

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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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>US FOODS, INC. DEFINED BENEFIT PENSION PLAN</u>	1b Three-digit plan number (PN) ▶ <u>017</u> 1c Effective date of plan <u>01/01/2003</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a 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	<u>Filed with authorized/valid electronic signature.</u>	<u>07/26/2013</u>	<u>GARY HANSEN</u>
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																											
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																											
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">22872</td> </tr> </table>	5	22872																									
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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).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">15348</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">1501</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">2363</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">19212</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">173</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">19385</td> </tr> <tr> <td style="text-align: center;">6g</td> <td></td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">552</td> </tr> </table>			6a	15348	6b	1501	6c	2363	6d	19212	6e	173	6f	19385	6g		6h	552									
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																										
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 3H																													
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9a Plan funding arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>		(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor	9b Plan benefit arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>	(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor			
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																													
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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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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>US FOODS, INC. DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>017</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>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>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>202489229</u>
b	Actuarial value 2b <u>193533424</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>1310</u> <u>19003902</u>
b	For terminated vested participants..... 3b <u>5879</u> <u>35670689</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>8609026</u>
(2)	Vested benefits..... 3c(2) <u>115928946</u>
(3)	Total active 3c(3) <u>15683</u> <u>124537972</u>
d	Total 3d <u>22872</u> <u>179212563</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>7.25 %</u>
6	Target normal cost..... 6 <u>15349241</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>07/16/2013</u>
	Signature of actuary	Date
<u>MARK E. SILVERS</u>		<u>11-04235</u>
	Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>		<u>312-917-9900</u>
	Firm name	Telephone number (including area code)
<u>155 N. WACKER DRIVE, STE 1500</u> <u>CHICAGO, IL 60606</u>		
	Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover 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>10.79</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		17547
	b Interest on (a) using prior year's effective interest rate of <u>6.45</u> % except as otherwise provided (see instructions)		1132
	c Total available at beginning of current plan year to add to prefunding balance		18679
	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	107.99 %
15	Adjusted funding target attainment percentage	15	107.99 %
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	85.01 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	5368000	0			
07/13/2012	5368000	0			
10/15/2012	5368000	0			
01/14/2013	5368000	0			
04/12/2013	6600000	0			
07/12/2013	12850000	0			
Totals ►			18(b)	40922000	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	38092862

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ 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 subject to 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	15349241	
b Excess assets, if applicable, but not greater than line 31a	31b	14320861	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1028380	
	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	1028380	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	38092862	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	37064482	
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 an election was made to use PRA 2010 funding relief for this plan:			
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		

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan US FOODS, INC. DEFINED BENEFIT PENSION PLAN				B Three-digit plan number (PN) ▶ 017	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 US FOODS, INC.				D Employer Identification Number (EIN) 36-3642294	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: USF MASTER DEFINED BEN PEN TRUST					
b Name of sponsor of entity listed in (a): US FOODS, INC.					
c EIN-PN 36-3642294-200		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 209269169	
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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c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 10	

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

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

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

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

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
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan US FOODS, INC. DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	017
C Plan sponsor's name as shown on line 2a of Form 5500 US FOODS, INC.	D Employer Identification Number (EIN) 36-3642294	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	10021000	24818000
(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)	192665163	209269169
(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	202686163	234087169

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	202686163	234087169
---	-----------	-----------	-----------

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)	40922000	
(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)		40922000
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
(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

		(a) Amount	(b) Total
(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)		26687704
(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		67609704

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	34195893	
(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)		34195893
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		34195893

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		33413811
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		2012805

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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.			

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 BEFINED BENEFIT PENSION TRUST

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>US FOODS, INC. DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>017</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>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>4017</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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

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

Stock: 50.4% Investment-Grade Debt: 47.9% High-Yield Debt: 0.3% Real Estate: 0.0% Other: 1.4%

- 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 line 19(b)?

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

Financial Statements and Report of
Independent Auditors

**US Foods, Inc. Defined Benefit
Pension Plan**

December 31, 2012 and 2011

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Independent Auditor's Report

To the US Foods Retirement Administration Committee
US Foods, Inc. Defined Benefit Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of US Foods, Inc. Defined Benefit Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended, and the statements of accumulated plan benefits as of January 1, 2012 and 2011 and the related statements of changes in accumulated plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes D and E, which was certified by The Northern Trust Company (the "Trustee"), 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 related transactions. The plan administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2012 and 2011 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the US Foods Retirement Administration Committee
US Foods, Inc. Defined Benefit Pension Plan

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Report on Form and Content in Compliance with DOL Rules and Regulations

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 ERISA.

Plante & Moran, PLLC

Elgin, IL
July 25, 2013

FINANCIAL STATEMENTS

US Foods, Inc. Defined Benefit Pension Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

(In thousands)

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value		
Investment in the US Foods, Inc. Master Defined Benefit Pension Trust	\$209,269	\$192,665
Employer contribution receivable	<u>24,818</u>	<u>10,021</u>
Net assets available for benefits	<u>\$234,087</u>	<u>\$202,686</u>

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

US Foods, Inc. Defined Benefit Pension Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31,

(In thousands)

	<u>2012</u>	<u>2011</u>
Additions		
Additions to net assets attributed to:		
Investment income		
Plan interest in US Foods, Inc. Master Defined Benefit Pension Trust investment income	\$ 26,688	\$ 18,585
Employer contributions	<u>40,922</u>	<u>22,223</u>
Total additions	67,610	40,808
Deductions		
Deductions from net assets attributed to:		
Benefits paid directly to participants	34,196	2,276
Administrative expenses	<u>2,013</u>	<u>1,417</u>
Total deductions	<u>36,209</u>	<u>3,693</u>
NET INCREASE	31,401	37,115
Net assets available for benefits		
Beginning of year	<u>202,686</u>	<u>165,571</u>
End of year	<u>\$234,087</u>	<u>\$202,686</u>

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

US Foods, Inc. Defined Benefit Pension Plan
STATEMENTS OF ACCUMULATED PLAN BENEFITS

January 1,
(In thousands)

	<u>2012</u>	<u>2011</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Active participants	\$116,831	\$97,435
Participants with deferred benefits	35,804	29,017
Participants currently receiving payments	<u>18,412</u>	<u>13,381</u>
	171,047	139,833
Nonvested benefits	<u>8,112</u>	<u>8,225</u>
Total actuarial present value of accumulated plan benefits	<u>\$179,159</u>	<u>\$148,058</u>

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

US Foods, Inc. Defined Benefit Pension Plan

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

Years ended January 1,

(In thousands)

	<u>2012</u>	<u>2011</u>
Actuarial present value of accumulated plan benefits, beginning of year	\$ 148,058	\$121,258
Change during the year attributable to:		
Benefits accumulated and gains	14,744	12,870
Increase in interest due to reduction in discount period	11,012	9,326
Benefits paid	(2,276)	(1,706)
Change in actuarial assumptions	<u>7,621</u>	<u>6,310</u>
NET INCREASE	<u>31,101</u>	<u>26,800</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$179,159</u>	<u>\$148,058</u>

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

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE A - DESCRIPTION OF THE PLAN

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

General

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

Plan Amendments

Effective August 28, 2012, the Plan was amended to cease crediting benefit service to certain exempt employees and disallowed the crediting of benefit service to certain employees of the CHEF’SSTORE division.

Effective October 1, 2012, the Plan was amended to change the look-back month for the applicable interest rate used to determine lump-sum amounts and to increase the mandatory cash-out limit from \$1 to \$5 thousand. Additionally, the Plan was amended to allow certain participants who separated from service prior to August 1, 2012 who did not otherwise qualify for benefits to commence, to elect during a 35-day period beginning October 2012 to receive lump sum or annuity payments of their total vested benefits.

Effective November 8, 2012, the Plan was amended to provide a new election window for certain participants under the same terms as noted above during a 35-day period beginning November of 2012, to receive lump sum or annuity payments of their total vested benefits.

Trustee Agreement

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

Pension Benefits

Prior to September 15, 2004, each employee who had attained age 21 and completed 1,000 hours of service in a 12-month period was eligible to participate in the Plan. As of September 15, 2004, exempt employees became ineligible to accrue benefits in the Plan. Participants accrue additional

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE A - DESCRIPTION OF THE PLAN - Continued

Pension Benefits - Continued

benefits based on length of active service and average compensation, as defined, and vest 100% in the accrued benefits after five years of eligible service. Effective January 1, 2005, employees who are members of the International Brotherhood of Teamsters, AFL-CIO Local 636, other than those who are age 55 or older and have completed at least 10 years of services as of December 31, 2004 became eligible employees.

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

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

During 2012, the Company offered lump-sum payments to former employees to settle their pension benefit obligations. Benefits paid directly to participants in 2012 included approximately \$32 million of lump-sum payments to settle former participant pension benefit obligations.

Death and Disability Retirement Benefits

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

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The fair value of the Plan's interest in the 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 E).

Administration Expenses

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

Subsequent Events

The Plan has evaluated subsequent events through July 25, 2013, the date the financial statements were available to be issued.

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE C - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments that, under the Plan's provisions, are attributable to the service which participants have already rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of deceased employees, and (c) present employees or their beneficiaries. Benefits under the Plan for exempt employees are based on a formula which factors in years of service and average monthly income from January 1, 2003 until September 15, 2004. Benefits under the Plan for non-exempt employees are based on a formula which factors in years of service and average monthly income of the highest five of the last 10 years of employment after January 1, 2003. Benefits payable under retirement, death, disability, and termination of employment are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

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

The significant actuarial assumptions used in the valuations as of January 1, 2012, 2011, and 2010 are:

- | | |
|--|--|
| a. Assumed Rate of Return | 7.25%, 7.50%, and 7.75%, compounded annually, respectively |
| b. Healthy and Disabled Mortality | Effective January 1, 2012:
2012 PPA separate static annuitant and non-annuitant mortality tables
Effective January 1, 2011:
2011 PPA separate static annuitant and non-annuitant mortality tables
Effective January 1, 2010:
2010 PPA separate static annuitant and non-annuitant mortality tables |
| c. Retirement Age Assumptions | Graded schedule from age 55 to 65 |
| d. Salary Increases | 4.0% compounded annually |

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.

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE

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

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011
- Investment income, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 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 E - 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 December 31, 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.

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE E - 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 December 31, 2012 and 2011.

	December 31,	
	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Cash	<u>\$ 2,079</u>	<u>\$ 8,345</u>
Collective trust funds:		
Domestic equities	189,872	205,947
International equities	28,529	25,865
Cash	<u>8,178</u>	<u>4,119</u>
	226,579	235,931
Mutual funds:		
Domestic equities	24,060	23,926
International equities	<u>31,346</u>	<u>28,787</u>
	55,406	52,713
Long-term debt securities:		
Corporate debt securities:		
Domestic	137,457	114,489
International	20,341	18,002
U.S. government	112,681	120,698
Government agencies	9,343	8,568
Other	<u>2,882</u>	<u>1,944</u>
	<u>282,704</u>	<u>263,701</u>
	<u>\$566,768</u>	<u>\$560,690</u>

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE E - INTEREST IN US FOODS MASTER TRUST - Continued

	Years ended December 31,	
	2012	2011
Investment income:		
Net appreciation (depreciation) in fair value of investments:		
Collective trust funds	\$15,790	\$(5,886)
Mutual funds	8,626	(4,241)
Long-term debt securities	<u>(6,049)</u>	<u>30,597</u>
	18,367	20,470
Realized gain on sales:		
Collective trust funds	20,519	4,869
Mutual funds	1,576	775
Long-term debt securities	<u>21,303</u>	<u>13,850</u>
	43,398	19,494
Interest	12,272	12,442
Dividends	<u>526</u>	<u>881</u>
	<u>\$74,563</u>	<u>\$53,287</u>

The Plan makes up approximately 37% and 34% of total Master Trust assets at December 31, 2012 and 2011, respectively.

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

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

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

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE E - INTEREST IN US FOODS MASTER TRUST - Continued

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement. These fair value measurements are based primarily on management's own estimates using pricing models and discounted cash flow methodologies or similar techniques taking into account the characteristics of the asset. Significant inputs for the group annuity contract include specific terms and contractual provisions outlined in the contract including the effective interest rate.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 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. As of December 31, 2012, there are no unfunded commitments or restrictions for these investments.

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.

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.

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE E - 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 December 31, 2012:

	<u>Assets at Fair Value as of December 31, 2012</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash	\$ <u>2,079</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>2,079</u>
Collective trust funds:				
Cash	-	8,178	-	8,178
Domestic equities	-	189,872	-	189,872
International equities	<u>-</u>	<u>28,529</u>	<u>-</u>	<u>28,529</u>
	-	226,579	-	226,579
Mutual funds:				
Domestic equities	24,060	-	-	24,060
International equities	<u>31,346</u>	<u>-</u>	<u>-</u>	<u>31,346</u>
	55,406	-	-	55,406
Long-term debt securities:				
Corporate debt securities:				
Domestic	-	137,457	-	137,457
International	-	20,341	-	20,341
U.S. government securities	-	112,681	-	112,681
Government agencies	-	9,343	-	9,343
Other	<u>-</u>	<u>2,882</u>	<u>-</u>	<u>2,882</u>
	-	282,704	-	282,704
Total assets at fair value	<u>\$ <u>57,485</u></u>	<u>\$ <u>509,283</u></u>	<u>\$ <u>-</u></u>	<u>\$ <u>566,768</u></u>

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE E - 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 December 31, 2011:

	<u>Assets at Fair Value as of December 31, 2011</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash	\$ 8,345	\$ -	\$ -	\$ 8,345
Collective trust funds:				
Cash	-	4,119	-	4,119
Domestic equities	-	205,947	-	205,947
International equities	-	25,865	-	25,865
	-	235,931	-	235,931
Mutual funds:				
Domestic equities	23,926	-	-	23,926
International equities	28,787	-	-	28,787
	52,713	-	-	52,713
Long-term debt securities:				
Corporate debt securities:				
Domestic	-	114,489	-	114,489
International	-	18,002	-	18,002
U.S. government securities	-	120,698	-	120,698
Government agencies	-	8,568	-	8,568
Other	-	1,944	-	1,944
	-	263,701	-	263,701
Total assets at fair value	\$ 61,058	\$499,632	\$ -	\$ 560,690

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no significant transfers between levels of the fair value hierarchy during 2012 and 2011.

The Plan also holds other assets not measured at fair value on a recurring basis, such as contributions receivable. The fair value of these assets is equal to the carrying amounts in the accompanying financial statements due to the short maturity of such instruments.

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE F - 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 G - 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.

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

NOTE H - TAX STATUS

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

US Foods, Inc. Defined Benefit Pension Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

(In thousands)

NOTE H - TAX STATUS - Continued

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.

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 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, line 26 — Schedule of Active Participant Data**Distribution of active participants (non-exempt) as of January 1, 2012**

Attained age	Years of vesting service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25		177 41,445	18								195
25-29		546 46,297	292 47,754	15							853
30-34		528 50,555	535 50,874	216 51,672	10						1,289
35-39		480 50,243	552 55,847	383 54,248	132 51,943	7					1,554
40-44		401 52,949	522 55,207	463 56,204	224 55,892	91 54,484	6				1,707
45-49		274 48,385	364 52,477	414 55,260	246 58,025	192 55,189	87 53,786	9			1,586
50-54		182 44,109	274 48,566	277 52,739	179 53,204	142 54,617	104 53,352	82 49,282	7		1,247
55-59		76 41,735	132 47,364	170 45,807	102 50,491	121 52,281	80 50,863	77 55,721	47 51,494	3	808
60-64		42 41,922	75 42,495	97 46,597	52 48,837	71 52,643	55 51,346	41 49,730	24 51,684	16	473
65-69		5	16	24 36,589	4	24 41,742	13	12	5	8	111
70 & up			2	7	9	5	2		2	2	29
Total		2,711	2,782	2,066	958	653	347	221	85	29	9,852

The above includes only Non-Exempt participants (excluding the 24 participants on LOA). In each cell, the top number is the count of active participants for each age/service combination and the bottom number is the average pay for 2011 limited to \$245,000. Average pay is not shown for cells with fewer than 20 participants.

Schedule SB, line 26 — Schedule of Active Participant Data**Distribution of active participants (exempt) as of January 1, 2012**

Attained age	Years of vesting service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25		2									2
25-29		61	48	1							110
		404	916								
30-34		100	192	50	2						344
		265	739	1,106							
35-39		94	229	178	57	1					559
		252	592	1,073	1,228						
40-44		93	259	303	163	71	5				894
		146	536	1,129	1,226	1,090					
45-49		88	229	337	192	160	73	12			1,091
		144	555	1,149	1,389	1,474	1,082				
50-54		47	188	278	226	174	152	68	6		1,139
		224	573	1,204	1,369	1,331	1,363	1,348			
55-59		21	119	226	165	147	125	102	34	2	941
		115	541	1,200	1,397	1,352	1,339	1,482	1,410		
60-64		9	65	113	81	76	68	61	45	18	536
			664	1,144	1,304	1,299	1,256	1,327	1,414		
65-69		3	16	34	20	25	24	15	11	7	155
				998	1,215	1,330	1,418				
70 & up			1	12	11	1	5	1	5		36
Total		518	1,346	1,532	917	655	452	259	101	27	5,807

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

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

Discount rate sponsor elections	Non-stabilized purposes	Stabilized purposes
<ul style="list-style-type: none">Segment rates or full yield curveLook-back monthsFirst 5 yearsNext 15 yearsOver 20 years	Segment 4 2.06% 5.25% 6.32%	Segment N/A 5.54% 6.85% 7.52%
Mortality sponsor elections		
<ul style="list-style-type: none">Healthy participantsPre-1995 disabilitiesPost-1994 disabilities	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. Same as healthy Same as healthy	
Other economic assumptions		
<ul style="list-style-type: none">Salary increasesFlat-dollar benefit increasesSocial Security wage baseInflationExpected investment returnExpenses	4.00% per year N/A N/A N/A 7.75% per year for 2010, 7.50% per year for 2011, and 7.25% per year for 2012 and later. 3-yr average of administrative expenses (rounded to the nearest \$100,000)	
Demographic assumptions		
<ul style="list-style-type: none">WithdrawalDisability incidenceRetirement age	See table of sample rates. See table of sample rates.	
	Attained age	Retirement rates
	Under 55	0%
	55	15%
	56-61	10%
	62	15%
	63-64	10%
	65 and above	100%
<ul style="list-style-type: none">Benefit commencement age for<ul style="list-style-type: none">Future vested deferredCurrent vested deferredSpouse assumptions<ul style="list-style-type: none">Percentage marriedSpouse age difference	65 65	
	<u>Male participants</u>	<u>Female participants</u>
	80%	65%
	3 years younger	3 years older

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

Form of payment	<u>Lump sum</u>	<u>Single life</u>	<u>50% J&S</u>
• Active retirements	0%	100%	0%
• Future vested deferred	0%	100%	0%
• Future disabilities	0%	100%	0%
• Future deaths (survivor portion)	0%	0%	100%
• Current vested deferred	0%	100%	0%
Unpredictable contingent event assumptions	N/A		

Table of Sample Rates

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

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

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

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

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

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

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

Actuarial methods

Asset Methods

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

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 <p>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).</p> <p>► File as an attachment to Form 5500 or 5500-SF.</p>	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► **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.

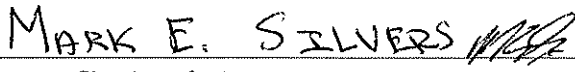
A Name of plan US FOODS, INC. DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	<u>017</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF US FOODS, INC.	D Employer Identification Number (EIN) 36-3642294	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year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

Part I Basic Information

1	Enter the valuation date:	Month <u>1</u>	Day <u>1</u>	Year <u>2012</u>	
2	Assets:				
	a Market value	2a	202,489,229		
	b Actuarial value	2b	193,533,424		
3	Funding target/participant count breakdown:	(1) Number of participants		(2) Funding Target	
	a For retired participants and beneficiaries receiving payment	3a	1,310	19,003,902	
	b For terminated vested participants	3b	5,879	35,670,689	
	c For active participants:				
	(1) Non-vested benefits	3c(1)		8,609,026	
	(2) Vested benefits	3c(2)		115,928,946	
	(3) Total active	3c(3)	15,683	124,537,972	
	d Total	3d	22,872	179,212,563	
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	7.25 %		
6	Target normal cost	6	15,349,241		

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	<u>7/16/13</u> Date
	MARK E. SILVERS Type or print name of actuary	11-04235 Most recent enrollment number
	MERCER Firm name	(312) 917-9900 Telephone number (including area code)
	155 N. WACKER DRIVE, STE 1500 CHICAGO IL 60606 Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover 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>10.79</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		17,547
b Interest on (a) using prior year's effective interest rate of <u>6.45</u> % except as otherwise provided (see instructions)		1,132
c Total available at beginning of current plan year to add to prefunding balance		18,679
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	107.99 %
15 Adjusted funding target attainment percentage	15	107.99 %
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	85.01 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	5,368,000				
07/13/2012	5,368,000				
10/15/2012	5,368,000				
01/14/2013	5,368,000				
04/12/2013	6,600,000				
07/12/2013	12,850,000				
Totals ►			18(b)	40,922,000	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	38,092,862

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ 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 subject to 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	15,349,241	
b Excess assets, if applicable, but not greater than line 31a	31b	14,320,861	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	1,028,380	
	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	1,028,380	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	38,092,862	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	37,064,482	
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 an election was made to use PRA 2010 funding relief for this plan:			
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	15.00%	10,000	1,500	82,500
56	10.00%	8,500	850	47,600
57	10.00%	7,650	765	43,605
58	10.00%	6,885	689	39,933
59	10.00%	6,197	620	36,559
60	10.00%	5,577	558	33,461
61	10.00%	5,019	502	30,617
62	15.00%	4,517	678	42,010
63	10.00%	3,840	384	24,190
64	10.00%	3,456	346	22,116
65	100.00%	3,110	3,110	202,158
Total			10,000	604,750
Average				60.47

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original Plan: January 1, 2003 Restated plan: January 1, 2009
Status of the plan	Effective September 15, 2004, the plan froze future benefit accruals for "Exempt" employees.
Significant events that occurred during the year	None
Definitions	
• Eligible employees	Any employee of the sponsoring employer, with the exception of the following: <ul style="list-style-type: none"> • Temporary employees • Members of a collective bargaining group to whom the plan has not extended participation rights • Leased employees • Nonresident aliens who receive no earned income from within the U.S. As of September 15, 2004, only non-exempt employees and certain union employees are eligible.
• Participating employees	Eligible employees can participate in the plan on the latest of: <ul style="list-style-type: none"> • The first day of the calendar month coinciding with or next following attainment of age 21 and completion of one Year of Eligibility Service • January 1, 2003 • The date he or she became an eligible employee.
• Administrative committee	The administrative committee is appointed by US Foods and is not paid from the fund for service on the committee. The administrative committee has the power to construe the plan and resolve all questions that may arise relating to the eligibility of individuals to participate, the amount of retirement benefits due, and any situation not specifically covered by the plan. It does not have the power to modify, add to, or subtract from the plan.
• Type of plan	Defined benefit plan
• Participant contributions	None required or allowed.
• Year of Eligibility Service	Either of the following: <ol style="list-style-type: none"> 1. The 12-month period commencing on the employee's date of hire in which the employee works 1,000 hours, including periods before and including the effective date 2. If the employee does not work 1,000 hours during the initial 12-month period, any calendar year in which the employee works 1,000 hours.
• Year of Vesting Service	Any period of service, in whole years, in which the employee was an eligible employee.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit service	Any period of service, in whole and partial years, in which the employee was an eligible employee, and excluding periods before January 1, 2003.
• Compensation considered	<p>All taxable wages, salaries, and other amounts received for services rendered in course of employment with U.S. Foodservice including the following:</p> <ul style="list-style-type: none"> ▪ Commissions, profit- based compensation, bonuses ▪ Non-qualified stock options includible in taxable gross income ▪ Property included in taxable gross income ▪ Elective deferrals ▪ Imputed compensation for Qualified Military Service <p>Does not include compensation paid to the participant more than 30 days (or the subsequent calendar year) after the participant's severance from service. Also does not include:</p> <ul style="list-style-type: none"> ▪ Wages, salaries, and other amounts for services performed while the employee is not eligible ▪ Reimbursements for expenses, including relocation, moving and automobile allowances ▪ Fringe benefits, deferred compensation, welfare benefits ▪ Employer contributions to a deferred compensation plan not included in the participant's taxable gross income ▪ Distributions from a deferred compensation plan ▪ Amounts realized from exercise of non-qualified stock options ▪ Amounts realized from disposition of stock acquired under qualified stock option. <p>Compensation is limited to the 401(a)(17) compensation limit in effect for the valuation year. The limit is adjusted for cost-of-living increases in accordance with Code Section 401(a)(17)(B).</p>
• Final average compensation	<p>1/5 of the aggregate of the five highest consecutive calendar years of compensation in the last 10, not including the following:</p> <ul style="list-style-type: none"> ▪ Periods before January 1, 2003 ▪ Years in which the participant worked fewer than 9 months (unless it produces a higher average). <p>In the case a participant with fewer than five consecutive calendar years of compensation, this is:</p> <ul style="list-style-type: none"> ▪ The aggregate compensation on or after January 1, 2003 ▪ Divided by years of benefit service during which the compensation was received.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Later of age 65 and the earlier of 5 years of vesting service and the 5th anniversary after the commencement of participation.
• Benefit	1/12 of 1% of final average compensation, multiplied by benefit service. Benefit is payable monthly as a level single-life annuity.
Early retirement	
• Eligibility	Later of age 55 and 10 years of vesting service.
• Benefit	Normal retirement benefit, reduced by 5/12% for each month the participant's benefit commences before normal retirement date.
Late retirement	
• Eligibility	Post Normal Retirement Date
• Benefit	<p>If an active participant remains employed after reaching his normal retirement date, the benefit commencement date will be deferred to his actual retirement. The benefit is calculated in the same manner as the normal retirement benefit, including benefit service and compensation to the delayed retirement date. The amount is then actuarially increased to reflect the amount of benefits not paid since the participant's normal retirement date. The amount of any additional retirement benefits that otherwise would be accrued by the participant since normal retirement date is reduced (but not below zero) by the amount of actuarial increase.</p> <p>If payment of a participant's monthly retirement benefit is required to begin while the participant is still employed and accruing benefits under the plan, then the benefits accrued after the pension commencement date is reduced by the actuarial equivalent of retirement benefit payments made to the participant.</p>

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	5 years of vesting service
• Benefit	<p>A participant who has not reached his early retirement date but terminates employment after completing five or more years of vesting service is entitled to a deferred vested retirement benefit.</p> <p>The deferred vested retirement benefit shall be payable at the participant's normal retirement date. A participant with ten years of service may elect to have his benefit commence on the first day of any month coinciding with or following his 55th birthday. The benefit, if paid early, will be reduced by 5/12% for each month the benefit commences prior to normal retirement date.</p> <p>The annual deferred vested benefit (payable monthly) is the amount determined according to the normal retirement formula, based on benefit service and final average earnings at termination date.</p>
Disability	
• Eligibility	<p>After having completed 5 years of vesting service, the 1st of the month coincident with or next following the later of:</p> <ul style="list-style-type: none"> ▪ Being deemed disabled by the Social Security Administration ▪ Age 55
• Benefit	Same as early retirement benefit
Pre-retirement death	
• Eligibility	5 years of vesting service
• Benefit	<p>If eligible for retirement but not receiving benefits, the amount paid to the participant's Spouse is equal to the amount that the Spouse would have received as though the participant had retired on the date of death, elected a Joint and 50% Survivor Annuity, and died the next day.</p> <p>If vested but not yet eligible for retirement, the amount paid to the participant's Spouse is equal to the amount the Spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a Joint and 50% Survivor Annuity, and died the next day.</p> <p>If the present value of the pre-retirement death benefit is less than \$5,000, it can be paid as a lump sum.</p>

Schedule SB, Part V — Summary of Plan Provisions

Post-retirement death benefit	
• Benefit	The beneficiary is entitled to any benefits due under the applicable form of the participant's retirement benefit. If the present value of the post-retirement death benefit is less than \$5,000, it can be paid as a lump sum.
Form of benefits	
• Automatic form for unmarried participants	Single Life Annuity or lump sum if value is less than \$1,000
• Automatic form for married participants	Joint and 50% Survivor Annuity or lump sum if value is less than \$1,000
• Optional forms	The following forms are available: <ul style="list-style-type: none"> ▪ Single Life Annuity ▪ Joint and Survivor Annuity (married participants only) ▪ 120-month Certain and Continuous
Expenses	Plan expenses are paid from the Trust as permitted under ERISA, however, US Foods may pay such expenses.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2012, the limit is \$250,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.

Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded***

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

- **Most recent plan amendments included:** None.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Active participants:* The plan applies late retirement actuarial increases for active participants with frozen benefits participants who defer retirement beyond their normal retirement date and this valuation includes those increases.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) 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% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.

Schedule SB, line 24 — Change in Actuarial Assumptions

- The interest rates and mortality were updated in accordance with PPA.
- The expected investment return was changed from 7.50% to 7.25% 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.
- The expense component of normal cost decreased from \$1,200,000 to \$1,100,000 to reflect our expectations for the current plan year.