

# 2008 LIMITED LIABILITY COMPANY ANNUAL REPORT

**FILED**  
**Feb 25, 2008 8:00 am**  
**Secretary of State**

02-25-2008 90145 001 \*\*\*277.50

**30000658**



02012008 Chg-LLC CR2E083 (12/06)

<b>DOCUMENT # M07000003784</b> 1. Entity Name <b>USF PROPCO II, LLC</b>					
Principal Place of Business <b>C/O DUBILIER, CLAYTON &amp; RICE, INC.</b> <b>375 PARK AVENUE, 18TH FLOOR</b> <b>NEW YORK, NY 10152</b>			Mailing Address <b>C/O DUBILIER, CLAYTON &amp; RICE, INC.</b> <b>375 PARK AVENUE, 18TH FLOOR</b> <b>NEW YORK, NY 10152</b>		
2. Principal Place of Business - No P.O. Box # <b>9399 West Higgins Road</b>		3. Mailing Address <b>9755 Patuxent Woods Drive</b>			
Suite, Apt. #, etc. <b>Suite 500</b>		Suite, Apt. #, etc. <b>Legal Department</b>			
City & State <b>Rosemont</b>		City & State <b>Columbia</b>		4. FEI Number <b>77-0689385</b>	
Zip <b>60018-6600</b>		Country <b>USA</b>		5. Certificate of Status Desired <input type="checkbox"/> <b>\$5.00 Additional Fee Required</b>	
6. Name and Address of Current Registered Agent  <b>CORPORATION SERVICE COMPANY</b> <b>1201 HAYS STREET</b> <b>TALLAHASSEE, FL 32301-2525</b>			7. Name and Address of New Registered Agent -- Name Street Address (P.O. Box Number is Not Acceptable) City <span style="float: right;"><b>FL</b> Zip Code</span>		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
<b>FILE NOW!!! FEE IS \$138.75</b> <b>After May 1, 2008 Fee will be \$538.75</b>		Make check payable to <b>Florida Department of State</b>			
9. MANAGING MEMBERS/MANAGERS			10. ADDITIONS/CHANGES		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>MTRM</b> <b>USF PROPCO MEZZ A, LLC</b> <b>375 PARK AVE., 18TH FLOOR</b> <b>NEW YORK, NY 10152</b>	<input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>MGRM</b> <b>USF PROPCO MEZZ A, LLC</b> <b>9399 WEST HIGGINS ROAD, SUITE 500</b> <b>ROSEMONT, IL 60018-6600</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
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11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.					
<b>SIGNATURE:</b>			Juliette W. Pryor, Assistant Secretary of Managing Member 02/01/2008 (410) 312-7191		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #					
by: USF Propco Mezz A, LLC, its managing member; by: USF Propco Mezz B, LLC, its managing member; by: USF Propco Mezz C, LLC, its managing member; by: U.S. Foodservice, Inc., its managing member					