

Form 5500-SF Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Short Form Annual Return/Report of Small Employee Benefit Plan This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500-SF.	OMB Nos. 1210-0110 1210-0089 <div style="border: 1px solid black; padding: 5px; text-align: center; font-weight: bold;">2013</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2013 or fiscal plan year beginning <u>05/01/2013</u> and ending <u>12/31/2013</u>			
A	This return/report is for:	☒ a single-employer plan ☐ a multiple-employer plan (not multiemployer) ☐ a one-participant plan	
B	This return/report is:	☐ the first return/report ☐ an amended return/report ☒ the final return/report ☒ a short plan year return/report (less than 12 months)	
C	Check box if filing under:	☐ Form 5558 ☐ automatic extension ☐ DFVC program ☐ special extension (enter description)	

Part II Basic Plan Information —enter all requested information			
1a	Name of plan <u>JOHN SEXTON & CO. UNION EMPLOYEE PENSION PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>005</u>
		1c	Effective date of plan <u>05/01/1976</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>
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
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.	4b	EIN
a	Sponsor's name	4c	PN
5a	Total number of participants at the beginning of the plan year	5a	<u>83</u>
b	Total number of participants at the end of the plan year	5b	<u>0</u>
c	Number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item).....	5c	
6a	Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.).....	☒ Yes ☐ No	
b	Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.).....	☒ Yes ☐ No	
If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.			
c	If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)?	☒ Yes ☐ No ☐ Not determined	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/24/2014	GARY HANSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
Preparer's name (including firm name, if applicable) and address; include room or suite number (optional)			Preparer's telephone number (optional)

Part III Financial Information			
7	Plan Assets and Liabilities		
		(a) Beginning of Year	(b) End of Year
a	Total plan assets	7a	2027388
b	Total plan liabilities	7b	
c	Net plan assets (subtract line 7b from line 7a)	7c	2027388
8	Income, Expenses, and Transfers for this Plan Year		
		(a) Amount	(b) Total
a	Contributions received or receivable from:		
	(1) Employers	8a(1)	
	(2) Participants	8a(2)	
	(3) Others (including rollovers)	8a(3)	
b	Other income (loss)	8b	70265
c	Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c	70265
d	Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d	59381
e	Certain deemed and/or corrective distributions (see instructions)	8e	
f	Administrative service providers (salaries, fees, commissions)	8f	
g	Other expenses	8g	
h	Total expenses (add lines 8d, 8e, 8f, and 8g)	8h	59381
i	Net income (loss) (subtract line 8h from line 8c)	8i	10884
j	Transfers to (from) the plan (see instructions)	8j	-2038272

Part IV Plan Characteristics	
9a	If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1B 3H 1I
b	If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

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

Part VI Pension Funding Compliance	
11	Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and line 11a below)
	☒ Yes ☐ No
11a	Enter the unpaid minimum required contribution for current year from Schedule SB (Form 5500) line 39
	11a 0
12	Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? ..
	☐ Yes ☒ No
(If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.)	
a	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the letter ruling granting the waiver. Month _____ Day _____ Year _____
If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.	
b	Enter the minimum required contribution for this plan year
	12b

c Enter the amount contributed by the employer to the plan for this plan year	12c	
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount).....	12d	
e Will the minimum funding amount reported on line 12d be met by the funding deadline?	☐ Yes ☒ No ☐ N/A	

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year?	☒ Yes ☐ No	
If "Yes," enter the amount of any plan assets that reverted to the employer this year	13a	0
b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☒ Yes ☐ No	
c If during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)		
13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)
U.S. FOODSERVICE, INC. MASTER DEFINED BENEFIT PENSION TRUST	36-3642294	200

Part VIII Trust Information (optional)

14a Name of trust	14b Trust's EIN

c Enter the amount contributed by the employer to the plan for this plan year	12c	
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount).....	12d	
e Will the minimum funding amount reported on line 12d be met by the funding deadline?	☐ Yes ☐ No ☐ N/A	

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year?	☐ Yes ☐ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year	13a
b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☐ Yes ☐ No

c If during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)		
13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)
PENSION PLAN FOR LEGACY COMPANIES OF US FOODS	36-3642294	012

Part VIII Trust Information (optional)

14a Name of trust	14b Trust's EIN

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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 05/01/2013 and ending 12/31/2013

▶ **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>JOHN SEXTON & CO. UNION EMPLOYEE PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</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>05</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>2023960</u>
b Actuarial value	2b <u>1933509</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>26</u> <u>864070</u>
b For terminated vested participants.....	3b <u>38</u> <u>728642</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>24910</u>
(2) Vested benefits	3c(2) <u>277013</u>
(3) Total active.....	3c(3) <u>19</u> <u>301923</u>
d Total.....	3d <u>83</u> <u>1894635</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>6.30</u> %
6 Target normal cost	6 <u>115551</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>07/11/2014</u>
	Signature of actuary	Date
<u>MARK E. SILVERS</u>	Type or print name of actuary	<u>14-04235</u>
		Most recent enrollment number
<u>MERCER</u>	Firm name	<u>312-917-9900</u>
		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) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>11.21</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)		323157
b Interest on (a) using prior year's effective interest rate of <u>7.08</u> % except as otherwise provided (see instructions)		22880
c Total available at beginning of current plan year to add to prefunding balance		346037
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
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	102.05 %
15 Adjusted funding target attainment percentage	15	102.05 %
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	104.13 %
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
01/13/2014	65000				
07/10/2014	22545				
			Totals ►	18(b)	87545 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	81192
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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
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	115551	
b Excess assets, if applicable, but not greater than line 31a	31b	38874	
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	76677	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36	76677	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	81192	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	4515	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
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 26 — Schedule of Active Participant Data**Distribution of active participants as of May 1, 2013**

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25											
25–29		1									1
30–34		1	2								3
35–39		3									3
40–44				1							1
45–49		2	2								4
50–54		1		1							2
55–59		1	1								2
60–64			1	1							2
65–69				1							1
70 & up											
Total		9	6	4							19

In each cell, the number is the count of active participants for each age/service combination

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for May 1, 2013 Funding Valuation**

Discount rate sponsor elections

• Segment rates or full yield curve	Segment		
• Look-back months	4		
	Stabilized	Nonstabilized	
• First 5 years	4.94%	1.62%	
• Next 15 years	6.15%	4.40%	
• Over 20 years	6.76%	5.45%	

Mortality sponsor elections

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

Other economic assumptions

• Salary increases	N/A
• Flat-dollar benefit increases	N/A
• Social Security wage base	N/A
• Inflation	N/A
• Expected investment return	7.25% per year for 2012 and later
• Expenses	Three-year average rounded to the nearest \$10,000 (\$80,000 added to current year normal cost)

Demographic assumptions

• Withdrawal	See table of sample rates.
• Disability incidence	See table of sample rates.

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

- Retirement age

Attained age	Retirements Rates
Under 55	0%
55	7%
56-59	5%
60-61	10%
62	35%
63	25%
64	25%
65 and above	100%

- Benefit commencement age for

— Future vested deferred	60
— Current vested deferred	60

- Spouse assumptions

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

Form of payment	<u>Single life</u>	<u>50% J&S</u>
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	100%	0%
• Future deaths	0%	100% (survivor portion)
• Current vested deferred	100%	0%

Unpredictable contingent event assumptions N/A

Table of Sample Rates

Attained age	Withdrawal
25	18.51%
40	7.00%
55	2.92%

Attained age	Disability*	
	<u>Male</u>	<u>Female</u>
25	0.093%	0.096%
40	0.314%	0.357%
55	1.502%	1.490%

*Disability rates are multiplied by 0.82.

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

Actuarial Methods for Funding

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. 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 employees who are potentially eligible for the plan 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) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>05/01/2013</u> and ending <u>12/31/2013</u>		

► **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 JOHN SEXTON & CO. UNION EMPLOYEE PENSION PLAN	B Three-digit plan number (PN) ►	005
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>05</u> Day <u>01</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a	2023960	
b Actuarial value	2b	1933509	
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	26	864070
b For terminated vested participants	3b	38	728642
c For active participants:			
(1) Non-vested benefits	3c(1)		24910
(2) Vested benefits	3c(2)		277013
(3) Total active	3c(3)	19	301923
d Total	3d	83	1894635
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.30%	
6 Target normal cost	6	115551	

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	<div style="font-family: cursive; font-size: 1.2em;">MARK E. SILVERS</div> Signature of actuary	<div style="font-size: 1.2em;">7/11/14</div> Date
MARK E. SILVERS Type or print name of actuary		1404235 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) 2013**

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)		
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>11.21%</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)		323157
b Interest on (a) using prior year's effective interest rate of <u>7.08%</u> except as otherwise provided (see instructions)		22880
c Total available at beginning of current plan year to add to prefunding balance		346037
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
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	102.05 %
15 Adjusted funding target attainment percentage	15	102.05 %
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	104.13 %
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
01/13/2014	65000				
07/10/2014	22545				
Totals ▶			18(b)	87545	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 81192
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:			
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76%
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 61
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	115551	
b Excess assets, if applicable, but not greater than line 31a	31b	38874	
32 Amortization installments:	Outstanding Balance		
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	76677	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36	76677	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	81192	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	4515	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
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 61.

(A) Retirement age	(B) Number of employees expected to retire	(C) (A) x (B)
55	70.00	3,850.00
56	46.50	2,604.00
57	44.18	2,518.26
58	41.97	2,434.26
59	39.87	2,352.33
60	75.75	4,545.00
61	68.17	4,158.37
62	214.75	13,314.50
63	99.70	6,281.10
64	74.78	4,785.92
65	224.34	14,581.45
Total	1,000.00	61,425.19
Average		61.43

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

Effective date and plan year	Original plan: March 1, 1976 Restated plan: May 1, 2009 Plan year: May 1 through April 30
Status of the plan	As of the beginning of the plan year, the plan had ongoing benefit accruals and new employees were eligible to participate in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	As of December 31, 2013 the plan was frozen and merged into the Pension Plan for Legacy Companies of US Foods. This results in a short plan year for the 2013 plan year: May 1, 2013 through December 31, 2013.

Schedule SB, Part V — Summary of Plan Provisions

Definitions	
• Participating Employees	<p>Employees in collective bargaining units represented by:</p> <ul style="list-style-type: none"> ▪ International Brotherhood of Teamsters Local No. 391 ▪ International Brotherhood of Teamsters Local No. 414 ▪ International Brotherhood of Teamsters Local No. 470 ▪ International Brotherhood of Teamsters Local No. 528 ▪ International Brotherhood of Teamsters Local No. 829 ▪ Warehouse & Delivery Personnel Local No. 270 ▪ Warehouse Employees Local No. 730 ▪ Dallas Delivery Local No. 698 ▪ General Teamsters Chauffeurs and Warehousemen Local Union No. 671
• Eligibility	Completion of one year of vesting service
• Employer Contributions	Actuarially determined as required to meet IRS funding standards.
• Employee contributions	None allowed.
• Normal Form of Benefit	Life annuity for single employees. Actuarially reduced Joint and 50% Survivor annuity for participants married at least one year at benefit commencement date.
• Vesting Service	A Participant shall earn one year of Vesting Service for each Plan Year such Participant completes 1,000 Hours of Service.
• Credited Service	<p>A Participant shall earn one year of benefit service for each Plan Year during which such Participant completes at least 1,800 Hours of Service.</p> <p>Prorated credit is granted for years in which at least 1,000 hours are completed.</p>

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement																																					
Eligibility	Age 65																																				
Benefit	The monthly amount payable as a life annuity equal to a Participant's Years of Benefit Service multiplied by the benefit level in effect at termination of employment.																																				
	<table> <tr> <th><u>Location</u></th><th><u>Benefit Level</u></th></tr> <tr> <td>Dallas/New Orleans</td><td>\$ 7.50</td></tr> <tr> <td>Greensboro</td><td>31.00</td></tr> <tr> <td>Atlanta</td><td>50.00</td></tr> <tr> <td>Boston</td><td>15.00</td></tr> <tr> <td>Dorsey</td><td>29.00</td></tr> <tr> <td>Ft. Wayne</td><td>25.00</td></tr> <tr> <td>Philadelphia</td><td></td></tr> <tr> <td>Sanitation Workers</td><td></td></tr> <tr> <td>7/1/2009</td><td>49.00</td></tr> <tr> <td>7/1/2010</td><td>50.00</td></tr> <tr> <td>7/1/2011</td><td>51.00</td></tr> <tr> <td>Warehouse Clerks</td><td></td></tr> <tr> <td colspan="2">All service to 1/1/2010 will be credited with a benefit multiplier of 48.00. Service after 1/1/2010 will be credited with the applicable multiplier for that year.</td></tr> <tr> <td>1/1/2010</td><td>56.00</td></tr> <tr> <td>1/1/2011</td><td>63.00</td></tr> <tr> <td>1/1/2012</td><td>70.00</td></tr> <tr> <td>1/1/2013</td><td>70.00</td></tr> </table>	<u>Location</u>	<u>Benefit Level</u>	Dallas/New Orleans	\$ 7.50	Greensboro	31.00	Atlanta	50.00	Boston	15.00	Dorsey	29.00	Ft. Wayne	25.00	Philadelphia		Sanitation Workers		7/1/2009	49.00	7/1/2010	50.00	7/1/2011	51.00	Warehouse Clerks		All service to 1/1/2010 will be credited with a benefit multiplier of 48.00. Service after 1/1/2010 will be credited with the applicable multiplier for that year.		1/1/2010	56.00	1/1/2011	63.00	1/1/2012	70.00	1/1/2013	70.00
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1/1/2013	70.00																																				
Early retirement																																					
Eligibility	Age 55 and completion of 5 years of service																																				
Benefit	<u>Reduced</u>																																				
	The accrued benefit payable at normal retirement date is reduced 0.5% per month for each month that commencement precedes the participant's normal retirement date.																																				

Schedule SB, Part V — Summary of Plan Provisions

Disability	
Eligibility	Totally and permanently disabled employees who have attained age 45 and completed 15 years of service
Benefit	<p>The greater of:</p> <ul style="list-style-type: none"> ▪ Normal Retirement Benefit based on Credited Service at disability retirement date ▪ \$50.00 per month. The benefit is payable immediately without reduction for early retirement
Death	
Benefit pre-retirement	If a vested participant dies prior to commencement of benefit payments, the surviving spouse, if any, shall receive a monthly benefit equal to the benefit payable to the spouse under the 50% Joint and Survivor option assuming the participant retired the day before his death. Benefit payments commence on the later of the day before his death or the first day the participant would have been eligible to retire.
Benefit post-retirement	As set forth in option elected.
Form of benefits	
Optional forms	<p>Life Annuity</p> <p>10 Year Certain & Continuous Annuity</p> <p>Joint and 66.67% Survivor Annuity</p> <p>Joint and 100% Survivor Annuity</p>
Miscellaneous	
Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013 the limit is \$205,000.

Benefits Included or Excluded

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

- **Most recent plan amendments included:** Amendment 2 dated September 27, 2012.
- **Plan amendments excluded:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation. This includes the amendment to freeze the plan effective December 31, 2013 and subsequently merge it into the Pension Plan for Legacy Companies of US Foods.
- **Late retirement increases:**
 - *Active participants:* The plan applies late retirement actuarial increases for all 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.

Schedule SB, Part V — Summary of Plan Provisions

- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the fact that it is a collectively bargained plan.
- **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 benefit amounts under IRS rules were updated from 2012 to 2013.
- Amendment #2 amended the plan to open a lump sum window for terminated vested participants for during the 4th quarter of 2012. Payments were made to plan participants during December 2012.
- Amendment #3, which was adopted and effective after the beginning of the plan year, froze the John Sexton plan and subsequently merged it into the Pension Plan for Legacy Companies of US Foods.

Schedule SB, line 24 — Change in Actuarial Assumptions

- Interest discounts and mortality rates were updated from 2012 to 2013 in accordance with PPA.
- The expense component of normal cost decreased from \$90,000 to \$80,000 to reflect our expectations for the current plan year.
- An experience analysis was completed during 2012. As a result of the experience analysis, the benefit commencement age for current and future terminated vested participants was updated from age 65 to age 60 to better reflect future plan experience. This change is reflected in the May 1, 2013 valuation.