

We believe...
good works



2011 C&S COMMUNITY INVOLVEMENT REPORT

table of Contents

3 - 4	Letter from Rick	21 - 24	Volunteer Work
5 - 10	Hunger	25 - 26	Environment
11 - 14	Children	27 - 28	Company Overview
15 - 20	Communities	29 - 30	Partial list of Grantees



good works.

In a world of uncertainty, change and challenges, it can be easy to give up any hope of making a difference. But where would our world be without believers? Without the dedicated visionaries who brought us democracy, modern agriculture, electricity, penicillin, the Internet?

Today, the world needs believers more than ever before. Faced with a shrinking global economy, climate change, and a worldwide rise in hunger, we are challenged to open our minds. To think about old problems in new ways. To imagine, to believe, and to take action.

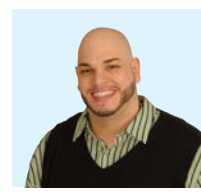
We believe

- In the right of every human being to live a productive, meaningful life
- In the responsibility of every successful company to give something back to society
- That it is absolutely imperative to protect our planet and our environment through conservation and sustainable practices
- That all children deserve love, nourishing food, health care, and an education that will allow them to be self-sufficient
- In the power of collaboration and teamwork to effect positive change

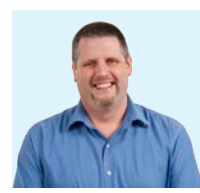


Good works. In this, our seventh Community Involvement Report, you'll meet C&S employees who are making a difference for their communities and neighbors across the country.

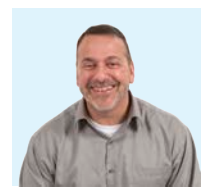
Good Works ... because we do



Abimael Cruz, Hi-Lo Operator
 Bethlehem, PA coaches the Bethlehem Saints, a youth football team.
"I believe my volunteering will help kids in my community and have a positive impact on their lives."



John Byrnes, Senior Director, Operations, Information Systems
 Keene, NH volunteers at The Community Kitchen in Keene.
"I believe it is the duty of everyone to help those that are not as fortunate — to give back as much as you possibly can."



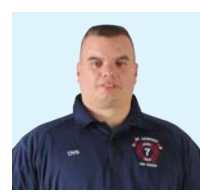
Joe DiLoreto, Marketing Manager
 Keene, NH volunteered for a week in Haiti with his wife rebuilding an elementary school damaged in the earthquake.
"I believe every child on this planet deserves an opportunity for an education."



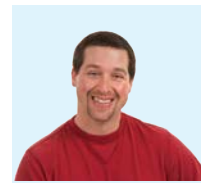
Ashlee Carter, Facilities Project Coordinator, Keene, NH volunteers as a victim advocate and crisis hotline counselor at the Monadnock Center For Violence Prevention.
"I believe everyone has the right to live in a safe, healthy, and protective environment."



Maritza Owen, Human Resources Claims Representative
 South Hatfield, MA is a volunteer and participant in the National Kidney Foundation's annual walk.
"I believe that by taking the initiative to make a difference, all dreams are possible."



Christopher Sleeper, Truck Driver
 Upper Marlboro, MD is a 16+ year volunteer with the St. Leonard Volunteer Fire & Rescue Co. and has received many awards for his lifesaving work.
"I believe there is no greater reward as a volunteer firefighter/EMT than to be able to help another person in their time of need."



Brian Shuey, Lift Operator
 Brattleboro, VT wears a 10-foot tall cow suit in the "Strolling of the Heifers" parade, a community event celebrating family farms.
"I believe the excitement and energy that this event brings to the region helps farmers, families and our entire community."



Patti Boudreau, Inventory Control Supervisor, Sacramento, CA volunteers at Snow Line Hospice Thrift Shop every Saturday.
"I believe every person with a life threatening illness should have tenderness in care, an ear to hear their thoughts and feelings ... and a hug if they need it."

C&S Community Involvement Mission Statement

C&S supports initiatives to end hunger and to strengthen the communities where our employees live and work.



Rick Cohen, President & CEO of C&S Wholesale Grocers, with his daughter Perry Cohen, Vice President, Leadership Development & Talent Acquisition

A Letter from Rick Cohen

What does it mean to be a values-based company? For C&S, it means not only believing in our customers and employees and growing our business, it also means making a difference for our communities, for children, and for our planet.

For over 90 years, giving back has been an integral part of our C&S culture. It's an imperative that's proudly shared by the C&S team — and wholeheartedly expressed through a multitude of community grants, initiatives and programs. In 2011 alone, we supported hundreds of charities, nonprofits, and community organizations.

Our community involvement effort is by no means a top-down directive. C&S employees lead the way on many of our most successful projects, from our annual United Way campaign to Make a Difference Day to our company-wide Hunger Action food drives. In fact, many C&S employees have told us that our Company's emphasis on community involvement played a key part in their decision to come and work here. I think that says a lot about them ... and about us.

In addition to our employees, we are also guided by our customers and community partners, who challenge us to focus our energies for maximum effectiveness. A few years ago, we developed a corporate citizenship strategic plan that has helped us focus our resources more effectively than ever. And we're already seeing great results.

At C&S we want to challenge old ways of thinking. Open up new possibilities. Encourage creative solutions to entrenched problems. Above all, we want to use our resources effectively to drive positive change.

Where to start? The answer is simple. We start with what we believe in. And we believe that **good works**.

**Rick Cohen
President & CEO**



**c&s nourishing change
strengthening communities™**

we believe...
that no one should have
to live with hunger



One in six Americans is facing hunger.

Right now, millions of Americans are living with hunger. Men and women who've lost their jobs and are struggling to hold onto their families and homes. Children whose parents don't earn enough to cover basic needs. Seniors who can't stretch their Social Security checks beyond the second week of the month.

The economic turmoil of the last four years has only added to the crisis. Today, one in six Americans — over 50 million people* — are living with hunger or food insecurity. With food prices climbing and extended unemployment benefits about to run out for millions of people, the need has never been greater.

At C&S we are responding to the national hunger crisis by increasing our support for Feeding America and Share Our Strength, two of America's most respected and most effective hunger relief organizations. Through these charities, we are able to provide food for millions of Americans.



6,000,000
MEALS

C&S proudly supports the food banks of Feeding America. In 2011 we donated enough food to provide over six million meals.

* Source: Feeding America

Someone you know
is hungry.

Hunger can strike anyone. If you know more than six people, chances are you know someone whose family is facing hunger.



Meet our

Food Bank Partners

Hunger in America is increasing at an alarming rate.

One in eight Americans relies on a Feeding America food bank for daily assistance. C&S is proud to support 20 of these organizations with donations of food and cash.

Community Food Bank of Central Alabama Birmingham, AL

In 2010, this food bank distributed nine million pounds of food and added 21 new member agencies, serving 400,000 people.

Community Food Bank of Fresno Fresno, CA

The Community Food Bank of Fresno serves 90,000 people on a weekly basis and offers programs such as the Mobile Pantry, delivering fresh produce and healthy foods to individuals in need.

Food Bank of Contra Costa & Solano Concord, CA

In addition to serving more than 132,000 individuals per month, this food bank is a major recycler of paper, plastic, aluminum, and cardboard.



Second Harvest Food Bank of San Joaquin and Stanislaus Counties Manteca, CA

Working with more than 200 partner agencies, Second Harvest Food Bank distributes one million pounds of food to more than 35,000 individuals each month.

Foodshare Bloomfield, CT

Foodshare distributes 16 tons of food each day to 300 partner organizations, serving 128,000 people, including 10,000 seniors and 50,000 children.

Capital Area Food Bank Washington, D.C.

The Capital Area Food Bank, founded in 1980 on Martin Luther King, Jr.'s birthday, distributes nearly 30 million pounds of food annually.

Hawaii Food Bank Honolulu, HI

With hunger in Hawaii increasing by 39% since 2006, Hawaii's only major food bank now feeds more than 14% of the state's population.

Gleaners Food Bank of Indiana Indianapolis, IN

Since 1980, this food bank has provided the equivalent of 275 million pounds of food and 212 million meals for people in need.

Second Harvest Food Bank of East Central Indiana Muncie, IN

This food bank serves emergency food pantries, soup kitchens and shelters. Their Commodity Supplemental Food Program provides a 40-pound box of food each month to elderly individuals in two counties.

Maryland Food Bank Baltimore, MD

The Maryland Food Bank has increased distribution by 96% since fiscal year 2007. In 2011, 23 million pounds of food were provided, for almost 18 million meals.

Food Bank of Western Massachusetts Hatfield, MA

Serving the largest geographic area of all food banks in Massachusetts, this environmentally-conscious food bank is LEED-gold certified, and serves 108,000 people each year.

New Hampshire Food Bank Manchester, NH

As the only food bank in New Hampshire, this organization provides more than 6.5 million pounds of food to 412 organizations throughout the state.

Food Bank of the Hudson Valley Cornwall-on-Hudson, NY

This food bank, in collaboration with the Regional Food Bank of Northeastern New York, provides assistance to more than 1,000 member agencies in 23 counties.

Food Bank of Western New York Buffalo, NY

Serving those in need since 1979, the 350 member agencies of the Food Bank of Western New York provide food to 100,000 people each month, including 39,000 children.

Regional Food Bank of Northeastern New York Latham, NY

Serving 23 counties in northeastern New York, this food bank provided 1,000 agencies with more than 24 million pounds in 2010.

Central Pennsylvania Food Bank Harrisburg, PA

The Central Pennsylvania Food Bank serves 250,000 people each year. About 8% of these are elderly and about 34% are children under 18 years old.

Second Harvest Food Bank of Northwest Pennsylvania Erie, PA

The Second Harvest Food Bank distributed more than 8.1 million pounds of food in 2010; a 14% increase from the previous year.

Second Harvest Food Bank of the Lehigh Valley and Northeast Pennsylvania Allentown, PA

This food bank delivered 5.1 million pounds of food to 200 member agencies in 2010. These agencies serve more than 63,000 individuals each month; more than half are children and seniors.

Harvest Hope Greenville, SC

Harvest Hope provides assistance to more than two million individuals each year through 476 partner agencies.

Vermont Food Bank Brattleboro, VT

The Brattleboro branch of the Vermont Food Bank is virtually located in the front yard of a C&S distribution center. This food bank provides assistance to 86,000 Vermonters through 280 organizations.



**FEEDING
AMERICA**



One in five U.S. children do not have access to nutritious food on a regular basis .

According to the U.S. Department of Agriculture, more than 16 million children do not have access to nutritious food on a regular basis. For many of these children, the National School Lunch program provides critical nutrition, but what happens to these kids on weekends? Since 2007, the Feeding America Backpack Program has been helping children get nutritious, easy-to-prepare food over the course of the weekend. Today, bags of food assembled at more than 160 local food banks are distributed to nearly 280,000 children every year.

The C&S investment in Feeding America to reach kids through the Backpack Program included these initiatives in 2011:

BackPack Program Peer-to-Peer Mentoring

15 pairs of mentoring relationships structured between experienced Backpack Program staff in food banks to share best practices with network members throughout the U.S.

BackPack Leadership Lab

10 top food bank experts brought together for a multi-day think-tank to position the Backpack program for future growth.

BIG Banner Design and Production

62 colorful 15-foot vinyl banners for food banks to draw attention and awareness to the Backpack program and to the issue of child hunger.



BackPack Educational Toolkit Design and Production

30,000 booklets produced as part of "The Zipper", a creative educational toolkit for children, containing information about healthy eating.

Child Hunger Digital Campaign Development and Execution

Developed Backpack web content on feedingamerica.org, to help visitors learn more about the program, encourage donations, and inspire them to volunteer.

Helped fund strategies and mechanisms to connect Feeding America with top childhood hunger communicators and bloggers in the social media space.

Established a digital newsroom available around the clock on feedingamerica.org to capture and give prominence to child hunger "in the news" articles and multimedia content for journalists and others.

Distribution of Sesame Street Materials

10,000 copies of Sesame Street's "Food for Thought" kit for food banks for distribution to clients with children ages two to eight.

Agency Conference Scholarships

20 scholarships for food bank leaders to attend Feeding America's national programs conference.

Child Hunger Research

C&S is making possible evaluation and research on childhood hunger programs.

National Backpack Program Communications Plan

Designed and produced an educational insert for USA Today, featuring eight client stories about kids who have benefited from the Backpack program.

Developed seven videos about children and families who have benefited from the Backpack program

Developed and implemented "Pack 'Til They're Back," a month-long campaign to raise awareness of child hunger and the Backpack program, with an emphasis on making sure that children at risk get enough food over the long Thanksgiving weekend.



Helping hungry kids with food, fun and facts:

C&S funds The Backpack Zipper

In 2011, C&S partnered with Feeding America to take the Backpack Program one step further. With our support, more than 30,000 "BackPack Zipper" kits were created and distributed to children and families who participate in the Backpack program. The printed toolkit is chock full of great information about nutrition, plus easy-to-make recipes, games about healthy food choices and suggestions for physical activities.

we believe...
**every child
 deserves a chance**



Every child deserves a chance to be healthy and happy. But too many children today face the challenges of illness, poverty and hunger. At C&S we believe in taking action to help these children. In addition to our support for organizations that help hungry kids, we are also involved in programs that focus on child literacy and on the needs of children with cancer.

Hope flies high

Sometimes, the best hospital for a child with cancer is hundreds of miles away from the family home. But airfare can be expensive, and many families are forced into debt just to pay travel costs. That was the case with Aiden, pictured at left with his mom. Aiden, whose family lives in Virginia, was just a year old when he was diagnosed with a rare form of cancer that required months of treatment at a Boston hospital.

C&S stepped in to help. We provided free air travel for Aiden and his family on our corporate jet. As members of the Corporate Angel and Sky Hope Networks, we are happy to “give a lift” to sick kids and their families whenever we can, by donating transportation to hospitals and treatment centers.



Damian Coleman, who works for C&S in Bethlehem PA, has a very receptive audience. He and 20 coworkers read to children at a local elementary school where First Book provided books.

C&S partners with First Book to inspire young readers

Children who can read are children who can succeed.

That’s the idea behind First Book, the child literacy organization that transforms lives by providing new, high-quality books to children in need. To date, the organization has distributed more than 85 million books to programs and schools serving children from low-income families throughout the United States and Canada.

C&S has been a strong supporter of First Book since 2007. We believe that improving literacy — inspiring children to love books and reading — leads to increased opportunities, better outcomes in school and in life, and decreased poverty. Our investments in First Book focus on providing books to children in and around communities where our employees live and work. In 2011 we targeted Bethlehem, PA where we made possible the donation of 10,000 books. This year we also helped the First Book National Book Bank distribute 250,000 books to children in the Washington, D.C. area, and helped First Book connect with organizations serving military families.

First Book is America’s leading child literacy organization

85 million
 books donated to date

35,000
 books donated per day

27,000
 registered groups

C&S tees up for kids



Children's charities are dear to our hearts at C&S. Each year we make substantial donations to organizations working to help children lead safer, healthier and happier lives. One of our most successful initiatives for children is the C&S Charities, Inc.'s annual Charity Golf Outing. This event, now in its 27th year, inspires our customers and vendors to "tee up" for kids. We raised \$1.1 million in 2011 to help six organizations. C&S Charities, Inc. is the coordinating entity.

C&S supports The Hole in the Wall Gang Camp

Founded by Paul Newman, The Hole in the Wall Gang Camp is a nonprofit center serving children and their families coping with cancer, sickle cell anemia, and other serious illnesses. Through summer sessions, weekend programs and year-round outreach to hospitals and clinics, the camps serve 20,000 children and their families, all free of charge.

Cancer can't compete...

with campfires, crafts, sports, games and fun in the sun. At The Hole in the Wall Gang Camp, kids can be kids — not cancer patients.

Children's Hospital at Dartmouth, Lebanon, NH	\$330,000 for care and treatment of children in the pediatric oncology unit
The Jimmy Fund/Dana-Farber Cancer Institute, Boston, MA	\$132,000 for pediatric cancer research
The Hole in the Wall Gang Camp, Ashford, CT	\$77,000 for camperships for kids with cancer
Jennifer's Gift of Hope Maynard, MA	\$22,000 to help families coping with a child's illness
Feeding America Chicago, IL	\$275,000 for the national Backpack Program
Share Our Strength, Washington, DC	\$264,000 for the No Kid Hungry campaign, the Conference of Leaders and the annual teacher's report on hunger in schools



Photos Courtesy of Mark Washburn at the Children's Hospital, Dartmouth and The Hole in the Wall Gang Camp.

we believe...
everyone deserves a joyful holiday.



C&S Charities, Inc. Holiday Good Works

The holidays are a time of joy and celebration with those we love. For many families, however, the holidays can be stressful, especially in a tough economy when budgets are stretched thin.

In 2011, C&S employees volunteered to make the holidays merrier for our neighbors in need. From toy drives to Adopt-A-Family programs, hundreds of employees at 20 C&S and ES3 facilities participated in our Holiday Good Works projects, making the holidays brighter for those in need. We were "Secret Santas" for hundreds of children and families, making sure there were gifts and treats on Christmas morning. We sent holiday cards to soldiers serving overseas, and collected toys for their children. We also packed gift bags and served holiday dinners for residents of homeless shelters.

Warm Hearts, Warm Hands

The winter of 2011 was one for the record books, with weeks of snow and freezing temperatures. C&S partnered with One Warm Coat for our annual winter clothing drive. This program, which started in 2009, has grown from three participating C&S facilities to seven. In 2011, our employees collected over 2,000 pounds of winter coats, hats, gloves, boots and other warm clothing for families in need.



we believe...

a little help can make
a big difference!

The C&S Mini Grant Program

C&S supports local communities through our Mini Grant program which provides funds or food to community groups within 20 miles of our facilities. C&S employees who understand local needs review and decide on the requests for support. Some of the grants approved during 2011 included:

Northampton County Special Olympics

Bethlehem, PA

C&S helped fund the Early Intervention Olympics, an annual, half-day event of fun games and activities for future Special Olympians and their parents.

Hearts and Hooves

Sacramento, CA

Our Mini Grant supports this unique program that taps into the beauty and gentle nature of miniature horses to help heal emotionally fragile children, adults and seniors.

AIDS Walk San Joaquin

Stockton, CA

We beefed up support for the 17th annual AIDS Walk with 400 hamburger patties to fuel participants in this event. Proceeds benefit HIV/AIDS organizations in San Joaquin County.



Big Brothers Big Sisters of Erie County

Erie Logistics, Lancaster, NY

Big or little, these "siblings" and their supporters love to bowl — and eat! C&S provided food and beverages for Bowl for Kids Sake, an annual event designed to thank volunteers and raise funds for the organization.

Windsor Locks Senior Center

Windsor Locks, CT

The senior center delivers over 750 meals annually to shut-ins and elderly persons who cannot cook for themselves. A C&S Mini Grant will help keep the program cooking!

United States Veterans Initiative

Collington Services, Upper Marlboro, MD

This Mini Grant supports the Permanent Supportive Housing (PSH) initiative for homeless military veterans in Washington, DC. The PSH program provides a safe environment for these vets to help stabilize their lives, return to work, address chronic medical and sobriety issues and reintegrate into society.

Pacific Islands Fisheries Group

Honolulu, HI

A C&S Mini Grant helped support free workshops aimed at teaching children how to appreciate the natural environment and to promote conservation through a focus on fishing (an important Hawaiian industry.)

Noble Visiting Nurse and Hospice, Inc.

Westfield, MA

This C&S Mini Grant supports the Youth Grief Support Program, which helps children who have experienced a loss to process their grief by sharing feelings and experiences with peers in the same situation. The program is led by a clinical social worker and is free to participants.

Mauldin Miracle League

Mauldin, SC

Every child deserves the opportunity to play! This Mini Grant helped the Mauldin Miracle League build an "inclusive play" playground to accommodate disabled children in wheelchairs who currently participate in the league's baseball program.

A million ways to help our neighbors



The work that United Way does is inspiring and life-changing. For 125 years, they've helped mobilize the caring power of communities for positive social change. Thanks to United Way, millions of Americans find support, allowing them to live through challenging and difficult times with dignity and hope.

C&S: Proudly partnering with United Way

C&S is proud to support the work of United Way. As a member of the organization's Global Corporate Leadership (GCL) program, we actively partner with United Way to make our communities better, stronger places to live and work. We are pleased to announce that in 2011, our annual United Way campaign surpassed all previous records, raising over \$1,178,959 through employee pledges and a corporate match. These funds will benefit 105 United Way chapters throughout the country.

"United Way could not make the impact that it does in communities without important, long-time supporters like C&S Wholesale Grocers. Their leadership is improving lives and strengthening communities throughout the country."

Brian Gallagher, President and CEO
United Way Worldwide

We honor our heroes

C&S remembers 9/11

2011 marked the tenth anniversary of 9/11, and C&S joined with other Americans to pay tribute to the victims and heroes of that tragedy. We offered our respects in several ways: holding a ceremony at our corporate headquarters, documenting employee remembrances in a video, posting tributes in our distribution centers and offices, and lowering our flags to half-staff.

Customers and employees in our retail businesses observed a moment of silence at 8:46 a.m., the time the first jet struck the North Tower of the World Trade Center.

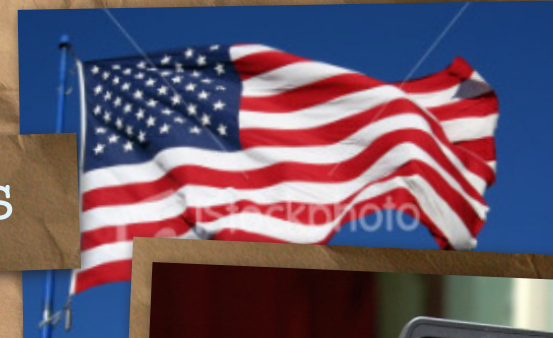
C&S also made a contribution to the 9/11 Memorial Museum and Park in New York City. Our gift will help the park remain free and accessible to all.

Honoring our troops and their families

There's a saying that "freedom isn't free; it requires sacrifices." This year, employees at four C&S locations showed their appreciation for our armed forces by assembling back-to-school kits for children of military families. In addition to school supplies, employees enclosed handwritten notes of encouragement for each child.

Bringing military families closer

For children whose parents are deployed in a war zone, bedtime can be the loneliest time of day. That's why C&S is supporting First Book's alliance with United Through Reading. With our help, 1,500 soldiers serving overseas each received a children's book, and were videotaped



reading the story aloud. The book, along with the video, was sent home to their families for sharing — at bedtime, or any other time.

Jobs for American veterans

According to the U.S. Chamber of Commerce, the unemployment rate for post-9/11 veterans last year was 11.5% — well above the national average. The Hiring Our Heroes national initiative is calling for U.S. businesses to hire more of these vets. Our C&S Talent Acquisition team is responding by recruiting, training and hiring more veterans throughout the company.



2011 disasters hit home for our C&S family



"During my 30 years of working in retail, I have never witnessed the level of commitment and passion that was demonstrated in response to the storms in Alabama, Georgia and Mississippi."

Max Henderson, President
Southern Family Markets



For millions of people, 2011 will be remembered as a year when natural and manmade disasters stretched human endurance and resources to their very limit. C&S was among the first organizations to respond to the critical needs of communities hardest hit by these events.

Tornadoes in Alabama

In late April, 2011, more than 173 tornadoes raged across the Southeast, claiming hundreds of lives and destroying homes, businesses, and entire communities. The destruction was especially severe in Alabama, where C&S operates several warehouses and supermarkets. One employee died, several were injured and many lost homes and cars.

C&S reached out to employees affected by the storms, with an offer to provide assistance. A company-wide fund drive brought out the best in us, and thousands of dollars were raised to help our colleagues.

We also reached out to help our neighbors and first responders, setting up grills in our parking lots to cook meals for everyone with food donated by the Company. When the roads opened, we delivered truckloads of food and water to communities in need. Throughout the crisis, C&S supermarket partners and warehouse employees focused on providing a lifeline to their neighbors.

Tornadoes devastate Massachusetts

On June 1, a series of violent tornadoes touched down near our C&S facility in Westfield, MA. The next day, we received an early morning call from the Massachusetts State Police, working in collaboration with the Food Bank of Western Massachusetts and the American Red Cross, asking for help. Within hours, C&S donated food and water for lunches that were served through the Red Cross mobile meal service. Later, we donated 1,000 more lunches, breakfast foods and other supplies. We also loaned the Red Cross a 51-foot refrigerated trailer, filled with food and ice, to keep food fresh for those in need.

Seven C&S Westfield employees experienced serious damage to their property from the tornadoes; one had her home completely destroyed. Five of these employees applied for and received assistance from Friends at C&S, our employee assistance fund.

Picking up the pieces after Irene

On August 30, communities in New York and Vermont were hit by massive floods in the wake of Hurricane Irene. Homes and businesses were washed away in just hours, including a C&S-owned Grand Union store in Middleburgh, NY.

C&S was quick to respond. Over the next few weeks we sent more than 73 tons of food, water and ice to food banks in those areas hardest hit. Our employees also pitched in to help communities with clean-up efforts.

C&S responds to the need in Japan

As rescuers struggled to reach survivors of the 8.9-magnitude earthquake and devastating tsunami that claimed thousands of lives, C&S contacted the Red Cross to deliver funds in support of their humanitarian recovery and relief efforts. We also emailed donation information to our employees, who were eager to help.



we believe...
we can change
the world



Meet Brian Shuey, Chris Sleeper and Ashlee Carter. They're not just examples of great C&S employees, they're also the kind of people you'd like to have as neighbors and friends. They're positive, energetic and always willing to roll up their sleeves to help others.

Brian's story

Brian stands tall among his peers. And when we say tall, we mean 10 feet tall! For the last five years, Brian has been entertaining children and helping raise awareness and money for family farms by dressing up as a giant cow for the annual Strolling of the Heifers parade in Brattleboro, VT. This event — which includes a C&S “float” built by employees — draws attention from around the world and crowds of over 50,000 people.

Chris's Story

A few years ago Chris was diagnosed with leukemia. But it would take a lot more than cancer to keep this guy down. When he's not driving for C&S, he drives the St. Leonard Fire & Rescue Co. truck in St. Leonard, MD, where he's been volunteering for more than 16 years. This year, Chris will wear full firefighting gear and climb 69 flights of stairs in the 2012 Firefighters Stair Climb event to raise money for the Leukemia and Lymphoma Society.

Ashlee's Story

Ashlee is a volunteer with the Monadnock Center for Violence Prevention in Keene, NH. As an advocate, Ashlee provides counsel and support to victims of sexual assault, both on the center's 24-hour crisis line, and in the emergency room. “Many people fear this type of volunteer work,” says Ashlee, “but empowering someone going through a crisis related to sexual assault or abuse, and leading them to believe that they are not a victim, but a survivor, gives me hope that I'm making a difference in individual lives and in the struggle to end sexual and domestic violence in our society.”



No Kid Hungry: C&S supports Share Our Strength

Share Our Strength is a national organization working to help develop long-term solutions to the problem of hunger. In 2011, C&S continued our strong support for Share Our Strength with funding to support several key programs.

Annual Conference of Leaders

This conference engages, educates and inspires key supporters of Share Our Strength, including volunteers, grantees, advocates, chefs and corporations. More than 480 participants gathered in October to exchange experiences and share ideas in the fight against hunger. C&S has been the presenting sponsor of the conference since 2009.

Teachers Report: Hunger In Our Schools

The third annual Teachers Report, which will be released in 2012, will again combine teachers' personal stories and observations with a formal survey of teachers from schools across the country. The reports provide comparable yearly data and support Share Our Strength's goal of calling attention to hunger in America's classrooms, creating a dialogue that can lead to solutions. C&S has provided funding for the Teachers Report since its inception.

The No Kid Hungry Campaign

Support from C&S helped establish Share Our Strength's online Center for Best Practices. Available 24/7, the Center facilitates learning and sharing of good ideas and tactics among groups working to end childhood hunger through comprehensive, state- and city-based efforts.

C&S Makes a Difference Across America

For the ninth year, employees at C&S Wholesale Grocers facilities joined millions of volunteers around the country to participate in Make A Difference Day. Working closely with local nonprofit organizations, 16 C&S facilities organized 15 community service projects, ranging from repairing flood damaged homes to serving meals at soup kitchens. C&S covered the costs of all materials needed for our Make A Difference Day projects.



Aberdeen, MD	Landscaping at Aberdeen Middle School
Birmingham, AL	Repairing homes belonging to elderly, homebound, and fixed-income families in partnership with Carpenter's Hand
Brattleboro, VT	Making repairs to homes that were affected by Tropical Storm Irene at the Mountain Home Trailer Park
Dubois, PA	Packing food and clothing boxes for flood victims along the Susquehanna River
Erie / Buffalo, NY	Serving a meal at the Friends of the Night Shelter
Fresno, CA	Preparing food boxes at the Community Food Bank of Fresno
Hatfield, MA	Assisting at a charity event at New Horizons Community Center
Waianae, HI	Building a fence around a playground and landscaping at the Waianae Homeless Shelter
Keene, NH	Landscaping at Big Brothers Big Sisters of Western New Hampshire
Mauldin, SC	Helping kids with special needs through the Mauldin Miracle League
Newburgh, NY	Accomplishing yard work at the Food Bank of the Hudson Valley
Sacramento, CA	Packing 75 backpacks with food and winter clothing for children through the Sacramento Food Bank
Stockton, CA	Sorting and packing food boxes at the Stockton Emergency Food Bank
Suffield, CT	Renovating Babb's Roller Rink, a nonprofit, historic landmark supported by Citizens Restoring Congamond
Westfield, MA	Landscaping at the Westfield Cancer House of Hope
Windsor Locks, CT	Renovating Babb's Roller Rink, a nonprofit, historic landmark supported by Citizens Restoring Congamond

"I believe in hope."



Meet Dawna Cardenas, C&S 2011 Volunteer of the Year.

For the past five years, Dawna, a demand planner for C&S, has volunteered to help organize the American Cancer Society's Relay for Life in Keene, NH. In 2011, she served as Chair of the event planning committee, working for months to coordinate every detail of this 18-hour, overnight fundraiser, from promotion, logistics, and entertainment to her favorite part of all: lighting remembrance luminaria to honor loved ones lost to cancer.

For Dawna, who lost a beloved grandmother to cancer, the work of planning the Relay has special meaning. "When you're really committed to a cause, you find the time to give," she says. C&S salutes Dawna and all our

employee volunteers who donate their time, skills and energy to helping make the world a healthier, better place.

We encourage our volunteers
C&S supports our employee volunteers with two popular programs:

Dollars for Doers

This C&S program leverages our employees who volunteer. For each hour of service, C&S makes a financial contribution to the community organizations where they volunteer.

Team Up and Make Strides

Go team! C&S supports employee volunteers who team up to participate in walkathons, bike rides and road races to raise awareness and money for charities, nonprofits and community organizations.

we believe in...
caring for the
environment



To care about people is to care about the world we share. About energy conservation and sustainable practices. About protecting and preserving precious resources so that future generations can enjoy clean air and pure water.

In recent years, C&S has moved to upgrade facilities and install energy-conserving technologies to preserve the environment. We've also partnered with a number of conservation organizations.

Go Zero

A single mature tree can absorb carbon dioxide at a rate of 48 pounds per year and release enough oxygen back into the atmosphere to support two people. Since 2007, C&S has partnered with The Conservation Fund's Go Zero program to plant trees to offset a portion of our greenhouse gas emissions. Together we have restored more than 117 acres of national wildlife refuge lands with more than 35,000 trees. In 2011, our Go Zero support resulted in 10,734 new trees planted.

Recycling

In 2011 C&S initiated a top-to-bottom review of our usage and waste cycles. This audit helped us determine and implement best practices for recycling — with dramatic results. From 2010, we increased the amount of materials* we recycled — and thus kept out of landfills — by approximately 80%!

2010 30 to 40% waste recycled

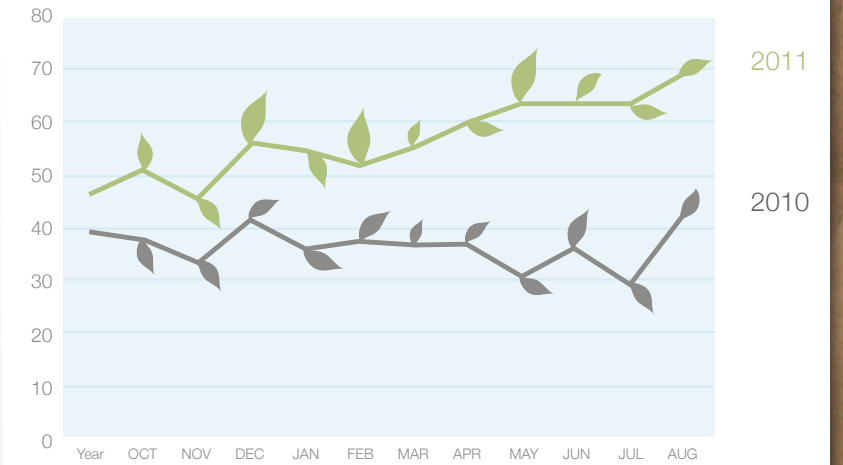
2011 60 to 70% waste recycled

* Cardboard, paper, plastic, metal (also electronics, toner-ink cartridges)



C&S Waste Diversion

Percent of Waste Diverted from Landfills



From trees to paper ... and back to trees!

In 2011 C&S recycled 24,690 tons of cardboard. We also hosted a Paper Shredding Day; employees were invited to bring documents from home for secure disposal. The paper was shredded on site and recycled.

24,690
tons of
cardboard

=

75,551
cubic yards of landfill
space pollutants

=

419,730
trees

=

14,493,030
pounds of oxygen

Earth Day 2011

On April 22, 2011, eight C&S facilities participated in Earth Day activities and projects. Employees planted 187 trees, cleaned up roadsides and installed new recycling bins and landscaping. In Keene, NH, employees handed out information and helped kids make bird feeders.

More recycling initiatives

- Composting at our distribution center in Suffield, CT
- Recycling program for printer ink / copier toner cartridges
- Collaboration with the Center for EcoTechnology in Massachusetts
- Workplace communications campaign about recycling

About C&S

C&S: We stock America's pantry

C&S Wholesale Grocers is the largest food wholesaler in the U.S., serving over 3,900 grocery stores. Among our customers are many of America's best-known supermarkets and stores, including Stop & Shop, Giant of Carlisle, Giant of Landover, Shaw's, Great Atlantic & Pacific Tea Co. (A&P), Ralphs, Safeway and Target.

2011: It was a very good year

2011 was quite a year for C&S. It ended with the announcement of our acquisition of Marsh Supermarkets' distribution center in Indiana. This facility opens the door for C&S to expand its business into the Midwest region. FY 2011 was also notable as we achieved the milestone of \$20 billion in sales for the first time.

"Not only did we execute in a phenomenal way in 2011, we also took care of our communities and we took care of each other."

Rick Cohen,
Chairman & CEO



C&S by the numbers*

33	Shipping locations
1 billion	Cases of food shipped each year
136 million	Miles driven annually
16 million	Square feet of warehouse space
93	Years in operation
4	Generations of family ownership and leadership
\$20 billion	Annual sales in 2011
95,000	Food and non-food items inventoried
16,000+	Men and women employed, enterprise-wide (10,977 C&S)
2011	Year C&S established a presence in the Midwest (Indiana)
96	Employee graduates of the C&S Leadership Training Academy

* certain numbers are approximations

Investing in our people

The hardworking employees of C&S shape the company's culture and drive our success — and we encourage their development and engagement. Our employee programs include:

- Health and Wellness programs including weight management, smoking cessation, and flu shots. In 2011 we introduced a "Core Performance" program in several locations. Core Performance is a preventative approach to wellness, giving individuals tools to improve and sustain energy, enhance movement reduce pain and injury, and boost productivity.
- Career development programs that help employees grow professionally
- Volunteer support programs
- A college tuition reimbursement program (more than 100 employees participated in 2011)

Who works at C&S?

We are a diverse mix at C&S! People of color currently make up 45% of our workforce. Women make up 15% of our employees; 35% are minorities. In 2011, we noted an 8% increase in African American men in our workforce.

Our family of companies:

ES3

Operates the largest automated, multi-manufacturer warehouse in the world. ES3 provides efficient storage, shipping and just-in-time distribution and delivery services to retail distribution centers and stores across the nation, saving manufacturers significant money and time every day.

ES3's D2SSM (direct-to-storeSM) program was selected as the winner of the 2011 Innovation of the Year by the Council of Supply Chain Management Professionals.

Symbiotic™

Symbiotic is a global provider of integrated supply network automation solutions for warehouses and distribution centers.

Southern Family Markets

Operates 57 stores serving Alabama, Georgia, Mississippi, and Florida under multiple banners (SFM, Piggly Wiggly, Bruno's, and Food World)

Grand Union Family Markets






Operates 26 stores serving millions of customers in New York, Connecticut, and Massachusetts

2011 Honors and Awards

In 2011, C&S was proud to receive these accolades:

- **Community Service Award** from the Massachusetts Food Association
- **Salzberg Award** from the Whitman School of Management at Syracuse University for leadership in logistics and supply chain management, and for serving as a model for social responsibility.
- **Dave Thomas Foundation for Adoption Award** for being one of America's 100 Best Adoption-Friendly Workplaces

Did you know?*

-  The average supermarket today carries over 38,178 items.
-  The first coupon was printed in 1895
-  Bar code scanning began in 1974
-  On average, Americans visit a supermarket 1.7 times a week.
-  In 1950, a pound of coffee cost about 40¢; today, it averages around \$8.00

* Source: Food Marketing Institute: FMI.org

Together with these organizations, C&S is helping bring positive change to the world we share. Here are just some of the community, civic and charitable groups we supported in 2011:

AIDS Foundation of Western Mass
 AIDS Walk San Joaquin
 Alabama Shakespeare Festival
 Alzheimer's Association
 American Cancer Society
 American Farmland Trust
 American Heart/American Stroke Association
 American Red Cross
 Animaterra Women's Chorus
 Antioch New England Graduate School
 Apple Hill Center for Chamber Music
 Arthritis Foundation New England Region
 Arts Council of Windham County
 Bandits Buddies
 Baystate Visiting Nurse Association and Hospice
 Big Brothers Big Sisters
 Blandon Fire Company No 1
 Bonnyvale Environmental Education Center
 Boy Scouts of America
 Boys & Girls Clubs
 Branch River Theatre/Keene Community Theatre
 Brattleboro Area Drop In Center
 Brattleboro Area Hospice
 Brattleboro Fire Department
 Brattleboro Last Night
 Brattleboro Memorial Hospital
 Brattleboro Museum & Art Center
 Brattleboro Music Center
 Brattleboro Pop Warner
 Brattleboro Union High School
 Brattleboro Winter Carnival
 Brooks Memorial Library
 California Association of Food Banks
 Camp Compass Academy
 Canine Alert Search Teams
 Capital Area Food Bank
 Carson Center for Human Services
 Catholic Harvest Food Pantry
 Cedarcrest Center for Children with Disabilities
 Center Stage Cheshire County
 Centers for Lifelong Learning
 Central Pennsylvania Food Bank
 Central Valley Regional Center
 Chesapeake Care Resources
 Cheshire Fair Association
 Cheshire Medical Center
 Chesterfield Boy Scouts
 Chesterfield Elementary School
 Children's Rights Society
 City of Dubois Fire Department
 Clark Canal Community Association
 Cobb Meadow School
 Colonial Theatre Group
 Community Food Bank of Fresno
 Community House Day School
 Congressional Hunger Center
 Connecticut River Watershed Council
 Contoocook Valley Transportation Company
 Cornwall Central High School
 Court Appointed Special Advocates of NH
 Crotched Mountain Foundation
 Cub Scouts of America
 Cummington Fire Association
 Da Vinci Science Center
 David's House
 Dogs for Autism
 Dubois Public Library
 Dundalk Eastfield Recreational Council
 Easter Seals New Hampshire
 Emergency Food Bank of Stockton/San Joaquin
 End Hunger Connecticut!
 Enfield Food Shelf
 Fall Mountain Food Shelf
 Capital Area Food Bank
 Muscular Atrophy

Feeding America
 First Book
 Fitzwilliam Recreation Department
 Food Bank of the Hudson Valley
 Food Bank of Western Massachusetts
 Food Bank of Western New York
 Food Research & Action Center
 Foodshare
 Forks Volunteer Hose Company
 Number 3
 Forum House
 Fountain Inn Parks and Recreation
 Frank Newhall Look Memorial Park
 Fresh Air Fund
 Friends of the Farm at Hilltop
 Friends of the Reedy River
 Girls on the Run
 Grantville Volunteer Fire Co.
 Green Mountain Camp for Girls
 Green Street Elementary School
 Green Valley School Corporation
 Guilford Fire Department Auxiliary
 Guilford Historical Society
 Habitat for Humanity
 Hampshire Regional High School
 Hannah Grimes Center
 Harford Community College Foundation
 Harris Center for Conservation Education
 Harrisville School District
 Harvest Hope Food Bank
 Hatfield Elementary School
 Hatfield Police Department
 Hawaii 4-H Foundation
 Operation: Military Kids
 Head Start
 Heads Up
 Healthy Hawaii Coalition
 Hearts & Hooves
 Dogs for Autism
 Hecktown Volunteer Fire Company #1
 Heifer Project International
 Hemophilia and Bleeding Disorders of Alabama
 Hinsdale PTSA
 Historical Society of Cheshire County
 Holyoke High School
 Home Healthcare, Hospice and Community Services
 Homes for our Troops

Hoops Express
 Horatio Colony Trust
 Houses of Hope Foundation
 Hugh O'Brian Youth Leadership
 Hundred Nights
 Hunger Action Network of New York
 I.N.S.P.I.R.E. for Autism
 Jefferson County Council on Aging
 Jennifer's Gift of Hope
 Jessica's Closet
 JFK Middle School
 Joy's Network
 Juvenile Diabetes Research Foundation
 Kayla's Playground
 Keene Band Boosters Association
 Keene Downtown Group
 Keene High School
 Keene High School Athletics
 Keene Middle School
 Keene Public Library
 Keene State College
 Keene Swamp Bats
 Keiki O Ka Aina Family Learning Centers
 Kelley's Cause
 KidsPLAYce
 Lehigh Valley Dual Language Charter School
 Leukemia & Lymphoma Society
 LIFE Foundation
 Linda's Closet
 Lorraine's Soup Kitchen and Pantry
 Magic City Harvest
 Make-A-Wish Foundation
 Making the Most of I
 March of Dimes
 Mariposa Museum
 Marquis Foundation
 Mauldin Fire & Police Department
 Mauldin Miracle League
 Meals on Wheels
 Monadnock Center for Violence Prevention
 Monadnock Conservancy
 Monadnock Cycling Club
 Monadnock Developmental Services
 Monadnock Family Services
 Monadnock Region Child Advocacy Center

Monadnock Region Humane Society
 Monadnock Regional High School
 Monadnock Waldorf School
 Monadnock Writers Group
 Montessori Schoolhouse
 Most Valuable Kids
 Moving Company Dance Center
 Mt. Caesar Union Library
 Muscular Dystrophy Association
 National Guard Association of New Hampshire
 National Kidney Foundation
 National Multiple Sclerosis Society
 National September 11 Memorial & Museum at the World Trade Center Foundation
 Neighborhood Schoolhouse
 New Day Food Pantry
 New Hampshire Businesses for Social Responsibility
 New Hampshire Charitable Foundation
 Newbrook Elementary School PTO
 Newbrook Fire & Rescue Dept.
 Newburgh Enlarged City School District
 Noble Visiting Nurse and Hospice Services
 Nonprofit & Community Assistance Center
 Norris Cotton Cancer Center
 Oak Grove School
 One Warm Coat
 Open Pantry Community Services
 Orange County 4-H Club
 Orange County Arts Council
 Our Community Food Pantry
 Pacific Islands Fisheries Group
 Partners in Health
 Pathways for Keene
 Pennsylvania Hunger Action Center
 Pennsylvania State Police Camp Cadet Program
 Pet Connection Programs
 Peterborough Players
 Phoenix House
 Plumptre Park Zoological Gardens
 Putney Recreation League
 Reaching the World Community Development
 Rolling Thunder Charities

Ronald McDonald House Charities
 Run For The Fallen CT
 Sacramento Food Bank and Family Services
 Safe Passage
 Save the FoodBasket
 Second Harvest Food Bank of Lehigh Valley & NE PA
 Second Harvest Food Bank of Northwest Pennsylvania
 Second Harvest Food Bank of San Joaquin & Stanislaus Counties
 ServiceNet
 Share Our Strength
 Sharon Arts Center
 Shelter From The Storm
 SIT Graduate Institute
 Society of American Foresters
 Sophia's Hearth Family Center
 Soupy for Loopy Foundation
 Southern Vermont Therapeutic Riding Center
 Southwestern Community Services
 Special Olympics
 Special Recreation Services
 Springfield College
 St Francis Hospital and Medical Center
 St. Francis Fall for Greenville
 St. Leonard Volunteer Fire and Rescue Company
 Stanley Park of Westfield
 Stoddard Historical Society
 Stonewall Farm
 Strolling of the Heifers
 Student Conservation Association
 Susan G. Komen Breast Cancer Foundation
 Susie Reizod Foundation
 The Children's Hospital Central California Foundation
 The Community Kitchen
 The Community Kitchens of Birmingham
 The Conservation Fund
 The Gathering Place
 The Jimmy Fund
 The Orchard School
 The People's Institute for Survival and Beyond
 The Private Sector
 The Sustainability Project

The Winchester School PTA
 Town Line Volunteer Fire Department
 Town of Brattleboro
 Town of Hatfield Fire Department
 Town of Hinsdale
 Town of Rockingham
 Town of Vernon Recreation Department
 Trinity Pantry
 Troy Elementary School
 Troy No Child Left Alone
 Twin District Volunteer Fire Company
 Twin Valley High School
 United States Veterans Initiative
 United Way
 USO
 Vermont Campaign to End Childhood Hunger
 Vermont Center for Photography
 Vermont Center for the Deaf and Hard of Hearing
 Vermont Foodbank
 Vermont Foster/Adoptive Family Association
 Very Special Arts of California
 Vietnam Veterans of America
 Vitalistic Therapeutic Charter School
 Walpole Parent Teacher Group
 Wardsboro Volunteer Fire Department

Washington Center
 West Bee Nursery School
 Westfield Middle School South
 Westfield on Weekends
 Westfield Terminators
 Westgate Housing
 Westminster Cares
 Westminster Volunteer Fire & Rescue
 Westmoreland School
 Westmoreland Youth Sports
 Wilson Area High School
 Winchester ACCESS
 Winchester Girl Scouts
 Windham Child Care Association
 Windham County Humane Society
 Windham County Reads
 Windham County SAFE Kids
 Windham Housing Trust
 Windsor Locks Fire Department
 Windsor Locks High School
 Windsor Locks Senior Center
 Winston Prouty Center for Child Development
 Women Are Dreamers Too
 Women's Freedom Center
 Wylam Youth Football Association
 Yale University
 YMCA
 Youth Reaching Youth

See more of what we're doing to help our communities.



Scan this QR code to view our C&S community involvement video.



What do YOU believe in?

We're eager to start a dialog. Do you have suggestions or ideas? Interested in learning more about our C&S community involvement activities? Follow us...and give us your feedback!

On the Internet :

<http://community.cswg.com>
 Find C&S Community Involvement on Facebook
 Follow us on Twitter @GinaGoff



Corporate Headquarters 7 Corporate Drive, Keene, NH 03431 | 603.354.7000 | cswg.com

- | | | | |
|----------------|-----------------|-------------------|-------------------|
| ABERDEEN MD | FRESNO CA | NEWBURGH NY | UPPER MARLBORO MD |
| BETHLEHEM PA | INDIANAPOLIS IN | NORTH EAST MD | WESTFIELD MA |
| BIRMINGHAM AL | JESSUP MD | NORTH HATFIELD MA | WINDSOR LOCKS CT |
| BRATTLEBORO VT | KAPOLEI HI | SACRAMENTO CA | YORK PA |
| BUFFALO NY | KEENE NH | SOUTH HATFIELD MA | YORKTOWN IN |
| CHESTER NY | MAULDIN SC | STOCKTON CA | |
| DUBOIS PA | MONTGOMERY NY | SUFFIELD CT | |

© 2011 C&S Wholesale Grocers, Inc. All rights reserved worldwide.

This report is printed on CLASSIC CREST® Papers Recycled 100 Bright White from Neenah Paper containing 100% post consumer fiber, manufactured entirely with 100% certified renewable energy, made carbon neutral plus and processed chlorine free. The paper is Green Seal certified and holds certification that ensures responsible forest management. Printed with pride by the C&S Print Shop in Brattleboro, VT using soy- and vegetable-based ink.