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Sysco 3Q14 Earnings Results Sysco 3Q14 Earnings Results May 5, 2014 Filed by Sysco Corporation Commission File No. 001-06544

Pursuant to Rule 425 under the Securities Act of 1933 Subject Company: USF Holding Corp.

# Forward-Looking Statements

Statements made in this presentation or the accompanying earnings call that look forward in time or that express management meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements reflect the views of managerisks, uncertainties, estimates, and assumptions that may cause actual results to differ materially from current expectations. The benefits and expected timing of our business transformation initiatives, our plans and expectations related to and the benefits or related to acquisitions. These statements also include expectations regarding our operating performance results, market conditions.

management and Broadline cost per case performance, business transformation costs and expenses, free cash flow and capital expectations regarding our operating performance are subject to the general risks associated with our business, including the ri weather, crop conditions, work stoppages, intense competition, technology disruptions, dependence on large regional and natio and labor issues. Risks and uncertainties also include risks impacting the economy generally, including the risks that the current the economy may not increase and decreases in consumer spending, particularly on food-away-from-home, may not reverse. Meaning the economy may not increase and decreases in consumer spending, particularly on food-away-from-home, may not reverse. managed customers do not grow at the same rate as sales from regional and national customers, our gross margins may continu the profitability of our business depends largely on the success of our Business Transformation Project. There are various risks components may not provide the expected benefits in our anticipated time frame, if at all, and may prove costlier than expected than currently expected because we have encountered, and may continue to encounter, the need for changes in design or revision expenses at an earlier or later time than currently anticipated; the risk that our business and results of operations may be advers cost overages or limitations on the extent of the business transformation during the ERP implementation process; and the risk of ERP system, and the associated process changes, do not prove to be cost effective or do not result in the cost savings and other deployment of certain components of our ERP system so that we could address certain areas of improvement. We installed a m additional locations in the first 39 weeks of fiscal 2014, and have deployed the system to two additional locations in April 2014 success of the ERP system and the updates at the current locations. We may experience delays, cost overages or operating prob related to and the timing of the implementation of the ERP system, as well as the cost transformation and category management subjective evaluation of our overall business needs. We may fail to realize anticipated benefits, particularly expected cost saving anticipated benefits from our cost cutting efforts, we could become cost disadvantaged in the marketplace, and our competitive anticipated benefits of our category management initiative, and may be unable to successfully execute the initiative in our anticipated benefits of our category management initiative, and may be unable to successfully execute the initiative in our anticipated benefits of our category management initiative, and may be unable to successfully execute the initiative in our anticipated benefits of our category management initiative. on changes in business plans and other factors, including risks related to the implementation of our business transformation ini completions of acquisitions, construction schedules and the possibility that other cash requirements could result in delays or ca certain product categories, can have a negative impact on us and our customers, as high food costs can reduce consumer spend sales, gross profit, operating income and earnings. Expanding into international markets presents unique challenges and risks, it impact of local political and economic conditions, and such expansion efforts may not be successful. Any business we acquire benefits of our acquisitions. The consummation of the merger with US Foods is subject to regulatory approval and the satisfact conditions will be satisfied or waived and the requisite regulatory approvals received. Sysco and US Foods may be required to the divestiture of assets, which could negatively impact the projected benefits of the merger. Termination of the merger agreen \$300 million, which could adversely impact Sysco s stock price, liquidity and financial condition. As a result of uncertainties delay or decline to enter into agreements with us, and we may also lose current suppliers and customers, and fail to retain key of planning efforts may divert our management s attention from day-to-day business operations and the execution of our business Integration of the businesses of Sysco and US Foods may be more difficult, costly or time consuming than expected, and the magnetic consuming the system of the businesses of Sysco and US Foods may be more difficult, costly or time consuming than expected, and the magnetic consuming the system of the businesses of Sysco and US Foods may be more difficult, costly or time consuming than expected, and the magnetic consuming the system of the businesses of Sysco and US Foods may be more difficult, costly or time consuming the system of the businesses of Sysco and US Foods may be more difficult, costly or time consuming than expected, and the magnetic consuming the system of the system synergies. We may fail to retain some of US Foods vendors and customers after the proposed merger. Consummation of the could adversely impact our financial condition and may hinder our ability to obtain additional financing and pursue other busin impacting Sysco s business, see the Company s Annual Report on Form 10-K for the year ended June 29, 2013, as filed with filings with the SEC. Sysco does not undertake to update its forward-looking statements.

### Additional Information for US Foods Stockholders

In connection with the proposed transaction, Sysco currently intends to file a Registration Statement on Form S-4 that will include other relevant materials with the SEC. Stockholders of US Foods are urged to read the consent solicitation statement/prospecture because these materials will contain important information about the proposed transaction. These materials will be made available solicitation statement/prospectus, Registration Statement and other relevant materials, including any documents incorporated by www.sec.gov or for free from Sysco at www.sysco.com/investors or by emailing investor\_relations@corp.sysco.com. Such do statements and other information filed by Sysco with the SEC at the SEC public reference room at 100 F Street N.E., Room 15 the SEC's website for further information on its public reference room.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offering of securities Section 10 of the Securities Act of 1933, as amended.

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3Q14 Highlights
3Q14 Highlights
3
1
See Non-GAAP reconciliations at the end of this presentation.
Reported
Adjusted for Certain
```

### Items Results \$ Millions, except share data 3Q14 YOY % Change 3Q14 YOY % Change Sales \$11,277 3.2% \$11,277 3.2% Gross Profit \$1,995 2.7% \$1,995 2.7% Operating Expenses \$1,662 3.5% \$1,606 3.3% Operating Income \$333 (1.4%)\$388 0.3% Net Earnings \$181 (10.2%)\$223

(5.0%)
Diluted EPS
\$0.31
(8.8%)
\$0.38
(5.0%)

Consumer Spending Rebounded as Weather Improved
Consumer Spending Rebounded as Weather Improved
4
Restaurant Spend
Restaurant Traffic
Restaurant Spend/Traffic

(1)

- % Change vs. Year Ago U.S. Retail Data
- (2)
- % Change vs. Year Ago 1) Source: NPD Crest
- 2) Source: U.S. Dept. of Commerce

Business Transformation Progress
Business Transformation Progress
5
Technology
Product Costs
Operating Costs
Successfully converted

Functionality Working to ensure smoother transitions for each successive converting operating company On track to achieve FY14 and FY15 objectives All of pilot and wave 1, and the majority of wave 2 categories, launched in market by end of FY14 representing: \$5-7B in annual spend Program effectiveness enhanced by sharing best practices and greater communication Majority of route optimization complete by end of FY14 Where implemented, planned miles reduced 5% Fleet optimization over 500 pieces retired; 1,000 more to come Fleet and equipment acquisition and standardization completed resulting in substantially lower cost to acquire assets Increased focus on operations labor

management

5 operating companies

Significant progress in System stability Performance and scalability

this fiscal year

6

We are focused on
Creating value for our customers;
Driving transformational change within our company; and
US Foods merger integration planning
Expect market conditions will improve modestly for the remainder
of calendar 2014 and that Sysco s operating performance results will

show steady improvement
Strong execution is paramount to providing best-in-class customer service and meeting our FY14 financial objectives
Key Takeaways
Key Takeaways

Reported Adjusted for Certain Items Results \$ Millions, except share data 3Q14 YOY %

```
Change
3Q14
YOY %
Change
Sales
$11,277
3.2%
$11,277
3.2%
Gross Profit
$1,995
2.7%
$1,995
2.7%
Operating
Expenses
$1,662
3.5%
$1,606
3.3%
Operating
Income
$333
(1.4\%)
$388
0.3%
Net Earnings
$181
(10.2\%)
$223
(5.0\%)
Diluted EPS
$0.31
(8.8\%)
$0.38
(5.0\%)
3Q14 Highlights
3Q14 Highlights
7
1
See Non-GAAP reconciliations at the end of this presentation.
```

Case Growth Drives Sales Growth Case Growth Drives Sales Growth

(1)

(1)

Includes Broadline and SYGMA

3.0%

5.7%

4.1% 5.0% 4.1% 3.0% 3.2% Jan/Feb Sales +1.7% YOY Mar Sales +5.5% YOY 4Q13 1Q14 2Q14 3Q14 Case Growth Organic Acquisitions 4.3% 4Q13 1Q14 2Q14 3Q14 Sales Growth Inflation Case Growth/Mix Fx

3.0% 8

Gross Margin Pressure Moderated Gross Margin Pressure Moderated 9

(\$ in millions)

(32)

(19)

(28)

(68)(60)(9) -110 -90 -70 -50 -30 -10 1Q13 2Q13 3Q13 4Q13 1Q14 2Q14 3Q14 YOY Decline in Gross Margin (bps) Low inflation business; in locally-managed Strengthening trends Margin management; aided by: margin erosion mainly Deceleration in gross

(60)

10
Initiatives Continue to Drive Lower Cost per Case
Initiatives Continue to Drive Lower Cost per Case
retirement-related expense due to prior year restructuring
Partially offset by lower sales organization costs, and a decrease in
Increased corporate expense
and

Increased delivery and warehouse costs, including weather impact; Increased case volume, and new costs from acquired companies; Operating expenses increased \$57 million or 3.5% due to: Benefits generated from our transformation initiatives helped to lower Broadline cost-per-case \$0.03 in the quarter

11
FY14 Retirement-Related Expenses Lower Than Expected
FY14 Retirement-Related Expenses Lower Than Expected
FY14 Guidance
Year-over-Year Variance
H (L)
(in millions)

### Current

Prior

Pension & other

(121)

(121)

401(k) & other

45-55

61-71

Underlying retirement-related expense

(65-75)

(50-60)

Certain items

(20)

(20)

Total retirement-related expenses

(85-95)

(75-85)

Note: Totals may not foot due to rounding

(in millions) 3Q14 3Q13

YTD

FY14

YTD

FY13

# Operating expense \$71 \$83 \$198 \$242 Capital investment \$14 \$4 \$29

Cash outlay

\$61 \$67 \$161 \$201

\$14

12

Business Transformation Project Costs
Business Transformation Project Costs
In FY14, Business Transformation:
Expense expected to be \$275-300 million
Capital expected to be \$30-40 million
Cash outlay expected to be \$225-275 million

Capital Expenditures
Capital Expenditures
13
(\$ millions)
\$373
\$111
3

rd

Quarter

Year-to-Date

\$117

\$387

In 3Q14:

Recent equipment and fleet optimization projects contributed to lower spend, and

ERP stabilization activities drove higher business transformation spend

FY 2014

FY 2013

Technology

Fleet

Facilities

FY 2014

FY 2013

Technology

Fleet

Facilities

14

\$ Millions

YTD

FY14

YTD

FY13

% Chg

```
Cash Flow from Operations
$848
$759
11.7%
Capital Expenditures, net
1
364
361
0.8%
Free Cash Flow
$484
$398
21.5%
Dividends Paid
$498
$482
3.3%
Free Cash Flow Continues to Improve
Free Cash Flow Continues to Improve
1)
Capital expenditures are net of proceeds from sales of plant and equipment
```

Free cash flow may not foot due to rounding

15
Integration planning efforts underway; focused on
Day one readiness;
Value creation; and
Long-term organizational design
Merger benefits our customers and helps us become more efficient in an evolving and competitive marketplace

Customers have many choices in this fiercely competitive marketplace Continuing dialogue with the FTC
We expect the merger to close in the third calendar quarter of 2014
Update on Proposed Merger with US Foods
Update on Proposed Merger with US Foods

Non-GAAP Reconciliations

18 3Q14 Non-GAAP Reconciliations 3Q14 Non-GAAP Reconciliations

Sysco s results of operations are impacted by certain items which include charges from restructuring our executive retirement severance charges, US Foods merger and integration planning costs, change in estimate of self-insurance, charges from a conticlosures and amortization of US Foods financing costs. Management believes that adjusting its operating expenses, operating and diluted earnings per share to remove these certain items provides an important perspective with respect to our results and provides are inspective with respect to our results.

information to both management and investors that removes these items which are difficult to predict and are often unanticipat include in analyst's financial models and our investors' expectations with any degree of specificity. Sysco believes the adjusted over-year basis.

The company uses these non-GAAP measures when evaluating its financial results as well as for internal planning and forecas measures should not be used as a substitute in assessing the company s results of operations for the periods presented. An ana measure should be used in conjunction with results presented in accordance with GAAP. As a result, in the tables that follow, remove the certain items noted above.

19 3Q14 Non-GAAP Reconciliation 3Q14 Non-GAAP Reconciliation 13-Week Period Ended Mar. 29, 2014 13-Week

```
Period Ended
Mar. 30, 2013
13-Week
Period Change
in Dollars
13-Week
Period
% Change
Operating expenses (GAAP)
1,662,116
1,605,280
56,836
3.5
Impact of restructuring executive retirement plans
(773)
(5,444)
4,671
-85.8
Impact of MEPP charges
(40,744)
40,744
-100.0
Impact of severance charges
(1,512)
(3,595)
2,083
-57.9
Impact of US Foods merger and integration planning costs
(32,416)
(32,416)
NM
Impact of contingency accrual
(20,000)
(20,000)
NM
Impact of facility closure charges
(1,022)
(285)
(737)
258.6
Operating expenses adjusted for certain items (Non-GAAP)
```

1,606,393

```
1,555,212
51,181
3.3%
Operating Income (GAAP)
332,625
337,202
(4,577)
-1.4
%
Impact of restructuring executive retirement plans
773
5,444
(4,671)
-85.8
Impact of MEPP charges
40,744
(40,744)
-100.0
Impact of severance charges
1,512
3,595
(2,083)
-57.9
Impact of US Foods merger and integration planning costs
32,416
32,416
NM
Impact of contingency accrual
20,000
20,000
NM
Impact of facility closure charges
1,022
285
737
258.6
Operating income adjusted for certain items (Non-GAAP)
388,348
387,270
```

```
1,078
0.3
%
Interest Expense (GAAP)
32,224
$
34,215
(1,991)
-5.8
Impact of US Foods financing costs
(2,925)
(2,925)
NM
Interest Expense (GAAP)
29,299
34,215
(4,916)
-14.4%
Net earnings (GAAP)
180,937
201,417
(20,480)
-10.2
Impact of restructuring executive retirement plans (net of tax)
471
3,579
(3,108)
-86.8
Impact of MEPP charges (net of tax)
26,784
(26,784)
-100.0
Impact of severance charges (net of tax)
922
2,363
(1,441)
-61.0
Impact of US Foods merger and integration planning costs (net of
```

```
tax)
19,769
19,769
NM
Impact of contingency accrual (net of tax)
18,049
18,049
NM
Impact of facility closure charges (net of tax)
623
187
436
233.2
Impact of US Foods financing costs (net of tax)
1,784
1,784
NM
Net earnings adjusted for certain items (Non-GAAP) (1)
222,555
$
234,330
(11,775)
-5.0%
Diluted earnings per share (GAAP)
$
0.31
$
0.34
(0.03)
-8.8
Impact of restructuring executive retirement plans
0.01
(0.01)
-100.0
Impact of MEPP charges
0.05
(0.05)
Impact of US Foods merger and integration planning costs
0.03
```

0.03 **NM** Impact of contingency accrual 0.03 0.03 **NM** Impact of facility closure charges NM Impact of US Foods financing costs NM Diluted EPS adjusted for certain items (Non-GAAP) (2) 0.38 \$ 0.40 \$ (0.02)-5.0% Diluted shares outstanding 590,470,283 592,903,799 (1) Tax impact of adjustments for executive retirement plans restructuring, MEPP charge, severance charges, US Foods merger an closures and amortization of US Foods financing costs was \$32,029 and \$17,155 for the 13-week periods ended March 29, 201 income impact of each item by each quarter's effective tax rate with the exception of the impact of the charges from a continge (2) Individual components of diluted earnings per share may not add to the total presented due to rounding. Total diluted earnings per share is calculated using adjusted net earnings for certain items and adjusted net earnings underlying business, both divided by diluted shares outstanding. NM represents that the percentage change is not meaningful

more -

20 3Q14 Non-GAAP Reconciliation 3Q14 Non-GAAP Reconciliation 39-Week Period Ended Mar. 29, 2014 39-Week

```
Period Ended
Mar. 30, 2013
39-Week
Period Change
in Dollars
39-Week
Period
% Change
Operating expenses (GAAP)
4,862,579
4,725,752
136,827
2.9
Impact of restructuring executive retirement plans
(2,323)
(17,608)
15,285
-86.8
Impact of MEPP charge
(1,451)
(43,201)
41,750
-96.6
Impact of severance charges
(5,109)
(15,341)
10,232
-66.7
Impact of US Foods merger and integration planning costs
(36,769)
(36,769)
NM
Impact of change in estimate of self insurance
(23,841)
(23,841)
NM
Impact of contingency accrual
(20,000)
(20,000)
NM
Impact of facility closure charges
(2,497)
```

(1,974)

```
(523)
26.5
Operating expenses adjusted for certain items (Non-GAAP)
4,770,589
4,647,628
122,961
2.6%
Operating Income (GAAP)
1,162,600
1,198,635
(36,035)
-3.0%
Impact of restructuring executive retirement plans
2,323
17,608
(15,285)
-86.8
Impact of MEPP charge
1,451
43,201
(41,750)
-96.6
Impact of severance charges
5,109
15,341
(10,232)
-66.7
Impact of US Foods merger and integration planning costs
36,769
36,769
NM
Impact of change in estimate of self insurance
23,841
23,841
NM
Impact of contingency accrual
20,000
20,000
NM
Impact of facility closure charges
```

2,497

```
1,974
523
26.5
Operating income adjusted for certain items (Non-GAAP)
1,254,590
1,276,759
$
(22,169)
-1.7%
Interest Expense (GAAP)
92,536
97,325
(4,789)
-4.9%
Impact of US Foods financing costs
(3,093)
(3,093)
NM
Interest Expense (GAAP)
89,443
97,325
(7,882)
-8.1%
Net earnings (GAAP)
677,362
709,384
(32,022)
-4.5%
Impact of restructuring executive retirement plans (net of tax)
1,464
11,264
(9,800)
-87.0
Impact of MEPP charge (net of tax)
914
27,635
(26,721)
-96.7
```

```
Impact of severance charges (net of tax)
3,219
9,813
(6,594)
-67.2
Impact of US Foods merger and integration planning costs (net of
tax)
23,166
23,166
NM
Impact of change in estimate of self insurance (net of tax)
15,021
15,021
NM
Impact of contingency accrual (net of tax)
18,150
18,150
NM
Impact of facility closure charges (net of tax)
1,573
1,263
310
24.5
Impact of US Foods financing costs (net of tax)
1,949
1,949
NM
Net earnings adjusted for certain items (Non-GAAP) (1)
742,818
759,359
(16,541)
-2.2%
Diluted earnings per share (GAAP)
1.15
$
1.20
$
(0.05)
-4.2%
Impact of restructuring executive retirement plans
0.02
```

```
(0.02)
-100.0
Impact of MEPP charge
0.05
(0.05)
-100.0
Impact of severance charges
0.01
0.02
(0.01)
-50.0
Impact of US Foods merger and integration planning costs
0.04
0.04
0.0
Impact of change in estimate of self insurance
0.03
0.03
NM
Impact of contingency accrual
0.03
0.03
NM
Impact of facility closure charges
NM
Impact of US Foods financing costs
NM
Diluted EPS adjusted for certain items (Non-GAAP) (2)
1.26
$
1.28
(0.02)
-1.6
%
Diluted shares outstanding
589,834,321
591,054,506
(1)
```

Tax impact of adjustments for executive retirement plans restructuring, MEPP charge, severance charges, US Foods merger coaccrual, charges from

facility closures and amortization of US Foods financing costs was \$44,627 and \$28,149 for the 39-week periods ended March operating income impact of each item by each 39-week period's effective tax rate with the exception of the impact of the charg (2)

Individual components of diluted earnings per share may not add to the total presented due to rounding. Total diluted earnings per share is calculated using adjusted net earnings for certain items and adjusted net earnings - underlying business, both divided by diluted shares outstanding. NM represents that the percentage change is not meaningful

more -

21 3Q14 Non-GAAP Reconciliation 3Q14 Non-GAAP Reconciliation

Free cash flow represents net cash provided from operating activities less purchases of plant and equipment and includes proceed equipment. Sysco considers free cash flow to be a liquidity measure that provides useful information to management and invegenerated by the business after the purchases and sales of buildings, fleet, equipment and technology, which may potentially be things, strategic uses of cash including dividend payments, share repurchases and acquisitions. We do not mean to imply that

available for discretionary expenditures, however, as it may be necessary that we use it make mandatory debt service or other payments. Free cash flow should not be used as a substitute in assessing the company s liquidity for the periods presented. An analysis of any non-GAA used in conjunction with results presented in accordance with GAAP. In the table that follows, free cash flow for each period cash provided by operating activities. 39-Week Period Ended Mar. 29, 2014 39-Week Period Ended Mar. 30, 2013 39-Week Period Change in Dollars 39-Week Period % Change Net cash provided by operating activities (GAAP) 848,064 759,408 88,656 11.7 % Additions to plant and equipment

```
(387,451)
(373,048)
(14,403)
-3.9
Proceeds from sales of plant and equipment
23,695
12,115
11,580
95.6
Free Cash Flow (Non-GAAP)
484,308
$
398,475
$
85,833
21.5
%
```