Form 5500-SF

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Short Form Annual Return/Report of Small Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
JP FOODSERVICE DISTRIBUTORS, INC. - DES MOINES IOWA WAREHOUSE AND TRANSPORTATION EMPLOYEES PENSION PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 07/01/1979

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

9399 HIGGINS ROAD, SUITE 500
ROSEMONT, IL 60018

2b Employer Identification Number (EIN) 36-3642294

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

2d Business code (see instructions) 424400

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

3b Administrator's EIN 36-3642294

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

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN, and the plan number from the last return/report.
a Sponsor's name

4b EIN

4c PN

5a Total number of participants at the beginning of the plan year	**5a**	79
b Total number of participants at the end of the plan year	**5b**	0
c Number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item)	**5c**	

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

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

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

Part III Financial Information

		(a) Beginning of Year	(b) End of Year
7 Plan Assets and Liabilities			
a Total plan assets	7a	2819624	0
b Total plan liabilities	7b		
c Net plan assets (subtract line 7b from line 7a)	7c	2819624	0

		(a) Amount	(b) Total
8 Income, Expenses, and Transfers for this Plan Year			
a Contributions received or receivable from: **(1)** Employers	8a(1)	105000	
(2) Participants	8a(2)		
(3) Others (including rollovers)	8a(3)		
b Other income (loss)	8b	368718	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		473718
d Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d	170733	
e Certain deemed and/or corrective distributions (see instructions)	8e		
f Administrative service providers (salaries, fees, commissions)	8f		
g Other expenses	8g		
h Total expenses (add lines 8d, 8e, 8f, and 8g)	8h		170733
i Net income (loss) (subtract line 8h from line 8c)	8i		302985
j Transfers to (from) the plan (see instructions)	8j	-3122609	

Part IV Plan Characteristics

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

Part V Compliance Questions

10 During the plan year:		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program)	**10a**		X	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)	**10b**		X	
c Was the plan covered by a fidelity bond?	**10c**	X		20000000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**10d**		X	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service or other organization that provides some or all of the benefits under the plan? (See instructions.)	**10e**		X	
f Has the plan failed to provide any benefit when due under the plan?	**10f**		X	
g Did the plan have any participant loans? (If "Yes," enter amount as of year end.)	**10g**		X	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**10h**			
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	**10i**			

Part VI Pension Funding Compliance

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

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

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

a If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the letter ruling granting the waiver. Month _____ Day _____ Year _____

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

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

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

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year? ☐ Yes ☒ No

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

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

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

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

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

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 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
JP FOODSERVICE DISTRIBUTORS, INC. - DES MOINES IOWA WAREHOUSE AND TRANSPORTATION EMPLOYEES PENSION PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
36-3642294

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

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

Part I Basic Information

1 Enter the valuation date: Month 07 Day 01 Year 2011

2 Assets:

a	Market value	**2a**	2846601
b	Actuarial value	**2b**	2655215

3 Funding target/participant count breakdown:

			(1) Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	30	1857414
b	For terminated vested participants	**3b**	49	1305218
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**	79	3162632

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**	5.74 %
6	Target normal cost	**6**	70000

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary

11/16/2012
Date

MARK E. SILVERS
Type or print name of actuary

11-04235
Most recent enrollment number

MERCER
Firm name

312-917-9900
Telephone number (including area code)

155 N. WACKER DRIVE, SUITE 1500
CHICAGO, IL 60606
Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 16.68%		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		1690
b	Interest on (a) using prior year's effective rate of 6.52 % except as otherwise provided (see instructions)		110
c	Total available at beginning of current plan year to add to prefunding balance		1800
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	83.95 %
15	Adjusted funding target attainment percentage	15	83.95 %
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	87.83 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/14/2011	26000				
01/12/2012	26000				
04/13/2012	26000				
07/13/2012	26000				
09/27/2012	80000				
			Totals ► 18(b)	184000	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	174902

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
2.67%	5.69%	6.44 %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b** 4

22 Weighted average retirement age **22** 62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☒ Yes ☐ No

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

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment..... **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29** 0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0

Part VIII Minimum required contribution for current year

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

a Target normal cost (line 6)..... **31a** 70000

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

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	507417	102838
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** 172838

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

36 Additional cash requirement (line 34 minus line 35)..... **36** 172838

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 174902

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

a Total (excess, if any, of line 37 over line 36) **38a** 2064

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 participant is assumed to retire in accordance with the table of retirement rates. The proportion of participants expected to retire at each potential retirement age is shown below. The average retirement age is 62.

(A) Retirement age	(B) Number of employees expected to retire	(C) (A) x (B)
55	100.00	5,500.00
56	45.00	2,520.00
57	42.75	2,436.75
58	40.61	2,355.53
59	38.58	2,276.33
60	73.31	4,398.33
61	32.99	2,012.24
62	156.69	9,714.82
63	47.01	2,961.45
64	42.31	2,707.61
65	380.76	24,749.29
Total	1,000.00	61,632.35
Average		61.63

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% for 2009, 7.75% for 2010, and 7.5% for 2011 and later.
▪ Expenses	3-year average of administrative expenses rounded to nearest $10,000 ($70,000 for the current plan year)
Demographic assumptions	
Withdrawal	N/A
Disability incidence	N/A
Retirement age	N/A

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

Benefit commencement age for

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

Attained age	Retirement Rates
55	10%
56	5%
57	5%
58	5%
59	5%
60	10%
61	5%
62	25%
63	10%
64	10%
65	100%

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

Form of payment

- Active retirements: N/A
- Future vested deferred: N/A
- Future disabilities: N/A
- Future deaths: N/A
- Current vested deferred: 100% elect a single life annuity.

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

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

Participant methods

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.

- **Insurance contracts:** The plan does not have any insurance contracts.

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

Minimum funding methods

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

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.

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

- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the funding target computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future 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 after 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:**
  - *Active participants*: N/A
  - *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 to 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	
▪ Eligibility	Benefits under the plan are frozen. All participants in the plan are inactive.
▪ Employee contributions	None allowed.
▪ Credited service	One year of service was given if a participant had completed 1,920 hours of service during a Plan year. If less than 1,920, 1/12 of a year was credited for each 160 hours worked.
Normal retirement	
▪ Eligibility	All participants attaining age 65.
▪ Benefit	The monthly benefit was determined by multiplying years of credited service at the termination of employment by the following schedule of benefit level: Effective 7/1/1999 - $39.00 Effective 7/1/1998 - $38.00 Effective 7/1/1997 - $37.00 Effective 7/1/1996 - $36.00 Effective 7/4/1993 - $34.00 Effective 7/4/1992 - $33.00 Effective 7/4/1991 - $32.00 Effective 7/4/1990 - $31.00 Effective 7/4/1989 - $30.00 Effective 7/1/1988 - $29.00 Effective 7/1/1987 - $28.00 Effective 7/1/1985 - $27.00
Early retirement	
▪ Eligibility	A participant may retire upon attainment of age 55 if they had at least 10 years of service at termination.

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit	The normal retirement benefit will be reduced 2% per year prior to age 65.
Deferred vested	
▪ Eligibility	All participants currently in this plan are vested and are eligible for a deferred vested benefit.
▪ Benefit	The vested accrued benefit payable at Normal Retirement Age calculated as of the plan freeze date. Participants who had at least 10 years of service at termination can retire prior to age 65, but not before 55, and the normal retirement benefit will be reduced 2% per year prior to age 65.
Pre-retirement death	
▪ Eligibility	The spouse of a married vested participant who dies shall be eligible for a death benefit.
▪ Benefit	The amount of the death benefit shall be the monthly pension due to the spouse had the joint and 50% survivor option been elected immediately before the death of the participant.
Form of benefits	
▪ Automatic married form of payment	Actuarially reduced joint and 50% survivor annuity.
▪ Automatic unmarried form of payment	Life annuity.
▪ Optional forms of payment	Actuarially equivalent 100% joint and survivor annuity, 66.66% joint and survivor annuity, or 5, 10 or 15 years' certain and continuous annuities.
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 Assumption

Actuarial assumption changes since prior valuation

- Expense normal cost increased from $50,000 to $70,000 to reflect our expectations for the current plan year.

- The spousal 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 in the master trust and will be reflected in future Actuarial Value of Asset determinations.

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

Schedule SB, Line 32 — Schedule of Amortization Bases

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

Shortfall bases

Year established	Outstanding balance	Years remaining	2011 Installment
2008	$ 220,816	4	$ 57,405
2010	(29,908)	6	(5,433)
2011	316,509	7	50,866
Total	$ 507,417		$ 102,838

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 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

Des Moines, IA Warehouse & Transportation

B Three-digit plan number (PN) ▶ 003

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

US Foods, Inc.

D Employer Identification Number (EIN)

36-3642294

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

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

Part I Basic Information

1 Enter the valuation date: Month 7 Day 1 Year 2011

2 Assets:

a	Market value	2a	2,846,601
b	Actuarial value	2b	2,655,215

3 Funding target/participant count breakdown:

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	30	1,857,414
b	For terminated vested participants	3b	49	1,305,218
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	79	3,162,632

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	5.74 %
6	Target normal cost	6	70,000

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

11/16/12

Date

Mark E. Silvers

Type or print name of actuary

11-04235

Most recent enrollment number

Mercer

Firm name

(312) 917-9900

Telephone number (including area code)

155 N. Wacker Drive, Suite 1500

Chicago IL 60606

Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 16.68 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38 from prior year)		1,690
	b Interest on (a) using prior year's effective rate of 6.52 % except as otherwise provided (see instructions)		110
	c Total available at beginning of current plan year to add to prefunding balance		1,800
	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	83.95 %
15	Adjusted funding target attainment percentage	15	83.95 %
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	87.83 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/14/2011	26,000				
01/12/2012	26,000				
04/13/2012	26,000				
07/13/2012	26,000				
09/27/2012	80,000				
			Totals • 18(b)	184,000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	174,902

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
2.67 %	5.69 %	6.44 %	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	62

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	70,000
b Excess assets, if applicable, but not greater than 31a	31b	0

	Outstanding Balance	Installment
32 Amortization installments:		
a Net shortfall amortization installment	507,417	102,838
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	172,838

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

36 Additional cash requirement (line 34 minus line 35)	36	172,838
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	174,902
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	2,064
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 participant is assumed to retire in accordance with the table of retirement rates. The proportion of participants expected to retire at each potential retirement age is shown below. The average retirement age is 62.

(A) Retirement age	(B) Number of employees expected to retire	(C) (A) x (B)
55	100.00	5,500.00
56	45.00	2,520.00
57	42.75	2,436.75
58	40.61	2,355.53
59	38.58	2,276.33
60	73.31	4,398.33
61	32.99	2,012.24
62	156.69	9,714.82
63	47.01	2,961.45
64	42.31	2,707.61
65	380.76	24,749.29
Total	1,000.00	61,632.35
Average		61.63

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% for 2009, 7.75% for 2010, and 7.5% for 2011 and later.
▪ Expenses	3-year average of administrative expenses rounded to nearest $10,000 ($70,000 for the current plan year)
Demographic assumptions	
Withdrawal	N/A
Disability incidence	N/A
Retirement age	N/A

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

Benefit commencement age for

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

Attained age	Retirement Rates
55	10%
56	5%
57	5%
58	5%
59	5%
60	10%
61	5%
62	25%
63	10%
64	10%
65	100%

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

Form of payment

- Active retirements: N/A
- Future vested deferred: N/A
- Future disabilities: N/A
- Future deaths: N/A
- Current vested deferred: 100% elect a single life annuity.

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

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

Participant methods

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.
- **Insurance contracts:** The plan does not have any insurance contracts.

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

Minimum funding methods

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

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.

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

- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the funding target computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future 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 after 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:**
  - *Active participants*: N/A
  - *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 to 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	
▪ Eligibility	Benefits under the plan are frozen. All participants in the plan are inactive.
▪ Employee contributions	None allowed.
▪ Credited service	One year of service was given if a participant had completed 1,920 hours of service during a Plan year. If less than 1,920, 1/12 of a year was credited for each 160 hours worked.
Normal retirement	
▪ Eligibility	All participants attaining age 65.
▪ Benefit	The monthly benefit was determined by multiplying years of credited service at the termination of employment by the following schedule of benefit level: Effective 7/1/1999 - $39.00 Effective 7/1/1998 - $38.00 Effective 7/1/1997 - $37.00 Effective 7/1/1996 - $36.00 Effective 7/4/1993 - $34.00 Effective 7/4/1992 - $33.00 Effective 7/4/1991 - $32.00 Effective 7/4/1990 - $31.00 Effective 7/4/1989 - $30.00 Effective 7/1/1988 - $29.00 Effective 7/1/1987 - $28.00 Effective 7/1/1985 - $27.00
Early retirement	
▪ Eligibility	A participant may retire upon attainment of age 55 if they had at least 10 years of service at termination.

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit	The normal retirement benefit will be reduced 2% per year prior to age 65.
Deferred vested	
▪ Eligibility	All participants currently in this plan are vested and are eligible for a deferred vested benefit.
▪ Benefit	The vested accrued benefit payable at Normal Retirement Age calculated as of the plan freeze date. Participants who had at least 10 years of service at termination can retire prior to age 65, but not before 55, and the normal retirement benefit will be reduced 2% per year prior to age 65.
Pre-retirement death	
▪ Eligibility	The spouse of a married vested participant who dies shall be eligible for a death benefit.
▪ Benefit	The amount of the death benefit shall be the monthly pension due to the spouse had the joint and 50% survivor option been elected immediately before the death of the participant.
Form of benefits	
▪ Automatic married form of payment	Actuarially reduced joint and 50% survivor annuity.
▪ Automatic unmarried form of payment	Life annuity.
▪ Optional forms of payment	Actuarially equivalent 100% joint and survivor annuity, 66.66% joint and survivor annuity, or 5, 10 or 15 years' certain and continuous annuities.
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 Assumption

Actuarial assumption changes since prior valuation

- Expense normal cost increased from $50,000 to $70,000 to reflect our expectations for the current plan year.

- The spousal 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 in the master trust and will be reflected in future Actuarial Value of Asset determinations.

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

Schedule SB, Line 32 — Schedule of Amortization Bases

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

Shortfall bases

Year established		Outstanding balance	Years remaining		2011 Installment
2008	$	220,816	4	$	57,405
2010		(29,908)	6		(5,433)
2011		316,509	7		50,866
Total	$	507,417		$	102,838