

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2018 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>
A	This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div> <div style="display: flex; justify-content: space-between;"> <div> ☒ a single-employer plan </div> <div> ☐ a DFE (specify) ____ </div> </div>
B	This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☐ the first return/report </div> <div> ☐ the final return/report </div> </div> <div style="display: flex; justify-content: space-between;"> <div> ☐ an amended return/report </div> <div> ☐ a short plan year return/report (less than 12 months) </div> </div>
C	If the plan is a collectively-bargained plan, check here. ☒
D	Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☐ Form 5558 </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div> <div> ☐ special extension (enter description) </div>

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan <u>US FOODS CONSOLIDATED DEFINED BENEFIT RETIREMENT PLAN</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 (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>US FOODS, INC.</u> <u>9399 HIGGINS ROAD, SUITE 500</u> <u>ROSEMONT, IL 60018</u>	2b	Employer Identification Number (EIN) <u>36-3642294</u>
		2c	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>07/30/2019</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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 21224
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 11733 6a(2) 10535 6b 4110 6c 4409 6d 19054 6e 1506 6f 20560 6g 6h 256
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 1C 3H 1B 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) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (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

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ 0 **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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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>2018</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan US FOODS CONSOLIDATED DEFINED BENEFIT RETIREMENT PLAN	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

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2018			
2	Assets:			
a	Market value	2a	919960068	
b	Actuarial value	2b	867409076	
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	5013	226033081	226033081
b	For terminated vested participants	4478	120094610	120094610
c	For active participants	11733	354854718	360474166
d	Total	21224	700982409	706601857
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	5.87 %	
6	Target normal cost	6	5550865	

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	
MICHAEL KRAVITZ	07/25/2019
	Signature of actuary
	Date
	17-06149
	Most recent enrollment number
	312-288-7700
	Telephone number (including area code)
233 SOUTH WACKER DRIVE SUITE 1800 CHICAGO, IL 60606	
	Firm name
	Address of the firm

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>16.11</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)		64746560
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>6.07</u> %		3930116
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		68676676
d Portion of (c) to be added to prefunding balance		68676676
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	68676676

Part III Funding Percentages

14 Funding target attainment percentage	14	113.03%
15 Adjusted funding target attainment percentage	15	122.75%
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	120.09%
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
Totals ▶			18(b)	0	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	0

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: 3.92%	2nd segment: 5.52%	3rd segment: 6.29%
		☐ 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)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate
		Current regulation:	☐ Prescribed - combined	☒ Prescribed - separate
			☐ Substitute	☐ 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	5550865
b	Excess assets, if applicable, but not greater than line 31a	31b	5550865
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	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	0
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	0
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40	Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41	If an election was made to use PRA 2010 funding relief for this plan:			
a	Schedule elected	☐ 2 plus 7 years	☐ 15 years	
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010
		☐ 2011		

<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
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan US FOODS CONSOLIDATED DEFINED BENEFIT RETIREMENT PLAN	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
WELLS FARGO FUNDS MANAGEMENT, LLC
94-3382001

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MASSACHUSETTS FINANCIAL SERVICES CO
04-2747644

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
NORTHERN TRUST CORPORATION
36-2723087

(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)

WILLIS TOWERS WATSON US LLC

53-0181291

(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?
11 50 14	NONE KNOWN	2244630	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NISA INVESTMENT ADVISORS LLC

48-1140940

(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?
27 50 51	NONE KNOWN	452665	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHERN TRUST COMPANY

36-1561860

(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?
21 59 50 62 72	NONE KNOWN	435685	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

BLACKROCK FINANCIAL MANAGEMENT

13-3806691

(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?
28 50 51	NONE KNOWN	296184	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ARROWMARK PARTNERS

39-2068140

(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?
28 50 51	NONE KNOWN	272542	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ARROWSTREET CAPITAL, L.P.

04-3472863

(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?
28 50 51	NONE KNOWN	257632	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)

LAZARD ASSET MANAGEMENT

05-0530199

(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?
28 68 50 51	NONE KNOWN	212135	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

TOWERS WATSON INVESTMENT SERVICES

52-1868818

(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?
17 50 70	NONE KNOWN	145500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ALSTON & BIRD LLP

58-0137615

(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?
29 50	NONE KNOWN	21005	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)

PLANTE & MORAN PLLC

38-1357951

(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?
10 50	NONE KNOWN	19425	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
(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
(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
(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
(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
(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:	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:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2018</div> This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>US FOODS CONSOLIDATED DEFINED BENEFIT RETIREMENT PLAN</u>	B Three-digit plan number (PN)	<u>012</u>
C Plan or DFE 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	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>US STRIPS 20PLUS YR BOND INDX NL</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.</u>		
c EIN-PN <u>82-2249590-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>290571582</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ARROWSTREET INTL EQ AWCI EX US FUND</u>		
b Name of sponsor of entity listed in (a): <u>ARROWSTREET CAPITAL, LIMITED PARTNERSHIP</u>		
c EIN-PN <u>45-6500555-003</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>20394236</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LAZARD INTL STRAT EQ ACW EX US FUND</u>		
b Name of sponsor of entity listed in (a): <u>LAZARD ASSET MANAGEMENT</u>		
c EIN-PN <u>45-2146398-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>20023809</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NT COLTV RUSSELL 1000 INDEX NONLEND</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST INVESTMENTS, INC</u>		
c EIN-PN <u>45-6138589-095</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>155998207</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLTV SHORT TERM INVT FUND</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST INVESTMENTS, INC</u>		
c EIN-PN <u>45-6138589-084</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9150592</u>
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)**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> 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>US FOODS CONSOLIDATED DEFINED BENEFIT RETIREMENT PLAN</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)	70000000	172607
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	2783843	3378256
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	7898195	5317034
(2) U.S. Government securities	1c(2)	162422442	7725252
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	26766070	23445367
(B) All other.....	1c(3)(B)	220413749	241994154
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	35065623	35813290
(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)	259648412	455720381
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)	62651300	40418045
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	69196431	20613697
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	4437328	2036460

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	921283393	836634543

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	921283393	836634543
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	172607	
(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)		172607
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	91210	
(B) U.S. Government securities	2b(1)(B)	1879776	
(C) Corporate debt instruments	2b(1)(C)	11497701	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	78671	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13547358
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	241953	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	332223	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		574176
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	919205926	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	936456309	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-17250383
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-26796987	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-26796987

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5367510
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		-6483255
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-2583786
c Other income.....	2c		7869
d Total income. Add all income amounts in column (b) and enter total.....	2d		-33444891

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	45275231	
(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)		45275231
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)	2720744	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	1636658	
(4) Other	2i(4)	1571326	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5928728
j Total expenses. Add all expense amounts in column (b) and enter total	2j		51203959

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-84648850
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

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.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
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?..... ☐ Yes ☒ No
 If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

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)

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
 If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4147996. (See instructions.)

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 sections 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 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>US FOODS CONSOLIDATED DEFINED BENEFIT RETIREMENT PLAN</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
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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>328</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.)
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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
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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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2018
v. 171027

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**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: 49.5 % Investment-Grade Debt: 47.4 % High-Yield Debt: 1.9 % Real Estate: 0.0 % Other: 1.2 %

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

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

Financial Statements and Report of Independent Auditors

US Foods Consolidated Defined Benefit Retirement Plan

December 31, 2018 and 2017

INDEX

	Page
REPORT OF INDEPENDENT AUDITORS	3
FINANCIAL STATEMENTS	
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS	6
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS	7
STATEMENT OF ACCUMULATED PLAN BENEFITS	8
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS	9
NOTES TO FINANCIAL STATEMENTS	10
SCHEDULE OF ASSETS HELD AT END OF YEAR	19
SCHEDULE OF REPORTABLE TRANSACTIONS	40

FINANCIAL STATEMENTS

Independent Auditor's Report

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of US Foods Consolidated Defined Benefit Retirement Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2018 and 2017 and the related statement of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of January 1, 2018 and the 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 D and E, which was certified by The Northern Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes related transactions. The plan administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2018 and 2017 that the information provided to the plan administrator is complete and accurate.

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.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2018 and reportable transactions for the year ended December 31, 2018 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

The form and content of the information included in the financial statements and supplemental schedules, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moreau, PLLC

Schaumburg, Illinois
July 29, 2019

US Foods Consolidated Defined Benefit Retirement Plan

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

(In thousands)

	<u>2018</u>	<u>2017</u>
ASSETS		
Investments, at fair value	\$ 836,461	\$ 851,283
Employer contribution receivable	<u>173</u>	<u>70,000</u>
Net assets available for benefits	<u>\$ 836,634</u>	<u>\$ 921,283</u>

The accompanying notes are an integral part of these financial statements

US Foods Consolidated Defined Benefit Retirement Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31,

(In thousands)

	<u>2018</u>	<u>2017</u>
Additions to Net Assets attributed to:		
Investment income		
Interest and dividends	\$ 14,903	\$ 17,439
Net realized and unrealized (losses) gains	(48,521)	115,154
Employer contributions	<u>173</u>	<u>70,000</u>
Total additions	(33,445)	202,593
Deductions from Net Assets attributed to:		
Benefits paid directly to participants	45,275	107,345
Administrative expenses	<u>5,929</u>	<u>8,131</u>
Total deductions	<u>51,204</u>	<u>115,476</u>
Net (decrease) increase	(84,649)	87,117
Net assets available for benefits		
Beginning of year	<u>921,283</u>	<u>834,166</u>
End of year	<u>\$ 836,634</u>	<u>\$ 921,283</u>

The accompanying notes are an integral part of these financial statements

US Foods Consolidated Defined Benefit Retirement Plan

STATEMENT OF ACCUMULATED PLAN BENEFITS

January 1, 2018

(In thousands)

	<u>Amount</u>
Actuarial present value of accumulated plan benefits	
Vested benefits:	
Participants receiving benefits	\$ 211,345
Participants with deferred benefits	116,513
Active participants	<u>348,883</u>
Total Vested Benefits	676,741
 Nonvested Benefits	 <u>4,912</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 681,653</u>

The accompanying notes are an integral part of these financial statements

US Foods Consolidated Defined Benefit Retirement Plan
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

Year ended January 1, 2018

(In thousands)

	<u>Amount</u>
Actuarial present value of accumulated plan benefits, beginning of year	\$ 724,661
Change during the year attributable to:	
Benefits accumulated	1,514
Actuarial gain	24,726
Increase in interest due to decrease in discount period	40,350
Benefits paid	(107,345)
Change in actuarial assumptions	<u>(2,253)</u>
Net decrease	(43,008)
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 681,653</u>

The accompanying notes are an integral part of these financial statements

US Foods Consolidated Defined Benefit Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF THE PLAN

The following brief description of the US Foods Consolidated Defined Benefit Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General

The Plan consists of participants in frozen legacy defined benefit pension plans of US Foods, Inc. (“USF” or “US Foods”). The Plan makes up 100% of total US Foods, Inc. Master Defined Benefit Pension Trust assets.

The Plan is administered by the US Foods, Inc. Benefit Administration Committee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Benefits

Benefits vary across participants according to the provisions of their legacy plans. However, the information below is applicable for the majority of participants under the Plan.

- **Normal Retirement Age** - The first day of the month coincident with or immediately following the later of the participant’s 65th birthday or the fifth anniversary of participation in the Plan
- **Early Retirement** - Upon the attainment of age 55, a participant may elect to retire. 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.
- **Disability Retirement** - Certain participants, based on plan provisions, who terminate 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.
- **Late-retirement Benefits** - Retirement benefits are increased for retirements after Normal Retirement Age.
- **Death Benefits** - Under the provisions of the Plan, if an active employee dies, the employee’s beneficiary may be eligible to receive a death benefit.

During 2017, lump sum payments were offered to former employees to settle their pension benefit obligations. Benefits paid to participants included approximately \$87 million of lump sum payments to settle former employee pension benefit obligations. During 2018, no lump sum windows were offered to former employees to settle their pension benefit obligations.

US Foods Consolidated Defined Benefit Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note E).

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Realized gains or losses on the sale of investments are calculated based upon the historical average cost of the investments. Unrealized gains or losses in the value of investments of the Plan represent the change between years in the difference between market value and cost of the investments.

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 2018 and 2017, 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 29, 2019, the date the financial statements were available to be issued.

US Foods Consolidated Defined Benefit Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE C - 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 deceased employees, 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.

The actuarial present value of accumulated plan benefits is determined by Willis Towers Watson, 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, 2018 and 2017 were:

- | | |
|--|--|
| a. Assumed Rate of Return | 6.0% compounded annually as of 2018 and 2017 |
| b. Healthy and Disabled Mortality | RP-2014 blue collar generational mortality table adjusted backward to 2006 using MP-2014 and projected forward using MP-2018 and RP-2014 blue collar generational mortality table adjusted backward to 2006 using MP-2014 and projected forward using MP-2017 as of 2018 and 2017, respectively. |
| c. Retirement Age | Graded schedule from age 55 to 70 |
| d. Withdrawal | 145% of the 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 benefit 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.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

US Foods Consolidated Defined Benefit Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE D - INFORMATION CERTIFIED BY THE TRUSTEE

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

- Investments, as shown in the statement of net assets available for benefits as of December 31, 2018 and 2017.
- Investment income, as shown in the statement of changes in net assets available for benefits for the years ended December 31, 2018 and 2017.

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

NOTE E – FAIR VALUE MEASUREMENTS

The Plan follows current guidance which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (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 in active markets that the Plan have the ability to access.
- Level 2** - Inputs to the valuation methodology include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in inactive markets, inputs other than quoted prices that are observable for the asset, or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset.
- Level 3** - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

US Foods Consolidated Defined Benefit Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE E - FAIR VALUE MEASUREMENTS - Continued

The asset'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, 2018 and 2017.

Cash and cash equivalents: Valued at original cost plus accrued interest.

Common collective trusts: Valued at the net asset value (NAV) of the shares held at the end of the reporting period. 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, 2018, and 2017, there are no unfunded commitments or restrictions for these investments.

Common stock and 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 following tables sets forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017:

	Asset Fair Value as of December 31, 2018			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 5,317	\$ -	\$ -	\$ 5,317
Equities	35,813	-	-	35,813
Mutual funds	20,614	-	-	20,614
Long-term debt securities				
Corporate debt securities	-	268,818	-	268,818
U.S. government and agencies	-	7,725	-	7,725
Other	-	2,036	-	2,036
	<u>\$ 61,744</u>	<u>\$ 278,579</u>	<u>\$ -</u>	<u>340,323</u>
Investments valued at NAV - common collective trusts				<u>496,138</u>
Total investments at fair value				<u>\$ 836,461</u>

US Foods Consolidated Defined Benefit Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE E - FAIR VALUE MEASUREMENTS - Continued

	Asset Fair Value as of December 31, 2017			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 7,898	\$ -	\$ -	\$ 7,898
Equities	35,066	-	-	35,066
Mutual funds	69,196	-	-	69,196
Long-term debt securities				
Corporate debt securities	-	249,964	-	249,964
U.S. government and agencies	-	162,423	-	162,423
Other	-	4,437	-	4,437
	<u>\$ 112,160</u>	<u>\$ 416,824</u>	<u>\$ -</u>	<u>528,984</u>
Investments valued at NAV - common collective trusts				<u>322,299</u>
Total investments at fair value				<u>\$ 851,283</u>

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 2018 and 2017.

NOTE F - FUNDING POLICY

The Employer is the sole contributor to the Plan. The Employer's funding policy is to contribute at least 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 in 2018 and 2017 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.

US Foods Consolidated Defined Benefit Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE G - PLAN TERMINATION AND PENSION BENEFIT GUARANTY CORPORATION

The Employer reserves the right to amend or terminate the Plan subject to the provisions of ERISA. The Pension Benefit Guaranty Corporation (PBGC), a U.S. government agency, 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. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

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

NOTE H - TRANSACTIONS WITH PARTIES-IN-INTEREST

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

NOTE I - TAX STATUS

The Internal Revenue Service has determined and informed the Employer by a letter dated July 20, 2015 that the Plan, as amended, is designed in accordance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

US Foods Consolidated Defined Benefit Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE J - 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.

NOTE K - DERIVATIVE FINANCIAL INFORMATION

The Plan is party to certain agreements, which are designed to manage exposures to interest rate risks. The interest rate instruments are used for the purpose of hedging changes in the fair value of assets and the actuarial present value of accumulated plan benefits that result from interest rate changes and debt defaults or as an efficient substitute for traditional securities. The Plan's investment policies specifically prohibit the use of derivatives for speculative purposes.

The net assets of the Plan reflect the fair value of the derivative instruments in a loss position as an offset against the fair value of derivative instruments in a gain position. Any gains or losses recognized on derivatives are recognized in current year investment income. The following are the estimated fair values of derivative instruments at December 31, 2018 and 2017 shown at the gross amounts:

	<u>2018</u>	<u>2017</u>
Assets	\$ -	\$ 138
Liabilities	<u>-</u>	<u>(79)</u>
Total derivatives	<u>\$ -</u>	<u>\$ 59</u>

Net asset and liability derivatives are included in investments on the statement of net assets available for benefits. The Plan has elected to present derivatives on a gross basis when subject to master netting arrangements.

For the years ended December 31, 2018 and 2017, approximately \$1,509 of loss and \$2,359 of gain, respectively, attributable to credit and interest rate derivative instruments were recognized as investment income (loss) in the statement of changes in net assets available for benefits.

US Foods Consolidated Defined Benefit Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE K - DERIVATIVE FINANCIAL INFORMATION - Continued

In connection with certain derivative instrument agreements, the Plan receives both cash and noncash collateral as security to mitigate the risk of counterparties not meeting obligations under the terms of the agreements. Cash collateral received is invested in a segregated account managed by The Northern Trust Company, which consists of high-quality, short-term, fixed-income investments. The net assets of the Plan reflect, as an asset, the cash collateral received under the derivative instrument agreements as well as an offsetting liability representing the Plan's obligation to return the collateral to the counterparty. There was no noncash collateral held related to the derivative instrument agreements at December 31, 2018 and 2017.

The notional amount represents the contract amount, not the amount at risk. The notional amount of interest rate instruments at December 31, 2018 and 2017 are shown below:

	<u>2018</u>	<u>2017</u>
Assets	\$ 643	\$ 49,333
Liabilities	<u>(1,171)</u>	<u>(68,264)</u>
Total derivatives	<u>\$ (528)</u>	<u>\$ (18,931)</u>

On behalf of the Plan, the investment managers manage its credit and interest rate counterparty credit risks by limiting exposure to and by monitoring the financial condition of each counterparty. In the unlikely event that a counterparty fails to meet the terms of a credit or an interest rate instrument, the Plan's risk is limited to the fair value of the instrument, offset by the value of any collateral held.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data for Accruing Participants as of January 1, 2018

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	15		10		1															
25 - 29	30	42,928	32	55,738	10															
30 - 34	15		33	58,638	13		6													
35 - 39	17		35	60,832	22	58,475	11		6											
40 - 44	7		13		12		16		22	67,771	6									
45 - 49	2		13		8		17		17		11		4		1					
50 - 54	2		5		9		16		19		12		11		9					
55 - 59			2		1		8		15		10		15		12		1			
60 - 64			1				4		5		3		13		11		3			
65 - 69									1				3		6				1	
70 & Over									1											

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
 EIN / PN: 36-3642294/012
 Plan Sponsor: US Foods
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data for Frozen Plans as of January 1, 2018

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.
Under 25	28	526	11																	
25 - 29	128	700	163	1,497	48	2,856														
30 - 34	138	872	326	1,607	243	3,645	61	5,180												
35 - 39	143	1,011	411	1,668	378	3,870	295	5,780	45	8,847	1									
40 - 44	144	1,142	411	1,557	352	4,162	454	6,382	144	9,273	40	10,308								
45 - 49	111	1,284	462	1,497	334	4,235	566	6,392	215	8,549	114	10,632	31	12,101	4					
50 - 54	95	1,724	495	1,500	265	3,959	576	6,896	227	8,749	155	11,048	108	12,432	30	12,410	1			
55 - 59	85	2,558	449	1,624	213	3,692	494	6,473	180	8,709	186	11,665	96	12,271	62	14,354	32	15,416		
60 - 64	40	2,348	340	1,542	97	3,495	297	6,767	129	7,936	127	10,523	68	12,303	57	14,904	46	17,552	6	
65 - 69	11		102	1,717	31	3,982	84	5,786	19		19		16		15		8		3	
70 & Over	2		21	3,726	8		20	5,401	2		4		2		3		2			

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
 EIN / PN: 36-3642294/012
 Plan Sponsor: US Foods
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data for Accruing Participants with Account Balances as of January 1, 2018

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Cash Bal.	No.	Cash Bal.	No.	Cash Bal.	No.	Cash Bal.	No.	Cash Bal.	No.	Cash Bal.	No.	Cash Bal.	No.	Cash Bal.	No.	Cash Bal.	No.	Cash Bal.
Under 25	5		2																	
25 - 29	8		3		2															
30 - 34	2		6		4		2													
35 - 39	3		7		2				1											
40 - 44			4		3		1		5		1									
45 - 49			2		3		6		4		3		1							
50 - 54			1		1		2		4				4		3					
55 - 59					1				3		5		7		2					
60 - 64							1		2		2		9		2		2			
65 - 69													1						1	
70 & Over																				

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
 EIN / PN: 36-3642294/012
 Plan Sponsor: US Foods
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Plan Names

Alliant Foodservice, Inc. Pension Plan (Alliant)
US Foods Consolidated Defined Benefit Retirement Plan (Legacy)¹
Sky Brothers/Lo-Temp Express Collective Bargaining Unit Employees' Pension Plan (Sky Brothers)
US Foods, Inc. Defined Benefit Plan (US Foods DB)

Economic Assumptions

Funding Interest rate basis

- Applicable month September 2017
- Interest rate basis Segment Rates

Funding Interest rates

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	3.92%	1.75%
■ Second segment rate	5.52%	3.76%
■ Third segment rate	6.29%	4.66%
■ Effective interest rate	5.87%	4.23%

Annual rates of increase

■ Compensation (Former US Foods DB and Alliant):	Salary Scale	
	Age	Percentage Increase
	18-29	5.0%
	30-39	4.0%
	40-49	3.5%
	50-59	3.0%
	60-75	2.0%
■ Future Social Security wage bases (Former Alliant)		3.00%
■ Statutory limits on compensation		2.50%

¹ Effective 12/31/2016, the 4 Qualified plans merged into the Pension Plan for Legacy Companies of US Foods. Effective 1/1/2017, this new plan was renamed as Consolidated Defined Benefit Retirement Plan.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Administrative expenses

\$4,000,000 for 2018

Based on expected PBGC premium payment for the 2018 plan year plus an estimate of non-PBGC administrative expenses, which included consideration of administrative expenses paid in the prior year, rounded to the nearest \$100,000.

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
New or rehired employees	It was assumed there will be no new or rehired employees, since the plan has been closed to new hires.
Mortality	Separate rates for non-annuitants (based on RP-2014 "Employees" table without collar or amount adjustments, adjust backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2016) and annuitants (based on RP-2014 "Healthy Annuitants" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2016).

Disability rates

- Former US Foods 1985 Disability Table Class 2 for males and females multiplied by .82 (82% of the representative rates below)

Attained age	Male	Female
20	0.064%	0.055%
25	0.093	0.096
30	0.134	0.165
35	0.199	0.252
40	0.314	0.357
45	0.505	0.522
50	0.830	0.854
55	1.502	1.490
60	2.266	1.793

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

- Former Sky Brothers N/A
- Former Legacy Former Allen, PYA Monarch, plan participants: 1985 Disability Table Class 2 for males and females multiplied by .82 (see representative rates above)

Former Des Moines, Rykoff-Sexton, J.H. Haar, Fort Wayne, Buffalo plan participants: No special disability rates for those plans that have a disability benefit.
- Former Alliant N/A

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date January 1, 2018

SCHEDULE SB ATTACHMENTS

Termination (not due to disability or retirement) rates

The rates at which participants are assumed to terminate employment is 145% of the 2003 Pension Plan Turnover Study: The Basic Age Table:

Age	Probability of Withdrawal
21	30.78%
22	32.26%
23	31.64%
24	29.28%
25	26.84%
26	24.64%
27	22.52%
28	20.52%
29	18.88%
30	17.68%
31	16.59%
32	15.52%
33	14.37%
34	13.41%
35	12.73%
36	12.14%
37	11.60%
38	10.99%
39	10.48%
40	10.15%
41	9.74%
42	9.48%
43	9.32%
44	9.18%
45	9.00%
46	8.85%
47	8.67%
48	8.58%
49	8.49%
50	8.19%
51	7.97%
52	7.79%
53	7.43%
54	6.35%

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Retirement rates

■ Former US Foods,
Alliant, and Legacy

Attained age	Retirement rates
Under 55	0%
55-59	5%
60-61	10%
62	15%
63	10%
64	20%
65-69	25%
70 and above	100%

■ Former Sky Brothers

Attained age	Retirement rates
55	5%
56-59	5%
60	10%
61-63	25%
64	50%
65+	100%

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Benefit commencement dates

■ Early retirement eligible at termination

Former Plan	Commencement Age
US Foods	63
Sky Brothers	60
Legacy	61
Alliant KGF	65
Alliant DLS	55 – 37.5% 65 – 37.5% Immediate – 25%

■ Not early retirement eligible at termination

Former Plan	Commencement Age
US Foods	65
Sky Brothers	60
Legacy	65
Alliant KGF	65
Alliant DLS	55 – 37.5% 65 – 37.5% Immediate – 25%

■ Retirement benefit

Upon termination of employment

■ Disability benefit

Former Legacy and former US Foods: Upon disablement

■ Preretirement death benefit

Former US Foods and former Sky Brothers:
The later of the death of the active participant or the date the participant would have attained age 55.

Former Alliant:

DLS

Frozen actives: Immediate.

Accruing actives: 100% at age 65.

KGF

Death before age 55: 100% at age 55.

Death after age 55: Immediate.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Form of payment

■ Former US Foods

Form of payment	Single life	100%J&S	50% J&S
Active retirements	40%	60%	0%
Deferred vested (current and future)	40%	60%	0%
Future disabilities	100%	0%	0%
Future deaths (survivor portion)	0%	0%	100%

■ Former Sky Brothers

Form of Payment	Lump Sum	Single Life	50% J&S
Active retirements	80%	20%	0%
Deferred vested (current and future)	20%	80%	0%
Future deaths (survivor portion)	0%	0%	100%

■ Former Legacy

Former J.H. Haar plan participants: 100% lump sum

Former John Sexton plan participants:

Form of payment	Single Life	50% J&S
Active retirements	100%	0%
Deferred vested (current and future)	100%	0%
Future disabilities	100%	0%
Future deaths (survivor portion)	0%	100%

All other participants:

Form of payment	Lump sum	Normal form unmarried	Normal form married
Active retirements	0%	40%	60%
Deferred vested (current and future)	0%	40%	60%
Future disabilities	0%	100%	0%

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
 EIN / PN: 36-3642294/012
 Plan Sponsor: US Foods
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

■ Former Alliant

Form of Payment	Lump Sum	Single Life	50% J&S	100% J&S
Active Retirements				
- DLS	85%	0%	0%	15%
- KGF	0%	85%	0%	15%
Deferred vested (current & future)				
- DLS	100%	0%	0%	0%
- KGF	0%	100%	0%	0%
Future Deaths (survivor portion)	0%	0%	100%	0%
Future Active Death				
- DLS	100%	0%	0%	0%
- KGF: Not 55 & 10 years at death	0%	0%	100%	0%
- KGF: 55 & 10 years at death	0%	0%	0%	100%

Percent married 80% of males; 65% of females.

Spouse age Wife three years younger than husband.

Covered pay Assumed plan compensation for the year beginning on the valuation date was determined as earnings provided by the employer for the prior year adjusted at the assumed compensation increase rate.

Timing of benefit payments Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date First day of plan year

Funding target Present value of accrued benefits as required by regulations under IRC §430.

Target normal cost Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
 EIN / PN: 36-3642294/012
 Plan Sponsor: US Foods
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Actuarial value of assets

Average of the fair market value of assets over the last two years preceding the valuation date with semi-annual determination points, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of fair value, including contributions receivable.

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not valued

The plan allows for lump sum payments at commencement for present values up to \$15,000. Such lump sums are not explicitly valued; rather, such participants' benefits are valued using the benefit choice assumptions described above.

Sources of Data and Other Information

The plan sponsor, through its third party administrator, furnished participant data as of 1/1/2018. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date.

We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumptions Rationale - Significant Economic Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.

Rates of increase in:

■ Compensation

This assumption was based on an experience analysis completed in 2012 by the prior actuary.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

- Assumed return for asset smoothing
The assumed return used for asset smoothing is the expected return on assets assumption chosen by the plan sponsor for accounting under U.S. GAAP. We concurred with that assumption.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Disabled Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	This assumption was based on an experience analysis completed in 2016 by Willis Towers Watson.
Disability	This assumption was based on an experience analysis completed in 2012 by the prior actuary.
Retirement	This assumption was based on an experience analysis completed in 2016 by Willis Towers Watson.
Benefit commencement date for deferred benefits	This assumption was based on an experience analysis completed in 2016 by Willis Towers Watson.
Form of payment	This assumption was based on an experience analysis completed in 2012 by the prior actuary.
Percent married	This assumption was based on an experience analysis completed in 2012 by the prior actuary.
Spouse age	This assumption was based on an experience analysis completed in 2012 by the prior actuary.

Source of Prescribed Methods

Funding methods	The methods used for funding purposes as described in this statement of actuarial assumptions and methods, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.
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Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Changes in Assumptions and Methods

Change in assumptions since prior valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC §430.
- The mortality table used to calculate the funding target and target normal cost was updated to reflect the new tables, based on RP-2014 and subsequent Society of Actuaries studies, published by IRS in October 2017 in regulation §1.430(h)(3)-1.
- The assumed plan-related expenses to add to the target normal cost were changed from \$5,500,000 for 2017 to \$4,000,000 for 2018 to reflect the updated expectations of 2018 expenses and 2018 PBGC premiums.
- The decrement timing was changed from beginning of year decrements to the rounded middle of year decrement timing model.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j
EIN: 36-3642294, PLAN NO.: 012
Year Ended December 31, 2018

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Category (i) - A single transaction that amounts to more than 5 percent of the beginning value of total plan assets:						
Blackrock	CF Blackrock STRIPS	\$ 200,336	-	\$ 200,336	\$ 200,336	\$ -
Blackrock	CF Blackrock STRIPS	52,500	-	52,500	52,500	-
Northern Trust	Collective Short Term Investment Fund	86,500	-	86,500	86,500	-
Northern Trust	Collective Short Term Investment Fund	52,500	-	52,500	52,500	-
Northern Trust	Collective Short Term Investment Fund	-	85,500	85,500	85,500	-
Northern Trust	Collective Short Term Investment Fund	-	44,985	44,985	44,985	-
Northern Trust	Collective Short Term Investment Fund	-	52,500	52,500	52,500	-
Northern Trust	MFB Collective Russell 1000 Index Fund	-	51,300	22,286	51,300	29,014
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total plan assets:						
Blackrock	CF Blackrock STRIPS Purchases: 6	\$ 283,100	\$ -	\$ 283,100	\$ 283,100	\$ -
Northern Trust	Collective Short Term Investment Fund Purchases: 288 Sales: 197	364,711 -	- 365,856	364,711 365,856	364,711 365,856	- -
Northern Trust	MFB Collective Russell 1000 Index Fund Purchases: 2 Sales: 13	26,000 -	- 117,000	26,000 49,576	26,000 117,000	- 67,424
Northern Trust	US Treasury Bond 2.75% Due 8/15/2047 Purchases: 73 Sales: 88	24,144 -	- 29,418	24,144 30,372	24,144 29,418	- (954)
Northern Trust	US Treasury Bond 2.75% Due 11/15/2047 Purchases: 251 Sales: 261	56,102 -	- 57,786	56,102 58,171	56,102 57,786	- (385)
Northern Trust	US Treasury Bond 3.125% Due 5/15/2048 Purchases: 216 Sales: 367	44,029 -	- 43,978	44,029 44,029	44,029 43,978	- (51)
Northern Trust	US Treasury Bond 3.0% Due 2/15/2048 Purchases: 350 Sales: 632	102,403 -	- 102,699	102,403 102,403	102,403 102,699	- 296
Northern Trust	US Treasury Bond 2.875% Due 5/15/2028 Purchases: 72 Sales: 72	23,257 -	- 23,288	23,257 23,257	23,257 23,288	- 31

There were no Category (ii) or (iv) reportable transactions during the year.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2018**This Form is Open to Public
Inspection**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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

A Name of plan US FOODS CONSOLIDATED DEFINED BENEFIT RETIREMENT PLAN		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	

Part I Basic Information

1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2018</u>			
2 Assets:			
a Market value.....		2a	919,960,068
b Actuarial value.....		2b	867,409,076
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.....	5,013	226,033,081	226,033,081
b For terminated vested participants.....	4,478	120,094,610	120,094,610
c For active participants.....	11,733	354,854,718	360,474,166
d Total.....	21,224	700,982,409	706,601,857
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions.....		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....		4b	
5 Effective interest rate.....	5	5.87%	
6 Target normal cost.....	6	5,550,865	

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**

Michael Kravitz

MK

07/25/2019

Signature of actuary

Date

Michael Kravitz

1706149

Type or print name of actuary

Most recent enrollment number

Willis Towers Watson US LLC

312-288-7700

Firm name

Telephone number (including area code)

233 South Wacker Drive
Suite 1800
Chicago IL 60606

Address of the firm

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2018
v. 171027

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>16.11%</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)		64,746,560
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>6.07%</u>		3,930,116
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		68,676,676
d Portion of (c) to be added to prefunding balance		68,676,676
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	68,676,676

Part III Funding Percentages

14 Funding target attainment percentage	14	113.03%
15 Adjusted funding target attainment percentage	15	122.75%
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	120.09%
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
Totals ▶			18(b)	0	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	0

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: 3.92 %	2nd segment: 5.52 %	3rd segment: 6.29 %	☐ 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) Prior regulation: ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				
Current regulation: ☐ 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	5,550,865	
b Excess assets, if applicable, but not greater than line 31a	31b	5,550,865	
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	0	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	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:	
a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	US Foods
EIN/PN	36-3642294/012
Plan Name	US Foods Consolidated Defined Benefit Retirement Plan
Valuation Date	January 1, 2018
Enrolled Actuary	Michael Kravitz
Enrollment Number	17-6149

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2018

See Schedule SB, Part V - Statement of Actuarial Assumptions/Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed. There are separate retirement assumptions based on former subplan as illustrated below and a weighted average was calculated based on headcount of active participants.

Former US Foods, Alliant and Legacy

(A)	(B)	(C)	(D)	(E)
Retirement Age	Retirement Rate	Lx	Number of employees expected to retire (B) x (C)	(A) x (D)
55	5%	10,000	500	27,500
56	5%	9,500	475	26,600
57	5%	9,025	451	25,721
58	5%	8,574	429	24,864
59	5%	8,145	407	24,028
60	10%	7,738	774	46,427
61	10%	6,964	696	42,481
62	15%	6,268	940	58,289
63	10%	5,327	533	33,563
64	20%	4,795	959	61,373
65	25%	3,836	959	62,332
66	25%	2,877	719	47,468
67	25%	2,158	539	36,140
68	25%	1,618	405	27,510
69	25%	1,214	303	20,936
70	100%	910	910	63,718
Total			10,000	628,948
Average				62.89

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
 EIN / PN: 36-3642294/012
 Plan Sponsor: US Foods
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Former Sky Brothers

(A)	(B)	(C)	(D)	(E)
Retirement Age	Retirement Rate	Lx	Number of employees expected to retire (B) x (C)	(A) x (D)
55	5%	10,000	500	27,500
56	5%	9,500	475	26,600
57	5%	9,025	451	25,721
58	5%	8,574	429	24,864
59	5%	8,145	407	24,028
60	10%	7,738	774	46,427
61	25%	6,964	1,741	106,201
62	25%	5,223	1,306	80,957
63	25%	3,917	979	61,697
64	50%	2,938	1,469	94,014
65	100%	1,469	1,469	95,483
Total			10,000	613,493
Average				61.35

Former Subplans	Total Active Records	Weighted Retirement Age
Former US Foods, Alliant and Legacy	11,666	62.89
Former Sky Brothers	67	61.35
Total	11,733	62.89

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
 EIN / PN: 36-3642294/012
 Plan Sponsor: US Foods
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

US Foods, Inc. Defined Benefit Plan (US Foods DB)

Plan Provisions

Original Plan: January 1, 2003
Restated Plan: January 1, 2017
Plan Year: January 1 through December 31

The most recent amendment reflected in the following plan provisions was effective January 1, 2018.

Covered employees

Any employee of the sponsoring employer, with the exception of the following:

- Temporary employees
- Members of a collective bargaining group to whom the plan has not extended participation rights
- Leased employees
- Nonresident aliens who receive no earned income from within the U.S.

Effective August 31, 2017, only certain union employees are eligible.

Eligible Union Codes	
200*	U26
435**	U73
554	U89
U05	U90

*Eligibility to participate depends on hire date

**Effective January 31, 2017, participants who were previously actively accruing benefits under the Alliant plan will now accrue under the US Foods DB Pension Plan benefit formula.

Participation date

Covered employees are eligible to participate in the plan the first of the month following attainment of one year of eligibility service and are at least age 21.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

One year of eligibility service is met by working 1,000 hours during 12 consecutive months of employment.

Participation date for eligible participants is either of the following:

1. The 12-month period commencing on the employee's date of hire in which the employee works 1,000 hours, including periods before and including the effective date.
2. If the employee does not work 1,000 hours during the initial 12-month period, any calendar year in which the employee works 1,000 hours.

Definitions

Vesting service	One year for each 1,000-hour calendar year of employment.
Pension service	Benefit service is granted for eligible participants on an elapsed time basis excluding periods credited prior to January 1, 2003. Benefit service has been frozen for all exempt and non-exempt participants, except certain union groups listed that are still actively accruing benefit service.
Pensionable pay	<p>All taxable wages, salaries, and other amounts received for services rendered in course of employment with US Foods including the following:</p> <ul style="list-style-type: none">■ Commissions, profit- based compensation, bonuses■ Non-qualified stock options includible in taxable gross income■ Property included in taxable gross income■ Elective deferrals■ Imputed compensation for Qualified Military Service <p>Does not include compensation paid to the participant more than 30 days (or the subsequent calendar year) after the participant's severance from service. Also does not include:</p> <ul style="list-style-type: none">■ Wages, salaries, and other amounts for services performed while the employee is not eligible■ Reimbursements for expenses, including relocation, moving and automobile allowances■ Fringe benefits, deferred compensation, welfare benefits■ Employer contributions to a deferred compensation plan not included in the participant's taxable gross income

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

- Distributions from a deferred compensation plan
Amounts realized from exercise of non-qualified stock options
- Amounts realized from disposition of stock acquired under qualified stock option.

Compensation is limited to the 401(a)(17) compensation limit in effect for the valuation year. The limit is adjusted for cost-of-living increases in accordance with Code Section 401(a)(17)(B).

Average earnings

1/5 of the aggregate of the five highest consecutive calendar years of compensation in the last 10, not including the following:

- Periods before January 1, 2003
- Years in which the participant worked fewer than 9 months (unless it produces a higher average).

For a participant with fewer than five consecutive calendar years of compensation, this is:

- The aggregate compensation on or after January 1, 2003 divided by years of benefit service during which the compensation was received

Normal retirement date (NRD) Later of age 65 and the earlier of 5 years of vesting service or the 5th anniversary after the commencement of participation.

Monthly pension benefit 1/12 of 1% of final average earnings, multiplied by benefit service.

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing 10 years of vesting service.
Postponed retirement	Retirement after NRD.
Deferred vested termination	Termination for reasons other than death, disability or retirement after completing five years of vesting service.
Disability	Total and permanent disablement prior to eligibility for early retirement after having completed 5 years of vesting service.
Pre-retirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement	The monthly pension benefit determined as of NRD.
Early retirement	Normal retirement benefit, reduced by 5/12% for each month the participant's benefit commences before normal retirement date.
Postponed retirement	<p>Normal retirement benefit deferred until actual termination of employment with benefits based on the greater of:</p> <ul style="list-style-type: none">■ Normal retirement benefit calculated using additional years of credited service and benefit level in effect at actual retirement; or■ Normal retirement benefit actuarially adjusted for late payment.
Deferred vested termination	<p>The deferred vested benefit is the amount determined according to the normal retirement formula, based on benefit service and final average earnings at termination date. A participant with ten years of service may elect to have his or her benefit commence on the first day of any month coinciding with or following his or her 55th birthday. The benefit, if paid early, will be reduced by 5/12% for each month the benefit commences prior to normal retirement date.</p> <p>If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.</p>
Disability	Same as early retirement benefit, commencing at the later of age 55 or date of disability.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Pre-retirement death

If eligible for retirement but not receiving benefits, the amount paid to the participant's spouse is equal to the amount that the spouse would have received as though the participant had retired on the date of death, elected a joint and 50% survivor annuity, and died the next day.

If vested but not yet eligible for retirement, the amount paid to the participant's spouse is equal to the amount the spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a joint and 50% survivor annuity, and died the next day.

If the present value of the pre-retirement death benefit is less than \$5,000, it can be paid as a lump sum.

Other Plan Provisions

Forms of payment

- Normal form for unmarried participants Life annuity.
- Normal form for married participants Actuarially reduced Joint and 100% Survivor Annuity.
- Optional forms Life annuity
Joint and 50% or 66 2/3% Survivor Annuity
10 Year Certain and Continuous Annuity
Lump Sum (only if present value of vested benefit is \$15,000 or less across all plans)

Plan participants' contributions

None.

Maximum limits on benefits and pay

Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually.

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Conversion Bases

Actuarial Equivalence Basis	Conversion factors to convert to annuity alternate forms: <i>Interest Rate:</i> 7.5% <i>Mortality Table:</i> 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62
Lump Sum Conversion Basis	The conversion factor to convert the single life annuity to a lump sum (for under \$15,000 cash outs): <i>Interest Rate:</i> PPA Segment Rates for November of the calendar year prior to commencement <i>Mortality Table:</i> PPA Mortality Tables applicable for the commencement year

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Changes in Benefits Valued Since Prior Year

The following Unions have frozen benefit accruals since the prior year:

Union	Freeze Date
U07	August 31, 2017

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Alliant Foodservice, Inc. Pension Plan (Alliant)

Plan Provisions

Original Plan: April 17, 1995

Restated Plan: January 1, 2017

Plan Year: January 1 through December 31

The most recent amendment reflected in the following plan provisions was effective January 1, 2018.

Covered employees

The Plan was frozen with respect to non-collectively bargained employees on December 31, 2002. Therefore, non-collectively bargained employees who were not already participating in the Plan on December 31, 2002 will never become participants in the Plan or receive additional benefit accruals as long as they remain non-collectively bargained employees.

A list of participating unions with the type of plan formula and the defined lump sum (DLS) effective date (if applicable) follows:

Union Date	Location	Plan	DLS Effective	Closed to New Participants
145	Jackson, MS	DLS	2/12/1997	N/A
200	Milwaukee, WI	DLS	2/12/1997	7/13/2013
435*	Denver, CO	DLS	10/1/1997	10/10/2010
U88	Chicago, IL	KGF	N/A	5/31/2000

* As of January 31, 2017, actively accruing participants in Union 435 had their Alliant Pension Plan formula frozen for future accruals. All future benefit accruals for participants in this union will be earned under the US Foods DB Pension formula.

Participation date

Eligible employees can participate in the plan once a year of eligibility service is earned. A year of eligibility service is accrued for full time employees after completing 12 consecutive months of employment. Part-time employees earn a year of eligibility service once 1,000 hours of service are completed during the first 12 consecutive months of employment, or in any subsequent calendar year.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Definitions

Vesting service

Full-time employees: Based on elapsed time from date of hire, ending on the first day of a one-year break in service.

Part-time/seasonal/temporary employees: One year of service is credited to each computation period with more than 1,000 hours.

Former Kraft employees: Vesting service earned under the KGF plan before February 13, 1995 counts as vesting service under this plan.

Pension service

Full-time employees: Based on elapsed time from date of hire. Fractional years are counted in benefit service.

Part-time/seasonal/temporary employees: One year of benefit service is credited if an employee works 1,800 hours or more.

Partial benefit service is granted if an employee works less than 1,800 hours.

Pensionable pay

Base pay, vacation pay, holiday and personal pay, sick pay, commissions, guarantee pay, overtime and other double time and premium pay, delivery shuttle pay, retroactive pay, short-term disability paid by an employer, mileage pay for drivers, shift differential, cash bonuses under a program of general application, and back pay (but only to the extent such pay is intended to reimburse the Participant for compensation otherwise includable under the Plan), actually paid to a Participant by an Employer or paid on his behalf as a pre-tax contribution to a plan maintained by an Employer pursuant to Section 401(k) or 125 of the Code. For Plan Years beginning on or after January 1, 2001, Compensation shall also include any compensation actually paid to a Participant by an Employer or paid on his behalf as a pre-tax contribution to a plan maintained by an Employer pursuant to Section 132(t)(4) of the Code.

Compensation cannot exceed the 401(a)(17) limits in effect.

Final Average Pay

The average of a participant's compensation for the highest 36 consecutive months during the last 120 months. Compensation for any 12-month period cannot exceed the Section 401(a)(17) compensation limit as in effect at the beginning of the 12-month period.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Normal retirement date (NRD) Later of age 65 and the earlier of 5 years of vesting service or the 5th anniversary after the commencement of participation.

Pension Benefit The pension benefit, defined as a lump sum, shall equal the greater of (A) and (B) as defined below, subject to a minimum benefit of (C) at commencement date:

(A) The DLS basic benefit shall equal the sum of (i) through (iv), as defined below:

(i) The Final Average Pay component shall equal the product of the participant's Final Average Pay times their Accumulated Pension Credits. The participant's Accumulated Pension Credits shall equal the sum of (a) and (b), as defined below:

(a) One twelfth of the Participant's Annual Pension Credits as specified below for each completed month of Contributory Benefit Service based on the participant's highest age in each month:

Age	Credit	Age	Credit
25 and younger	2.0%	48	7.5%
26-29	2.5%	49	8.0%
30-32	3.0%	50	8.5%
33-34	3.5%	51	9.0%
35-36	4.0%	52	9.5%
37-38	4.5%	53	10.0%
39-40	5.0%	54	10.5%
41-42	5.5%	55-61	11.0%
43-44	6.0%	62-63	11.5%
45-46	6.5%	64 and older	12.0%
47	7.0%		

(b) In the case of an active participant who had completed at least 19 years of Vesting Service or was at least age 54 and 9 years of vesting service as of January 1, 1997, additional credits equal:

Years of Benefit Service	Annual Credit
<10	2.0%
10-20	3.0%
>20	4.0%

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

- (ii) The excess component shall equal the product of the participant's Accumulated Pension Credits, as defined above, divided by three times their Final Average Pay in excess of two-thirds of the Social Security Wage Base as of the first day of the year at the Freeze Date, or Termination Date for actives that are accruing benefits.
 - (iii) The non-contributory service component shall equal the product of non-contributory service times \$300.
 - (iv) The actuarial equivalent of any additions or offsets to the Participant's Accrued Benefit, as pursuant to applicable Plan provisions.
- (B) The DLS transition benefit shall equal the sum of (i) through (iii), as defined below:
- (i) The actuarial equivalent of the "Prior Plan" Accrued Benefit as of February 12, 1997, or the DLS effective date, shall equal the maximum of (a) and (b), as described below. Participants are only eligible for (a) if:
 - a. Age 55 at the benefit freeze date and 10 or more years of vesting service at termination
 - b. 20 or more years of vesting service at termination
 - (a) The Accrued Benefit as of February 12, 1997 times a deferred lump sum factor to commencement from the age at benefit freeze times the Prior Early Retirement Factor (ERF) as described below

Age	ERF
<55	Actuarial Equivalence
55	80.0%
56	82.0%
57	85.0%
58	88.0%
59	91.0%
60	94.0%
61	97.0%
62	100.0%
63	100.0%
64	100.0%
65	100.0%

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

(b) The Accrued Benefit as of February 12, 1997 times a deferred to 65 lump sum factor from the age at benefit freeze.

(ii) Final Average pay times the accumulated credits post February 12, 1997, as described below as the lesser of (a) and (b):

(a) Accumulated Pension Credits from (A), (i), (a)

(b) Benefit service earned after the DLS effective date times 3%

(iii) The actuarial equivalent of any additions or offsets to the Participant's Accrued Benefit, as pursuant to applicable Plan provisions.

(C) A participant's actuarial equivalent Accrued Benefit at commencement shall not be less than the benefit under the plan as defined in (B) (i) (a) defined above, for those that are eligible

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Eligible to commence benefits at vested termination.
Postponed retirement	Retirement after NRD.
Deferred vested termination	Termination for reasons other than death or retirement after completing three years of vesting service (five years of vesting service if not active on or after January 1, 2008).
Disability	N/A
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested benefits, with a surviving spouse.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement

The Monthly Pension Benefit determined as of NRD.

Early retirement

Participant's Monthly Pension Benefit, multiplied by the Early Retirement Factor (ERF) at the age of termination of employment, as defined below:

Age	ERF	Age	ERF	Age	ERF
20	2.0%	36	7.2%	52	28.0%
21	2.2%	37	7.8%	53	30.6%
22	2.4%	38	8.5%	54	33.6%
23	2.6%	39	9.2%	55	36.8%
24	2.8%	40	10.0%	56	40.4%
25	3.0%	41	10.9%	57	44.4%
26	3.2%	42	11.8%	58	48.9%
27	3.5%	43	12.8%	59	53.9%
28	3.8%	44	14.0%	60	59.5%
29	4.1%	45	15.2%	61	65.7%
30	4.4%	46	16.5%	62	72.8%
31	4.8%	47	18.0%	63	80.7%
32	5.2%	48	19.7%	64	89.8%
33	5.7%	49	21.5%	65	100.0%
34	6.1%	50	23.4%		
35	6.6%	51	25.6%		

Postponed retirement

Normal retirement benefit deferred until actual termination of employment with benefits based on the greater of:

- Normal retirement benefit calculated using additional years of credited service and benefit level in effect at actual retirement; or
- Normal retirement benefit actuarially adjusted for late payment.

Deferred vested termination

Participant's Monthly Pension Benefit, multiplied by the Early Retirement Factor (ERF) at the age of termination of employment, as defined above.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.

Disability

N/A

Preretirement death

If a participant dies while actively employed, a beneficiary is entitled to 55% of the single life annuity payable at normal retirement date. This benefit is also payable as a lump sum, converted using deferred lump sum factors based on the beneficiary's age.

For participants who die while not actively employed, the surviving spouse receives the actuarial equivalent of a 50% joint and survivor annuity.

Other Plan Provisions

Forms of payment

For the DLS benefit, the normal form of payment for single participants is a lump sum. The normal form for married participants is a 100% joint and survivor annuity.

Upon termination, a participant who has not yet attained age 55 may elect to receive payment of his vested accrued benefit in the form of a lump sum (if elected within 90 days of termination), an equivalent single life annuity or, if the participant is married, an equivalent 100% joint and survivor annuity. On or after attaining age 55, in addition to the options just described (including lump sum), a participant may also elect an equivalent 50% joint and survivor annuity.

Lump Sum option is available to all participants in this plan only if present value of vested benefit is \$15,000 or less across all plans.

Other options are available to employees who were participants in the plan on February 12, 1997.

Plan participants' contributions

Kraft General Foods frozen employees are no longer eligible to contribute to the plan. The crediting rate on employee contributions is 120% of the Federal mid-term rate in effect on January 1 of the plan year for years on or after January 1, 1988.

Maximum limits on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Conversion Bases

Optional Form Conversion Basis	Plan based factors to convert to optional annuity forms are defined in the plan document.
Lump Sum Conversion Basis	<p>The conversion factor to convert the single life annuity to a lump sum:</p> <p><i>Interest Rate:</i> PPA Segment Rates for November of the calendar year prior to commencement</p> <p><i>Mortality Table:</i> PPA Mortality Tables applicable for the commencement year</p>
“Prior Plan” Conversion Basis	<p>The conversion factor used to convert the “Prior Plan” and frozen 2/12/1997, or DLS effective date, accrued benefit to a lump sum:</p> <p><i>Interest Rate:</i> 30 Year Treasury Rate as of November preceding the Freeze Date</p> <p><i>Mortality Table:</i> 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62</p>
Actuarial Equivalence Basis	<p>For benefits with freeze dates on or after October 1, 2012, actuarial equivalence is based on the following:</p> <p><i>Interest Rate:</i> PPA Segment Rates for November of the calendar year prior to commencement</p> <p><i>Mortality Table:</i> PPA Mortality Tables applicable for the commencement year</p> <p>For benefits with freeze dates before October 1, 2012, refer to Appendix B of the plan document for more information.</p>

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

US Foods Consolidated Defined Benefit Retirement Plan (Legacy)

The most recent amendment reflected in the following plan provisions was effective January 1, 2018.

Former Allen Foods, Inc.

Plan Provisions

Original plan: May 31, 1971

Restated plan: January 1, 2017

Plan year: January 1 through December 31

Covered employees Each individual who was a participant in the Allen Foods Pension Plan on December 31, 2011.

Participation date Plan participation was frozen as of December 31, 2002.

Definitions

Vesting service One year for each 1,000-hour calendar year of employment.

Benefit service No service may be earned after December 31, 2002.

Pensionable pay Earnings after December 31, 2002 are not taken into account.

Average earnings The average of earnings received during the highest consecutive five of the ten calendar years prior to December 31, 2002 or, if earlier, on the date the participant separated from service.

Normal retirement date (NRD) First of month coinciding with or next following the later of attainment of age 65 or the fifth anniversary of participation in the plan.

Monthly pension benefit 35% of the participant's average monthly compensation reduced for service less than 25 years.

Eligibility for Benefits

Normal retirement Retirement on NRD.

Early retirement Retirement before NRD and on or after both attaining age 55 and completing 10 years of vesting service.

Postponed retirement Retirement after NRD.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Deferred vested termination	Termination for reasons other than death, disability or retirement, with a vested benefit. Graded vesting beginning at year 3 (20%) and 100% after year 7.
Disability	Termination due to disability.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Benefits Paid Upon the Following Events

Normal retirement	The monthly pension benefit determined as of NRD.
Early retirement	The normal pension benefit reduced .6667% for each of the first 60 months by which the payment date precedes age 65, plus .3333% for each additional month prior to age 60.
Postponed retirement	Pension benefit actuarially adjusted for late payment.
Deferred vested termination	<p>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.</p> <p>If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.</p>
Disability	The monthly pension benefit determined as of the date of the disablement, payable immediately with reduction for early commencement.
Pre-retirement death	<p>If eligible for retirement but not receiving benefits, the amount paid to the participant's spouse is equal to the amount that the spouse would have received as though the participant had retired on the date of death, elected a joint and 100% survivor annuity, and died the next day.</p> <p>If vested but not yet eligible for retirement, the amount paid to the participant's spouse is equal to the amount the spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a joint and 100% survivor annuity, and died the next day.</p>

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment

- Normal form for unmarried participants Life annuity with 5 years certain.
- Normal form for married participants Qualified Joint and 100% Survivor annuity.
- Optional forms
 - Life annuity
 - Joint and 100%, 75% or 50% Survivor annuity (married participants only)
 - Years Certain and Continuous annuity (up to 240 months)
 - Lump Sum (only if present value of vested benefit is \$15,000 or less across all plans)

Plan participants' contributions

None.

Maximum limits on benefits and pay

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Conversion Bases

Actuarial Equivalence Basis

Conversion factors to convert to annuity alternate forms:

Interest Rate: 7.5%

Mortality Table: 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62

Lump Sum Conversion Basis

The conversion factor to convert the single life annuity to a lump sum (for under \$15,000 cash outs):

Interest Rate: PPA Segment Rates for November of the calendar year prior to commencement

Mortality Table: PPA Mortality Tables applicable for the commencement year

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Certain Union Employees of US Food Service of Buffalo, Inc.

Plan Provisions

Original plan: January 1, 1990

Restated plan: January 1, 2017

Plan year: January 1 through December 31

Covered employees Each individual who was a participant in the Pension Plan for Certain Union Employees of U.S. Foodservice of Buffalo, Inc. on December 31, 2011.

Participation date Plan participation was frozen as of December 31, 2002.

Definitions

Vesting service One year for each 1000-hour calendar year of employment.

Benefit service N/A

Pensionable pay N/A

Normal retirement date (NRD) First of month coinciding with or next following the attainment of age 65.

Monthly pension 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.

Eligibility for Benefits

Normal retirement Retirement on NRD.

Early retirement Retirement before NRD and on or after both attaining age 55 and completing 15 years of vesting service.

Postponed retirement Retirement after NRD.

Deferred vested termination Termination for reasons other than death or retirement.

Disability Being deemed disabled by the Social Security Administration; only for participants specified in the plan document.

Pre-retirement death benefit Death with a surviving spouse.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement	Fixed amount specified in the plan document.
Early retirement	Pension 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.
Postponed retirement	Pension benefit actuarially adjusted for late payment.
Deferred vested termination	<p>Same as pension benefit reduced for early commencement with the same reduction as early retirement, if applicable.</p> <p>If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.</p>
Disability	Fixed amount specified in the plan document.
Pre-retirement death	<p>If eligible for retirement but not receiving benefits, the amount paid to the participant's spouse is equal to the amount that the spouse would have received as though the participant had retired on the date of death, elected a joint and 50% survivor annuity, and died the next day.</p> <p>If vested but not yet eligible for retirement, the amount paid to the participant's spouse is equal to the amount the spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a joint and 50% survivor annuity, and died the next day.</p>

Other Plan Provisions

Forms of payment

- Normal form for unmarried participants Life annuity with 7 years certain.
- Normal form for married participants Qualified Joint and 100% Survivor annuity.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

- Optional forms
 - Life annuity
 - Joint and Survivor annuity (the percent paid to the survivor may be any whole percentage from 1% to 100%, as elected by the participant)
 - 10- or 15-year Certain and Continuous annuity
 - Lump sum (only if present value of vested benefit is \$15,000 or less across all plans)

Plan participants' contributions None

Maximum limits on benefits and pay Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Conversion Bases

Actuarial Equivalence Basis Conversion factors to convert to annuity alternate forms:

Applicable rates will be determined using the rates of interest and mortality (male table) used (as of the Annuity Starting Date) by the Pension Benefit Guaranty Corporation for a trustee single-employer plan to value a benefit upon termination of an insufficient trustee single-employer plan

Lump Sum Conversion Basis The conversion factor to convert the single life annuity to a lump sum (for under \$15,000 cash outs):

Interest Rate: PPA Segment Rates for the August of the calendar year prior to commencement

Mortality Table: PPA Mortality Tables applicable for the commencement year

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Former Des Moines, Iowa Warehouse & Transportation Employees

Plan Provisions

Original plan: July 1, 1979

Restated plan: July 1, 2017

Plan year: January 1 through December 31

Covered employees Each individual who was a participant in the JP Foodservice Distributors, Inc. – Des Moines, Iowa Warehouse and Transportation Employees Pension Plan on June 30, 2012.

Participation date Plan participation was frozen as of April 24, 1998.

Definitions

Vesting service One year for each 1000-hour calendar year of employment.

Benefit service No service may be earned after April 24, 1998.

Pensionable pay N/A

Normal retirement date (NRD) First of month coinciding with or next following the attainment of age 65.

Monthly pension benefit For retirements on or after July 1, 1999, \$39.00 multiplied by years of benefit service as of April 24, 1998.

Eligibility for Benefits

Normal retirement Retirement at NRD.

Early retirement Retirement before NRD and on or after both attaining age 55 and completing 10 years of vesting service.

Postponed retirement Retirement after NRD.

Deferred vested termination Termination for reasons other than death, disability or retirement. All participants currently in this plan are fully vested.

Disability Termination due to disability.

Preretirement death benefit Death with a surviving spouse.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement	The monthly pension benefit determined as of NRD
Early retirement	The normal pension benefit reduced by 1/6% for each month the early retirement age precedes normal retirement age.
Postponed retirement	Normal pension benefit payable actuarially adjusted for late payment.
Deferred vested termination	<p>Same as normal retirement benefit, reduced for early commencement with the same reduction as early retirement, if applicable.</p> <p>If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.</p>
Disability	Full benefit, unreduced for early commencement.
Pre-retirement death	<p>If eligible for retirement but not receiving benefits, the amount paid to the participant's spouse is equal to the amount that the spouse would have received as though the participant had retired on the date of death, elected a joint and 100% survivor annuity, and died the next day.</p> <p>If vested but not yet eligible for retirement, the amount paid to the participant's spouse is equal to the amount the spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a joint and 100% survivor annuity, and died the next day.</p>

Other Plan Provisions

Forms of payment

- Normal form for unmarried participants Life annuity.
- Normal form for married participants Qualified Joint and 100% Survivor annuity.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

- Optional forms
 - Joint and 100%, 66 2/3%, or 50% Survivor annuity
 - 5-, 10-, or 15-year Certain and Continuous annuity
 - Lump sum (only if present value of vested benefit is \$15,000 or less across all plans)

Plan participants' contributions None

Maximum limits on benefits and pay Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Conversion Bases

Actuarial Equivalence Basis Conversion factors to convert to annuity alternate forms:

Interest Rate: 7.5%

Mortality Table: 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62

Lump Sum Conversion Basis The conversion factor to convert the single life annuity to a lump sum (for under \$15,000 cash outs):

Interest Rate: PPA Segment Rates for the August of the calendar year prior to commencement

Mortality Table: PPA Mortality Tables applicable for the commencement year

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Former Fort Wayne, Indiana Warehouse and Transportation Employees

Plan Provisions

Original plan: July 1, 1979

Restated plan: January 1, 2017

Plan year: January 1 through December 31

Covered employees Each individual who was a participant in the JP Foodservice Distributors, Inc. – Ft. Wayne, IN Local 414 Warehouse and Transportation Employees Pension Plan on June 30, 2012.

Participation date Plan participation was frozen as of June 24, 2002.

Definitions

Vesting service One year for each 1,000-hour calendar year of employment.

Benefit service No service may be earned after June 24, 2002.

Pensionable pay N/A

Normal retirement date (NRD) First of month coinciding with or next following the attainment of age 65.

Monthly pension benefit The monthly benefit was determined by multiplying years of pension service at termination of employment by the benefit level in effect at date of retirement.

Eligibility for Benefits

Normal retirement Retirement on NRD.

Early retirement Retirement before NRD and on or after both attaining age 55 and completing 10 years of vesting service.

Postponed retirement Retirement after NRD.

Deferred vested termination Termination for reasons other than death, disability or retirement after completing five years of vesting service.

Disability Termination due to disability after completing ten years of vesting service.

Preretirement death benefit Death after completion of five years of vesting service, provided that the participant and their spouse were married for at least one year prior to the date of death.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement	The monthly pension benefit determined as of NRD
Early retirement	Normal pension benefit reduced by 1/6% per month for each month early retirement age precedes age 60.
Postponed retirement	Normal retirement benefit actuarially adjusted for late payment.
Deferred vested termination	<p>Same as normal retirement benefit, reduced for early commencement with the same reduction as early retirement, if applicable.</p> <p>If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.</p>
Disability	Full benefit, unreduced for early payment.
Preretirement death	<p>If eligible for retirement but not receiving benefits, the amount paid to the participant's spouse is equal to the amount that the spouse would have received as though the participant had retired on the date of death, elected a joint and 100% survivor annuity, and died the next day.</p> <p>If vested but not yet eligible for retirement, the amount paid to the participant's spouse is equal to the amount the spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a joint and 100% survivor annuity, and died the next day.</p>

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment

- Normal form for unmarried participants Life annuity.
- Normal form for married participants Qualified Joint and 100% Survivor annuity.
- Optional forms
 - 5-, 10-, or 15-year Certain and Continuous annuity
 - Joint and 50%, 66 2/3% or 100% Survivor annuity
 - Lump sum (only if present value of vested benefit is \$15,000 or less across all plans)

Plan participants' contributions

None.

Maximum limits on benefits and pay

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Conversion Bases

Actuarial Equivalence Basis

Conversion factors to convert to annuity alternate forms:

Interest Rate: 7.5%

Mortality Table: 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62

Lump Sum Conversion Basis

The conversion factor to convert the single life annuity to a lump sum (for under \$15,000 cash outs):

Interest Rate: PPA Segment Rates for the August of the calendar year prior to commencement

Mortality Table: PPA Mortality Tables applicable for the commencement year

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Former J. H. HAAR & Sons, Inc.

Plan Provisions

Original plan: June 30, 1970

Restated plan: January 1, 2017

Plan year: January 1 through December 31

Covered employees Each individual who was a participant in the J.H. Haar & Sons, Inc. Pension Plan on June 30, 2012.

Participation date Plan participation was frozen as of December 31, 2006.

Definitions

Vesting service One year for each 1,000-hour calendar year of employment.

Benefit service No service may be earned after December 31, 2006.

Pensionable pay Earnings after December 31, 2006 are not taken into account.

Normal retirement date (NRD) First of month coinciding with or next following the later of the attainment of age 65 or the 5th anniversary of participation in the plan.

Monthly pension benefit The Accrued Benefit was calculated by the summation of:

(a) Frozen Accrued Benefit. The Participant's Frozen Accrued Benefit shall be the Actuarial Equivalent of the Participant's annual Accrued Benefit as determined under the Haar Plan on June 30, 1996.

(b) Benefit Formula. 0.77% of the Participant's Compensation (as defined in Section 3.01(c) below) multiplied by his Years of Benefit Service as a Participant since June 30, 1996 at Normal Retirement Date or earlier separation from service. For purposes of this formula, Total Years of Benefit Service as a Participant is limited to a maximum of 26 years.

Eligibility for Benefits

Normal retirement Retirement on NRD.

Early retirement Retirement before NRD and after both attaining age 60 and completing 11 years of vesting service.

Postponed retirement Retirement after NRD.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Deferred vested termination	Termination for reasons other than death, disability or retirement, with a vested benefit. Graded vesting beginning at year 3 (20%) and 100% after year 7.
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Disability	Termination due to disability.
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Preretirement death benefit	Death with a surviving spouse/beneficiary.
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Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
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Early retirement	The actuarial equivalent of the pension benefit.
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Postponed retirement	Pension benefit actuarially adjusted for late payment.
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Deferred vested termination	Same as normal retirement benefit, reduced by actuarial equivalence for early commencement if early retirement eligible.
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Disability	Vested interest in the pension benefit, reduced to reflect early commencement using same factors as early retirement.
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Pre-retirement death	If eligible for retirement but not receiving benefits, the amount paid to the participant's spouse is equal to the amount that the spouse would have received as though the participant had retired on the date of death, elected a joint and 100% survivor annuity, and died the next day.
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	If vested but not yet eligible for retirement, the amount paid to the participant's spouse is equal to the amount the spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a joint and 100% survivor annuity, and died the next day.
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Other Plan Provisions

Forms of payment

- | | |
|--|--|
| ■ Normal form for unmarried participants | Life annuity with 10 year certain. |
| ■ Normal form for married participants | Qualified Joint and 100% Survivor annuity. |

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

- Optional forms
 - Life annuity
 - Lump sum
 - Joint and 50% or 100% Survivor annuity

Plan participants' contributions None.

Maximum limits on benefits and pay Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Conversion Bases

Actuarial Equivalence Basis Conversion factors to convert to annuity alternate forms:

Interest Rate:
Pre-retirement: 6.0%
Post-retirement: 5.0%

Mortality Table: 1951 Group Annuity Projected by Scale C to 1970

Lump Sum Conversion Basis The conversion factor to convert the single life annuity to a lump sum:

Interest Rate: PPA Segment Rates for November of the calendar year prior to commencement

Mortality Table: PPA Mortality Tables applicable for the commencement year

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

PYA Monarch, Inc. Hourly Operations Employees

Plan Provisions

Original plan: January 1, 1975

Restated plan: January 1, 2017

Plan year: January 1 through December 31

Covered employees Each individual who was a participant in the PYA/Monarch Inc. hourly Operations Employees' Pension Plan on June 30, 2012.

Participation date Plan participation was frozen as of December 31, 2001.

Definitions

Vesting service One year for each 1,000-hour calendar year of employment.

Pension service No service may be earned after December 31, 2001.

Pensionable pay Earnings after December 31, 2001 are not taken into account.

Normal retirement date (NRD) First of month coinciding with or next following the attainment of age 65.

Monthly pension benefit The benefit formula was based on a final average pay formula with a minimum benefit providing a monthly flat retirement benefit based on salary level.

Eligibility for Benefits

Normal retirement Retirement on NRD.

Early retirement Retirement before NRD and after both attaining age 55 and completing 10 years of vesting service.

Postponed retirement Retirement after NRD.

Deferred vested termination Termination for reasons other than death, disability or retirement after completing five years of vesting service. No vesting service requirement if an active participant on December 31, 2001.

Disability Termination due to total and permanent disability after 10 years of vesting service.

Preretirement death benefit Death after completion of five years of vesting service, provided that the participant and their spouse were married for at least one year prior to the date of death.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement

The monthly pension benefit determined as of NRD.

Early retirement

Pension benefit multiplied by the early retirement factors defined below:

Age	Factor
55	0.3252
56	0.3608
57	0.4010
58	0.4464
59	0.4977
60	0.5561
61	0.6225
62	0.6983
63	0.7851
64	0.8849
65	1.0000

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Postponed retirement

Normal pension benefit actuarially adjusted for late payment with the following factors:

Pension benefit multiplied by the late retirement factors defined below:

Age	Factor
65	1.0000
66	1.1331
67	1.2878
68	1.4681
69	1.6792
70	1.9275
71	2.2207
72	2.5690
73	2.9850
74	3.4847
75	4.0888

Deferred vested termination

Normal pension benefit actuarially adjusted for early commencement, if applicable.

If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.

Disability

Full benefit, unreduced for early commencement.

Pre-retirement death

If eligible for retirement but not receiving benefits, the amount paid to the participant's spouse is equal to the amount that the spouse would have received as though the participant had retired on the date of death, elected a joint and 50% survivor annuity, and died the next day.

If vested but not yet eligible for retirement, the amount paid to the participant's spouse is equal to the amount the spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a joint and 50% survivor annuity, and died the next day.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment

- Normal form for unmarried participants Life annuity.
- Normal form for married participants Qualified Joint and 100% Survivor annuity
- Optional forms Joint and 50% or 66 2/3% Survivor annuity
5-, 10-, or 15-year Certain and Continuous annuity
Lump sum (only if present value of vested benefit is \$15,000 or less across all plans)

Plan participants' contributions

None.

Maximum limits on benefits and pay

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Conversion Bases

Actuarial Equivalence Basis

Conversion factors to convert to annuity alternate forms, the greater of:

Interest Rate: 7.5%

Mortality Table: 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62

or

Factors defined in the plan document

Lump Sum Conversion Basis

The conversion factor to convert the single life annuity to a lump sum (for under \$15,000 cash outs):

Interest Rate: PPA Segment Rates for the August of the calendar year prior to commencement

Mortality Table: PPA Mortality Tables applicable for the commencement year

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Rykoff-Sexton, Inc.

Plan Provisions

Original plan: July 1, 1979

Restated plan: January 1, 2017

Plan year: January 1 through December 31

Covered employees Each individual who was a participant in the Rykoff-Sexton, Inc. Pension Plan on April 30, 2012.

Participation date Plan participation was frozen as of April 30, 1998.

Definitions

Vesting service One year for each 1,000-hour calendar year of employment.

Pension service No service may be earned after April 30, 1998.

Pensionable pay Earnings after April 30, 1998 are not taken into account.

Normal retirement date (NRD) The later of attaining age 65 or five years of vesting service (or fifth anniversary of commencing participation in the Rykoff-Sexton Plan, if earlier).

Monthly pension benefit 1% of average compensation times years of pension service. Accrued benefits were frozen on April 30, 1998.

Eligibility for Benefits

Normal retirement Retirement on NRD.

Early retirement Retirement before NRD and on or after both attaining age 55 and completing 10 years of vesting service.

Postponed retirement Retirement after NRD.

Deferred vested termination Termination for reasons other than death or retirement after completing five years of vesting service.

Disability N/A

Preretirement death benefit Death after completion of 10 years of vesting service, provided that the participant and their spouse were married for at least one year prior to the date of death.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement The monthly pension benefit determined as of NRD.

Early retirement The participant's monthly pension 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%

Postponed retirement Normal retirement benefit actuarially adjusted for late payment.

Deferred vested termination The deferred vested benefit is the amount determined according to normal retirement formula, based on years of participation and average compensation at termination date.

Benefit commencement may occur as early as age 55. If the participant had less than 10 years of vesting service and elected to begin payment prior to NRD, the accrued benefit is reduced in accordance with actuarial equivalence. If the participant had at least 10 years of vesting service and elected to begin payment prior to NRD, the accrued benefit is reduced with the early retirement factors above.

If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.

Disability N/A

Pre-retirement death 50% of the pension benefit payable to the spouse as an annuity beginning payment when the participant would have attained his earliest retirement age. If the surviving spouse is more than 10 years younger than the participant, the benefit is reduced by 0.2% per month in excess of 120 months.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment

- Normal form for unmarried participants Life annuity.
- Normal form for married participants Qualified Joint and 100% Survivor annuity
- Optional forms Joint and 50%, 66 2/3%, or 100% survivor annuity
10- or 15-year Certain and Continuous annuity
Lump sum (only if present value of vested benefit is \$15,000 or less across all plans)

Plan participants' contributions

None.

Maximum limits on benefits and pay

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Conversion Bases

Actuarial Equivalence Basis

Conversion factors to convert to annuity alternate forms:

Interest Rate: 7.5%

Mortality Table: 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62

Lump Sum Conversion Basis

The conversion factor to convert the single life annuity to a lump sum (for under \$15,000 cash outs):

Interest Rate: PPA Segment Rates for the August of the calendar year prior to commencement

Mortality Table: PPA Mortality Tables applicable for the commencement year

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Former Pension White Swan Inc.

Plan Provisions

Original plan: October 18, 1989

Restated plan: January 1, 2017

Plan year: January 1 through December 31

Covered employees Each individual who was a participant in the Retirement Plan for White Swan, Inc. on June 30, 1998.

Participation date Plan participation was frozen as of June 30, 1998.

Definitions

Vesting service One year for each 1,000-hour calendar year of employment.

Pension service No service may be earned after June 30, 1998.

Pensionable pay Earnings after June 30, 1998 are not taken into account.

Normal retirement date (NRD) The first day of the month coincident with or next following the attainment of the participant's Social Security retirement age.

Monthly pension benefit For former White Swan active participants, pension benefit is equal to (i) 1.667% of Average Compensation time years of benefit service up to 30 years, (ii) 1% of Average Compensation times years of benefit service in excess of 30 years, reduced by (iii) 1.667% of Primary Social Security Benefit times years of benefit service up to 30 years.

Monthly accrued benefits, for each participant, is specified in Schedule I of the Plan Document. The accrued benefit will never increase.

Eligibility for Benefits

Normal retirement Retirement on NRD.

Early retirement Retirement before NRD and after both attaining age 55 and completing 10 years of vesting service.

Postponed retirement Retirement after NRD.

Deferred vested termination Termination for reasons other than death, disability or retirement after completing five years of vesting service.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Disability	Being deemed disabled by the Social Security Administration; only for participants specified in the plan document.
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Preretirement death benefit	Death after completion of five years of vesting service, provided that the participant and their spouse were married for at least one year prior to the date of death.
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Benefits Paid Upon the Following Events

Normal retirement	Fixed amount specified in the plan document.
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Early retirement	Reduced pension equal to the accrued benefit at reduced by 0.5% for each month, in excess of 36 months, that the early retirement date precedes the normal retirement date.
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Postponed retirement	Normal retirement benefit actuarially adjusted for late payment.
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Deferred vested termination	The deferred vested benefit is the amount determined according to normal retirement formula, based on years of participation and average compensation at termination date.
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Benefit commencement may occur as early as age 55. If the participant had less than 10 years of vesting service and elected to begin payment prior to NRD, the accrued benefit is reduced in accordance with actuarial equivalence. If the participant had at least 10 years of vesting service and elected to begin payment prior to NRD, the accrued benefit is reduced with the early retirement factors above.

Disability	If eligible for the early retirement benefit when becoming disabled, the disability benefit is the early retirement benefit if the participant has attained age 55 and 10 years of service by the disability date. Otherwise the disability benefit is the deferred vested benefit.
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Pre-retirement death	If eligible for retirement but not receiving benefits, the amount paid to the participant's spouse is equal to the amount that the spouse would have received as though the participant had retired on the date of death, elected a joint and 100% survivor annuity, and died the next day.
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If vested but not yet eligible for retirement, the amount paid to the participant's spouse is equal to the amount the spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a joint and 100% survivor annuity, and died the next day.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment

- Normal form for unmarried participants Life annuity.
- Normal form for married participants Qualified Joint and 100% Survivor annuity
- Optional forms
 - Joint and 50% or 100% Survivor annuity
 - 5-, 10-, or 15-year Certain and Continuous annuity
 - Lump sum

Plan participants' contributions

None

Maximum limits on benefits and pay

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Conversion Bases

Actuarial Equivalence Basis

Conversion factors to convert to annuity alternate forms:

Interest Rate: 7.5%

Mortality Table: 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62

Lump Sum Conversion Basis

The conversion factor to convert the single life annuity to a lump sum:

Interest Rate: PPA Segment Rates for November of the calendar year prior to commencement

Mortality Table: PPA Mortality Tables applicable for the commencement year

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Former John Sexton & Co. Union Employees

Plan Provisions

Original plan: March 1, 1976

Restated plan: January 1, 2017

Plan year: January 1 through December 31

Covered employees Each individual who was a participant in the John Sexton & Co. Union Employee Pension Plan on December 31, 2013.

Participation date Plan participation was frozen as of December 31, 2013.

Definitions

Vesting service One year for each 1,000-hour calendar year of employment.

Pension service No service may be earned after December 31, 2013.

Pensionable pay N/A

Normal retirement date (NRD) First of month coinciding with or next following the later of attainment of age 65 or the fifth anniversary of participation in the plan.

Monthly pension benefit The monthly benefit was determined by multiplying years of pension service (up to 40 years) at termination of employment by the benefit level in effect at date of termination.

Eligibility for Benefits

Normal retirement Retirement on NRD.

Early retirement Retirement before NRD and on or after both attaining age 55 and completing five years of vesting service

Postponed retirement Retirement after NRD.

Deferred vested termination Termination for reasons other than death or retirement after completing five years of vesting service.

Disability Becoming disabled and unable to work, after both attaining age 45 and completing 15 years of vesting service.

Pre-retirement death benefit Death after completion of 10 years of vesting service, provided that the participant and their spouse were married for at least one year prior to the date of death.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement	The monthly pension benefit determined as of NRD
Early retirement	Normal retirement benefit, reduced .5% per month if the participant elects to commence benefits prior to NRD.
Postponed retirement	Normal retirement benefit as of NRD, actuarially adjusted for late payment.
Deferred vested termination	<p>Same amount payable as of early retirement date.</p> <p>If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.</p>
Disability	<p>The greater of:</p> <ul style="list-style-type: none">▪ Normal Retirement Benefit based on Credited Service at disability retirement date, unreduced for early payment▪ \$50.00 per month
Pre-retirement death	<p>If eligible for retirement but not receiving benefits, the amount paid to the participant's spouse is equal to the amount that the spouse would have received as though the participant had retired on the date of death, elected a joint and 100% survivor annuity, and died the next day.</p> <p>If vested but not yet eligible for retirement, the amount paid to the participant's spouse is equal to the amount the spouse would have received using the participant's vested accrued benefit as of the date of death, as though the participant had retired at the first date eligible, elected a joint and 100% survivor annuity, and died the next day.</p>

Other Plan Provisions

Forms of payment

- Normal form for unmarried participants Life annuity.
- Normal form for married participants Qualified Joint and 100% Survivor annuity

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

- Optional forms
 - Life annuity
 - Joint and 50% or 66 2/3% Survivor annuity
 - 10-year Certain and Continuous annuity
 - Lump sum (only if present value of vested benefit is \$15,000 or less across all plans)

Plan participants' contributions None

Maximum limits on benefits and pay Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually.

Conversion Bases

Actuarial Equivalence Basis Conversion factors to convert to annuity alternate forms:

Interest Rate: 7.5%

Mortality Table: 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62

Lump Sum Conversion Basis The conversion factor to convert the single life annuity to a lump sum (for under \$15,000 cash outs):

Interest Rate: PPA Segment Rates for November of the calendar year prior to commencement

Mortality Table: PPA Mortality Tables applicable for the commencement year

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Changes in Benefits Valued Since Prior Year

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Sky Brothers/Lo-Temp Express Collective Bargaining Unit Employee's Pension Plan (Sky Brothers)

Plan Provisions

Original Plan: January 1, 1982

Restated Plan: January 1, 2017

Plan Year: January 1 through December 31

The most recent amendment reflected in the following plan provisions was effective January 1, 2018.

Covered employees Employees of Sky Brothers, Inc. or of any member of the Affiliated Group which adopts the Plan, pursuant to a collective bargaining agreement between the Employer and the Union.

Participation date All covered employees hired before November 3, 2012, shall be eligible to participate in the plan upon completion of one year of eligibility service (1,000 hours during an Eligibility Computation Period). Each eligible employee who was a participant in the plan immediately prior to January 1, 2014 shall continue to be a participant.

Definitions

Vesting service A Participant shall earn one year of vesting service for each Plan year during which such Participant completes at least 1,000 hours of service.

Credited service A Participant shall earn one year of credited service for each Plan year during which such Participant completes at least 1,000 hours of service.

- Participants on 1/1/1982 receive credit for years of service from 1/1/1971 under the Sky Brothers, Inc. and Lo-Temp Express Profit Sharing Plan.
- Service prior to 1/1/1987 for former members of the Over-the-Road Association is disregarded.

Accrued benefit A Participant's years of credited service, up to 30 years, multiplied by the benefit level in effect at termination of employment.

Normal retirement date (NRD) Age 60

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Monthly pension benefit

The monthly amount payable at normal retirement date as a life annuity equal to a Participant's years of credited service, up to 30 years, multiplied by the benefit level in effect at termination of employment.

Effective Date	Benefit Level
6/1/16	53.41
6/1/15	52.66
6/1/14	51.91
6/1/13	51.16
6/1/12	50.41
6/14/11	49.66
6/14/10	49.33
6/14/09	49.00
6/14/08	48.67
6/14/07	47.33
6/14/06	46.17
6/14/03	45.00
6/14/02	41.00
6/14/01	37.00
6/14/00	33.00
6/14/99	29.00
9/1/98	25.00
9/1/97	24.50
9/1/96	24.00
9/1/95	23.50
9/5/94	23.00
8/30/93	22.00
9/1/92	20.80
9/4/91	20.00
9/4/90	19.00

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing 15 years of vesting service.
Postponed retirement	Retirement after normal retirement date.
Deferred vested termination	Termination for reasons other than death or retirement after completing five years of vesting service.
Pre-retirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Benefits Paid Upon the Following Events

Normal retirement	The monthly amount payable as a life annuity at normal retirement date equal to a participant's years of credited service, up to 30 years, multiplied by the benefit level in effect at termination of employment. The accrued benefit of a participant having a Profit Sharing Account Balance shall be no less than a benefit, expressed in the normal form of a benefit, commencing at Normal Retirement Age, that is the Actuarial Equivalent of the Profit Sharing Account Balance.
Early retirement	<p><u>Unreduced</u></p> <p>Eligible after a participant completes 30 years of benefit service and reaches age 55. The benefit is equal to the normal retirement benefit calculated using credited service at termination of employment.</p> <p><u>Reduced</u></p> <p>For terminations before 6/15/2003, accrued benefit payable at normal retirement date is reduced to an actuarially equivalent benefit commencing on the Participant's early retirement date.</p> <p>For terminations after 6/14/2003, with less than 30 years of benefit service, the accrued benefit payable at normal retirement date is reduced 5% per year from age 60.</p>

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Postponed retirement	<p>Normal retirement benefit deferred until actual termination of employment with benefits based on the greater of:</p> <ul style="list-style-type: none">■ Normal retirement benefit calculated using additional years of credited service and benefit level in effect at actual retirement; or■ Normal retirement benefit actuarially adjusted for late payment.
Deferred vested termination	<p>Same as normal retirement benefit reduced for early commencement with the same reduction as early retirement.</p> <p>If the Actuarial Equivalent present value of the vested benefit does not exceed \$15,000 across all plans, then a participant may elect to commence at any time after termination of employment.</p>
Pre-retirement death	<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 100% 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.</p>

Other Plan Provisions

Forms of payment

- | | |
|--|--|
| ■ Normal form for unmarried participants | Life annuity |
| ■ Normal form for married participants | Actuarially reduced Joint and 100% Survivor Annuity |
| ■ Optional forms | Life annuity

10,15, or 20 years Certain and Continuous Annuity

Joint and 50% or 66 2/3% Annuity

Lump sum (only if present value of vested benefit is \$15,000 or less across all plans or deferred vested participants with greater than 15 years of vesting service) |

Plan participants' contributions	None
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Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Conversion Bases

Conversion to Lump Sum	Conversion factors for lump sums:
	<i>Interest Rate:</i> PPA Segment Rates for November of the calendar year prior to commencement
	<i>Mortality Table:</i> PPA Mortality Tables applicable for the commencement year
Actuarial Equivalence Basis	Conversion factors to convert to annuity alternate forms:
	<i>Interest Rate:</i> 7.5%
	<i>Mortality Table:</i> 1994 Group Annuity Reserving Table prescribed in Revenue Ruling 2001-62

Future Plan Changes

No future plan changes were recognized in determining funding requirements.

Changes in Benefits Valued Since Prior Year

The following Unions have frozen benefit accruals since the prior year:

Union	Freeze Date
U07	August 31, 2017

Effective December 1, 2017, the PPA lookback month for Lump Sum Conversion Basis and Actuarial Equivalence Basis was changed from August to November of the calendar year prior to commencement, subject to a one year transition period.

Effective January 1, 2018, if the present value of vested benefits across all plans does not exceed \$15,000, the participant may commence at any time after termination of employment

Plan Name:	US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN:	36-3642294/012
Plan Sponsor:	US Foods
Valuation Date	January 1, 2018

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
Non-Interest Bearing Cash - USD		
USD - United States dollar	(1,844)	(1,844)
Total Non-Interest Bearing Cash - USD	(1,844)	(1,844)
Receivables - Other - USD		
Pending trade sales: United States dollar	1,347,625	1,347,625
Total Receivables - Other - USD	1,347,625	1,347,625
Interest Bearing Cash - USD		
USD - United States dollar	2,890,639	2,890,639
Total Interest Bearing Cash - USD	2,890,639	2,890,639
U.S. Government Securities		
UNITED STATES OF AMER TREAS BILLS 0% T-BILL 03-07-2019	3,126,151	3,131,687
Other Liabilities		
Pending trade purchases: United States Dollar	(2,056,050)	(2,056,050)
Total Other	(2,056,050)	(2,056,050)
Receivable Income - USD		
Income		5,000
TOTAL CASH AND CASH EQUIVILANTS	5,306,521	5,317,057

Corporate Stock - Common		
DESCARTES SYS GROUP INC COM	212,287	194,507
RITCHIE BROS AUCTIONEERS INC COM	350,637	354,259
DBV TECHNOLOGIES SPON ADR EACH REPR ORD	331,773	109,448
CYBER-ARK SOFTWARE LTD COM ILS0.01	448,442	576,513
FARFETCH LTD COM USD0.04 CLASS A	85,239	70,982
#REORG/ATHENAHEALTH INC COMMON STK CASH MERGER 02-12-2019	222,709	220,851
ABM INDS INC COM	643,968	604,407
AGIOS PHARMACEUTICALS INC COM	237,412	162,676
ALLEGION PLC COMMON STOCK	478,068	448,130
ATARA BIOTHERAPEUTICS INC COM	78,359	127,357
AXOGEN INC COM USD0.01	453,073	277,133
BANK OZK COM	249,632	154,217
BELDEN INC COM	449,957	342,138
CARBONITE INC COM	544,984	444,601
CARTER INC FORMERLY CARTER HLDGS INC TO 09/13/2003 COM	974,910	768,616
CASEYS GEN STORES INC COM	119,440	136,725
CATALENT INC COM	248,549	195,499
CDW CORP COM	579,953	592,881
CHANNELADVISOR CORP COM	83,826	105,714
CIMPRESS N.V CMN STK	348,892	296,609
CINEMARK HLDGS INC COM	536,647	508,646
CLEAN HBRS INC COM	825,593	694,947

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
COOPER COS INC COM NEW COM NEW	361,140	374,115
CORNERSTONE ONDEMAND INC COM	284,531	295,268
DEXCOM INC COM	159,792	212,046
DICKS SPORTING GOODS INC OC-COM OC-COM	190,338	185,266
DUNKIN BRANDS GROUP INC COM	216,532	201,722
ENDOLOGIX INC COM	161,827	21,658
EURONET WORLDWIDE INC COM	520,656	539,235
EVOQUA WATER TECHNOLOGIES CORP COM	365,774	247,018
EXACT SCIENCES CORP COM	234,878	231,262
FIREEYE INC COM	271,878	245,922
FORWARD AIR CORP COM	419,162	385,705
FRONTDOOR INC COM	422,496	471,795
GARTNER INC COM	310,120	289,685
GRAND CANYON ED INC COM STK	980,401	896,890
GRAPHIC PACKAGING HLDG CO COM STK	641,487	516,412
HANESBRANDS INC COM STK	1,043,554	749,156
HEALTH EQUITY INC COM	186,753	167,318
HEARTLAND EXPRESS INC COM	612,724	501,109
HEICO CORP NEW CL A CL A	292,386	319,158
HERON THERAPEUTICS INC COM	225,424	225,678
IMMUNOMEDICS INC COM	235,148	186,780
INSULET CORP COM STK	207,217	214,085
INTEGRA LIFESCIENCES HLDG CORP COM DESP	297,278	249,583
JOHN BEAN TECHNOLOGIES CORP COM STK	644,735	509,779
J2 GLOBAL INC COM	614,207	540,886
KENAMETAL INC CAP	672,244	494,141
KIRBY CORP COM	804,718	750,323
LOGMEIN INC COM	1,273,204	1,088,552
LPL FINL HLDGS INC COM	640,188	650,258
MASIMO CORP COM STK	209,519	231,275
MEDIDATA SOLUTIONS INC COM	375,935	360,225
MEDNAX INC COM	616,758	448,602
MIDDLEBY CORP COM	716,124	589,054
MODERNA INC COM	30,383	20,172
MSC INDL DIRECT INC CL A COM	968,076	798,507
MULTI-COLOR CORP COM	785,336	460,416
NATIONAL CINEMEDIA INC COM	227,211	213,548
NATIONAL STORAGE AFFILIATES TR COM SHS BEN INT COM SHS BEN INT	226,044	216,972
NEUROCRINE BIOSCIENCES INC COM	173,520	150,247
NEVRO CORP COM	433,609	315,709
ON SEMICONDUCTOR CORP COM	245,245	217,288
POLARIS INDS INC COM	739,003	511,686
PRESIDIO INC COM	491,205	393,719
PRESTIGE CONSUMER HEALTHCARE INC COM	481,981	367,071
PROTO LABS INC COM	209,552	203,699
QUIDEL CORP COM	358,305	287,843
REALPAGE INC COM STK	204,642	212,807
REVANCE THERAPEUTICS INC COM	316,466	230,489
RIGNET INC COM	133,264	112,673

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
SALLY BEAUTY HLDGS INC COM STK	496,407	465,005
SENSATA TECHNOLOGIES B V HOLDING	1,024,480	946,124
SERVICEMASTER GLOBAL HLDGS INC COM	416,950	378,642
SHUTTERSTOCK INC COM	555,912	493,841
SKECHERS U S A INC CL A CL A ISIN #US8305661055	1,087,752	853,889
SOLARWINDS CORP COM	519,348	467,136
SPECTRUM PHARMACEUTICALS INC COM	303,674	162,715
SS&C TECHNOLOGIES HLDGS INC COM	552,914	566,988
STERIS PLC NEW STERIS LTD COMSTK	607,181	636,612
SWITCH INC CL A CL A	578,791	345,380
SYNEOS HEALTH INC COM	572,420	476,056
TENNANT CO COM	568,950	446,478
TRIMBLE INC COM TRIMBLE INC	1,014,178	875,834
TRINET GROUP INC COM USD0.000025	344,522	325,952
UNDER ARMOUR INC CL C COM	301,315	279,353
VIKING THERAPEUTICS INC COM	280,361	159,969
WABTEC CORP COM	206,673	170,918
WISDOMTREE INVTs INC COM	487,045	321,488
WOLVERINE WORLD WIDE INC COM	438,477	424,807
WOODWARD INC COM	543,769	510,075
ZENDESK INC COM	257,525	274,748
2U INC COM	666,872	545,776
3D SYS CORP DEL COM NEW STK	193,096	189,579
Total Corporate Stock - Common	41,755,930	35,807,022
Receivable Income - USD		
Income		6,267
TOTAL EQUITIES	41,755,930	35,813,289
Value of Interest in Registered Investment Companies		
MFO MFS INSTL INTL EQTY FD	23,404,468	20,613,697
Total Value of Interest in Registered Investment Companies	23,404,468	20,613,697
TOTAL MUTUAL FUNDS	23,404,468	20,613,697
Corporate Debt Instruments - Preferred		
BHP BILLITON FIN 5% DUE 09-30-2043	217,656	229,423
CDN NATL RY CO 6.375% DUE 11-15-2037	199,607	194,756
SHELL INTL FIN B V 3.625% DUE 08-21-2042	138,937	135,974
NOVARTIS CAP CORP 4% DUE 11-20-2045	91,302	90,228
GLAXOSMITHKLINE 6.375% DUE 05-15-2038	361,218	351,945
SHELL INTERNATIONAL FIN 4.375% DUE 05-11-2045	355,790	353,762
AMEREN ILL CO 4.15% DUE 03-15-2046	192,821	175,191
ANTHEM INC 4.65% DUE 01-15-2043	202,717	203,995

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
BERKSHIRE HATHAWAY 4.3% DUE 05-15-2043	262,937	253,905
BERKSHIRE HATHAWAY 4.4% DUE 05-15-2042	297,900	290,686
BERKSHIRE HATHAWAY 5.75% DUE 01-15-2040	163,469	167,344
BOEING CO 3.3% DUE 03-01-2035	165,932	168,277
BOEING CO 3.375% DUE 06-15-2046	104,504	102,091
BOEING CO 3.65% DUE 03-01-2047	98,660	101,853
BOEING CO 3.85% DUE 11-01-2048	144,731	148,187
BURL NORTHN DEB 5.05 DUE 03-01-2041	211,763	213,358
BURL NORTHN SANTA 3.9% DUE 08-01-2046	76,368	75,422
BURL NORTHN SANTA 4.45% DUE 03-15-2043	159,060	157,865
BURL NORTHN SANTA 4.95% DUE 09-15-2041	834,987	827,344
BURL NORTHN SANTA 5.75% DUE 05-01-2040	60,069	58,553
BURL NORTHN SANTA 6.15% DUE 05-01-2037	93,833	85,271
BURLINGTN N SANTA FIXED 4.05% DUE 06-15-2048	229,158	226,475
BURLINGTON NORTHN SANTA FE LLC 5.15 09-01-2043	74,740	72,780
BURLINGTON NORTHN SANTA 4.55 09-01-2044	192,634	192,891
CAROLINA PWR & LT 4.1 DUE 05-15-2042	184,108	164,910
CATERPILLAR INC 4.75% DUE 05-15-2064	180,021	162,261
CENTERPOINT ENERGY 3.95% 03-01-2048	217,625	213,751
CONOCOPHILLIPS GTD NT 6.5 DUE 02-15-2039REG	458,893	439,344
CONOCOPHILLIPS NT 5.9 DUE 10-15-2032 BEO	280,825	282,508
CONSUMERS ENERGY 3.95% DUE 07-15-2047	97,662	102,353
DELMARVA PWR & LT CO 4.15% DUE 05-15-2045	55,428	53,669
DUKE ENERGY 4.25% DUE 12-15-2041	519,801	496,272
DUKE ENERGY 4.375% DUE 03-30-2044	278,047	280,048
EXXON MOBIL CORP 3.567% DUE 03-06-2045	362,421	349,066
FL PWR & LT CO 4.05% DUE 06-01-2042	245,246	239,237
HOME DEPOT INC 4.2% DUE 04-01-2043	86,066	83,549
HOME DEPOT INC 4.25% DUE 04-01-2046	193,866	194,337
HOME DEPOT INC 5.4% DUE 09-15-2040	309,879	303,487
HOME DEPOT INC 5.875% DUE 12-16-2036	315,862	312,378
HOME DEPOT INC 5.95% DUE 04-01-2041	186,788	184,067
INTERNATIONAL BUSINESS MACHS CORP 4 NTS DUE 06-20-2042 USD1000	67,333	67,385
INTL BUSINESS MACHS CORP 7.125 DEB DUE 12-01-2096 CALL	114,394	120,469
INTL BUSINESS 5.6% DUE 11-30-2039	293,417	271,565
MEDTRONIC INC 4.625 DUE 03-15-2044	255,080	238,646
MEDTRONIC INC 4.625% DUE 03-15-2045	890,306	885,933
OCCIDENTAL PETE 4.625% DUE 06-15-2045	77,675	74,462
ORACLE CORP 4.125% DUE 05-15-2045	273,389	260,207
ORACLE CORP 5.375 DUE 07-15-2040	852,649	762,422
PACIFICORP 4.125% DUE 01-15-2049	550,852	541,248
PACIFICORP 6.25% DUE 10-15-2037	573,081	561,251
PACIFICORP 6.35% DUE 07-15-2038	193,125	176,504
PACIFICORP 6% DUE 01-15-2039	42,255	48,023
PEPSICO INC SR NT 4 DUE 03-05-2042	136,644	137,620
PEPSICO INC 3.45% DUE 10-06-2046	326,193	323,945
PEPSICO INC 4.25% DUE 10-22-2044	92,141	90,908
PFIZER INC NT 7.2 DUE 03-15-2039	780,938	787,116
PFIZER INC 4.3% DUE 06-15-2043	106,019	107,051

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
PHILIP MORRIS INTERNATIONAL INC 3.875 BDS DUE 08-21-2042 USD1000	296,534	258,077
PHILIP MORRIS INTL 4.375% DUE 11-15-2041	269,577	250,092
POTOMAC ELEC PWR 4.15% DUE 03-15-2043	389,101	365,795
PROGRESSIVE CORP OH 4.125% DUE 04-15-2047 REG	509,917	491,409
PRUDENTIAL FINL INC MED TRM NTS BOOK TRANCHE # TR 00028 6.62	106,362	102,691
PRUDENTIAL FINL INC 4.6 DUE 05-15-2044 REG	186,188	185,228
PUB SVC ELEC & GAS 3.6% DUE 12-01-2047	168,949	150,467
PUB SVC ELEC GAS 3.8% DUE 03-01-2046	192,362	189,145
PUBLIC SERVICE ELECTRIC 4.05% DUE 05-01-2048	319,548	312,242
SAN DIEGO GAS & 3.75% DUE 06-01-2047	425,030	391,135
SOUTHERN CALIF GAS CO 4.45 DUE 03-15-2044 REG	118,704	105,399
SOUTHN CAL EDISON 3.9 DUE 03-15-2043	189,368	163,568
SOUTHN CAL EDISON 3.9% DUE 12-01-2041	239,084	204,865
SOUTHN CAL EDISON 4.5% DUE 09-01-2040	403,128	393,920
SOUTHN CAL EDISON 5.55% DUE 01-15-2037	425,586	379,811
SOUTHN CAL EDISON 6% DUE 01-15-2034	180,313	156,192
TARGET CORP NT 7 DUE 01-15-2038/01-17-2008 REG	414,916	413,137
TARGET CORP 6.5% DUE 10-15-2037	80,447	79,610
TRAVELERS COS INC 3.75% DUE 05-15-2046	337,413	325,969
UNITEDHEALTH GROUP 4.25% DUE 04-15-2047	473,287	470,865
UNITEDHEALTH GROUP 4.625% DUE 07-15-2035	55,993	59,360
UNITEDHEALTH GROUP 5.8% DUE 03-15-2036	169,231	177,059
UNITEDHEALTH GROUP 6.5% DUE 06-15-2037	279,168	255,375
UNITEDHEALTH GROUP 6.625% DUE 11-15-2037	483,267	465,624
VISA INC 4.3% DUE 12-14-2045	1,265,956	1,229,844
WAL-MART STORES INC 4.75 DUE 10-02-2043	100,006	98,140
WALMART INC 4% DUE 04-11-2043	169,521	169,117
WALMART INC 5% DUE 10-25-2040	131,624	136,310
WALMART INC 6.5% DUE 08-15-2037	225,002	220,352
WELLPOINT INC 4.85% DUE 08-15-2054	158,494	157,746
WESTAR ENERGY INC 4.1% DUE 04-01-2043	338,363	335,727
WESTAR ENERGY INC 4.125 DUE 03-01-2042	190,612	185,756
WYETH NT 5.95 DUE 04-01-2037/03-27-2007 BEO	380,114	371,772
Total Corporate Debt Instruments - Preferred	24,201,986	23,445,367
Corporate Debt Instruments - Other		
BARRICK PD 5.95% DUE 10-15-2039	662,616	597,232
ANHEUSER BUSCH INBEV FIN INC 4.625 DUE 02-01-2044 REG	87,884	80,064
ANHEUSER BUSCH INC 4.439% DUE 10-06-2048	1,481,818	1,283,252
ANHEUSER BUSCH 3.75% DUE 07-15-2042	112,359	97,988
ANHEUSER-BUSCH 4.375% DUE 04-15-2038	402,045	365,801
ANHEUSER-BUSCH 4.7% DUE 02-01-2036	103,671	106,651
ANHEUSER-BUSCH 4.95% DUE 01-15-2042	193,859	172,662
ANHEUSER-BUSCH 4% DUE 01-17-2043	313,976	277,802
PVTPL ANHEUSER-BUSCH COS LLC / ANHEUSER-BUSCH 4.7% 02-01-2036	923,670	871,754
PVTPL ANHEUSER-BUSCH COS LLC/ANHEUSER-BUSCH 4.9% 02-01-2046	2,545,016	2,281,367
VALE OVERSEAS LTD 6.25% DUE 08-10-2026	256,268	253,800
VALE OVERSEAS LTD 6.875% DUE 11-21-2036	400,946	393,364
BARRICK GOLD CORP 5.25% DUE 04-01-2042	145,167	139,994

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
BARRICK N AMER FIN 5.7% DUE 05-30-2041	113,038	112,804
BARRICK N AMER FIN 5.75% DUE 05-01-2043	161,633	152,300
BELL CANADA 4.464% 04-01-2048	527,824	517,163
CANADIAN NATL RY CO 3.65% 02-03-2048	180,896	175,725
CDN NAT RES LTD 5.85% DUE 02-01-2035	265,807	249,799
CDN NAT RES LTD 6.25% DUE 03-15-2038	386,147	358,917
CDN NAT RES LTD 6.45% DUE 06-30-2033	99,627	95,093
CDN NAT RES LTD 6.75% DUE 02-01-2039	273,868	257,188
CDN PAC RY CO NEW 5.95% DUE 05-15-2037	382,772	377,919
CDN PAC RY LTD 4.8% DUE 09-15-2035	144,630	145,450
ENCANA CORP 6.5% DUE 08-15-2034	200,862	211,611
GOLDCORP INC NEW 5.45% DUE 06-09-2044	100,235	94,050
METHANEX CORP 5.65% DUE 12-01-2044	274,810	246,691
NUTRIEN LTD 6.125% DUE 01-15-2041	286,469	273,773
PETRO-CDA 5.95% DUE 05-15-2035	530,715	504,676
PETRO-CDA 6.8% DUE 05-15-2038	396,234	337,365
SUNCOR ENERGY INC 4% DUE 11-15-2047	365,303	325,779
SUNCOR ENERGY INC 6.5% DUE 06-15-2038	352,611	328,241
SUNCOR ENERGY INC 6.85% DUE 06-01-2039	529,790	491,751
SUNCOR ENERGY INC 7.15% DUE 02-01-2032	62,049	61,062
TELUS CORP 4.6% DUE 11-16-2048	276,355	277,552
TRANSCANADA FIXED 5.1% DUE 03-15-2049	509,022	508,328
TRANSCANADA 4.75% DUE 05-15-2038	724,740	689,151
TRANSCANADA 5.85% DUE 03-15-2036	127,422	127,599
TRANSCANADA 6.2% DUE 10-15-2037	192,045	179,538
TRANSCANADA 7.25% DUE 08-15-2038	116,438	107,726
TRANSCANADA 7.625% DUE 01-15-2039	174,842	161,927
ORANGE NT STEP UP 03-01-2031 02-28-2031	896,131	863,549
DEUTSCHE TELEKOM STEP CPN 8.75% DUE 6/15/2030	113,608	110,864
MITSUBISHI UFJ 4.286% DUE 07-26-2038	184,006	184,948
AMER MOVIL S A B DE C V FORMERLY AME GTDSR NT 6.125 DUE	87,818	87,152
AMER MOVIL SAB DE CV 6.125% 03-30-2040	320,815	323,763
AMER MOVIL SAB DE 4.375% DUE 07-16-2042	244,547	239,689
COCA-COLA FEMSA S A B DE C V 5.25 DUE 11-26-2043	183,897	172,098
FOMENTO ECONOMICO 4.375% DUE 05-10-2043	389,256	376,881
GRUPO TELEVISA S A 6.125% DUE 01-31-2046	166,336	163,620
COOPERATIEVE RABOBANK U A 5.25% DUE 08-04-2045 BEO	823,832	788,807
COOPERATIEVE 5.25% DUE 05-24-2041	177,814	176,242
DEUTSCHE TELEKOM 9.25% DUE 06-01-2032	917,544	859,785
SHELL INTL FIN B V 4% DUE 05-10-2046	322,586	318,669
SOUTHN COPPER CORP 5.25% DUE 11-08-2042	578,199	527,481
SOUTHN COPPER CORP 5.875% DUE 04-23-2045	1,082,225	1,016,547
SOUTHN COPPER CORP 7.5% DUE 07-27-2035	311,756	286,038
TELEFONICA EMISIONES S A U 4.895% 03-06-2048	516,305	467,788
TELEFONICA EMISIONES S A U 5.213% 03-08-2047 REG	1,244,690	1,098,478
AON PLC 4.45% DUE 05-24-2043	88,918	77,069
AON PLC 4.75% DUE 05-15-2045	94,624	93,216
ASTRAZENECA PLC 4.375% 08-17-2048	594,647	588,496
ASTRAZENECA PLC 4% DUE 01-17-2029	204,160	201,796

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
ASTRAZENECA PLC 4% DUE 09-18-2042	414,695	392,051
B A T CAP CORP 4.39% 08-15-2037	847,416	686,695
B A T CAP CORP 4.54% 08-15-2047	65,408	63,684
BARCLAYS PLC 4.972% 05-16-2029	415,722	414,597
BARCLAYS PLC 5.25% DUE 08-17-2045	531,878	481,348
BP CAP MKTS P L C 3.279% 09-19-2027	171,825	166,566
BRITISH TELECOMMUNICATIONS P L C NT STEPUP 12-15-2030 12-12-2000	321,325	304,307
GLAXOSMITHKLINE 3.875% DUE 05-15-2028	770,245	777,405
HSBC HLDGS PLC 4.041% 03-13-2028	146,818	148,297
HSBC HLDGS PLC 4.583% 06-19-2029	920,875	911,939
HSBC HLDGS PLC 6.5% DUE 05-02-2036	190,589	182,054
HSBC HLDGS PLC 6.5% DUE 09-15-2037	523,608	493,013
LLOYDS BKG GROUP 4.344% DUE 01-09-2048	215,650	217,006
REYNOLDS AMERN INC 6.15% DUE 09-15-2043	208,384	178,353
REYNOLDS AMERN INC 7% DUE 08-04-2041	335,648	307,266
SANTANDER UK GROUP HLDGS PLC 3.823% 11-03-2028	384,542	361,562
VODAFONE GROUP PLC NEW GCB 02/27/07 6.150	483,955	455,932
VODAFONE GROUP PLC 5.25% DUE 05-30-2048	706,925	657,185
VODAFONE GROUP PLC 5% DUE 05-30-2038	287,234	271,733
ABBOTT LABS 4.75% 04-15-2043	778,045	753,907
ABBOTT LABS 4.75% DUE 11-30-2036	609,785	600,263
ABBVIE INC FIXED 4.5% DUE 05-14-2035	1,175,749	1,073,124
ABBVIE INC FIXED 4.7% DUE 05-14-2045	461,931	413,782
ABBVIE INC 4.25% DUE 11-14-2028	919,491	902,841
ABBVIE INC 4.3% DUE 05-14-2036	271,364	231,965
ABBVIE INC 4.4% DUE 11-06-2042	327,090	303,396
ABBVIE INC 4.45% DUE 05-14-2046	69,889	69,979
ABBVIE INC 4.875% DUE 11-14-2048	385,268	368,533
ACE CAP TR II 9.7% DUE 04-01-2030	67,725	59,850
ADVOCATE HEALTH & HOSPS CORP 4.272% 08-15-2048	198,050	194,899
AEP TRANSM CO LLC 3.75% DUE 12-01-2047	143,980	128,390
AETNA INC NEW 4.5% DUE 05-15-2042	109,601	111,401
AETNA INC NEW 4.75% DUE 03-15-2044	245,745	233,758
AETNA INC NEW 6.75% DUE 12-15-2037	184,908	175,200
AFLAC INC 4.75% DUE 01-15-2049	486,166	500,018
AGL CAP CORP 4.4% DUE 06-01-2043	173,107	161,303
AGL CAP CORP 5.875% DUE 03-15-2041	232,062	226,028
ALABAMA PWR CO 3.75% DUE 03-01-2045	593,708	567,217
ALABAMA PWR CO 3.85% DUE 12-01-2042	149,341	139,644
ALABAMA PWR CO 4.1 DUE 01-15-2042	115,531	104,649
ALABAMA PWR CO 4.15% DUE 08-15-2044	245,382	239,693
ALABAMA PWR CO 4.3% 07-15-2048	128,784	125,202
ALABAMA PWR CO 4.3% DUE 01-02-2046	76,694	75,725
ALLSTATE CORP 4.2% DUE 12-15-2046	561,459	534,103
ALLSTATE CORP 4.5% DUE 06-15-2043	45,219	40,774
ALTRIA GROUP INC 4.25% DUE 08-09-2042	578,131	487,969
ALTRIA GROUP INC 4.5% DUE 05-02-2043	519,125	436,939
ALTRIA GROUP INC 5.375 BDS DUE 01-31-2044 USD1000	150,952	139,870
AMAZON COM INC FIXED 3.875% DUE 08-22-2037	625,046	618,083

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
AMAZON COM INC 4.05% 08-22-2047	797,077	781,679
AMEREN ILL CO 3.7% 12-01-2047	203,550	196,059
AMERISOURCEBERGEN 4.3% 12-15-2047	56,183	51,329
AMERN INTL GROUP 4.375% DUE 01-15-2055	154,193	145,279
AMERN INTL GROUP 4.5% DUE 07-16-2044	497,590	468,525
AMERN INTL GROUP 4.7% DUE 07-10-2035	576,492	554,980
AMERN INTL GROUP 6.25% DUE 05-01-2036	141,983	119,609
AMERN INTL GROUP 6.82% DUE 11-15-2037	327,192	278,006
AMERN INTL GROUP 8.175% DUE 05-15-2068	367,565	318,060
AMERN WTR CAP CORP 3.75% DUE 09-01-2047	485,638	458,259
AMGEN INC 4.4% 05-01-2045	270,211	247,825
AMGEN INC 4.663% DUE 06-15-2051	481,049	470,152
AMGEN INC 4.95% DUE 10-01-2041	249,356	239,399
AMGEN INC 5.15% DUE 11-15-2041	833,687	788,066
AMGEN INC 5.75% DUE 03-15-2040	115,393	113,891
ANADARKO PETE CO 6.2% DUE 03-15-2040	699,805	630,279
ANADARKO PETE CORP 0% DUE 10-10-2036	854,233	842,439
ANADARKO PETE CORP 4.5% DUE 07-15-2044	245,565	224,561
ANADARKO PETE CORP 6.45% DUE 09-15-2036	189,846	167,399
ANADARKO PETE CORP 7.95% DUE 06-15-2039	158,978	141,131
ANDEAVOR LOGISTICS LP/CORP 5.2% 12-01-2047	112,599	108,034
ANTHEM INC 4.375% 12-01-2047	318,973	279,013
AON CORP SR NT 6.25 DUE 09-30-2040	351,505	390,384
APACHE CORP 4.75% DUE 04-15-2043	476,501	407,436
APACHE CORP 5.1% DUE 09-01-2040	287,685	267,192
APPALACHIAN PWR CO 4.45% DUE 06-01-2045	169,806	160,810
APPLE INC FIXED 3.75% 11-13-2047	282,918	284,870
APPLE INC 3.75% DUE 09-12-2047	487,154	477,621
APPLE INC 3.85% DUE 05-04-2043	369,037	364,587
APPLE INC 3.85% DUE 08-04-2046	695,775	650,988
APPLE INC 4.375% DUE 05-13-2045	112,171	111,712
APPLE INC 4.65% DUE 02-23-2046	1,183,704	1,169,684
APPLIED MATLS INC 4.35% DUE 04-01-2047	272,447	273,753
ARCHER-DANIELS 4.5% DUE 03-15-2049	252,310	261,368
ARIZONA PUB SVC CO 3.75% DUE 05-15-2046	165,127	159,468
ARIZONA PUB SVC CO 4.2% DUE 08-15-2048	175,144	171,383
ARIZONA PUB SVC CO 4.35% DUE 11-15-2045	103,093	100,889
ARIZONA PUB SVC CO 4.5% DUE 04-01-2042	486,039	468,893
ASCENSION HLTH 3.945% DUE 11-15-2046	435,368	414,476
ASCENSION HLTH 4.847% DUE 11-15-2053	75,815	70,391
AT&T CORP USD SR NT VAR RATE DUE 11-15-2031BEO	53,615	50,357
AT&T INC FIXED 4.9% DUE 08-15-2037	426,758	414,913
AT&T INC FIXED 5.15% DUE 02-15-2050	623,207	611,430
AT&T INC FIXED 5.15% DUE 11-15-2046	196,891	190,503
AT&T INC FIXED 5.3% DUE 08-15-2058	190,570	185,324
AT&T INC 4.55% DUE 03-09-2049	331,736	316,773
AT&T INC 4.75% DUE 05-15-2046	1,197,030	1,127,625
AT&T INC 4.8% DUE 06-15-2044	715,184	669,547
AT&T INC 5.15% DUE 03-15-2042	824,366	765,039

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
AT&T INC 5.25% DUE 03-01-2037	105,225	103,134
AT&T INC 5.35% DUE 09-01-2040	636,938	617,855
AT&T INC 6.35% DUE 03-15-2040	219,079	201,599
AT&T INC 6.375% DUE 03-01-2041	246,339	238,242
AT&T INC 6.5% DUE 09-01-2037	214,676	214,701
AT&T INC 6% DUE 08-15-2040	813,448	762,767
AT&T WIRELESS SVCS 8.75% DUE 03-01-2031	576,699	534,349
BAKER HUGHES A GE CO LLC/BAKER HUGHES 4.08% 12-15-2047	927,901	819,932
BALTIMORE GAS & ELEC CO 3.75% DUE 08-15-2047	302,816	298,019
BANK AMER CORP FIXED 3.97% 03-05-2029	228,448	228,429
BANK AMER CORP FLTGT RT 4.244% DUE 04-24-2038	198,277	199,772
BANK AMER CORP FLTGT RT 4.271% DUE 07-23-2029	1,582,638	1,582,538
BANK AMER CORP 4.875% DUE 04-01-2044	53,041	51,251
BANK AMER CORP 5% DUE 01-21-2044	617,846	584,702
BAXALTA INC 5.25% DUE 06-23-2045	46,955	45,613
BECTON DICKINSON & 4.669% DUE 06-06-2047	56,670	56,433
BERKSHIRE HATHAWAY FIN CORP 4.2% DUE 08-15-2048	909,761	902,299
BK OF AMER NA 6 DUE 10-15-2036	108,152	103,854
BLACK HILLS CORP 4.2% DUE 09-15-2046	122,203	115,838
BLACK HILLS CORP 4.35% DUE 05-01-2033	99,756	100,221
BOEING CO FIXED 3.55% DUE 03-01-2038	327,849	315,134
BORGWARNER INC 4.375% DUE 03-15-2045	286,637	270,584
BP CAP MKTS AMER 3.937% DUE 09-21-2028	335,000	336,154
BRIGHTHOUSE FINL 4.7% DUE 06-22-2047	562,409	446,789
BROADCOM CORP/ CAYMAN FI 3.875% 01-15-2027	233,654	224,276
BUCKEYE PARTNERS L 5.6% DUE 10-15-2044	84,059	71,279
BUCKEYE PARTNERS L 5.85% DUE 11-15-2043	48,469	41,237
BURL NORTH SANTA FIXED 4.7% DUE 09-01-2045	202,336	198,669
BURL NORTHN SANTA 4.375% DUE 09-01-2042	81,194	79,825
CAMPBELL SOUP CO 3.8% DUE 08-02-2042	85,900	67,265
CAP I FINL CORP 3.8% DUE 01-31-2028	723,318	706,985
CARDINAL HLTH INC 4.9% DUE 09-15-2045	326,041	293,097
CBS CORP NEW FIXED 3.7% DUE 06-01-2028	47,019	46,390
CBS CORP NEW 4.6% DUE 01-15-2045	82,482	75,506
CELGENE CORP FIXED 4.35% DUE 11-15-2047	635,723	543,158
CELGENE CORP 3.45% DUE 11-15-2027	194,855	177,449
CELGENE CORP 4.625% DUE 05-15-2044	642,788	579,772
CELGENE CORP 5.7% DUE 10-15-2040	81,919	80,118
CENTERPOINT ENERGY 4.1% DUE 09-01-2047	343,013	323,969
CHARTER 5.375% DUE 04-01-2038	469,528	451,546
CHARTER 6.834% DUE 10-23-2055	138,324	127,120
CHUBB INA HOLDINGS 4.35% DUE 11-03-2045	453,843	432,389
CIGNA CORP 3.875% 10-15-2047	485,106	450,886
CINGULAR WIRELESS 7.125% DUE 12-15-2031	396,931	345,227
CITIGROUP INC FIXED 3.878% DUE 01-24-2039	203,038	192,052
CITIGROUP INC FLTGT RT 3.668% DUE 07-24-2028	261,826	255,063
CITIGROUP INC 3.52% 10-27-2028	111,064	107,248
CITIGROUP INC 4.65% DUE 07-23-2048	2,520,896	2,453,063
CITIGROUP INC 4.65% DUE 07-30-2045	491,852	482,146

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
CITIGROUP INC 5.3 DUE 05-06-2044	182,226	174,402
CITIGROUP INC 5.875 DUE 01-30-2042	58,631	56,510
CITIGROUP INC 6.625 DUE 06-15-2032 BEO	594,815	593,580
CITIGROUP INC 6.675% DUE 09-13-2043	279,621	265,428
CITIGROUP INC 6% DUE 10-31-2033	95,658	93,268
CITY OF HOPE 5.623% DUE 11-15-2043	274,690	270,020
CLEV CLINIC FNDTN 4.858% DUE 01-01-2114	169,894	158,966
CN LT & PWR CO 4.3% DUE 04-15-2044	65,007	66,235
COMCAST CORP NEW FIXED 3.969% DUE 11-01-2047	491,468	496,088
COMCAST CORP NEW FIXED 3.999% DUE 11-01-2049	1,116,175	1,071,689
COMCAST CORP NEW SR NT 6.55 DUE 07-01-2039	111,740	110,210
COMCAST CORP NEW 3.2% DUE 07-15-2036	104,129	107,526
COMCAST CORP NEW 3.9% DUE 03-01-2038	360,907	347,139
COMCAST CORP NEW 4.049% DUE 11-01-2052	1,456,839	1,386,619
COMCAST CORP NEW 4.25% DUE 10-15-2030	219,875	222,488
COMCAST CORP NEW 4.6% 10-15-2038	656,940	666,453
COMCAST CORP NEW 4.6% DUE 08-15-2045	154,098	151,023
COMCAST CORP NEW 4.65% DUE 07-15-2042	185,244	188,008
COMCAST CORP NEW 4.95% DUE 10-15-2058	569,641	574,408
COMCAST CORP NEW 6.4% DUE 05-15-2038	201,629	199,432
COMCAST CORP NEW 6.45% DUE 03-15-2037	144,036	143,122
COMCAST CORP NEW 6.95% DUE 08-15-2037	119,293	122,967
COMCAST CORP 4.5 BDS DUE 01-15-2043 REG	651,308	661,159
COMCAST CORP 4.7% 10-15-2048	172,580	176,904
COMMONWEALTH EDISON CO 1ST MTG BD SER 113 3.8 DUE 10-01-2042	186,555	168,873
COMMONWEALTH EDISON CO 3.75% 08-15-2047	561,882	522,538
COMMONWEALTH EDISON CO 4.0% DUE 03-01-2048 REG	310,397	308,688
COMWLTH EDISON CO 3.65% DUE 06-15-2046	64,366	63,368
COMWLTH EDISON CO 3.7% DUE 03-01-2045	188,348	170,278
COMWLTH EDISON CO 4.35% DUE 11-15-2045	64,916	65,294
CONAGRA BRANDS INC FORMERLY CONAGRA 5.3% 11-01-2038	665,515	633,110
CONAGRA BRANDS INC 5.4% 11-01-2048	575,673	534,163
CONCHO RES INC 4.85% DUE 08-15-2048	206,487	196,150
CONCHO RES INC 4.875% DUE 10-01-2047	187,570	185,022
CONCHO RESOURCES INC 4.3% 06-18-2028	620,341	611,376
CONOCOPHILLIPS CO 4.15% DUE 11-15-2034	70,693	67,612
CONOCOPHILLIPS CO 4.3% DUE 11-15-2044	76,734	78,690
CONS EDISON CO N Y INC 4.45 DUE 03-15-2044 REG	266,089	259,523
CONS EDISON CO N Y 3.85% DUE 06-15-2046	187,200	183,112
CONS EDISON CO N Y 3.875% DUE 06-15-2047	292,830	258,229
CONS EDISON CO N Y 3.95% DUE 03-01-2043	84,014	79,631
CONS EDISON CO N Y 4.2% DUE 03-15-2042	369,172	331,268
CONS EDISON CO N Y 4.3% DUE 12-01-2056	109,118	93,046
CONS EDISON CO N Y 4.5% DUE 05-15-2058	442,946	423,943
CONS EDISON CO N Y 4.5% DUE 12-01-2045	164,561	166,418
CONS EDISON CO N Y 4.625% DUE 12-01-2054	289,446	259,103
CONS EDISON CO N Y 5.5% DUE 12-01-2039	118,004	118,756
CONSTELLATION 4.5% DUE 05-09-2047	346,819	333,144
CONSTELLATION 5.25% DUE 11-15-2048	214,687	215,747

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
CONSUMERS ENERGY 4.05% DUE 05-15-2048	198,789	197,215
CONTL RES INC 4.375% DUE 01-15-2028	128,592	122,299
CONTL RES INC 4.9% DUE 06-01-2044	395,814	354,028
CORNING INC 4.375% 11-15-2057	239,019	239,201
CSX CORP FIXED 4.65% DUE 03-01-2068	53,896	49,697
CSX CORP 3.95% DUE 05-01-2050	347,072	346,603
CSX CORP 4.5% DUE 08-01-2054	441,426	423,259
CSX CORP 4.75% DUE 11-15-2048	222,322	227,442
CSX CORP 5.5% DUE 04-15-2041	68,631	66,521
CVS CAREMARK CORP 5.3 DUE 12-05-2043	452,290	434,451
CVS HEALTH CORP 4.3% DUE 03-25-2028	171,665	171,082
CVS HEALTH CORP 4.78% DUE 03-25-2038	851,957	819,309
CVS HEALTH CORP 5.05% DUE 03-25-2048	1,360,967	1,303,297
CVS HEALTH CORP 5.125% DUE 07-20-2045	386,796	365,028
DARDEN RESTAURANTS INC 4.55% 02-15-2048	310,322	303,279
DEFAULTED PAC GAS & ELEC CO 4.45 DUE 04-15-2042	246,058	208,484
DEFAULTED PAC GAS & ELEC CO 6.25% DUE 03-01-2039	233,974	169,078
DEFAULTED PACIFIC GAS & ELEC CO 0.0% 12-31-2040	115,450	101,815
DEVON ENERGY CORP FIXED 5% DUE 06-15-2045	242,703	207,012
DEVON ENERGY CORP 4.75% DUE 05-15-2042	290,712	263,785
DEVON ENERGY CORP 5.6 DUE 07-15-2041	129,646	118,525
DISCOVERY COMMUNICATIONS LLC 5.0% DUE 09-20-2037/09-21-2017	222,701	222,618
DISCOVERY COMMUNICATIONS LLC 5.2% 09-20-2047	178,883	179,212
DISCOVERY 4.875% DUE 04-01-2043	459,350	437,965
DOLLAR TREE INC FIXED 4.2% DUE 05-15-2028	354,714	345,727
DOMINION ENERGY GAS HLDGS LLC 4.6% DUE 12-15-2044	88,015	78,873
DOMINION GAS HLDGS 4.8% DUE 11-01-2043	89,633	80,465
DOMINION RES INC 4.05% DUE 09-15-2042	82,326	72,318
DOMTAR CORP 6.75 DUE 02-15-2044	115,632	101,386
DOW CHEM CO 5.55% DUE 11-30-2048	269,803	273,767
DOW CHEMICAL CO 4.375% DUE 11-15-2042	596,834	526,528
DOWDUPONT INC 5.319% DUE 11-15-2038	696,982	715,630
DOWDUPONT INC 5.419% DUE 11-15-2048	390,000	405,188
DR PEPPER SNAPPLE 4.5% DUE 11-15-2045	277,531	239,497
DR PEPPER SNAPPLE 7.45% DUE 05-01-2038	202,744	179,165
DUKE ENERGY FLA 2.858% DUE 03-01-2035	111,366	111,314
DUKE ENERGY FLA 3.112% DUE 09-01-2038	146,930	133,478
DUKE ENERGY FLA 4.2% DUE 07-15-2048	729,947	721,869
DUKE ENERGY IND 4.9 DUE 07-15-2043	382,815	389,659
DUKE ENERGY OH INC 3.7% DUE 06-15-2046	593,322	571,656
DUKE ENERGY PROGRESS LLC 3.6% 09-15-2047	64,142	62,130
DUKE ENERGY 4.2% DUE 08-15-2045	110,286	99,228
DUKE UNIV HLTH SYS 3.92% DUE 06-01-2047	265,431	257,691
EASTMAN CHEM CO 4.8% DUE 09-01-2042	407,499	373,221
EL PASO NAT GAS CO 8.375% DUE 06-15-2032	280,680	259,552
EL PASO PIPELN 4.7% DUE 11-01-2042	311,338	295,918
EL PASO PIPELN 7.5% DUE 11-15-2040	688,320	646,027
ENABLE MIDSTREAM 5% DUE 05-15-2044	123,340	110,956
ENBRIDGE ENERGY 7.5% DUE 04-15-2038	148,049	144,978

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
ENERGY TRANSFER 5.15% DUE 02-01-2043	736,843	671,600
ENERGY TRANSFER 5.8% DUE 06-15-2038	144,006	141,138
ENERGY TRANSFER 5.95 DUE 10-01-2043	503,125	484,904
ENERGY TRANSFER 6.5% DUE 02-01-2042	384,987	339,329
ENTERPRISE PRODS FIXED 4.9% DUE 05-15-2046	237,933	232,458
ENTERPRISE PRODS OPER LLC GTD SR NT 4.85DUE 08-15-2042	338,280	308,120
ENTERPRISE PRODS OPER LLC 4.25% 02-15-2048	135,746	124,093
ENTERPRISE PRODS OPER LLC 4.8% 02-01-2049	337,031	335,151
ENTERPRISE PRODS 4.45 DUE 02-15-2043	95,254	90,745
ENTERPRISE PRODS 4.85% DUE 03-15-2044	70,700	67,874
ENTERPRISE PRODS 5.7% DUE 02-15-2042	132,984	132,951
ENTERPRISE PRODS 6.125% DUE 10-15-2039	493,771	507,762
ENTERPRISE PRODS 7.55% DUE 04-15-2038	682,562	639,307
EOG RES INC FIXED 3.9% DUE 04-01-2035	801,182	755,285
EOG RES INC 5.1% DUE 01-15-2036	357,865	342,197
EXELON CORP 4.45% DUE 04-15-2046	221,709	202,231
EXELON CORP 5.625% DUE 06-15-2035	178,204	156,418
FED EXPRESS CORP 7.6% DUE 07-01-2097	164,793	129,027
FEDEX CORP BOND 5.1 DUE 01-15-2044	553,285	516,842
FEDEX CORP 4.05% DUE 02-15-2048	92,929	92,142
FEDEX CORP 4.1% DUE 02-01-2045	249,693	218,339
FEDEX CORP 4.1% DUE 04-15-2043	469,641	411,600
FEDEX CORP 4.4% DUE 01-15-2047	264,792	240,759
FEDEX CORP 4.5% DUE 02-01-2065	158,084	140,552
FEDEX CORP 4.55% DUE 04-01-2046	110,522	109,065
FIRSTENERGY CORP 4.85% 07-15-2047	107,957	104,833
FL PWR & LT CO 3.7% 12-01-2047	204,129	201,047
FL PWR & LT CO 3.95% 03-01-2048	142,738	141,613
FL PWR & LT CO 5.25% DUE 02-01-2041	112,979	104,208
FLORIDA PWR CORP 3.85% DUE 11-15-2042	162,444	144,997
FORD MTR CO DEL 7.4% DUE 11-01-2046	272,997	226,578
FORD MTR CO DEL 7.45% DUE 07-16-2031	557,534	494,892
FORD MTR CO DEL 7.7% DUE 05-15-2097	41,834	35,850
GA PWR CO SR NT SER 2012A 4.3 DUE 03-15-2042	144,991	133,571
GE CAP INTL FDG CO 4.418% DUE 11-15-2035	2,533,387	2,266,456
GEN ELEC CAP CORP MEDIUM TERM TRANCHE 6.875 DUE 01-10-2039	208,727	172,508
GEN ELEC CAP CORP 6.15% DUE 08-07-2037	376,496	326,773
GENERAL ELEC CAP CORP # TR 005286.75% DUE 03-15-2032/03-20-2002	248,679	234,511
GENERAL ELEC CO 4.125% DUE 10-09-2042	321,493	324,257
GENERAL ELEC CO 4.5% DUE 03-11-2044	43,841	44,857
GENERAL MLS INC FIXED 4.55% DUE 04-17-2038	319,022	310,809
GENERAL MTRS CO 5.15% DUE 04-01-2038	288,738	286,212
GENERAL MTRS CO 5.95% DUE 04-01-2049	654,149	613,166
GENERAL MTRS CO 6.25% DUE 10-02-2043	733,919	674,887
GENERAL MTRS CO 6.6% DUE 04-01-2036	989,045	852,789
GENERAL MTRS CO 6.75% DUE 04-01-2046	299,843	261,388
GEORGE WASH UNIV 4.3% DUE 09-15-2044	241,329	244,663
GEORGE WASH UNIV 4.868% DUE 09-15-2045	65,661	61,074
GILEAD SCIENCES 4.5% DUE 02-01-2045	99,552	96,171

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
GILEAD SCIENCES 4.8% DUE 04-01-2044	993,033	937,772
GOLDMAN SACHS FLTGT RT 4.017% DUE 10-31-2038	1,771,832	1,588,411
GOLDMAN SACHS 4.411% DUE 04-23-2039	2,056,254	1,929,458
GOLDMAN SACHS 6.25% DUE 02-01-2041	251,243	239,517
GOLDMAN SACHS 6.75% DUE 10-01-2037	1,144,893	1,191,395
GRAINGER W W INC 3.75% DUE 05-15-2046	321,745	307,412
HACKENSACK 4.211% 07-01-2048	91,776	89,675
HALLIBURTON CO 4.5 DUE 11-15-2041	419,385	410,700
HALLIBURTON CO 4.85% DUE 11-15-2035	340,113	314,199
HALLIBURTON CO 6.7% DUE 09-15-2038	428,457	411,045
HALLIBURTON CO 7.45% DUE 09-15-2039	462,202	422,622
HARRIS CORP DEL 5.054% DUE 04-27-2045	142,435	144,014
HARRIS CORP DEL 6.15% DUE 12-15-2040	112,179	109,955
HARTFORD FINL SVCS GROUP INC 4.4% 03-15-2018	421,088	401,047
HARTFORD FINL SVCS SR NT 6.625 DUE 03-30-2040	207,882	206,403
HARTFORD FINL SVCS 4.3 DUE 04-15-2043	52,891	51,095
HARTFORD FINL SVCS 6.1% DUE 10-01-2041	271,482	265,008
HESS CORP 6% DUE 01-15-2040	553,773	490,387
HOME DEPOT INC 3.5% DUE 09-15-2056	329,305	327,924
HOME DEPOT INC 4.5% DUE 12-06-2048	1,066,385	1,094,333
HSBC BK USA N A GLOBAL MEDIUM TRM SUB BNT 5.625 DUE 08-15-2035	254,015	245,859
HSBC BK USA N A 7 DUE 01-15-2039	362,657	357,688
HSBC BK USA 5.875 11-01-2034	256,260	252,090
IN DEFAULT PACIFIC GAS & ELEC CO 0.0% DUE 12-31-2040	144,738	122,755
IN DEFAULT PACIFIC GAS & ELEC CO 0.0% DUE 12-31-2040 BEO	367,703	324,366
INDIANA MICH PWR CO 4.25% 08-15-2048	243,479	240,804
INDIANA UNIV HEALTH INC 3.97% BNDS 11-01-2048	90,000	89,463
INTEL CORP 3.734% 12-08-2047 BEO	798,853	787,031
INTEL CORP 4.1% DUE 05-19-2046	241,829	233,208
INTL FLAVORS & 5% DUE 09-26-2048	507,661	507,981
INTL PAPER CO 4.4% DUE 08-15-2047	595,161	521,462
INTL PAPER CO 4.8% DUE 06-15-2044	478,559	434,856
INTL PAPER CO 6 DUE 11-15-2041	73,886	63,205
INTL PAPER CO 7.3% DUE 11-15-2039	245,218	218,065
JOHN SEVIER COMB CYCLE 4.626 1-15-42	279,876	269,347
JOHNSON & JOHNSON 3.4% 01-15-2038	580,929	581,772
JOHNSON & JOHNSON 3.5% 01-15-2048	471,747	457,409
JOHNSON & JOHNSON 3.625% DUE 03-03-2037	941,545	908,997
JOHNSON & JOHNSON 3.7% DUE 03-01-2046	75,330	75,985
JOHNSON & JOHNSON 3.75% DUE 03-03-2047	125,962	123,444
JOHNSON & JOHNSON 4.95% DUE 05-15-2033	279,775	281,435
JOHNSON CTLS INTL PLC SR NT STEP UP 07-02-2064 12-28-2016	456,222	455,421
JPMORGAN CHASE & CO BNDS 3.897% 01-23-2049	381,647	355,213
JPMORGAN CHASE & CO BNDS 4.032% 07-24-2048	879,046	845,736
JPMORGAN CHASE & CO BNDS 4.26% 02-22-2048	1,522,032	1,395,126
JPMORGAN CHASE & CO 3.964% DUE 11-15-2048	85,444	84,090
JPMORGAN CHASE & CO 4.85 NOTES DUE 02-01-2044	91,682	91,651
JPMORGAN CHASE & CO 5.5 DUE 10-15-2040	280,973	265,838
JPMORGAN CHASE & 3.882% DUE 07-24-2038	1,163,327	1,071,662

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
JPMORGAN CHASE & 5.6% DUE 07-15-2041	290,383	287,288
KAISER FNDTN HOSPS 4.15% DUE 05-01-2047	155,526	158,027
KIMCO RLTY CORP 4.125% DUE 12-01-2046	282,634	250,270
KIMCO RLTY CORP 4.45% 09-01-2047	221,587	217,485
KINDER MORGAN ENERGY PARTNERS 5.0%	211,100	205,900
KINDER MORGAN INC 5.05% DUE 02-15-2046	76,358	73,051
KINDER MORGAN 5.4% DUE 09-01-2044	259,817	248,534
KINDER MORGAN 5.5 DUE 03-01-2044	63,365	62,639
KINDER MORGAN 5.8% DUE 03-15-2035	88,567	81,786
KINDER MORGAN 6.375% DUE 03-01-2041	184,887	180,423
KINDER MORGAN 6.55% DUE 09-15-2040	548,095	518,105
KINDER MORGAN 6.95% DUE 01-15-2038	252,504	245,377
KRAFT FOODS GROUP 5% DUE 06-04-2042	569,558	496,322
KRAFT FOODS GROUP 6.5% DUE 02-09-2040	469,318	440,947
KRAFT HEINZ FOODS 5.2% DUE 07-15-2045	927,136	831,543
KROGER CO 3.875% DUE 10-15-2046	506,802	471,764
KROGER CO 4.45% DUE 02-01-2047	114,458	105,137
KROGER CO 4.65% 01-15-2048	84,623	82,573
KROGER CO 5 DUE 04-15-2042 REG	196,556	176,088
KROGER CO 5.15% DUE 08-01-2043	177,912	167,359
LINCOLN NATL CORP 4.35% 03-01-2048	318,265	309,077
LINCOLN NATL CORP 6.15 DUE 04-07-2036 BEO	4,962	4,616
LOCKHEED MARTIN CORP NT SER B STEP UP 06-01-2040	97,401	99,250
LOCKHEED MARTIN CORP 4.09% 09-15-2052	360,968	352,829
LOCKHEED MARTIN 3.8% DUE 03-01-2045	331,816	300,681
LOCKHEED MARTIN 4.07% DUE 12-15-2042	483,535	477,093
LOCKHEED MARTIN 4.5% DUE 05-15-2036	326,735	325,026
LOCKHEED MARTIN 4.7% DUE 05-15-2046	174,415	171,935
LOCKHEED MARTIN 4.85 DUE 09-15-2041	128,108	127,629
LOWES COS INC 3.7% DUE 04-15-2046	496,967	444,468
LOWES COS INC 4.05% DUE 05-03-2047	247,196	215,573
LOWES COS INC 4.25% DUE 09-15-2044	111,825	97,300
LOWES COS INC 4.375% DUE 09-15-2045	74,142	71,838
LOWES COS INC 4.65 DUE 04-15-2042	244,613	235,103
LYB INTL FIN B V 5.25% DUE 07-15-2043	12,872	12,393
MA INST TECH 3.885% DUE 07-01-2116	413,211	405,304
MA INST TECH 4.678% DUE 07-01-2114	105,098	98,770
MA INST TECH 5.6% DUE 07-01-2111	65,337	63,939
MACYS RETAIL HLDGS 5.125% DUE 01-15-2042	53,773	48,683
MAGELLAN MIDSTREAM 5.15% DUE 10-15-2043	417,378	387,346
MARATHON OIL CORP 4.4% DUE 07-15-2027	187,378	175,787
MARATHON OIL CORP 6.6% DUE 10-01-2037	221,424	207,347
MARATHON OIL CORP 6.8% DUE 03-15-2032	297,271	272,809
MARATHON PETE CORP 5.85% DUE 12-15-2045	149,743	128,349
MARATHON PETE CORP 5% DUE 09-15-2054	254,012	236,140
MARATHON PETE CORP 6.5% DUE 03-01-2041	437,601	399,133
MARKEL CORP FIXED 3.5% DUE 11-01-2027	368,121	349,153
MARSH & MCLENNAN COS INC 4.35% 01-30-2047	100,635	97,918
MCDONALD'S CORP 3.625 DUE 05-01-2043	524,346	489,341

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
MCDONALDS CORP MEDIUM TERM NTS BOOK ENTRY SR NT 6.3%	126,795	125,407
MCDONALDS CORP MEDIUM TERM NTS BOOK 5.7 01-02-2039	115,972	112,006
MCDONALDS CORP MEDIUM TERM NTS 3.7 DUE 02-15-2042	146,631	142,634
MCDONALDS CORP 4.7% DUE 12-09-2035	150,752	150,662
MCDONALDS CORP 4.875% DUE 07-15-2040	428,620	414,850
MEDTRONIC INC 4.5 DUE 03-15-2042 REG	210,365	204,549
MEM 4.2% DUE 07-01-2055	328,269	329,723
MEMORIAL SLOAN-KETTERING CANCER CTR TAXABLE BD SER 2012A 4.125	239,118	229,581
MERCK & CO INC 4.15% DUE 05-18-2043	130,664	131,986
MERRILL LYNCH & CO 6.11% DUE 01-29-2037	511,748	483,576
MERRILL LYNCH & CO 7.75% DUE 05-14-2038	164,548	155,194
METLIFE INC FIXED 10.75% DUE 08-01-2069	401,153	379,600
METLIFE INC STEP CPN 4.721% DUE 12-15-2044	503,228	469,048
METLIFE INC 4.125% DUE 08-13-2042	258,799	252,802
METLIFE INC 4.875% DUE 11-13-2043	311,129	302,597
METLIFE INC 5.875% DUE 02-06-2041	539,984	541,679
MICROSOFT CORP 3.5% DUE 02-12-2035	260,095	262,462
MICROSOFT CORP 3.5% DUE 11-15-2042	147,780	148,836
MICROSOFT CORP 3.7% DUE 08-08-2046	1,411,052	1,384,285
MICROSOFT CORP 3.75% DUE 02-12-2045	583,672	578,526
MICROSOFT CORP 3.75% DUE 05-01-2043	230,066	231,650
MICROSOFT CORP 4.1% DUE 02-06-2037	962,288	933,807
MICROSOFT CORP 4.2% DUE 11-03-2035	479,992	482,047
MICROSOFT CORP 4.45% DUE 11-03-2045	328,407	325,617
MICROSOFT CORP 4% DUE 02-12-2055	1,669,225	1,600,722
MICROSOFT CORP 5.3% DUE 02-08-2041	71,402	71,471
MIDAMERICAN ENERGY CO 3.65% 08-01-2048	382,808	377,384
MIDAMERICAN ENERGY 5.95% DUE 05-15-2037	235,821	210,527
MOLSON COORS 4.2% DUE 07-15-2046	70,468	70,618
MONTEFIORE MED CTR FIXED 5.246% DUE 11-01-2048	115,000	111,340
MOODY'S CORPORATION 4.875% 12-17-2048 BEO	285,151	296,788
MORGAN STANLEY 3.971% 07-22-2038	1,472,010	1,417,009
MORGAN STANLEY 4.457% DUE 04-22-2039	652,565	634,163
MOUNT SINAI HOSP 3.981% BNDS 07-01-2048	182,393	173,047
MPLX LP FIXED 5.2% DUE 03-01-2047	54,174	50,627
MPLX LP 4.5% 04-15-2038	281,699	253,271
MPLX LP 4.7% 04-15-2048	665,379	599,268
MPLX LP 5.5% DUE 02-15-2049	331,778	330,722
NBCUNIVERSAL MEDIA 6.4% DUE 04-30-2040	114,940	111,700
NEVADA PWR CO 5.375% DUE 09-15-2040	142,710	128,242
NEW YORK & 4.763% DUE 08-01-2116	196,962	182,670
NEWELL BRANDS INC 5.375% DUE 04-01-2036	462,694	410,070
NEWMONT MNG CORP 4.875 DUE 03-15-2042 REG	126,368	122,926
NEWMONT MNG CORP 6.25% DUE 10-01-2039	721,867	662,495
NISOURCE FIN CORP 3.95% DUE 03-30-2048	169,648	164,506
NISOURCE FIN CORP 4.375% 05-15-2047	403,607	400,026
NISOURCE FIN CORP 5.25% DUE 02-15-2043	230,743	225,889
NOBLE ENERGY INC 5.05% DUE 11-15-2044	394,816	348,854
NOBLE ENERGY INC 5.25% DUE 11-15-2043	453,462	381,681
NOBLE ENERGY INC 6% DUE 03-01-2041	184,078	161,056

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
NORDSTROM INC 5% DUE 01-15-2044	734,270	668,028
NORTHERN STS PWR CO MINN 3.6% 09-15-2047	532,745	517,198
NORTHROP GRUMMAN 3.25% DUE 01-15-2028	592,004	578,461
NORTHROP GRUMMAN 7.75% DUE 02-15-2031	187,291	184,331
NORTHWESTERN UNIV FIXED 3.688% DUE 12-01-2038	110,491	105,853
NORTHWESTERN UNIV 3.662% DUE 12-01-2057	52,609	53,797
NORTHWESTERN UNIV 4.643% DUE 12-01-2044	72,430	66,980
NUCOR CORP 4.4% DUE 05-01-2048	360,047	352,591
NUCOR CORP 5.2% DUE 08-01-2043	172,405	159,077
NUCOR CORP 6.4% DUE 12-01-2037	131,236	119,399
NV PWR CO NV PWR CO 6.75 DUE 07-01-2037 BEO	141,456	129,594
NYU HOSPS CTR 4.368% DUE 07-01-2047	162,963	154,287
NYU HOSPS CTR 4.784% DUE 07-01-2044	98,979	95,016
NYU HOSPS CTR 5.75% DUE 07-01-2043	65,098	60,317
OCCIDENTAL PETE 4.4% DUE 04-15-2046	440,513	423,233
OCHSNER CLINIC 5.897% DUE 05-15-2045	182,796	169,505
OGLETHORPE PWR 4.2% DUE 12-01-2042	245,522	237,120
OGLETHORPE PWR 5.05% DUE 10-01-2048	129,093	130,881
OK GAS & ELEC CO 4.15% DUE 04-01-2047	69,670	67,718
OKLAHOMA GAS & ELEC CO 3.8% 08-15-2028	219,584	221,985
ONCOR ELEC 5.3 DUE 06-01-2042	362,653	380,685
ONCOR ELECTRIC DELIVERY 4.55% 12-01-2041	92,650	88,626
ONEOK INC NEW 5.2% DUE 07-15-2048	440,623	420,949
ORACLE CORP 3.8% 11-15-2037	842,655	785,536
ORACLE CORP 3.85% DUE 07-15-2036	156,947	151,117
ORACLE CORP 4% DUE 07-15-2046	990,417	947,081
ORACLE CORP 4% 11-15-2047	200,573	200,316
ORLANDO HEALTH INC 4.089% DUE 10-01-2048	50,000	47,652
PACIFIC GAS & ELEC CO INDEFAULTED 0.0% 12-31-2040	66,338	68,777
PACIFIC GAS & ELEC CO INDEFAULTED 0.0% 12-31-2040	814,021	665,062
PACIFICORP 4.1 DUE 02-01-2042	92,653	87,395
PEACEHEALTH 4.787% DUE 11-15-2048	125,000	132,145
PECO ENERGY CO FIXED 3.9% DUE 03-01-2048	170,472	176,763
PECO ENERGY CO 4.15% DUE 10-01-2044	479,946	473,343
PERRIGO FIN PLC 4.9% DUE 12-15-2044	459,677	397,076
PFIZER INC 4.1% 09-15-2038	734,919	736,564
PFIZER INC 4.2% 09-15-2048	60,178	60,877
PFIZER INC 4% DUE 12-15-2036	100,730	103,948
PFIZER INC 5.6% DUE 09-15-2040	436,252	443,105
PHILLIPS 66 3.75% DUE 03-01-2028	98,959	96,973
PHILLIPS 66 3.9% DUE 03-15-2028	127,803	130,408
PHILLIPS 66 4.65% DUE 11-15-2034	376,973	360,384
PHILLIPS 66 4.875% DUE 11-15-2044	119,883	121,977
PHILLIPS 66 4.9% DUE 10-01-2046	107,787	100,841
PLAINS ALL AMERN PIPELINE L P / PAA FIN 5.15 DUE 06-01-2042 REG	92,502	85,413
PLAINS ALL AMERN 4.3% DUE 01-31-2043	116,418	110,546
PLAINS ALL AMERN 6.65% DUE 01-15-2037	109,469	105,369
PPL CAP FDG INC 4.7% DUE 06-01-2043	55,884	48,973
PPL CAP FDG INC 5% DUE 03-15-2044	196,570	183,480

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
PPL ELEC UTILS 4.75 DUE 07-15-2043	74,525	81,520
PPL ELECTRIC UTILITIES CORP 4.15% 06-15-2048	221,327	219,417
PRIN FINL GROUP 4.35% DUE 05-15-2043	106,842	106,683
PROGRESS ENERGY 6% DUE 12-01-2039	859,458	833,669
PROGRESSIVE CORP 3.7% DUE 01-26-2045	150,538	151,045
PRUDENTIAL FINL INC MEDIUM TERM NTS BOOKTRANCHE #00008 5.4	117,794	117,311
PRUDENTIAL FINL INC 3.935% DUE 12-07-2049	724,925	698,198
PRUDENTIAL FINL 3.905% DUE 12-07-2047	195,566	196,588
PUBLIC SERVICE CO OF COLORADO 3.6 DUE 09-15-2042	298,066	271,533
PUBLIC SVC COLORADO 3.8% 06-15-2047	143,364	141,360
PUGET SOUND ENERGY FIXED 4.223% DUE 06-15-2048	252,755	250,017
PUGET SOUND ENERGY INC 5.76 DUE 07-15-2040	151,631	136,831
PUGET SOUND ENERGY 4.3% DUE 05-20-2045	248,743	223,383
PUGET SOUND ENERGY 5.757% DUE 10-01-2039	155,259	148,808
PVPTL HALFMoon PARENT INC 4.9% 12-15-2048	739,457	728,906
PVTPL BERKSHIRE HATHAWAY ENERGY CO 4.45% 01-15-2049	340,421	341,193
PVTPL DIAMOND 1 FIN CORP 2 BNDS 144A 8.35% DUE 07-15-2046	629,012	568,465
PVTPL HALFMoon PARENT 144A 4.8% DUE 08-15-2038/09-17-2018 BEO	603,512	594,180
PVTPL HALFMoon PARENT INC 4.375% 10-15-2028	453,704	457,539
PVTPL MAPLE ESCROW SUB. INC SR NT 4.985 DUE 05-25-2038/05-25-2018	440,609	428,130
PVTPL MARATHON PETE CORP 3.8% DUE 04-01-2028 BEO	198,989	197,072
PVTPL MARATHON PETE CORP 4.5% DUE 04-01-2048 BEO	159,487	155,284
PVTPL ONCOR ELEC DELIVERY CO LLC 4.1% DUE 11-15-2048	191,355	189,747
PVTPL WESTROCK CO 144A 4.9% 4.9% DUE 03-15-2029	439,784	452,245
QUALCOMM INC 4.3% DUE 05-20-2047	311,193	301,972
REGIONS FINL CORP 7.375% DUE 12-10-2037	163,545	157,773
REPUBLIC N Y CORP 7.2% DUE 07-15-2097	167,152	144,636
REYNOLDS AMERN INC FIXED 5.7% DUE 08-15-2035	549,565	493,097
REYNOLDS AMERN INC FIXED 5.85% DUE 08-15-2045	297,017	260,128
ROCKWELL COLLINS 4.35% DUE 04-15-2047	467,318	446,171
RPM INTL INC 5.25% DUE 06-01-2045	73,390	68,778
RWJ BARNABAS HLTH 3.949% DUE 07-01-2046	257,142	249,022
S CAROLINA ELEC & 4.1% DUE 06-15-2046	145,754	144,721
S CAROLINA ELEC & 4.5% DUE 06-01-2064	108,891	96,961
S CAROLINA ELEC & 4.6% DUE 06-15-2043	304,875	302,204
S CAROLINA ELEC & 5.1% DUE 06-01-2065	375,546	344,422
SAN DIEGO GAS & 4.15% DUE 05-15-2048	150,040	145,672
SEMPRA ENERGY 3.8% DUE 02-01-2038	197,061	188,089
SEMPRA ENERGY 4% DUE 02-01-2048	187,443	163,082
SHERWIN WILLIAMS CO 4 DUE 12-15-2042	314,550	285,862
SOUTH CAROLINA ELEC & GAS CO 4.35 DUE 02-01-2042	283,722	295,735
SOUTHERN CALIF EDISON CO 4.125% 03-01-2048	102,316	99,408
SOUTHERN CALIF GAS CO 4.3% 01-15-2049	680,565	700,732
SOUTHERN CO 4.25% DUE 07-01-2036	255,465	235,963
SOUTHERN CO 4.4% DUE 07-01-2046	239,938	225,268
SOUTHERN PWR CO 5.15% DUE 09-15-2041	482,394	462,197
SOUTHERN PWR CO 5.25% DUE 07-15-2043	203,512	178,293
SOUTHN BAPTIST 4.857% DUE 07-15-2045	371,956	359,165
SOUTHN CAL EDISON 4% DUE 04-01-2047	260,785	247,521

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
SOUTHN CAL EDISON 5.5% DUE 03-15-2040	185,700	154,585
SOUTHN CAL EDISON 5.625% DUE 02-01-2036	170,459	145,349
SOUTHWESTERN ELEC PWR CO 4.1% 09-15-2028	190,000	190,673
SOUTHWESTERN PUBLIC SERVICE 08-09-2017 3.7% DUE 08-15-2047 BEO	292,966	288,699
SOUTHWESTN ELEC 3.9% DUE 04-01-2045	337,618	324,130
SOUTHWESTN PUB SVC FIXED 4.4% 11-15-2048	83,428	85,721
SPCL1 GEN ELEC CAP CORP 5.875% DUE 01-14-2038	107,179	95,609
SPECTRA ENERGY 4.5% DUE 03-15-2045	247,171	235,099
ST PAUL TRAVELERS COS INC FORMERLY ST P ST PAUL TRAVELERS 6.75	56,660	51,936
STANFORD HLTH CARE 3.795% DUE 11-15-2048	243,679	234,455
STARBUCKS CORP 4.3% DUE 06-15-2045	235,686	224,593
STARBUCKS CORP 4.5% DUE 11-15-2048	592,183	567,836
STRYKER CORP 3.65% 03-07-2028	275,393	272,469
SUNOCO LOGISTICS 4.95% DUE 01-15-2043	205,398	175,715
SUNOCO LOGISTICS 5.3% DUE 04-01-2044	479,777	437,094
SUNOCO LOGISTICS 5.35% DUE 05-15-2045	275,051	247,838
SYSCO CORP FIXED 4.45% DUE 03-15-2048	196,352	194,581
SYSCO CORP 4.85% DUE 10-01-2045	391,057	377,522
TAMPA ELEC CO 4.45% DUE 06-15-2049	278,569	272,965
TARGET CORP 3.625% DUE 04-15-2046	483,955	459,696
TEXAS INSTRS INC 4.15% DUE 05-15-2048	146,022	144,685
TIME WARNER CABLE 5.5% DUE 09-01-2041	552,413	482,980
TIME WARNER CABLE 5.875% DUE 11-15-2040	1,168,671	1,083,989
TIME WARNER CABLE 6.55% DUE 05-01-2037	652,785	610,613
TIME WARNER CABLE 6.75% DUE 06-15-2039	128,931	116,854
TIME WARNER CABLE 7.3% DUE 07-01-2038	153,306	153,936
TIME WARNER INC FIXED 4.65% DUE 06-01-2044	314,455	297,563
TIME WARNER INC NEW 5.35 DUE 12-15-2043 REG	205,275	197,596
TIME WARNER INC 6.1 07-15-2040	81,905	77,989
TRAVELERS COS INC 4% DUE 05-30-2047	60,570	57,594
TRAVELERS COS INC 6.25% DUE 06-15-2037	349,300	342,635
TRCNTNTL GAS PIPE 7.85% DUE 02-01-2026	819,741	797,865
TRINITY HLTH CORP 4.125% DUE 12-01-2045	208,057	194,778
TRUSTEES BSTN UNIV 4.061% DUE 10-01-2048	85,000	85,261
TUFTS UNIV TAXABLE BD SER 2012A 5.017 DUE 04-15-2112	57,144	53,278
TYSON FOODS INC 4.55% DUE 06-02-2047	149,616	140,197
TYSON FOODS INC 4.875% DUE 08-15-2034	152,279	145,240
TYSON FOODS INC 5.15% DUE 08-15-2044	111,368	107,332
UNION CARBIDE CORP 7.75% DUE 10-01-2096	101,321	94,620
UNION ELEC CO 3.9 DUE 09-15-2042	318,772	290,650
UNION PAC CORP 3.35% DUE 08-15-2046	148,218	151,302
UNION PAC CORP 3.799% DUE 10-01-2051	55,333	55,131
UNION PAC CORP 3.875% DUE 02-01-2055	254,809	243,345
UNION PAC CORP 4.05% DUE 03-01-2046	137,224	133,831
UNION PAC CORP 4.1% DUE 09-15-2067	52,298	50,990
UNION PAC CORP 4.15% DUE 01-15-2045	91,473	93,582
UNION PAC CORP 4.25% DUE 04-15-2043	50,789	47,635
UNION PAC CORP 4.375% DUE 09-10-2038	595,998	578,605
UNION PAC CORP 4.375% DUE 11-15-2065	102,193	100,120

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
UNION PAC CORP 4.75 DUE 12-15-2043	231,736	220,524
UNION PAC CORP 4.8% 09-10-2058	265,513	258,726
UNION PACIFIC CORP 3.6% DUE 09-15-2037	377,030	361,959
UNION PACIFIC CORP 4.821 DUE 02-01-2044 BEO	79,581	72,532
UNITED TECHNOLOGIES CORP 4.125% 11-16-2028	227,218	227,861
UNITED TECHNOLOGIES CORP 4.15% 05-15-2045	129,137	120,734
UNITED TECHNOLOGIES CORP 4.45% 11-16-2038	338,741	336,011
UNITEDHEALTH GROUP FIXED 4.25% DUE 06-15-2048	369,343	369,794
UNITEDHEALTH GROUP INC 4.375 DUE 03-15-2042	228,310	225,346
UNITEDHEALTH GROUP INC 4.45% DUE 12-15-2048	948,026	962,427
UNITEDHEALTH GROUP 4.625% DUE 11-15-2041	219,142	214,126
UNIV NOTRE DAME DU 3.438% DUE 02-15-2045	320,587	320,167
UNIV SOUTHN CAL 3.028% DUE 10-01-2039	102,279	104,283
UNIV SOUTHN CAL 3.841% DUE 10-01-2047	204,797	198,429
UNIVERSITY CHICAGO 4.003% DUE 10-01-2053	120,000	117,757
UTD TECHNOLOGIES FIXED 4.625% DUE 11-16-2048	259,107	255,907
UTD TECHNOLOGIES NT 5.7 DUE 04-15-2040	424,961	411,500
UTD TECHNOLOGIES 3.75% DUE 11-01-2046	109,703	109,648
UTD TECHNOLOGIES 4.05% DUE 05-04-2047	101,957	101,351
UTD TECHNOLOGIES 4.5% DUE 06-01-2042	784,995	755,793
VA ELEC & PWR CO SR NT 2008 SER B 8.875 DUE 11-15-2038	899,385	927,903
VA ELEC & PWR CO 4% DUE 11-15-2046	333,195	316,861
VA ELEC & PWR CO 6% DUE 05-15-2037	206,454	191,313
VALERO ENERGY CORP NEW 4.35% 06-01-2028	126,483	123,833
VALERO ENERGY CORP 4.9% DUE 03-15-2045	251,676	239,680
VALERO ENERGY CORP 6.625% DUE 06-15-2037	279,334	262,953
VALERO ENERGY CORP 7.5% DUE 04-15-2032	310,102	296,003
VERIZON COMMUNICATIONS BNDS 5.25% DUE 03-16-2037	631,076	640,625
VERIZON COMMUNICATIONS INC 4.329% 09-21-2028	338,666	341,397
VERIZON COMMUNICATIONS 4.4% DUE 11-01-2034 REG	256,994	260,224
VERIZON 4.272% DUE 01-15-2036	259,886	261,484
VERIZON 4.672% DUE 03-15-2055	474,886	472,006
VERIZON 4.75% DUE 11-01-2041	553,601	538,100
VERIZON 4.812% DUE 03-15-2039	2,461,133	2,418,841
VERIZON 4.862% DUE 08-21-2046	329,915	329,228
VERIZON 5.012% DUE 04-15-2049	145,532	144,478
VERIZON 5.012% DUE 08-21-2054	888,900	876,415
VERIZON 5.5% DUE 03-16-2047	235,345	228,634
VIACOM INC NEW 4.375% DUE 03-15-2043	251,953	232,921
VIACOM INC NEW 5.85% DUE 09-01-2043	480,911	451,177
VIACOM INC SR NT 6.875% DUE 04-30-2036/10-18-2006	413,379	391,705
WA GAS LT CO 3.796% DUE 09-15-2046	578,481	547,649
WACHOVIA BK NATL ASSN MEDIUM TRM SUB DUE 01-15-2038	219,809	216,426
WALMART INC 3.95% DUE 06-28-2038	413,654	411,158
WALMART INC 4.05% DUE 06-29-2048 REG	1,354,306	1,358,201
WARNER MEDIA LLC 4.9% DUE 06-15-2042	533,475	510,231
WARNER MEDIA LLC 6.25% DUE 03-29-2041	203,984	194,322
WELLPOINT INC 4.625 DUE 05-15-2042	295,305	289,171
WELLS FARGO & CO 4.9% DUE 11-17-2045	1,429,862	1,345,605

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
WELLS FARGO & CO 5.375% DUE 02-07-2035	55,007	49,450
WELLS FARGO & CO 5.375% DUE 11-02-2043	442,281	443,519
WELLS FARGO & CO 5.606% DUE 01-15-2044	214,147	211,480
WELLS FARGO CAP X 5.95% DUE 12-01-2086	159,014	154,875
WELLTOWER INC 4.95% DUE 09-01-2048	323,632	321,771
WESTAR ENERGY INC 4.25% DUE 12-01-2045	215,055	191,185
WESTERN UN CO 6.2% DUE 11-17-2036	121,380	106,249
WESTLAKE CHEM CORP 5% DUE 08-15-2046	643,833	552,412
WESTN GAS PARTNERS 5.3% 03-01-2048	365,667	323,594
WESTVACO CORP DEL 7.95% DUE 02-15-2031	49,216	44,694
WESTVACO CORP DEL 8.2% DUE 01-15-2030	203,850	184,091
WILLIAM MARSH RICE 3.574% DUE 05-15-2045	82,952	80,407
WILLIAM MARSH RICE 3.774% DUE 05-15-2055	159,384	144,224
WILLIAMS PARTNERS FIXED 4.85% DUE 03-01-2048	139,116	140,648
WILLIAMS PARTNERS 4.9% DUE 01-15-2045	146,433	136,000
WILLIAMS PARTNERS 5.4% DUE 03-04-2044	449,203	424,141
WILLIAMS PARTNERS 5.8 DUE 11-15-2043	454,118	411,878
WILLIS NORTH AMERICA INC 5.05% 09-15-2048	554,181	547,584
WILLIS-KNIGHTON 4.813% DUE 09-01-2048	150,000	155,616
ZOETIS INC FIXED 3.9% DUE 08-20-2028	633,800	622,117
21ST CENTY FOX 6.15% DUE 02-15-2041	337,695	335,294
21ST CENTY FOX 6.15% DUE 03-01-2037	507,981	570,363
21ST CENTY FOX 6.4% DUE 12-15-2035	653,894	654,965
21ST CENTY FOX 6.65% DUE 11-15-2037	486,570	500,355
21ST CENTY FOX 6.75% DUE 01-09-2038	317,052	325,580
21ST CENTY FOX 6.9% DUE 08-15-2039	155,251	144,563
21ST CENTY FOX 7.75% DUE 12-01-2045	104,891	102,774
21ST CENTY FOX 7.85% DUE 03-01-2039	349,070	343,198
21ST CENTY FOX 7.9% DUE 12-01-2095	180,785	191,368
Total Corporate Debt Instruments - Other	254,332,621	241,994,154
Receivable Income - USD		
Income		3,378,478
TOTAL CORPORATE DEBT SECURITIES	278,534,607	268,818,000
Other		
INTER-AMERN DEVEL BK BD 4.375 DUE 01-24-2044 BEO	121,680	118,203
U.S. Government Securities		
UNITED STATES OF AMER TREAS BOND 3.125% 11-15-2028	599,585	606,801
UNITED STATES TREAS BDS 3.0% DUE 08-15-2048	6,727,721	6,917,147
Receivable Income - USD		
Income		82,847
TOTAL GOVERNMENT AGENCIES	7,448,986	7,724,999

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN: 36-3642294, PLAN NO.: 012
December 31, 2018

(a, b, and c) Description of Investment	(d) Cost	(e) Current Value
Other		
HOUSTON TEX 3.961% 03-01-2047 BEO TAXABLE	539,856	522,803
MISSOURI ST HEALTH & EDL FACS AUTH EDL FACS REV 3.651% 01-15-2046	152,993	144,513
MISSOURI ST HEALTH & EDL FACS AUTH EDL FACS REV 3.652% 08-15-2057	142,289	132,174
NEW JERSEY ST TPK AUTH TPK REV 7.102% 01-01-2041 BEO TAXABLE	202,653	191,250
NEW YORK ST DORM AUTH ST PERS INCOME TAXREV 5.6% 03-15-2040	121,295	121,128
SALES TAX SECURITIZATION CORP ILL 3.587%01-01-2043 BEO TAXABLE	369,382	334,254
SALES TAX SECURITIZATION CORP ILL 3.82% 01-01-2048 BEO AXABLE	270,000	245,341
SAN JOSE CALIF REDEV AGY SUCC AGY TX ALLOCATION 3.375 08-01-2034	174,594	169,429
UNIVERSITY VA UNIV REVS 4.179% 09-01-2117 BEO TAXABLE	147,505	141,150
Receivable Income - USD		
Income		34,419
TOTAL OTHER	2,120,566	2,036,460
Value of Interest in Common/Collective Trusts		
CF ARROWSTREET INTERNATIONAL EQUITY - ACWI EX US FUND	23,658,887	20,394,236
CF BLACKROCK STRIPS	283,100,000	290,571,581
CF LAZARD INTL STRAT EQ ACW EX-US FD	22,955,684	20,023,809
COLTV SHORT TERM INVT FD	9,127,979	9,127,979
MFB NT COLLECTIVE RUSSELL 1000 INDEX FUND - NON LENDING	164,296,912	155,998,207
Total Value of Interest in Common/Collective Trusts	503,139,462	496,115,812
Receivable Income - USD		
Income		22,621
TOTAL COMMON COLLECTIVE TRUSTS	503,139,462	496,138,433
TOTAL ASSETS HELD AT END OF YEAR	865,240,172	836,461,935

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25
Changes in Methods Since Prior Valuation
as of January 1, 2018

- The decrement timing was changed from beginning of the year to rounded middle of the year. This change in funding method received approval under a class ruling issued to Willis Towers Watson on March 18, 2019.

Plan Name: US Foods Consolidated Defined Benefit Retirement Plan
EIN / PN: 36-3642294/012
Plan Sponsor: US Foods
Valuation Date: January 1, 2018