

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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>PENSION PLAN FOR LEGACY COMPANIES OF US FOODS</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>012</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/31/1971</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>012</u>	1c Effective date of plan <u>05/31/1971</u>	
1b Three-digit plan number (PN) ▶	<u>012</u>				
1c Effective date of plan <u>05/31/1971</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>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-3642294</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>847-720-8000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>424400</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-3642294</u>	2c Plan Sponsor's telephone number <u>847-720-8000</u>	2d Business code (see instructions) <u>424400</u>	
2b Employer Identification Number (EIN) <u>36-3642294</u>					
2c Plan Sponsor's telephone number <u>847-720-8000</u>					
2d Business code (see instructions) <u>424400</u>					

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

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	<u>07/29/2015</u>	<u>JAMES GOODWIN</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		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	
5 Total number of participants at the beginning of the plan year		5	4743
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	931
a(2) Total number of active participants at the end of the plan year		6a(2)	883
b Retired or separated participants receiving benefits		6b	2032
c Other retired or separated participants entitled to future benefits.....		6c	1269
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	4184
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	418
f Total. Add lines 6d and 6e		6f	4602
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1I 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1)	☐	Insurance	
(2)	☐	Code section 412(e)(3) insurance contracts	
(3)	☒	Trust	
(4)	☐	General assets of the sponsor	
(1)	☐	Insurance	
(2)	☐	Code section 412(e)(3) insurance contracts	
(3)	☒	Trust	
(4)	☐	General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1)	☒	R	(Retirement Plan Information)
(2)	☐	MB	(Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☒	SB	(Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
(1)	☒	H	(Financial Information)
(2)	☐	I	(Financial Information – Small Plan)
(3)	☐	A	(Insurance Information)
(4)	☒	C	(Service Provider Information)
(5)	☒	D	(DFE/Participating Plan Information)
(6)	☐	G	(Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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.

<div>A Name of plan PENSION PLAN FOR LEGACY COMPANIES OF US FOODS</div>	<div>B Three-digit plan number (PN) 012</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF US FOODS, INC.</div>	<div>D Employer Identification Number (EIN) 36-3642294</div>

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 01 Day 01 Year 2014			
2 Assets:			
a Market value	2a	177968845	
b Actuarial value	2b	171627486	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	2303	104423019	104423019
b For terminated vested participants	1515	27543937	27543937
c For active participants	931	20729793	22368496
d Total	4749	152696749	154335452
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	6.41%	
6 Target normal cost	6	1000000	

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.

<div>SIGN HERE</div>	<div>07/17/2015</div>
<div>JENNIFER L. MCHUGH</div>	<div>14-07342</div>
<div>MERCER</div>	<div>816-556-4800</div>
<div>2405 GRAND BLVD., SUITE 900 KANSAS CITY, MO 64108</div>	<div></div>

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

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>10.21</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)		3415528
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.25</u> %		213471
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		3628999
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	111.20 %
15 Adjusted funding target attainment percentage	15	111.20 %
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	106.03 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/10/2014	290000	0			
01/15/2015	786800	0			
04/06/2015	3052800	0			
Totals ▶			18(b)	4129600	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	3836936
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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
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	1000000	
b Excess assets, if applicable, but not greater than line 31a	31b	1000000	
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	0	
	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	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	3836936	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3836936	
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		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider 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>	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan PENSION PLAN FOR LEGACY COMPANIES OF US FOODS	B Three-digit plan number (PN) ▶	012
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	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name: MARK E. SILVERS	b EIN: 13-2834414
c Position: ENROLLED ACTUARY	
d Address: 155 N. WACKER DRIVE SUITE 1500 CHICAGO, IL 60606	e Telephone: 312-917-9900

Explanation: REALLOCATION OF WORK WITHIN THE ACTUARIAL FIRM.

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>PENSION PLAN FOR LEGACY COMPANIES OF US FOODS</u>		B Three-digit plan number (PN) ▶ <u>012</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	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)	2585000	3839600
(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)	175423794	190381713
(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	178008794	194221313

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	178008794	194221313
---	-----------	-----------	-----------

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)	4129600	
(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)		4129600
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)		24157388
(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		28286988

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	10884558	
(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)		10884558
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		10884558

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		17402430
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		1189911

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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		25000000
4e			
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	
4f			
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	
4g			
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	
4h			
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	
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
US FOODS, INC. MASTER DEFINED BENEFIT PENSION TRUST	36-3642294	200

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>PENSION PLAN FOR LEGACY COMPANIES OF US FOODS</u>	B Three-digit plan number (PN) ▶ <u>012</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>2</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: 52.5% Investment-Grade Debt: 45.0% High-Yield Debt: 0.7% Real Estate: 0.0% Other: 1.8%

- 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

Pension Plan for Legacy Companies of US Foods

December 31, 2014 and 2013

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Independent Auditor's Report

To the US Foods Retirement Administration Committee
Pension Plan for Legacy Companies of US Foods

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Pension Plan for Legacy Companies of US Foods (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits for the years then ended, the statement of accumulated plan benefits as of January 1, 2014 and the related statement of changes in accumulated plan benefits for the year 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 E and F, 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, 2014 and 2013 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the US Foods Retirement Administration Committee
Pension Plan for Legacy Companies of US Foods

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 audit 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 & Morse, PLLC

Elgin, Illinois
July 15, 2015

FINANCIAL STATEMENTS

Pension Plan for Legacy Companies of US Foods

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

(In thousands)

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments, at fair value		
Investment in US Foods, Inc. Master Defined Benefit Pension Trust	\$190,382	\$175,424
Employer contribution receivable	<u>3,840</u>	<u>2,585</u>
Net assets available for benefits	<u>\$194,222</u>	<u>\$178,009</u>

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

Pension Plan for Legacy Companies of US Foods

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31,

(In thousands)

	<u>2014</u>	<u>2013</u>
Additions		
Additions to net assets attributed to:		
Investment income:		
Plan interest in US Foods, Inc. Master Defined Benefit		
Pension Trust investment income	\$24,158	\$16,841
Employer contributions	<u>4,130</u>	<u>3,735</u>
Total additions	28,288	20,576
Deductions		
Deductions from net assets attributed to:		
Benefits paid directly to participants	10,885	11,353
Administrative expenses	<u>1,190</u>	<u>1,489</u>
Total deductions	<u>12,075</u>	<u>12,842</u>
Net increase prior to transfers	16,213	7,734
Transfer from merged pension plan	<u>-</u>	<u>1,990</u>
NET INCREASE	16,213	9,724
Net assets available for benefits		
Beginning of year	<u>178,009</u>	<u>168,285</u>
End of year	<u>\$194,222</u>	<u>\$178,009</u>

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

Pension Plan for Legacy Companies of US Foods

STATEMENT OF ACCUMULATED PLAN BENEFITS

January 1, 2014

(In thousands)

	<u>Amount</u>
Actuarial present value of accumulated plan benefits	
Vested benefits:	
Participants currently receiving benefits	\$ 101,164
Participants with deferred vested benefits	25,912
Active participants	<u>19,520</u>
Total vested benefits	141,596
Nonvested benefits	<u>1,477</u>
Total actuarial present value of accumulated plan benefits	<u>\$148,073</u>

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

Pension Plan for Legacy Companies of US Foods

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

Year ended January 1, 2014

(In thousands)

	<u>Amount</u>
Actuarial present value of accumulated plan benefits, beginning of year	\$142,064
Change during the year attributable to:	
Benefits accumulated and gains	511
Increase in interest due to reduction in discount period	9,854
Benefits paid	(11,353)
Change in actuarial assumptions	5,255
Plan merger	<u>1,742</u>
NET INCREASE	<u>6,009</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$148,073</u>

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

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS

December 31, 2014 and 2013
(In thousands)

NOTE A - DESCRIPTION OF THE PLAN

The following brief description of the Pension Plan for Legacy Companies of US Foods (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

Prior to December 31, 2011, the Plan was a defined benefit pension plan covering substantially all non-union employees of Allen Foods, Inc. (the “Company” or “Employer”), a subsidiary of US Foods, Inc. (“USF” or “US Foods”). Plan participation was frozen as of December 31, 2002. As further discussed in Note B, during 2011, USF adopted a plan to merge all of its frozen defined benefit pension plans into a single plan. The former Allen Foods Pension Plan was chosen to be the successor plan and its name was changed to Pension Plan for Legacy Companies of US Foods.

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), as amended.

Plan Amendments

Effective December 31, 2013, the Plan was amended to merge the assets and liabilities of the John Sexton & Co. Union Employee Pension Plan into the Legacy Plan.

Effective January 1, 2014, the Plan was amended to redefine the term “actuarial equivalence” as used for benefit payment purposes.

The Plan was restated, effective January 1, 2014, to incorporate the terms of the merged plans into a single Plan document. This Plan shall be applicable to Participants who have not commenced receipt of their benefits under the Plan by December 31, 2013. The benefits provided to a Participant in the Plan who commenced receipt of his benefits under the Plan or under a predecessor plan that was merged into the Plan on or before December 31, 2013 shall be governed by the terms of the applicable plan in effect at the time of commencement.

Trustee Agreement

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

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE A - DESCRIPTION OF THE PLAN - Continued

Benefits

Benefits vary across participants according to the provisions of their old frozen plans. See Note B for additional information regarding the merger of other USF frozen defined benefit pension plans into the Plan.

Benefits available to a significant number of the participants in the Plan include:

- **Vesting** - All participants in the Plan are 100% vested.
- **Normal Retirement Age** - The first day of the month coincident with or immediately following the participant's 65th birthday or the fifth anniversary of participation in the Plan, if later.
- **Early Retirement** - Upon the attainment of age 55, a participant may elect to retire. They may receive a monthly benefit for life beginning at their normal retirement date equal to the benefit accrued at the early retirement date. Payments may begin immediately or on the first day of any month thereafter prior to their normal retirement date, with the benefit being reduced per terms of the prior plan. For most participants, this is either a) actuarial equivalent or b) 2% for each of the first three years by which the payment date precedes the normal retirement date, 4% for the next two years, and 6% reduced thereafter.
- **Disability Retirement** - A participant who terminates due to a disability shall be entitled to receive a benefit equal to the benefit accrued at the early retirement date but reduced for early commencement.
- **Post-Retirement Benefits** - The post-retirement benefits are set forth in the option elected.
- **Death and Disability Benefits** - Under the provisions of the Plan, if an active employee dies, the employee's beneficiary may be eligible to receive a death benefit based on the employee's projected normal pension benefit payable. If an eligible active employee becomes permanently disabled, he or she will receive a disability benefit commencing six months after the disability date.

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE B - PLAN MERGER

During 2011, USF adopted a plan to merge all of its frozen defined benefit pension plans into a single plan. The former Allen Foods Pension Plan was chosen to be the successor plan and its name was changed to Pension Plan for Legacy Companies of US Foods.

During 2012, the following USF defined benefit pension plans were merged into the Plan:

- Rykoff-Sexton, Inc. Pension Plan
- PYA/Monarch, Inc. Hourly Operations Employees' Pension Plan
- U.S. Foodservice, Inc. Fort Wayne, IN Union Local 414 Warehouse and Transportation Employees' Pension Plan
- JP Foodservice Distributors Inc. - Des Moines, Iowa Warehouse and Transportation Employees Pension Plan
- J.H. Haar & Sons, Inc. Pension Plan

During 2013, the John Sexton and Company Union Employees Pension Plan was merged into the Plan. As a result of the merger, participants in the above plan began participating in the Plan, resulting in a transfer of their total plan assets of \$1,990 into the Plan. Accumulated plan benefits of approximately \$1,700 associated with the merged plan are included in the statement of accumulated plan benefits as of January 1, 2014.

NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Basis of Accounting

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

Investment Valuation and Income Recognition

The fair value of the Plan's interest in the US Foods, Inc. Master Defined Benefit Pension Trust ("the Master Trust") is based upon the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and administrative expenses (see Note F).

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE C - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

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.

Administration Expenses

During 2014 and 2013, the Employer paid certain administrative expenses of the Plan.

Payment of Benefits

Benefit payments are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events through July 15, 2015, the date the financial statements were available to be issued.

NOTE D - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

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

Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

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

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 valuation as of January 1, 2014 were:

- | | |
|-----------------------------------|---|
| a. Assumed Rate of Return | 7.25% compounded annually |
| b. Healthy and Disabled Mortality | RP-2014 generational mortality table |
| c. Retirement Age Assumptions | Graded schedule from age 55 to 70 |
| d. Withdrawal | 2003 SOA Pension Plan Turnover Study: The Basic Age Table |

In the event that the participant had met the service requirement for early retirement at the date of termination, they may elect to receive their vested interest at their early retirement date or on the first day of any month thereafter prior to their normal retirement date. Such benefit will be reduced as described under early retirement.

Significant changes in actuarial assumptions included changes to interest discount and mortality rates 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.

NOTE E - INFORMATION CERTIFIED BY THE TRUSTEE

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

- Investments, as shown in the statement of net assets available for benefits as of December 31, 2014 and 2013.
- Investment income, as shown in the statement of changes in net assets available for benefits for the years ended December 31, 2014 and 2013.

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE E - INFORMATION CERTIFIED BY THE TRUSTEE - Continued

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

NOTE F - INTEREST IN US FOODS MASTER TRUST

The Plan is a member of the Master Trust, which was established for the investment of assets of the Plan and several other US Foods, Inc. sponsored retirement plans. Each participating retirement plan has a specified divided interest in the Master Trust.

The assets of the Master Trust are held by the Trustee. At December 31, 2014 and 2013, 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.

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE F - INTEREST IN US FOODS MASTER TRUST - Continued

The following tables present the fair values of all investments and related investment income for the Master Trust as of December 31, 2014 and 2013.

	December 31,	
	2014	2013
Investments, at fair value:		
Cash	<u>\$ 5,800</u>	<u>\$ 14,624</u>
Collective trust funds:		
Domestic equities	259,627	228,638
International equities	48,774	48,112
Cash	<u>3,897</u>	<u>3,407</u>
	312,298	280,157
Mutual funds:		
Domestic equities	32,348	31,368
International equities	<u>23,199</u>	<u>23,926</u>
	55,547	55,294
Long-term debt securities:		
Corporate debt securities:		
Domestic	199,500	163,831
International	25,633	20,916
U.S. government	136,048	94,891
Government agencies	10,270	8,306
Other	<u>4,070</u>	<u>3,730</u>
	<u>375,521</u>	<u>291,674</u>
	<u>\$749,166</u>	<u>\$641,749</u>

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE F - INTEREST IN US FOODS MASTER TRUST - Continued

	Years ended December 31,	
	2014	2013
Investment income:		
Net appreciation (depreciation) in fair value of investments:		
Collective trust funds	\$ 24,489	\$ 49,726
Mutual funds	(767)	9,466
Long-term debt securities	<u>28,893</u>	<u>(27,011)</u>
	52,615	32,181
Realized gain (loss) on sales:		
Collective trust funds	4,197	22,019
Mutual funds	409	4,262
Long-term debt securities	<u>19,215</u>	<u>(10,324)</u>
	23,821	15,957
Interest	14,366	12,163
Dividends	<u>577</u>	<u>495</u>
	<u>\$ 91,379</u>	<u>\$ 60,796</u>

The Plan makes up approximately 25% and 27% of total Master Trust assets at December 31, 2014 and 2013, 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 and 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.

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE F - 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, 2014 and 2013.

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, 2014, 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.

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE F - INTEREST IN US FOODS MASTER TRUST - Continued

The following table sets forth, by level within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2014:

	<u>Assets at Fair Value as of December 31, 2014</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash	\$ 5,800	\$ -	\$ -	\$ 5,800
Collective trust funds:				
Cash	-	3,897	-	3,897
Domestic equities	-	259,627	-	259,627
International equities	-	48,774	-	48,774
	-	312,298	-	312,298
Mutual funds:				
Domestic equities	32,348	-	-	32,348
International equities	23,199	-	-	23,199
	55,547	-	-	55,547
Long-term debt securities:				
Corporate debt securities:				
Domestic	-	199,500	-	199,500
International	-	25,633	-	25,633
U.S. government securities	-	136,048	-	136,048
Government agencies	-	10,270	-	10,270
Other	-	4,070	-	4,070
	-	375,521	-	375,521
Total assets at fair value	\$ 61,347	\$687,819	\$ -	\$749,166

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE F - INTEREST IN US FOODS MASTER TRUST - Continued

The following table sets forth, by level within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2013:

	Assets at Fair Value as of December 31, 2013			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash	\$ 14,624	\$ -	\$ -	\$ 14,624
Collective trust funds:				
Cash	-	3,407	-	3,407
Domestic equities	-	228,638	-	228,638
International equities	-	48,112	-	48,112
	-	280,157	-	280,157
Mutual funds:				
Domestic equities	31,368	-	-	31,368
International equities	23,926	-	-	23,926
	55,294	-	-	55,294
Long-term debt securities:				
Corporate debt securities:				
Domestic	-	163,831	-	163,831
International	-	20,916	-	20,916
U.S. government securities	-	94,891	-	94,891
Government agencies	-	8,306	-	8,306
Other	-	3,730	-	3,730
	-	291,674	-	291,674
Total assets at fair value	\$ 69,918	\$571,831	\$ -	\$641,749

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 2014 and 2013.

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.

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE G - FUNDING POLICY

The Employer is the sole contributor to the Plan. The Employer's funding policy is to contribute the minimum amount required to be funded for each Plan year pursuant to the provisions of ERISA based on actuarial calculations. The Employer's contributions for 2014 and 2013 have met the minimum funding requirements of ERISA.

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

NOTE H - PLAN TERMINATION AND PENSION BENEFIT GUARANTY CORPORATION

The Employer reserves the right to amend or terminate the Plan subject to the provisions of ERISA. The Pension Benefit Guaranty Corporation (PBGC) reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards or is unable to pay benefits when due.

If the Plan is terminated, the Plan assets will be distributed among the Plan participants based upon a priority allocation procedure and the Employer shall be liable for any unfunded vested benefits to the extent required by law. If there are any assets remaining after all the Plan's liabilities to participants have been satisfied, such remaining assets shall revert to the Employer.

If the Plan terminates, a portion of the benefits under the Plan is insured by the PBGC, a U.S. government agency. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

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

NOTE I - TRANSACTIONS WITH PARTIES-IN-INTEREST

Plan investments are managed by the Plan's Trustee and, as such, these transactions qualify as party-in-interest transactions. Fees paid during the year for legal, accounting, actuarial, and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

Pension Plan for Legacy Companies of US Foods

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

(In thousands)

NOTE J - 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.

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 2011.

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 statement 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

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											0
25–29		1									1
30–34		1	4	1							6
35–39		1	2	12	16	2					33
40–44				16	66	16					98
45–49		1	5	14	86	41	21	2			170
50–54			1	11	69	62	41	15	4		203
55–59		1	1	6	62	53	55	47	6	1	232
60–64			1	8	27	34	17	29	23	5	144
65–69				2	4	5	11	6	5	3	36
70 & up					3	1	1		1	2	8
Total		5	14	70	333	214	146	99	39	11	931

In each cell, the top number is the count of active participants for each age/service combination. Average annual frozen benefit is not shown for plans with less than 1,000 active participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for Funding Valuation****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
		Stabilized	Nonstabilized
• First 5 years		4.99%	1.37%
• Next 15 years		6.32%	4.05%
• Over 20 years		6.99%	5.06%
Rationale: Assumption prescribed by IRS			

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.
• Post-1994 disabilities	Same as healthy.

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%
Rationale: The expected rate of return on plan assets is based on the plan's target investment mix and the following components:	
	2.50% inflation
	2.00% real risk free return
	3.10% risk premium for large cap equity
	3.60% risk premium for small cap equity
	3.80% risk premium for international equity
	2.10% risk premium for long bonds
• Expenses	3-yr average of administrative expenses (rounded to the nearest \$10,000).

Demographic assumptions

• Withdrawal	- Former Allen, PYA/Monarch, Rykoff-Sexton, John Sexton plan participants: 2003 SOA Pension Plan Turnover Study: The Basic Age Table.
	- Former Des Moines, J.H. Haar, Fort Wayne, Buffalo plan participants: None.

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

- Disability incidence
 - Former Allen, PYA Monarch, plan participants: 1985 Disability Table Class 2 for males and females, multiplied by 82%.
 - Former Des Moines, Rykoff-Sexton, J.H. Haar, Fort Wayne, Buffalo plan participants: None.

- Retirement age
 - Former Allen, PYA Monarch, and Rykoff-Sexton plan participants:

Attained age	Retirement rates
Under 55	0%
55-59	3%
60-62	10%
63	15%
64-66	30%
67	40%
68	60%
69	80%
70 and above	100%

- Former J.H. Haar plan participants: Age 65.
- Former Des Moines and Fort Wayne plan participants : None (no remaining actives)
- Former John Sexton plan participants :

Attained age	Retirement 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 Weighted average age 61.
 - Current vested deferred Weighted average age 61.

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

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

Form of payment	<u>Lump sum</u>	<u>Normal form unmarried</u>	<u>Normal form married</u>
• Active retirements	0%	40%	60%
• Future vested deferred	0%	40%	60%
• Future disabilities	0%	100%	0%
• Current vested deferred	0%	40%	60%
- Former J.H. Haar plan participants 100% lump sum			
- Former John Sexton plan participants			
	<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		

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 over the last 2 years preceding the valuation date with semi-annual determination points. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset 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.

For purposes of the plan merger, the market value of assets, including the discounted value of receivable contributions attributable to the 2012 plan year for the John Sexton Plan, was treated as a transfer of assets into the plan as of the date of the John Sexton Plan merger.

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.

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

- 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> <small>Department of Labor Employee Benefits Security Administration</small> <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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan PENSION PLAN FOR LEGACY COMPANIES OF US FOODS	B Three-digit plan number (PN) ▶	012
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
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Part I Basic Information				
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>			
2	Assets:			
	a Market value.....	2a		177968845
	b Actuarial value.....	2b		171627486
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
	a For retired participants and beneficiaries receiving payment.....	2303	104423019	104423019
	b For terminated vested participants.....	1515	27543937	27543937
	c For active participants.....	931	20729793	22368496
	d Total.....	4749	152696749	154335452
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	6.41%	
6	Target normal cost.....	6	1000000	

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	JENNIFER L. MCHUGH	<u>07/17/2015</u> Date
JENNIFER L. MCHUGH Type or print name of actuary		<u>1407342</u> Most recent enrollment number
MERCER Firm name		<u>816-556-4800</u> Telephone number (including area code)
2405 GRAND BLVD., SUITE 900 KANSAS CITY MO 64108 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) 2014
v. 140124

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>10.21%</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)		3415528
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.25%</u>		213471
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		3628999
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	111.20%
15 Adjusted funding target attainment percentage	15	111.20%
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	106.03%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/10/2014	290000	0			
01/15/2015	786800	0			
04/06/2015	3052800	0			
Totals ▶			18(b)	4129600	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	3836936

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: 4.99%	2nd segment: 6.32%	3rd segment: 6.99%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 63
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	1000000
b Excess assets, if applicable, but not greater than line 31a		31b	1000000
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	0
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	3836936
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	3836936
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 who was formerly part of the Allen Foods, Inc. Pension Plan is assumed to retire in accordance with the table of retirement rates below. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	3.0%	10,000	300	16,500
56	3.0%	9,700	291	16,296
57	3.0%	9,409	282	16,089
58	3.0%	9,127	274	15,881
59	3.0%	8,853	266	15,670
60	10.0%	8,587	859	51,524
61	10.0%	7,729	773	47,144
62	10.0%	6,956	696	43,126
63	15.0%	6,260	939	59,159
64	30.0%	5,321	1,596	102,166
65	30.0%	3,725	1,117	72,634
66	30.0%	2,607	782	51,626
67	40.0%	1,825	730	48,914
68	60.0%	1,095	657	44,680
69	80.0%	438	350	24,180
70	100.0%	88	88	6,133
Total			10,000	631,720
Average				63.17

Active employees who were previously eligible for the Pension Plan for Certain Union Employees of US Foods of Buffalo and J.H. Haar & Sons, Inc. Pension Plan are assumed to retire at age 65, which is the normal retirement age under the plan. Active employees who are eligible for the supplemental early retirement benefit are assumed to retire at age 62.

Using these assumptions, the weighted average retirement age for all active employees is 63.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions****Plan Provisions for Former Allen Foods, Inc. Pension Plan****Participants**

Effective date and plan year	Original plan: May 31, 1971 Restated plan: January 1, 2014 Plan year: January 1 through December 31
Most recent amendment	None since the most recent restatement.
Status of the plan	Participation under this plan is closed and all benefits are frozen.
Significant events that occurred during the year	The John Sexton & Co. Union Employee Pension Plan was merged into the plan on December 31, 2013.

Definitions

• Covered employees	Employees whose employment is governed by the terms of a collective bargaining agreement between Employee representatives and the Employer under which retirement benefits were the subject of good faith bargaining between the parties will not be eligible to participate in this Plan unless such agreement expressly provides for coverage in this Plan or two percent or more of the Employees of the Employer who are covered pursuant to that agreement are professionals as defined in Regulation 1.410(b)-9. Employees of Affiliated Employers shall not participate in the plan, unless such Affiliated Employers adopt this plan in writing.
• Participation	Plan participation was frozen as of December 31, 2002. Prior to that date, all non-union employees of the Employer were eligible to participate in the plan upon completion of 1 year of service and attainment of age 21.
• Employee contributions	None allowed.
• Vesting service	A year of vesting service is credited for each plan year during which a participant completes at least 1,000 hours.
• Credited service	No credited service may be earned after December 31, 2002.
• Pensionable earnings	Earnings after December 31, 2002 are not taken into account.
• Final average earnings	The average of earnings received during the highest consecutive five of the ten calendar years immediately preceding determination.
• Accrued benefit	The amount of monthly benefit paid for life with five year's payments certain, commencing at the Normal Retirement Date, calculated as the Normal Retirement Benefit using earnings as the date of determination and service projected to the Normal Retirement Date, multiplied by service to the date of determination and divided by service projected to the Normal Retirement Date.

Normal retirement

• Eligibility	Normal retirement date is the first day of the month coincident with or next following the later of the attainment of age sixty-five or the fifth anniversary of participation in the plan, if later.
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Schedule SB, Part V — Summary of Plan Provisions

• Benefit	The amount of monthly benefit to be paid for life with five year's payments certain, commencing at the Normal Retirement Date and based on service to the Normal Retirement Date, is: 35% of the participant's average monthly compensation reduced for service less than 25 years.
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Early retirement

• Eligibility	Upon the completion of ten years of service and the attainment of age fifty-five.
• Benefit	The participant may receive a monthly benefit for life beginning at his Normal Retirement Date equal to the benefit accrued at the early retirement date. Payments may begin immediately or on the first day of any month thereafter prior to the Normal Retirement Date. The benefit is reduced 2/25 for each of the first five years by which the payment date precedes the Normal Retirement Date, 1/25 for the next five years, and actuarially reduced thereafter.

Late retirement

• Eligibility	Remains employed beyond normal retirement date.
• Benefit	In such event the participant will receive at actual retirement a benefit calculated as of his delayed retirement date based on service and earnings to such date.

Deferred vested

• Eligibility	Upon the termination of employment after three or more years of service.
• Benefit	A participant shall have a vested interest in his accrued benefit which will be payable at normal retirement date. The percentage vested shall be:

Years of Service	Vested Percent
Less than 3	0%
3	20%
4	40%
5	60%
6	80%
7 or more	100%

In the event that the participant had met the service requirement for early retirement at the date of termination, he may elect to receive his vested interest at his early retirement date or on the first day of any month thereafter prior to his Normal Retirement Date. Such benefit will be reduced as described under Early Retirement Benefit.

Disability

• Eligibility	Termination due to a disability after three years of credited service.
• Benefit	A participant shall be entitled to receive a benefit equal to the benefit accrued at the disability date but reduced for early commencement.

Pre-retirement death

• Eligibility	All vested participants
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Schedule SB, Part V — Summary of Plan Provisions

• Benefit prior to early retirement	In the event of an active or inactive vested participant's death before reaching eligibility for early retirement, their beneficiary shall receive a benefit calculated as if the participant separated from service on the date of death (or date of termination if earlier), survived to the earliest retirement date, began receiving benefits in the form of a joint and 50% survivor annuity and died on the day after the earliest retirement age.
• Benefit after early but before normal retirement	In the event of an active vested, inactive vested, or disabled terminated participant's death after earliest retirement age, their beneficiary shall receive a benefit calculated as if the participant had retired on the day before their death and begun receiving a joint and 50% survivor annuity commencing on the first day of the month following death. Any reduction in the benefit for early payment shall be based on the provision described in Early Retirement Benefit.
Form of benefits	
• Automatic form for unmarried participants	Life annuities with 5 years certain
• Automatic form for married participants	Actuarially reduced Joint and 50% Survivor annuity
• Optional forms	<p>All optional methods of settlement are actuarially equivalent to the normal form of annuity.</p> <p>The options are:</p> <ul style="list-style-type: none"> • Life annuity • 10 Year Certain & Life Annuity • Joint and 100% or 75% or 50% or 25% Survivor Annuity <p>A reduced benefit to be paid during the joint lifetime of the participant and his spouse with 100%, 75%, 50%, or 25% of the reduced benefit to be continued to his spouse for her lifetime if the participant predeceases his spouse and the original straight life benefit to be continued to the participant if his spouse predeceases him.</p> <ul style="list-style-type: none"> • A lump sum payment if the amount is \$5,000 or less.
• Actuarial Equivalence	Unisex Pension 84 mortality table and 6% interest rate.
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000.

Schedule SB, Part V — Summary of Plan Provisions**Plan Provisions for Former Pension Plan for Certain Union Employees of US Foodservice of Buffalo, Inc. Participants**

Effective date and plan year	Original plan: January 1, 1990 Restated plan: January 1, 2009 Plan year: January 1 through December 31
Status of the plan	Participation under this plan is closed and all benefits were frozen August 30, 1989.
Significant events that occurred during the year	None.
Definitions	
• Covered employees	Member of the Market, Produce, Warehouse, Frozen Food, Cannery Workers, Drivers and Helpers – Local Union No. 558 whose employment rights are governed by the bargaining agreement between the Employer and the Union.
• Participation	Participation under this plan is closed and all benefits are frozen.
• Employee contributions	None allowed.
• Vesting service	All of participants under the plan are 100% vested.
• Credited service	N/A
• Accrued benefit	Monthly pension benefit, payable in equal monthly installments commencing at Normal Retirement Date in the Normal Form earned as of any date of reference, in accordance with the individual schedule in the plan document.
Normal retirement	
• Eligibility	Age 65
• Benefit	Fixed amount specified in the plan document.
Early retirement	
• Eligibility	Age 55 and completion of 15 years of service.
• Benefit	Normal retirement benefit reduced by 6% per year for each year early retirement age precedes normal retirement age. The supplemental early retirement benefit, specified in the plan for certain eligible employees, payable until normal retirement age.
Late retirement	
• Eligibility	Remains employed beyond normal retirement date.
• Benefit	Normal retirement benefit payable at the participant's termination of employment.
Deferred vested	
• Eligibility	Termination before the early retirement date.
• Benefit	Same as normal retirement benefit reduced for early commencement with the same reduction as early retirement.
Disability	
• Eligibility	Participants specified in the plan document.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>Participants specified in the plan to be eligible for a disability benefit will only receive such benefit in the amount stated in the plan document, upon occurrence of disability, until normal retirement age or death.</p> <p>Participants specified in the plan to be eligible for a benefit at normal retirement age are eligible to commence such benefit upon occurrence of disability in the amount stated in the plan document. The benefit will be payable for life in the normal form.</p>
Pre-retirement death	
• Eligibility	All vested participants.
• Benefit prior to early retirement	<p>If a vested participant dies prior to commencement of benefit payments, the surviving spouse, if any, shall receive a monthly benefit equal to the benefit payable to the spouse under the 50% Joint and Survivor option assuming the participant terminated the day before his death. Benefit payments commence on the later of the day before his death or the first day the participant would have reached the plan's earliest retirement age.</p>
Forms of benefit	
• Automatic form for unmarried participants	Life annuity with 7 years certain.
• Automatic form for married participants	Actuarially reduced Joint and 50% Survivor annuity for the participants married at least one year at benefit commencement date.
• Optional forms	<ul style="list-style-type: none"> • Life Annuity • 10 Year Certain & Life Annuity • 15 Year Certain & Life Annuity • Joint and Survivor Annuity
Miscellaneous	
Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000

Schedule SB, Part V — Summary of Plan Provisions**Plan Provisions for Former Des Moines, Iowa Warehouse & Transportation Employees Pension Plan Participants**

Effective date and plan year	Original plan: July 1, 1979 Restated plan: July 1, 2009 Plan year: July 1 through June 30 (pre-merger)																										
Most recent amendment	June 1, 2012 – Plan merger into the Pension Plan for Legacy Companies of US Foods effective June 30, 2012																										
Status of the plan	The plan is frozen; there are no ongoing accruals and new employees are not eligible to participate in the plan.																										
Significant events that occurred during the year	None.																										
Definitions																											
• Participation	Benefits under the plan are frozen. All participants in the plan are inactive.																										
• Employee contributions	None allowed.																										
• Credited service	One year of service was given if a participant had completed 1,920 hours of service during a Plan year. If less than 1,920, 1/12 of a year was credited for each 160 hours worked.																										
Normal retirement																											
• Eligibility	All participants attaining age 65.																										
• Benefit	The monthly benefit was determined by multiplying years of credited service at the termination of employment by the following schedule of benefit level: <table><tr><td><u>Effective Date</u></td><td><u>Benefit Level</u></td></tr><tr><td>7/1/1999</td><td>\$39.00</td></tr><tr><td>7/1/1998</td><td>38.00</td></tr><tr><td>7/1/1997</td><td>37.00</td></tr><tr><td>7/1/1996</td><td>36.00</td></tr><tr><td>7/4/1993</td><td>34.00</td></tr><tr><td>7/4/1992</td><td>33.00</td></tr><tr><td>7/4/1991</td><td>32.00</td></tr><tr><td>7/4/1990</td><td>31.00</td></tr><tr><td>7/4/1989</td><td>30.00</td></tr><tr><td>7/1/1988</td><td>29.00</td></tr><tr><td>7/1/1987</td><td>28.00</td></tr><tr><td>7/1/1985</td><td>27.00</td></tr></table>	<u>Effective Date</u>	<u>Benefit Level</u>	7/1/1999	\$39.00	7/1/1998	38.00	7/1/1997	37.00	7/1/1996	36.00	7/4/1993	34.00	7/4/1992	33.00	7/4/1991	32.00	7/4/1990	31.00	7/4/1989	30.00	7/1/1988	29.00	7/1/1987	28.00	7/1/1985	27.00
<u>Effective Date</u>	<u>Benefit Level</u>																										
7/1/1999	\$39.00																										
7/1/1998	38.00																										
7/1/1997	37.00																										
7/1/1996	36.00																										
7/4/1993	34.00																										
7/4/1992	33.00																										
7/4/1991	32.00																										
7/4/1990	31.00																										
7/4/1989	30.00																										
7/1/1988	29.00																										
7/1/1987	28.00																										
7/1/1985	27.00																										
Early retirement																											
• Eligibility	A participant may retire upon attainment of age 55 if they had at least 10 years of service at termination.																										
• Benefit	The normal retirement benefit will be reduced 2% per year prior to age 65.																										

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	All participants currently in this plan are vested and are eligible for a deferred vested benefit.
• Benefit	The vested accrued benefit payable at Normal Retirement Age calculated as of the plan freeze date. Participants who had at least 10 years of service at termination can retire prior to age 65, but not before 55, and the normal retirement benefit will be reduced 2% per year prior to age 65.
Pre-retirement death	
• Eligibility	The spouse of a married vested participant who dies shall be eligible for a death benefit.
• Benefit	The amount of the death benefit shall be the monthly pension due to the spouse had the joint and 50% survivor option been elected immediately before the death of the participant.
Form of benefits	
• Automatic form for unmarried participants	Life annuity.
• Automatic form for married participants	Actuarially reduced joint and 50% survivor annuity.
• Optional forms of payment	Actuarially equivalent 100% joint and survivor annuity, 66.66% joint and survivor annuity, or 5, 10 or 15 years' certain and continuous annuities.
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000.

Schedule SB, Part V — Summary of Plan Provisions**Plan Provisions for Former Fort Wayne, Indiana Warehouse and Transportation Employees' Pension Plan Participants**

Effective date and plan year	Original plan: July 1, 1979 Restated plan: July 1, 2009 Plan year: July 1 through June 30 (pre-merger)						
Most Recent amendment	June 1, 2012 – Plan merger to the Pension Plan for Legacy Companies of US Foods effective June 30, 2012						
Status of the plan	The plan is frozen; there are no ongoing accruals and new employees are not eligible to participate in the plan.						
Significant events that occurred during the year	None.						
Definitions							
• Participation	This Plan is frozen. All participants in the plan are inactive.						
• Employee contributions	None allowed						
• Vesting	A participant's vesting in his/her age 65 plan benefit is as given by the following schedule: <table> <tr> <td>Years of Vesting Service</td><td>Percent Vested</td></tr> <tr> <td>Less than 5</td><td>0%</td></tr> <tr> <td>5 or more</td><td>100%</td></tr> </table> All participants active as of February 1, 2002 are 100% vested	Years of Vesting Service	Percent Vested	Less than 5	0%	5 or more	100%
Years of Vesting Service	Percent Vested						
Less than 5	0%						
5 or more	100%						
• Vesting service	One Year of Vesting Service was given if an employee completed at least 1,000 hours of service during a plan year.						
• Credited service	One Year of Benefit Service was given if a participant had completed at least 1,920 hours of service during a plan year. If a participant worked less than 1,920 hours, 1/12 of a year was credited for each 160 hours worked. Participants on July 1, 1979 received credit for all years of prior service to the nearest month.						
• Employer Contributions	Actuarially determined as required to meet IRS funding standards.						
Normal retirement							
• Eligibility	Age 65						

Schedule SB, Part V — Summary of Plan Provisions

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

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

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

Early retirement

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

Late retirement

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

Deferred vested

- **Benefit** Normal retirement benefit payable at the participant's normal retirement age with the benefit amount calculated using years of benefit service and the benefit level in effect at the time of separation. A person who separated from service prior to 55, but with 10 years of vesting service is entitled to an early retirement benefit that is equivalent to the Normal Retirement Benefit reduced by 2% per year for each year commencement age precedes age 60.

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

- | | |
|---------------------------|--|
| • Benefit Pre-retirement | If a vested participant dies prior to commencement of benefit payments, the surviving spouse, if any, shall receive a monthly benefit equal to the benefit payable to the spouse under the 50% Joint and Survivor option assuming the participant terminated the day before his death. Benefit payments commence on the later of the day before his death or the first day the participant would have been eligible to retire. |
| • Benefit Post-retirement | As set forth in option selected. |

Form of benefits

- | | |
|---|--|
| • Automatic form for unmarried participants | Life annuity. |
| • Automatic form for married participants | Actuarially reduced Joint and 50% Survivor annuity. |
| • Optional forms | <ul style="list-style-type: none"> • 5 Year Certain & Continuous Annuity • 10 Year Certain & Continuous Annuity • 15 Year Certain & Continuous Annuity • Joint and 50% Survivor Annuity • Joint and 66 2/3% Survivor Annuity • Joint and 100% Survivor Annuity |
| • Actuarial Equivalence | Optional forms of payments are based on UP 84 unisex mortality table at 8.50%. |

Miscellaneous

- | | |
|--------------------|---|
| • Maximum benefits | Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000. |
|--------------------|---|

Schedule SB, Part V — Summary of Plan Provisions**Plan Provisions for Former J.H. HAAR & Sons, Inc. Pension Plan Participants**

Effective date and plan year	Original plan: June 30, 1970 Restated plan: July 1, 2009 Plan year: July 1 through June 30 (pre-merger)														
Most recent amendment	June 1, 2012 – Plan merger to the Pension Plan for Legacy Companies of US Foods effective June 30, 2012														
Status of the plan	There are no ongoing accruals in this plan as there are no active employees at the location covered by the plan as documented in the closing agreement dated December 13, 2006. All employees active in this plan are currently working at other locations and are no longer accruing benefits.														
Significant events that occurred during the year	None.														
Definitions															
• Participation	Minimum age of 21 and minimum of 12 months of service in which an employee is credited with at least 1,000 hours of service. An eligible employee enters the plan on the July 1st nearest the date the employee satisfies the eligibility requirements. The plant was closed in December 2006, and thus closed to any future entrants.														
• Employer contributions	Actuarially determined as required to meet IRS funding standards.														
• Employee contributions	None allowed.														
• Vesting Service	A participant's vesting in his/her age 65 plan benefit is as given by the following schedule: <table> <tr> <th><u>Years of Vesting Service</u></th><th><u>Percent Vested</u></th></tr> <tr> <td>Less than 3</td><td>0%</td></tr> <tr> <td>3</td><td>20%</td></tr> <tr> <td>4</td><td>40%</td></tr> <tr> <td>5</td><td>60%</td></tr> <tr> <td>6</td><td>80%</td></tr> <tr> <td>7 or more</td><td>100%</td></tr> </table>	<u>Years of Vesting Service</u>	<u>Percent Vested</u>	Less than 3	0%	3	20%	4	40%	5	60%	6	80%	7 or more	100%
<u>Years of Vesting Service</u>	<u>Percent Vested</u>														
Less than 3	0%														
3	20%														
4	40%														
5	60%														
6	80%														
7 or more	100%														
• Credited service	One Year of Service was given if an employee completed at least 1,000 hours of service during a plan year (for vesting and benefit service). The collective bargaining agreement was terminated in December 2006, concurrent with the plant closing, thereby ceasing all future service accruals as of that date.														
• Compensation	Code Section 415 compensation that is actually paid in gross income during any given plan year.														

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Later of age 65 and 5 years of participation .
• Benefit	0.77% of compensation for each year of service, not to exceed 26 years of service. The collective bargaining agreement was terminated in December 2006, concurrent with the plant closing, thereby ceasing all future benefit accruals as of that date.
Early retirement	
• Eligibility	Age 60 and completion of 11 Years of Service .
• Benefit	The actuarial equivalent of the accrued retirement benefit.
Late retirement	
• Benefit	The greater of A & B as follows: A. Normal retirement benefit payable at the participant's termination of employment with the benefit amount calculated using years of benefit service. B. The actuarial equivalent at the participant's attained age of the participant's normal retirement benefit determined at normal retirement date .
Death	
• Benefit pre-retirement	If a vested participant dies prior to commencement of benefit payments, the beneficiary shall receive an actuarially equivalent lump sum payable immediately of the vested aggregate accrued benefit.
• Benefit post-retirement	As set forth in option elected .
Form of benefits	
• Automatic form for unmarried participants	Life annuity with 10 year certain .
• Automatic form for married participants	Actuarially reduced Joint and 50% Survivor annuity
• Optional forms	<ul style="list-style-type: none"> • Life Annuity • Lump Sum • Joint and 50% Survivor Annuity • Joint and 100% Survivor Annuity
Actuarial Equivalence	Benefit option payments are based on 1951 GAM projected by Scale C to 1970 mortality and 5.00% interest.
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000 .

Schedule SB, Part V — Summary of Plan Provisions**Plan Provisions for Former PYA Monarch, Inc. Hourly Operations
Employee Pension Plan Participants**

Effective date and plan year	Original plan: January 1, 1975 Restated plan: July 1, 2009 Plan year: July 1 through June 30 (pre-merger)
Most recent amendment	June 1, 2012 – Plan merger into the Pension Plan for Legacy Companies of US Foods effective June 30, 2012
Status of the plan	The plan is frozen; there are no ongoing accruals and new employees are not eligible to participate in the plan.
Significant events that occurred during the year	None.
Definitions	
• Participation	There are no future new participants and no future accruals. The plan was frozen as of December 31, 2001.
• Employee contributions	Neither required nor permitted.
• Vesting service	A year of service for purposes of determining eligibility to participate in the Plan and benefit eligibility is a 12-month period commencing on the employee's date of hire.
• Credited service	Number of years and completed calendar months of service from the employee's date of participation. For union employees at the Jacksonville location who met the eligibility requirements on July 1, 1979, service prior to July 1, 1979 is granted from date of hire. Employees of the Capitol Atlanta location have credited service granted after July 1, 1989 only. Schloss & Kahn employees have credited service granted after January 1, 1991 only. No service is credited after December 31, 2001.
Normal retirement	
• Eligibility	First day of the month coinciding with or next following attainment of age 65.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>For service earned after January 1, 1975, the monthly annuity is determined as the sum of the following:</p> <ol style="list-style-type: none"> 1% of average monthly earnings multiplied by credited service as of June 30, 1994 (average earnings include calendar year earnings while a participant of the plan for the period 1989 through 1993); and ½% of monthly earnings for the calendar year ending December 31, 1994; and 1% of monthly earnings for each calendar year beginning January 1, 1995 or later. <p>For active participants as of January 1, 1998, accrued benefits are increased by 10%, with normal 1% of earnings accruals thereafter.</p> <p>However, the monthly annuity amount is subject to a minimum benefit amount determined as \$20.00 for each year of credited service.</p> <p>For service prior to January 1, 1975, participants in one of the predecessor Plans have a past service benefit equal to the benefit provided under the predecessor Plan adjusted as follows:</p> <ol style="list-style-type: none"> 1. The benefit under predecessor plans is multiplied by the ratio of the number of years of service as of January 1, 1975 to the total number of years of service to retirement age. (Benefits shown in table at conclusion of this section.) 2. The benefit is adjusted from a 5 Year Certain and Life Annuity to a Single Life Annuity. 3. The benefit is then increased by 20%. <p>The benefits under the predecessor Plans were equal to flat amounts depending on salary brackets, and are shown in the table at the end of this Section.</p> <p>Union members at the Jacksonville location will be granted \$20.00 times credited service. Those who had completed at least 10 years of employment at July 1, 1979 and who were eligible to participate on that date, will have their pension amount reduced by the amount of the Teamster's benefit accrued prior to July 1, 1979.</p>
Early retirement	
• Eligibility	Attainment of age 55 and completion of 10 or more years of vesting service.
• Benefit	<ol style="list-style-type: none"> 1. Deferred to commence at age 65: as determined for normal retirement but based upon credited service as of the early retirement date. 2. Early commencement: the accrued benefit reduced on an actuarially equivalent basis.
Late retirement	
• Eligibility	Retirement after normal retirement date.
• Benefit	Actuarially increased benefit as of the normal retirement date.
Deferred vested	

Schedule SB, Part V — Summary of Plan Provisions

• Eligibility	Five years of service or attainment of age 65. No vesting service requirement if an active participant on December 31, 2001.
• Benefit	Accrued benefit payable beginning at the normal retirement date. If a participant has ten or more years of vesting service, they may elect early commencement of their pension on the first of any month after attainment of age 55. Their accrued benefit will then be reduced on an actuarially equivalent basis.
Disability	
• Eligibility	Ten years of vesting service and eligible for Social Security disability benefits. The first day of the month coinciding with or next following the date a participant meets the eligibility requirements.
• Benefit	Accrued benefit as of the date employment terminates because of disability.
Death	
• Eligibility	Completion of five years of vesting service, benefits not in pay status, and married to the same spouse for one year.
• Benefit	Amount and Commencement Date if Active at Time of Death: Effective January 1, 1998, one-half of the deceased participant's accrued benefit at the time of death. The spouse's Single Life Annuity commences effective the first day of the month coinciding with or next following the day on which the participant dies. Amount and Commencement Date if Death Occurs after Termination of Employment and Prior to Retirement: One-half of the pension the participant would have received had they terminated employment on the day before they died and commenced receipt of a 50% Contingent Annuity on the earliest date they would have been eligible to do so based on their years of credited service at the time of their death. The spouse's Single Life Annuity commences on such earliest commencement date.

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits		
• Automatic form for unmarried participants	Single Life Annuity	
• Automatic form for married participants	100% Contingent Annuity	
• Optional forms	<ul style="list-style-type: none"> • 100%, 66-2/3%, or 50% Contingent Annuity • 5, 10, or 15 Years Certain and Life Annuity • Social Security Level Income Annuity • Single Life Annuity (for married participants) 	
Benefits under predecessor plans	PYA - Goodnight Brothers Pension Trust Plan "B" (Effective July 1, 1968)	
	<u>Base Monthly Compensation</u>	<u>Monthly Retirement Benefits</u>
	\$375 - \$425	\$60.00
	\$425 - \$495	\$69.00
	\$495 - \$565	\$79.50
	In further steps of \$70.00	In further steps of \$10.50
 <u>Pearce-Young-Angel Company Pension Trust Plan "B"</u> (Effective June 10, 1964)		
	\$225 - \$275	\$37.50
	\$275 - \$325	\$45.00
	\$325 - \$375	\$52.50
	In further steps of \$50.00	In further steps of \$7.50
Miscellaneous		
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000.	

Schedule SB, Part V — Summary of Plan Provisions**Plan Provisions for Former Rykoff-Sexton, Inc. Pension Plan Participants**

Effective date and plan year	Original plan: April 30, 1989 Restated plan: May 1, 2009 Plan year: May 1 to April 30 (pre-merger)
Most recent amendment	April 24, 2012 – Plan merger into the Pension Plan for Legacy Companies of US Foods effective April 30, 2012.
Status of the plan	The plan is frozen; there are no ongoing accruals and new employees are not eligible to participate in the plan.
Significant events that occurred during the year	None.
Definitions	
• Employees eligible for participation	Employees become plan participants on the first day of the month following completion of one Year of Service and attainment of age 21. The plan is closed to new entrants.
• Compensation	Prior to April 30, 1998, Compensation was defined as all wages, salaries, and fees for professional services received, but excluding deferred compensation and some other earnings as defined in the plan document. Compensation is not considered after April 30, 1998.
• Average Compensation	The monthly average of the highest five calendar years of compensation during the 15-year period ending on the earliest of termination, early retirement, or normal retirement dates, but no later than April 30, 1998.
• Year of service	For purposes of plan participation, a 12-consecutive-month period during which the employee completes not less than 1,000 hours of service, measuring the beginning of the first 12-month period from the employment commencement date.
• Year of Vesting service	Any plan year during which an employee completes at least 1,000 hours of service.
• Year of Participation	<ul style="list-style-type: none"> On or after April 30, 1989: An employee receives one Year of Participation for each plan year during which the employee completes at least 1,000 hours of service. No Years of Participation are earned after April 30, 1998. Prior to April 30, 1989: Employees of John Sexton & Company received credit for Years of Participation as provided in the John Sexton & Co. Supplement.
• Actuarial Equivalence	GAR 94 projected to 2002 with 7.5% interest.
• Normal retirement age	Attainment of age 65 and the earlier of the completion of 5 years of vesting service or the 5th anniversary of plan participation.
Normal retirement	
• Eligibility	All participants attaining Normal Retirement Age.

Schedule SB, Part V — Summary of Plan Provisions

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| <ul style="list-style-type: none"> • Benefit | <ul style="list-style-type: none"> • Pension Benefit – 1% of Average Compensation times Years of Participation. Accrued benefits were frozen on April 30, 1998. • Minimum benefit – Accrued benefit under the John Sexton & Company Pension Plan as of April 29, 1989. |
|---|--|

Early retirement

- | | |
|---|---|
| <ul style="list-style-type: none"> • Eligibility | Participants who reach the first month on or next following attainment of age 55 and complete 10 Years of Vesting Service. |
| <ul style="list-style-type: none"> • Benefit | Pension benefit – The participant's benefit at Normal Retirement described above, based on Years of Participation and Average Compensation at separation from service, reduced in accordance with the following table based on age at commencement. |

Age	Factor	Age	Factor
64	98%	59	80%
63	96%	58	74%
62	94%	57	68%
61	90%	56	62%
60	86%	55	56%

Late retirement

- | | |
|---|---|
| <ul style="list-style-type: none"> • Eligibility | Employees may remain in service beyond attainment of Normal Retirement Age. |
| <ul style="list-style-type: none"> • Benefit | Normal Retirement Benefit inclusive of late retirement actuarial increases |

Deferred vested

- | | |
|---|---|
| <ul style="list-style-type: none"> • Eligibility | All participants who terminate employment after completing five or more Years of Vesting Service. |
| <ul style="list-style-type: none"> • Benefit | Vested pension benefit – Benefit at age 55, based on Years of Participation and Average Compensation at termination, actuarially reduced if payments commence before the participant's Normal Retirement Age. If the participant has 10 years of Vesting Service at termination his or her pension will be reduced as for early retirees. |

Pre-retirement death

Schedule SB, Part V — Summary of Plan Provisions

- | | |
|-----------|---|
| • Benefit | 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. |
|-----------|---|

Notwithstanding the above, spouses of active participants who die after completing ten Years of Vesting Service are entitled to the spouse' benefit detailed below:

- Spouse's benefit – 50% of the amount of the benefit at Normal Retirement described above, based on Years of Participation and Average Compensation on the date of death. In the event the participant's date of birth precedes the date of birth of the surviving spouse by more than 120 months, the benefit will be reduced by 0.2% for each month in excess of 120 months. Monthly payments will begin as of the first day of the month following the participant's death and will continue for the spouse's life.

Form of benefits

- | | |
|------------------|--|
| • Normal form | Actuarially equivalent 100% joint and survivor annuity if married on date payments commence; life annuity if single. |
| • Optional forms | Actuarially equivalent 100%, 66-2/3%, or 50% joint and survivor annuity or 10 or 15 years' certain and continuous annuities. |

Miscellaneous

- | | |
|--------------------|---|
| • Maximum benefits | Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000. |
|--------------------|---|

Schedule SB, Part V — Summary of Plan Provisions**Plan Provisions for Former Pension White Swan Inc.**

Following is a brief summary of the major plan provisions for the former participants of the Retirement Plan for White Swan, Inc which was merged into the Rykoff-Sexton, Inc. Pension Plan on April 30, 1998.

Effective date and plan year	Original plan: October 18, 1989 Restated plan: December 1997 Plan Year: A Plan Year is a 12-month period beginning on May 1 and ending on April 30.
Status of the plan	The plan is frozen; there are no ongoing accruals and new employees are not eligible to participate in the plan.
Significant events that occurred during the year	None
Definitions	
• Employees eligible for participation	Employees become plan participants on the first day of the month following completion of one Year of Service. The plan is closed to new entrants.
• Compensation	Prior to November 17, 1993, Compensation was defined as all wages, salaries, and fees for professional services received (including 401(k) contributions by the employer), but excluding deferred compensation, fringe benefits and some other earnings as specified in the plan document. Compensation is not considered after November 17, 1993.
• Average Compensation	The monthly average of the highest five consecutive calendar years of compensation during the 10-year period ending on the earliest of termination, early retirement, or normal retirement dates, but no later than November 17, 1993.
• Accrued Benefit	A Participant's benefit as of June 30, 1998 under the White Swan Plan
• Year of Vesting service	Any plan year during which an employee completes at least 1,000 hours of service in a Plan Year.
• Year of Benefit service	An employee receives one Year of Benefit Service for each Plan Year during which the employee completes at least 1,000 hours of service. No Years of Benefit Service are earned after November 17, 1993.
• Actuarial Equivalence	GAR94 projected to 2002 with 7.5% interest.
Normal retirement	
• Eligibility	The first day of the month coincident with or next following the attainment of the participant's Social Security retirement age.
• Benefit	Benefit determined under the provisions of the Retirement Plan for White Swan, Inc as of November 17, 1993 when the plan was frozen. In no event shall a Participant's Normal Retirement Benefit increase after November 17, 1993.
Early retirement	

Schedule SB, Part V — Summary of Plan Provisions

• Eligibility	The first day of any month after the participant has both attained age 55 and completed at least 10 Years Vesting of Service.
• Benefit	Early retirement benefit – A participant may elect to have his pension commence prior to normal retirement as a reduced pension equal to his accrued benefit at early retirement reduced by 0.5% for each month, in excess of 36 months, that his early retirement date precedes his normal retirement date.
Late retirement	
• Eligibility	The first day of any month after the participant's Normal Retirement Date.
• Benefit	Normal Retirement Benefit inclusive of late retirement actuarial increases
Deferred vested	
• Eligibility	Participants who have completed 5 years of vesting service.
• Benefit	The amount equal to his Accrued Benefit determined as of the earlier of the date the Participant terminated employment and November 17, 1993, actuarially reduced for commencement prior to the participant's Normal Retirement Date and after age 55.
Death	
• Eligibility	Participants who die prior to retirement while married for at least one year and after completing 5 years of vesting service.
• Benefit	The benefit the spouse would have received if the participant had retired on the day before death having elected a 50% qualified joint and survivor annuity or, if the participant was not yet eligible for early retirement, the benefit which the spouse would have been able to receive if the participant had terminated employment on the earlier of his date of death or date of termination of employment, had survived to his earliest retirement date and elected to retire on that date having elected a 50% qualified joint and survivor annuity.
• Post-retirement spouse's benefit	None, except as provided by the election of the form of payment
Form of benefits	
• Automatic married form of payment	If a participant is married at the time of retirement, the pension will be paid in the form of an actuarially reduced joint and survivor monthly annuity with payments continuing to the spouse for life, if surviving at the participant's death, at a reduced amount equal to 100% of the amount payable to the participant.

Schedule SB, Part V — Summary of Plan Provisions

• Automatic unmarried form of payment	If a participant is unmarried at the time of retirement, the pension will be paid in the form of a single life annuity, with payments to be made in equal monthly installments until the participant's death.
• Optional forms	Actuarially equivalent 100% joint and survivor annuity or 5, 10 or 15 years' certain and continuous annuities.
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000.

Schedule SB, Part V — Summary of Plan Provisions**Plan Provisions for Former John Sexton & Co. Union Employee Pension Plan Participants**

Effective date and plan year	Original plan: March 1, 1976 Restated plan: May 1, 2009 Plan year: May 1 through April 30 (pre-merger)
Status of the plan	The plan is frozen; there are no ongoing accruals and new employees are not eligible to participate in the plan.
Significant events that occurred during the year	As of December 31, 2013 the plan was frozen and merged into the Pension Plan for Legacy Companies of US Foods.
Definitions	
• Participating Employees	Employees in collective bargaining units represented by: <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. Plan is closed to new entrants.
• 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	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. Prorated credit is granted for years in which at least 1,000 hours are completed. No service credited after December 31, 2013.

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.

<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

Early retirement

-
- Eligibility Age 55 and completion of 5 years of service
-
- Benefit Reduced
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	The greater of: <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	Life Annuity 10 Year Certain & Continuous Annuity Joint and 66.67% Survivor Annuity Joint and 100% Survivor Annuity
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014 the limit is \$210,000.

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

Unless noted below, all benefits provided by the plan, as restated January 1, 2014 are included in this valuation.

- **Most recent plan amendments included:** Prior to the plan restatement, the plan merger to the Pension Plan of John Sexton & Co. Union Employee Pension Plan.
- **Plan amendments excluded:** None
- **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.
- **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.

Plan Provisions Specific to Funding***Additional Benefits Included or Excluded***

- **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.

Schedule SB, Part V — Summary of Plan Provisions

Plan Provision Changes Since Prior Valuation

- Maximum benefit amounts under IRS rules were updated from 2013 to 2014.
- US Foods merged the John Sexton & Co. Union Employee Pension Plan into the Pension Plan for Legacy Companies of US Foods during the 2013 plan year. This merger was first reflected in the actuarial valuation for funding purposes and the ASC 960 valuation as of January 1, 2014.

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

- Interest discounts and mortality rates were updated from 2013 to 2014 in accordance with PPA.
- The expense component of the normal cost increased from \$800,000 to \$1,000,000 to reflect our expectations for the current plan year and the impact of the consolidation of the frozen plans.