012 and 2011, and the statements of accumulated plan benefits and statements of changes in accumulated plan benefits as of and for the years ended July 1, 2011 and 2010. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes E and F, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of and for the years ended June 30, 2012 and 2011 that the information provided to the plan administrator by the Trustee is complete and accurate.

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

Plante & Moran, PLLC

Elgin, Illinois
November 20, 2012

FINANCIAL STATEMENTS

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

June 30,

(In thousands)

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value		
Investments in the US Foods, Inc. Master Defined Benefit Pension Trust	\$ -	\$ 9,440
Employer contribution receivable	<u>-</u>	<u>113</u>
Net assets available for benefits	<u><u>\$ -</u></u>	<u><u>\$ 9,553</u></u>

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

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended June 30,

(In thousands)

	2012	2011
Additions		
Additions to net assets attributed to:		
Investment income		
Plan interest in US Foods, Inc. Master Defined		
Benefit Pension Trust investment income	\$ 1,207	\$ 1,402
Employer contributions	449	302
Total additions	1,656	1,704
Deductions		
Deductions from net assets attributed to:		
Benefits paid directly to participants	653	647
Administrative expenses	84	120
Total deductions	737	767
Net increase prior to transfer	919	937
Transfer to Pension Plan for Legacy Companies of US Foods	10,472	-
NET (DECREASE) INCREASE	(9,553)	937
Net assets available for benefits		
Beginning of year	9,553	8,616
End of year	\$ -	\$ 9,553

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

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan

STATEMENTS OF ACCUMULATED PLAN BENEFITS

July 1,

(In thousands)

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	\$ 6,943	\$ 6,729
Participants with deferred benefits	<u>1,880</u>	<u>1,789</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 8,823</u></u>	<u><u>\$ 8,518</u></u>

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

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

Years ended July 1,

(In thousands)

	2011	2010
Actuarial present value of accumulated plan benefits, beginning of year	\$ 8,518	\$ 8,278
Change during the year attributable to:		
Benefits accumulated and gains	91	20
Increase for interest due to decrease in discount period	633	637
Benefits paid	(647)	(638)
Change in actuarial assumptions	228	221
NET INCREASE	305	240
Actuarial present value of accumulated plan benefits, end of year	\$ 8,823	\$ 8,518

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

**JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan**

NOTES TO FINANCIAL STATEMENTS

June 30, 2012 and 2011

(In thousands)

NOTE A - DESCRIPTION OF THE PLAN

The following description of the JP Foodservice Distributors, Inc. - Ft. Wayne, IN Union Local 414 Warehouse & Transportation Employees' 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 covering employees of US Foods, Inc. (the "Employer", formerly U.S. Foodservice, Inc.) JP Foodservice Distributors, Inc. – Ft. Wayne, IN Union Local 414 who are members of the Collective Bargaining Unit Local 414 of the International Brotherhood of Teamsters, Chauffeurs and Warehousemen ("IBT Local 414"), have attained age 21, and have completed one year of service, as defined in the Plan. In order to provide assets sufficient to meet the benefits to be paid to Plan participants, the Employer makes contributions in amounts sufficient to meet the Employee Retirement Income Security Act of 1974 ("ERISA") minimum funding requirements.

Trustee Agreement

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

Benefits

Effective February 1, 2002, the Employer entered into a closing agreement with IBT Local 414 relating to the closing of the Ft. Wayne, Indiana facility. Due to this closure, all participants in the Plan are now inactive. Certain benefits are being provided to specific employees, and the closing agreement should be referenced for a complete description.

Death and Disability Retirement Benefits

If an active participant dies, a death benefit equal to the qualified joint and survivor annuity value of the participant's accumulated pension benefit is paid to the participant's beneficiary at the earliest retirement age. Active participants who become totally and permanently disabled and have 10 years of vesting service will be entitled to receive a monthly disability pension benefit after reaching age 65 or the date the participant becomes disabled, whichever is later.

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan

NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE A - DESCRIPTION OF THE PLAN - Continued

- **Retirement Dates**

Normal - Age 65. Eligibility for normal retirement benefit at age 60 upon termination of employment.

Early - First day of any month following attainment of age 55 and completion of 10 years of service.

- **Normal Retirement Benefits**

Monthly benefits were negotiated and revised in conjunction with the bargaining unit contract renewals. At June 30, 2002, the monthly benefit was forty-nine dollars per year of service. Upon entering into the closing agreement on February 1, 2002, the Employer provided an enhanced pension multiplier to employees who were born before 1954 and with 10 years of benefit service, who elected during the election period to waive certain rights and who continued to work for the employer until either the date they were released or the plant closure date. For those who elected the enhanced pension, the pension multiplier was increased from forty-nine to fifty-five dollars per year of benefit service. In order to obtain the enhanced pension, the election must have been filed with the Employer between February 1, 2002 and April 2, 2002.

- **Early Retirement Benefit**

Normal retirement benefits are reduced by 2% per year for each year early retirement age precedes age 60.

- **Vesting Service**

Participants are 100% vested after 5 years of credited service. Upon entering into the closing agreement on February 1, 2002, all active participants in the Plan are 100% vested in their benefits.

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan

NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE B - PLAN MERGER

During the Plan's 2012 fiscal year, US Foods, Inc. adopted a plan to merge all its frozen defined benefit pension plans into a single plan. The former Allen Foods Pension Plan was chosen to be the successor plan and its name was changed to Pension Plan for Legacy Companies of US Foods ("Legacy Plan"). Effective June 30, 2012, the Plan was merged into the Legacy Plan. At the end of the day on June 30, 2012, participants in the Plan began participating in the Legacy Plan, resulting in a transfer of their total plan assets of approximately \$10 million into the Legacy Plan. The Statement of Accumulated Plan Benefits presented in the financial statements includes approximately \$9 million of accumulated plan benefits associated with the Plan at July 1, 2011 which was transferred to the Plan effective June 30, 2012.

NOTE C - 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.

Investment Valuation and Income Recognition

The fair value of the Plan's interest in the US Foods, 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 F).

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.

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan

NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Administration Expenses

During 2012 and 2011, the Employer paid certain administrative expenses of the Plan.

Payment of Benefits

Benefit payments are recorded upon distribution to participants.

Subsequent Events

The Plan has evaluated subsequent events through November 20, 2012, the date the financial statements were available to be issued.

NOTE D - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees and their beneficiaries.

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 expected date of payment.

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
Union Local 414 Warehouse &
Transportation Employees' Pension Plan

NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

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

The significant actuarial assumptions used in the valuations as of July 1, 2011, 2010, and 2009 were:

a. Mortality

Effective July 1, 2011:

2011 PPA static annuitant and nonannuitant mortality

Effective July 1, 2010:

2010 PPA static annuitant and nonannuitant mortality

Effective July 1, 2009:

2009 PPA static annuitant and nonannuitant mortality

b. Retirement Age Assumptions

Participants are assumed to retire in accordance with the following table:

<u>Age</u>	<u>Percent Expected to Retire</u>
55	1%
56	1%
57	2%
58	2%
59	2%
60	100%

c. Assumed Rate of Return

7.50%, 7.75% and 8.00% compounded annually for 2011, 2010, and 2009, respectively.

Significant changes in actuarial assumptions included changes to interest discounts and mortality rates in accordance with PPA, as well as the expected investment rate of return to better reflect expected future returns based on assets held by the Plan.

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.

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
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NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE E - 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 June 30, 2012 and 2011.
- Investment income, as shown in the statements of changes in net assets available for benefits for the years ended June 30, 2012 and 2011.

The Plan's independent auditors 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 F - INTEREST IN US FOODS 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 US Foods, 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 June 30, 2012 and 2011, 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.

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NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE F - INTEREST IN US FOODS MASTER TRUST - Continued

The following tables present the fair values of all investments and related investment income for the Master Trust as of June 30, 2012 and 2011. Certain 2011 amounts have been reclassified to conform to the 2012 presentation:

	June 30	
	2012	2011
Investments, at fair value:		
Cash	\$ 6,422	\$ 3,291
Collective trust funds:		
Cash	3,836	3,379
Domestic equities	197,412	181,206
International equities	29,171	27,010
	230,419	211,595
Mutual funds:		
Domestic equities	25,673	22,124
International equities	31,283	30,006
	56,956	52,130
Long-term debt securities:		
Corporate debt securities:		
Domestic	140,214	115,541
International	20,382	19,136
U.S. government securities	133,867	114,894
Government agencies	11,043	8,842
Other	2,384	2,834
	307,890	261,247
	\$ 601,687	\$ 528,263

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
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NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE F - INTEREST IN US FOODS MASTER TRUST - Continued

	Years ended June 30	
	2012	2011
Investment income:		
Net appreciation (depreciation) in fair value of investments:		
Collective trust funds	\$ (5,038)	\$ 48,588
Mutual funds	(3,274)	13,234
Long-term debt securities	31,266	(11,136)
	22,954	50,686
Realized gain on sales:		
Collective trust funds	440	5,380
Mutual funds	22,411	809
Long-term debt securities	9,708	6,332
	32,559	12,521
Interest	12,366	11,841
Dividends	858	496
	<u>\$ 68,737</u>	<u>\$ 75,544</u>

Immediately prior to the plan merger effective June 30, 2012, as disclosed in Note B, the Plan made up approximately 2% of Master Trust assets. At June 30, 2011, the Plan made up approximately 2% 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:

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
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NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE F - INTEREST IN US FOODS MASTER TRUST - Continued

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2012 and 2011.

Cash: 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.

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

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NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE F - INTEREST IN US FOODS MASTER TRUST – Continued

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Master Trust believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. Certain 2011 amounts have been reclassified to conform to the 2012 presentation.

The following table sets forth by level within the fair value hierarchy, the Master Trust's assets at fair value as of June 30, 2012:

	Assets at Fair Value as of June 30, 2012			
	Level 1	Level 2	Level 3	Total
Cash	\$ 6,422	\$ -	\$ -	\$ 6,422
Collective trust funds:				
Cash		3,836		3,836
Domestic equities	-	197,412	-	197,412
International equities	-	29,171	-	29,171
	-	230,419	-	230,419
Mutual funds:				
Domestic equities	25,673	-	-	25,673
International equities	31,283	-	-	31,283
	56,956	-	-	56,956
Long-term debt securities:				
Corporate debt securities:				
Domestic	-	140,214	-	140,214
International	-	20,382	-	20,382
U.S. government securities	-	133,867	-	133,867
Government agencies	-	11,043	-	11,043
Other	-	2,384	-	2,384
	-	307,890	-	307,890
Total assets at fair value	\$ 63,378	\$ 538,309	\$ -	\$ 601,687

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NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE F - INTEREST IN US FOODS 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 June 30, 2011:

	Assets at Fair Value as of June 30, 2011			
	Level 1	Level 2	Level 3	Total
Cash	\$ 3,291	\$ -	\$ -	\$ 3,291
Collective trust funds:				
Cash	-	3,379	-	3,379
Domestic equities	-	181,206	-	181,206
International equities	-	27,010	-	27,010
	-	211,595	-	211,595
Mutual funds:				
Domestic equities	22,124	-	-	22,124
International equities	30,006	-	-	30,006
	52,130	-	-	52,130
Long-term debt securities:				
Corporate debt securities:				
Domestic	-	115,541	-	115,541
International	-	19,136	-	19,136
U.S. government securities	-	114,894	-	114,894
Government agencies	-	8,842	-	8,842
Other	-	2,834	-	2,834
	-	261,247	-	261,247
Total assets at fair value	\$ 55,421	\$ 472,842	\$ -	\$ 528,263

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NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

NOTE F - INTEREST IN US FOODS MASTER TRUST - Continued

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 transfers between levels of the fair value hierarchy during 2012 and 2011.

NOTE G - FUNDING POLICY

The Employer is the sole contributor to the Plan. The Employer'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 Employer's contributions for 2012 and 2011 have met the minimum funding requirements of ERISA.

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

NOTE H - PLAN TERMINATION AND PENSION BENEFIT GUARANTY CORPORATION

The Employer 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 Employer 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 Employer 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 Employer.

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.

JP Foodservice Distributors, Inc. - Ft. Wayne, IN
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NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(In thousands)

**NOTE H - PLAN TERMINATION AND PENSION BENEFIT GUARANTY
CORPORATION - Continued**

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 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.

NOTE J - TAX STATUS

The Internal Revenue Service has determined and informed the Employer by a letter dated September 11, 2002 that the Plan and related trust, as amended, are designed in accordance with the applicable Sections 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.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes it is no longer subject to tax examinations for years prior to 2009.

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Union Local 414 Warehouse &
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NOTES TO FINANCIAL STATEMENTS - continued

June 30, 2012 and 2011

(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.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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 07/01/2011 and ending 06/30/2012▶ **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**

Fort Wayne, IN Warehouse & Transportation

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

002

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: ☒ 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 7 Day 1 Year 2011**2 Assets:**

	2a	
a Market value		9,552,664
b Actuarial value	2b	8,897,197

3 Funding target/participant count breakdown:

	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 56	8,166,858
b For terminated vested participants.....	3b 81	2,384,044
c For active participants:		
(1) Non-vested benefits.....	3c(1)	0
(2) Vested benefits	3c(2)	0
(3) Total active.....	3c(3) 0	0
d Total.....	3d 137	10,550,902

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐

	4a	4b
a Funding target disregarding prescribed at-risk assumptions.....		
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.....		

5 Effective interest rate **5** 5.82 %**6** Target normal cost **6** 90,000**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

Mark E. Silvers

Type or print name of actuary

Mercer

Firm name
155 N. Wacker Drive, Suite 1500

Chicago

IL 60606

Address of the firm

Date

11-04235

Most recent enrollment number

(312) 917-9900

Telephone number (including area code)

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) 2011
v.012611

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:

1st segment: 2.67 %	2nd segment: 5.69 %	3rd segment: 6.44 %	☐ 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 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** 90,000

b Excess assets, if applicable, but not greater than 31a **31b** 0

Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment.....	1,653,705	340,087
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** 0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ... **34** 430,087

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

36 Additional cash requirement (line 34 minus line 35) **36** 430,087

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) **37** 431,306

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

a Total (excess, if any, of line 37 over line 36)	38a	1,219
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) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	1.00%	1,000.00	10.00	550.00
56	1.00%	990.00	9.90	554.40
57	2.00%	980.10	19.60	1,117.31
58	2.00%	960.50	19.21	1,114.18
59	2.00%	941.29	18.83	1,110.72
60	100.00%	922.46	922.46	55,347.74
Total			1,000	59,794.35
Average				59.79

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	2.67%
▪ Next 15 years	5.69%
▪ Over 20 years	6.44%

Mortality sponsor elections

▪ Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
▪ Pre-1995 disabilities	Same as healthy participants.
▪ Post-1994 disabilities	Same as healthy participants.

Other economic assumptions

▪ Salary increases	N/A
▪ Flat-dollar benefit increases	N/A
▪ Social Security wage base	N/A
▪ Inflation	N/A
▪ Expected investment return	8.00% for 2009, 7.75% for 2010, and 7.50% for 2011 and later.
▪ Expenses	3-year average of administrative expenses rounded to nearest \$10,000 (\$90,000 for the current plan year)

Demographic assumptions

Withdrawal	N/A
------------	-----

Disability incidence	N/A
----------------------	-----

Retirement age for current vested deferred participants eligible to retire early		
--	--	--

Attained age	Percentage
Under 55	0%
55	1%
56	1%
57	2%
58	2%
59	2%
60	100%
61	100%
62	100%
63	100%
64	100%
65 and above	100%

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

Benefit commencement age for

- Future vested deferred N/A
- Current vested deferred The retirement rates in the table above apply to all participants that are eligible to retire early. All others are assumed to retire at 65.

Spouse assumptions

	<u>Male participants</u>	<u>Female participants</u>
▪ Percentage married	80%	65%
▪ Spouse age difference	3 years younger	3 years older

Form of payment**Single life**

▪ Active retirements	N/A
▪ Future vested deferred	N/A
▪ Future disabilities	N/A
▪ Current vested deferred	100%

Unpredictable contingent event assumptions N/A

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

We used financial data submitted by the trustee as of July 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 for each year during the last 2 years preceding the valuation date with semi-annual determination dates. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset 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 the market value.

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 not have any insurance contracts.

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

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

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 benefit 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 benefit 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 through July 1, 2009, are included in this valuation.

- **Most recent plan amendments included:** None.
- **Plan amendments excluded:** Amendments adopted after the valuation date or effective the current plan year are excluded from the valuation.
- **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.
- **Late retirement increases:**
 - *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.
- **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). Because the plan is collectively bargained and only covers union employees, the top-heavy rules do not apply.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

Effective date and plan year	Original plan: July 1, 1979 Restated plan: July 1, 2009 Plan year: July 1 through June 30						
Status of the plan	The plan is frozen; there are no ongoing accruals and new employees are not eligible to participate in the plan.						
Significant events that occurred during the year	None.						
Definitions							
▪ Participation	This Plan is frozen. All participants in the plan are inactive.						
▪ Employee contributions	None allowed.						
▪ Vesting	A participant's vesting in his/her age 65 plan benefit is as given by the following schedule: <table> <tr> <th>Years of Vesting Service</th><th>Percent Vested</th></tr> <tr> <td>Less than 5</td><td>0%</td></tr> <tr> <td>5 or more</td><td>100%</td></tr> </table> All participants active as of February 1, 2002 are 100% vested.	Years of Vesting Service	Percent Vested	Less than 5	0%	5 or more	100%
Years of Vesting Service	Percent Vested						
Less than 5	0%						
5 or more	100%						
▪ Vesting service	One Year of Vesting Service was given if an employee completed at least 1,000 hours of service during a plan year.						
▪ Credited service	One Year of Benefit Service was given if a participant had completed at least 1,920 hours of service during a plan year. If a participant worked less than 1,920 hours, 1/12 of a year was credited for each 160 hours worked. Participants on July 1, 1979 received credit for all years of prior service to the nearest month.						
▪ Employer contributions	Actuarially determined as required to meet IRS funding standards.						
Normal retirement							
▪ Eligibility	Age 65.						

Schedule SB, Part V — Summary of Plan Provisions

-
- **Benefit** The monthly benefit payable as a life annuity was determined by multiplying years of benefit service by the following schedule of benefit level:

Effective Date	Benefit Level
6/24/01	\$49.00
6/24/00	45.00
6/24/99	44.00
6/24/98	41.00
6/24/97	37.00
7/4/93	34.00
7/4/92	33.00
7/4/91	32.00
7/4/90	31.00
7/4/89	30.00
7/1/88	29.00
7/1/87	28.00
7/1/85	27.00

All participants who were born before 1954 with ten years of benefit service, who elected during the election period to waive their seniority and transfer rights and who continued working for the company until the date they were released by the company or plant closure date, received an increased benefit multiplier at \$55 per Year of Benefit Service.

Early retirement

- **Eligibility** Age 55 and completion of 10 years of service.
 - **Benefit** Normal retirement benefit reduced by 2% per year for each year early retirement age precedes age 60.
-

Late retirement

- **Benefit** Normal retirement benefit payable at the participant's termination of employment with the benefit amount calculated using years of benefit service and the benefit level in effect at actual retirement or the actuarial equivalent of the normal retirement benefit, if greater.
-

Deferred vested benefit

Schedule SB, Part V — Summary of Plan Provisions

	Normal retirement benefit payable at the participant's normal retirement age with the benefit amount calculated using years of benefit service and the benefit level in effect at the time of separation. A person who separated from service prior to 55, but with 10 years of vesting service is entitled to an early retirement benefit that is equivalent to the Normal Retirement Benefit reduced by 2% per year for each year commencement age precedes age 60.
Death	
▪ Benefit Pre-retirement	If a vested participant dies prior to commencement of benefit payments, the surviving spouse, if any, shall receive a monthly benefit equal to the benefit payable to the spouse under the 50% Joint and Survivor option assuming the participant terminated the day before his death. Benefit payments commence on the later of the day before his death or the first day the participant would have been eligible to retire.
▪ Benefit Post-retirement	As set forth in option elected.
Form of benefits	
▪ Automatic married form of payment	Actuarially reduced Joint and 50% Survivor annuity.
▪ Automatic unmarried form of payment	Life annuity.
▪ Optional forms	5 Year Certain & Continuous Annuity 10 Year Certain & Continuous Annuity 15 Year Certain & Continuous Annuity Joint and 50% Survivor Annuity Joint and 66 2/3% Survivor Annuity Joint and 100% Survivor Annuity
▪ Actuarial Equivalence	Optional forms of payments are based on UP 84 unisex mortality table at 8.50%.
Miscellaneous	
▪ 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

Maximum benefits were updated from 2010 to 2011. For 2011, the limit is \$195,000, 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.
- Expense normal cost increased from \$80,000 to \$90,000 to reflect our expectations for the current plan year.
- The spouse age difference was changed from 4 years to 3 years (male assumed older than female).
- 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 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	\$	727,819	4	\$ 189,209
2010		99,187	6	18,018
2011		826,699	7	132,860
Total	\$	1,653,705		\$ 340,087

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	1.00%	1,000.00	10.00	550.00
56	1.00%	990.00	9.90	554.40
57	2.00%	980.10	19.60	1,117.31
58	2.00%	960.50	19.21	1,114.18
59	2.00%	941.29	18.83	1,110.72
60	100.00%	922.46	922.46	55,347.74
Total			1,000	59,794.35
Average				59.79

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	2.67%
▪ Next 15 years	5.69%
▪ Over 20 years	6.44%

Mortality sponsor elections

▪ Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
▪ Pre-1995 disabilities	Same as healthy participants.
▪ Post-1994 disabilities	Same as healthy participants.

Other economic assumptions

▪ Salary increases	N/A
▪ Flat-dollar benefit increases	N/A
▪ Social Security wage base	N/A
▪ Inflation	N/A
▪ Expected investment return	8.00% for 2009, 7.75% for 2010, and 7.50% for 2011 and later.
▪ Expenses	3-year average of administrative expenses rounded to nearest \$10,000 (\$90,000 for the current plan year)

Demographic assumptions

Withdrawal N/A

Disability incidence N/A

Retirement age for current vested deferred participants eligible to retire early

Attained age	Percentage
Under 55	0%
55	1%
56	1%
57	2%
58	2%
59	2%
60	100%
61	100%
62	100%
63	100%
64	100%
65 and above	100%

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

Benefit commencement age for

- Future vested deferred N/A
- Current vested deferred The retirement rates in the table above apply to all participants that are eligible to retire early. All others are assumed to retire at 65.

Spouse assumptions

	<u>Male participants</u>	<u>Female participants</u>
▪ Percentage married	80%	65%
▪ Spouse age difference	3 years younger	3 years older

Form of payment**Single life**

▪ Active retirements	N/A
▪ Future vested deferred	N/A
▪ Future disabilities	N/A
▪ Current vested deferred	100%

Unpredictable contingent event assumptions N/A

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

Actuarial methods

Asset methods

We used financial data submitted by the trustee as of July 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 for each year during the last 2 years preceding the valuation date with semi-annual determination dates. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset 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 the market value.

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 not have any insurance contracts.

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

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

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 benefit 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 benefit 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 through July 1, 2009, are included in this valuation.

- **Most recent plan amendments included:** None.
- **Plan amendments excluded:** Amendments adopted after the valuation date or effective the current plan year are excluded from the valuation.
- **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.
- **Late retirement increases:**
 - *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.
- **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). Because the plan is collectively bargained and only covers union employees, the top-heavy rules do not apply.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

Effective date and plan year	Original plan: July 1, 1979 Restated plan: July 1, 2009 Plan year: July 1 through June 30						
Status of the plan	The plan is frozen; there are no ongoing accruals and new employees are not eligible to participate in the plan.						
Significant events that occurred during the year	None.						
Definitions							
▪ Participation	This Plan is frozen. All participants in the plan are inactive.						
▪ Employee contributions	None allowed.						
▪ Vesting	<p>A participant's vesting in his/her age 65 plan benefit is as given by the following schedule:</p> <table> <tr> <th>Years of Vesting Service</th><th>Percent Vested</th></tr> <tr> <td>Less than 5</td><td>0%</td></tr> <tr> <td>5 or more</td><td>100%</td></tr> </table> <p>All participants active as of February 1, 2002 are 100% vested.</p>	Years of Vesting Service	Percent Vested	Less than 5	0%	5 or more	100%
Years of Vesting Service	Percent Vested						
Less than 5	0%						
5 or more	100%						
▪ Vesting service	One Year of Vesting Service was given if an employee completed at least 1,000 hours of service during a plan year.						
▪ Credited service	One Year of Benefit Service was given if a participant had completed at least 1,920 hours of service during a plan year. If a participant worked less than 1,920 hours, 1/12 of a year was credited for each 160 hours worked. Participants on July 1, 1979 received credit for all years of prior service to the nearest month.						
▪ Employer contributions	Actuarially determined as required to meet IRS funding standards.						
Normal retirement							
▪ Eligibility	Age 65.						

Schedule SB, Part V — Summary of Plan Provisions

-
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