

MECHANICAL TECHNOLOGY INC
Form 10-Q
November 09, 2006

=====

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly report pursuant to Section 13 or 15 (d) of the Securities

Exchange Act of 1934

For the quarterly period ended September 30, 2006

or

Transition report pursuant to Section 13 or 15 (d) of the Securities

Exchange Act of 1934

For the transition period from to _____

Commission File Number 0-6890

MECHANICAL TECHNOLOGY INCORPORATED

(Exact name of registrant as specified in its charter)

New York

14-1462255

(State or other jurisdiction of incorporation or
organization)

(I.R.S. Employer Identification No.)

431 New Karner Road, Albany, New York 12205

(Address of principal executive offices) (Zip Code)

(518) 533-2200

(Registrant's telephone number, including area code)

Not Applicable

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at November 3, 2006</u>
Common Stock, \$.01 Par Value	31,675,622 Shares

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

INDEX

Part I. FINANCIAL INFORMATION

Page No.

Item 1. Financial Statements

Financial Statements of Mechanical Technology Incorporated and Subsidiaries

Condensed Consolidated Balance Sheets - September 30, 2006 and December 31, 2005 (Unaudited) 3

Condensed Consolidated Statements of Operations - Three and nine months ended September 30, 2006 and 2005 (Unaudited) 4

Condensed Consolidated Statements of Shareholders' Equity and Comprehensive Loss - Nine months ended September 30, 2006 and 2005 (Unaudited)	5
Condensed Consolidated Statements of Cash Flows - Nine months ended September 30, 2006 and 2005 (Unaudited)	6
Notes to Condensed Consolidated Financial Statements (Unaudited)	7-24
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	25-34
Item 3. Quantitative and Qualitative Disclosures About Market Risk	34
Item 4. Controls and Procedures	34-35
 <u>Part II. OTHER INFORMATION</u>	
Item 1. Legal Proceedings	35
Item 1A. Risk Factors	35
Item 6. Exhibits	36
Signatures	37

2

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

As of September 30, 2006 and December 31, 2005 (Unaudited)

(Dollars in thousands)

	September 30,	December 31,
	<u>2006</u>	<u>2005</u>

Assets

Current Assets:

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

Cash and cash equivalents	\$ 6,939	\$ 11,230
Securities available for sale	11,355	18,947
Accounts receivable	1,109	998
Other receivables - related parties	-	3
Inventories, net	1,213	1,058
Prepaid expenses and other current assets	<u>669</u>	<u>451</u>
Total Current Assets	21,285	32,687
Property, plant and equipment, net	2,489	2,495
Deferred income taxes	<u>3,432</u>	<u>6,085</u>
Total Assets	<u>\$ 27,206</u>	<u>\$ 41,267</u>

Liabilities and Shareholders' Equity

Current Liabilities:

Accounts payable	\$ 443	\$ 375
Accrued liabilities	2,502	1,672
Accrued liabilities - related parties	-	2
Income taxes payable	88	65
Deferred income taxes	<u>3,432</u>	<u>6,108</u>
Total Current Liabilities	6,465	8,222

Long-Term Liabilities:

Total Liabilities	<u>6,465</u>	<u>8,222</u>
-------------------	--------------	--------------

Commitments and Contingencies

Minority interests	<u>122</u>	<u>129</u>
--------------------	------------	------------

Shareholders' Equity

Common stock, par value \$.01 per share, authorized 75,000,000;

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

39,716,358 issued in 2006 and 38,965,937 issued in 2005	397	390
Paid-in-capital	124,463	122,095
Accumulated deficit	(92,049)	(81,718)
Accumulated Other Comprehensive Income:		
Unrealized gain on securities available for sale, net of tax	1,562	5,983
Restricted stock grants - unearned compensation	-	(80)
Common stock in treasury, at cost, 8,040,736 shares in 2006 and 2005	<u>(13,754)</u>	<u>(13,754)</u>
))
Total Shareholders' Equity	<u>20,619</u>	<u>32,916</u>
Total Liabilities and Shareholders' Equity	<u>\$ 27,206</u>	<u>\$ 41,267</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

3

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(Dollars in thousands, except per share data)

	Three months ended		Nine months ended	
	September 30,	September 30,	September 30,	September 30,
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Product revenue	\$ 1,693	\$ 1,428	\$ 4,906	\$ 4,116
	<u>173</u>	<u>792</u>	<u>311</u>	<u>1,496</u>

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

Funded research and development revenue

Total revenue	1,866	2,220	5,217	5,612
---------------	-------	-------	-------	-------

Operating costs and expenses:

Cost of product revenue	650	563	1,915	1,682
-------------------------	-----	-----	-------	-------

Research and product development expenses:

Funded research and product development	323	877	663	2,989
---	-----	-----	-----	-------

Unfunded research and product development	<u>3,234</u>	<u>1,216</u>	<u>8,706</u>	<u>4,677</u>
---	--------------	--------------	--------------	--------------

Total research and product development expenses	3,557	2,093	9,369	7,666
---	-------	-------	-------	-------

Selling, general and administrative expenses	<u>1,859</u>	<u>2,187</u>	<u>7,695</u>	<u>7,729</u>
--	--------------	--------------	--------------	--------------

Operating loss	(4,200)	(2,623)	(13,762)	(11,465)
----------------	---------	---------	----------	----------

Loss on derivatives	-	-	-	(10,407)
---------------------	---	---	---	----------

Gain on sale of securities available for sale	-	490	3,810	10,125
---	---	-----	-------	--------

Other income, net	<u>85</u>	<u>116</u>	<u>223</u>	<u>325</u>
-------------------	-----------	------------	------------	------------

Loss before income taxes and minority interests	(4,115)	(2,017)	(9,729)	(11,422)
---	---------	---------	---------	----------

Income tax (expense) benefit	69	(145)	(1,544)	(408)
------------------------------	----	-------	---------	-------

Minority interests in losses of consolidated subsidiary	<u>368</u>	<u>253</u>	<u>942</u>	<u>1,074</u>
---	------------	------------	------------	--------------

Net loss	<u>\$ (3,678)</u>	<u>\$ (1,909)</u>	<u>\$ (10,331)</u>	<u>\$ (10,756)</u>
----------	-------------------	-------------------	--------------------	--------------------

)

Loss per Share (Basic and Diluted):

Loss per share	<u>\$ (0.12)</u>	<u>\$ (0.06)</u>	<u>\$ (0.33)</u>	<u>\$ (0.35)</u>
----------------	------------------	------------------	------------------	------------------

)

The accompanying notes are an integral part of the condensed consolidated financial statements.

4

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
AND COMPREHENSIVE LOSS (Unaudited)

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

(Dollars in thousands)

	Nine months ended	
	September 30,	September 30,
	<u>2006</u>	<u>2005</u>
Common Stock		
Balance, beginning	\$ 390	\$ 387
Issuance of shares - options	6	1
Issuance of shares - restricted stock	1	-
Issuance of shares - private placement	=	<u>1</u>
Balance, ending	<u>\$ 397</u>	<u>\$ 389</u>
Paid-In Capital		
Balance, beginning	\$ 122,095	\$ 121,033
Issuance of shares - options	1,155	251
MTI MicroFuel Cell investment	(936)	155
Private placement, net of expenses	-	(46)
Share-based compensation	2,229	428
Stock option exercises recognized differently for financial reporting and tax purposes	-	81
Elimination of unearned compensation due to change in accounting principle	<u>(80)</u>	=
Balance, ending	<u>\$ 124,463</u>	<u>\$ 121,902</u>
Accumulated Deficit		
Balance, beginning	\$ (81,718)	\$ (66,624)
Net loss	<u>(10,331)</u>	<u>(10,756)</u>
Balance, ending	<u>\$ (92,049)</u>	<u>\$ (77,380)</u>

)

Accumulated Other Comprehensive Income (Loss):

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

Unrealized Gain (Loss) on Securities Available for Sale, Net of Taxes

Balance, beginning	\$ 5,983	\$ 14,542
Less reclassification adjustment for gains included in net income (net of taxes of \$1,566 in 2006 and \$3,293 in 2005)	(1,464)	(4,939)
Change in unrealized gain on securities available for sale (net of taxes of \$0 in 2006 and \$1,019 in 2005)	<u>(2,957)</u>	<u>1,529</u>
Balance, ending	<u>\$ 1,562</u>	<u>\$ 11,132</u>
Restricted Stock Grants - Unearned Compensation		
Balance, beginning	\$ (80)	\$ -
Elimination of unearned compensation due to change in accounting principle	80	-
Issuance of shares	-	<u>(125)</u>
Grants amortization	=	<u>14</u>
Balance, ending	<u>\$ -</u>	<u>\$ (111)</u>
Treasury Stock		
Balance, beginning	<u>\$ (13,754)</u>	<u>\$ (13,754)</u>
Balance, ending	<u>\$ (13,754)</u>	<u>\$ (13,754)</u>
))		
Total Shareholders' Equity		
Balance, ending	<u>\$ 20,619</u>	<u>\$ 42,178</u>
Total Comprehensive (Loss)		
Net loss	\$ (10,331)	\$ (10,756)
Other comprehensive (loss)		

Less reclassification adjustment for gains included in net income, net of taxes	(1,464)	(4,939)
Change in unrealized gain on securities available for sale, net of taxes	<u>(2,957)</u>	<u>1,529</u>
Total comprehensive loss	<u>\$ (14,752)</u>	<u>\$ (14,166)</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

5

MECHANICAL TECHNOLOGY INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(Dollars in thousands)

	Nine months ended	
	September 30, <u>2006</u>	September 30, <u>2005</u>
Operating Activities		
Net loss	\$ (10,331)	\$ (10,756)
Adjustments to reconcile net loss to net cash used by operations:		
Loss on derivatives	-	10,407
Minority interests in losses of consolidated subsidiary	(942)	(1,074)
Depreciation and amortization	837	947
Gain on sale of securities available for sale	(3,810)	(10,125)
Allowance for bad debts	(1)	(58)
Loss on disposal of fixed assets	34	8
Deferred income taxes	1,543	506
Stock based compensation	2,229	491
Changes in operating assets and liabilities:		
Accounts receivable	(110)	676

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

Other receivables - related parties	3	3
Inventories	(155)	119
Prepaid expenses and other current assets	(218)	(99)
Accounts payable	68	164
Income taxes payable	23	(34)
Accrued liabilities - related parties	(2)	4
Accrued liabilities	<u>830</u>	<u>(1,597)</u>
Net cash used by operating activities	<u>(10,002)</u>	<u>(10,418)</u>
)	
Investing Activities		
Purchases of property, plant and equipment	(867)	(721)
Proceeds from sale of property plant equipment	2	-
Proceeds from sale of securities available for sale	<u>5,415</u>	<u>1,969</u>
Net cash provided by investing activities	<u>4,550</u>	<u>1,248</u>
Financing Activities		
Costs of private placement	-	(45)
Proceeds from stock option exercises	<u>1,161</u>	<u>252</u>
Net cash provided by financing activities	<u>1,161</u>	<u>207</u>
Decrease in cash and cash equivalents	(4,291)	(8,963)
Cash and cash equivalents - beginning of period	<u>11,230</u>	<u>22,545</u>
Cash and cash equivalents - end of period	<u>\$ 6,939</u>	<u>\$ 13,582</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

6

MECHANICAL TECHNOLOGY INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

• Basis of Presentation

In the opinion of management of Mechanical Technology Incorporated (the "Company"), the accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") and contain all adjustments, consisting of normal, recurring adjustments, necessary for a fair statement of results for such periods. The results of operations for the interim periods presented are not necessarily indicative of results for the full year.

Certain information and footnote disclosures normally included in the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") have been condensed or omitted. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

The information presented in the accompanying condensed consolidated balance sheet as of December 31, 2005 has been derived from the Company's audited consolidated financial statements but does not include all disclosures required by U.S. GAAP. All other information has been derived from the Company's unaudited condensed consolidated financial statements for the periods as of and ended September 30, 2006 and 2005.

Liquidity

The Company has incurred significant losses as it continues to fund its subsidiary MTI MicroFuel Cells Inc.'s ("MTI Micro") Direct Methanol Fuel Cell ("DMFC") product development and commercialization programs. The Company expects that losses will continue and fluctuate from year to year and that such fluctuations may be substantial as a result of, among other factors, sales of securities available for sale, the operating results of MTI Instruments, Inc. ("MTI Instruments") and MTI Micro, and the availability, or lack thereof, of equity financing, including the additional investment rights issued in connection with the 2004 private placement, and the ability to attract government funding resources to fund research and development costs. The Company anticipates that it will continue incurring losses as it seeks to develop and commercialize its DMFC systems. It expects to continue funding its operations from current cash and cash equivalents, the sale of securities available for sale, government research program funding and the proceeds, if any, from the exercise of the additional investment rights issued to Fletcher International Ltd. ("Fletcher") in connection with the 2004 private placement. The Company may also seek to obtain additional resources through an equity offering.

Fletcher's additional investment rights give it the opportunity, but not the obligation, to purchase (through single or multiple transactions) up to an additional \$20 million of our common stock at a per share price of \$6.023 (as adjusted from \$6.34). Unless adjusted due to certain circumstances, this investment right shall expire on December 31, 2006. Unless our stock price increases, it is unlikely that Fletcher will exercise these investment rights at their present \$6.023 price. Regardless of whether Fletcher exercises any or all of their investment rights, the Company anticipates that it will have to attempt to raise additional equity capital to fund its long-term business plan.

During the nine months ended September 30, 2006, the Company sold 903,500 shares of Plug Power Inc.'s ("Plug Power") common stock with proceeds totaling \$5,415 thousand and gains totaling \$3,810 thousand. These proceeds reflect the Company's previously announced strategy to raise additional capital through the sale of Plug Power stock in order to fund MTI Micro's operations.

At September 30, 2006, the Company had cash, cash equivalents and securities available for sale in the amount of \$18,294 thousand and working capital of \$14,820 thousand. The failure to raise the funds necessary to finance our future cash requirements could adversely affect the Company's ability to pursue its strategy and could negatively affect the Company's operations in future periods.

Management believes it will have adequate resources to fund operations and capital expenditures through the third quarter of 2007 based on current cash and cash equivalents, current cash flow requirements, revenue projections and the potential sale of securities available for sale at current market values.

2. Significant Accounting Policies

Changes in significant accounting policies since December 31, 2005 are as follows:

Net (Loss) Income per Common Share

The Company reports net (loss) income per basic and diluted common share in accordance with Statement of Financial

MECHANICAL TECHNOLOGY INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Accounting Standards ("SFAS") No. 128, *Earnings Per Share*, which establishes standards for computing and presenting (loss) income per share. Basic earnings per common share are computed by dividing net (loss) income by

the weighted average number of common shares outstanding during the reporting period. Diluted (loss) income per share reflects the potential dilution, if any, computed by dividing net (loss) income by the combination of dilutive common share equivalents, comprised of shares issuable under outstanding investment rights, warrants and the Company's share-based compensation plans, and the weighted average number of common shares outstanding during the reporting period. Dilutive common share equivalents include the dilutive effect of in-the-money stock options, which are calculated based on the average share price for each period using the treasury stock method. Under the treasury stock method, the exercise price of a stock option, the amount of compensation cost, if any, for future service that the Company has not yet recognized, and the amount of windfall tax benefits that would be recorded in additional paid-in capital, if any, when the stock option is exercised are assumed to be used to repurchase shares in the current period.

Share-Based Payments

The Company has three stock-based employee compensation plans and its majority-owned subsidiary, MTI Micro, has one stock-based employee compensation plan, all of which are described more fully in Note 15, Stock Based Compensation, in the consolidated financial statements for the year ended December 31, 2005 contained in the Company's 2005 Annual Report on Form 10-K, and in the Company's 2006 Proxy Statement for the Company's 2006 Equity Incentive Plan.

In December 2004, the Financial Accounting Standards Board ("FASB") revised SFAS No. 123 ("FAS 123R"), *Share-Based Payment*, which establishes accounting for share-based awards exchanged for employee services and requires companies to expense the estimated fair value of these awards over the requisite employee service period. During April 2005, the SEC adopted a rule amending the effective dates for FAS 123R. In accordance with this rule, the accounting provisions of FAS 123R have been adopted by the Company as of January 1, 2006. In March 2005, the SEC issued Staff Accounting Bulletin No. 107 ("SAB 107") to assist filers by simplifying some of the implementation challenges of SFAS 123R. In particular, SAB 107 provides supplemental implementation guidance on FAS 123R, including guidance on valuation methods, classification of compensation expense, inventory capitalization of share-based compensation cost, income tax effects, disclosures in Management's Discussion and Analysis and several other issues. The Company has applied the principles of SAB 107 in conjunction with its adoption of FAS 123R.

Under FAS 123R, share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the employee's requisite service period. The Company has awards with performance conditions, but no awards with market conditions. The Company adopted the provisions of FAS 123R on January 1, 2006, the first day of the Company's fiscal year, using the modified prospective application, which provides for certain changes to the method for valuing share-based compensation. Under the modified prospective application, prior periods are not revised for comparative purposes. The valuation provisions of FAS 123R apply to new awards and to awards that are outstanding on the effective date and subsequently modified or cancelled. Estimated compensation expense for awards outstanding at the effective date will be recognized over the remaining service period using the compensation cost calculated for pro forma disclosure purposes under the original FASB Statement No. 123, *Accounting for Stock-Based Compensation* ("FAS 123").

In November 2005, the FASB issued Staff Position No. FAS 123(R)-3, *Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards*. The Company has elected to adopt the alternative transition method provided in this FASB Staff Position for calculating the tax effects of share-based compensation pursuant to FAS 123R. This method includes a simplified method to establish the beginning balance of the additional paid-in capital pool related to the tax effects of employee share-based compensation, which is available to absorb tax deficiencies recognized subsequent to the adoption of FAS 123R.

Prior to the adoption of FAS 123R, the Company accounted for stock-based awards to employees and directors using the intrinsic value method in accordance with Accounting Principles Board ("APB") Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations as permitted under FAS 123. Under the intrinsic value method,

stock-based compensation was only recognized by the Company due to modifications in option provisions, since the exercise price of the Company's and MTI Micro's common stock options granted to employees and directors usually equaled the fair market value of the underlying stock at the date of grant.

Stock-based compensation represents the cost related to stock-based awards granted to employees and directors. The Company measures stock-based compensation cost at grant date, based on the estimated fair value of the award, and recognizes the cost as expense on a straight-line basis (net of estimated forfeitures) over the option's requisite service period.

8

MECHANICAL TECHNOLOGY INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The Company estimates the fair value of stock-based awards using a Black-Scholes valuation model. Stock-based compensation expense is recorded in "Selling, general and administrative expenses" and "Unfunded research and product development expenses" in the Consolidated Statements of Operations based on the employees' respective function.

The Company records deferred tax assets for awards that result in deductions on the Company's income tax returns, unless the Company cannot recognize the deduction (i.e. the Company is in a net operating loss ("NOL") position), based on the amount of compensation cost recognized and the Company's statutory tax rate. Differences between the deferred tax assets recognized for financial reporting purposes and the actual tax deduction reported on the Company's income tax return are recorded in Additional Paid-In Capital (if the tax deduction exceeds the deferred tax asset) or in the Consolidated Statement of Operations (if the deferred tax asset exceeds the tax deduction and no additional paid-in capital exists from previous awards). No tax benefit or expense for stock-based compensation has been recorded during the three and nine months ended September 30, 2006 since the Company remains in a NOL position.

The Company continues to record the fair market value of stock options and warrants granted to non-employees and non-directors in exchange for services in accordance with Emerging Issues Task Force ("EITF") Issue No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*, in the Condensed Consolidated Statements of Operations.

Commercial Research and Prototype Agreement Income

The Company applies the guidance in SAB No. 104, *Revenue Recognition*, in the evaluation of commercially funded fuel cell research and prototype agreements in order to determine when to properly recognize income. Payments received in connection with commercial research and prototype agreements are deferred and recognized on a straight-line basis over the term of the agreement for service-related payments, and for milestone and prototype delivery payments, if and when achieved, revenue is deferred and recognized on a straight-line basis over the remaining term of the agreement. Under this policy, when revenue qualifies for recognition it will be recorded in the Consolidated Statements of Operations in the line "Funded research and development revenue." The costs associated with research and prototype-producing activities are expensed as incurred. Expenses in an amount equal to revenues recognized are reclassified from "Unfunded research and product development" to "Funded research and product development" in the Consolidated Statements of Operations.

Reclassifications and Revisions

Certain 2005 amounts have been reclassified to conform to the 2006 presentation. The reclassifications have no effect on total revenues, total expenses, net loss or shareholders' equity as previously reported.

The reclassifications impact our Condensed Consolidated Statements of Shareholders' Equity and Comprehensive Income in the following ways:

- Paid-In Capital MTI MicroFuel Cell investment now only includes the minority accounting impact for share-based compensation charges related to MTI Micro.
- Paid-In Capital Share-based compensation now includes the total share-based compensation charges related to MTI Micro, previously included in Paid-In Capital MTI MicroFuel Cell investment; and the effect of both stock option compensation and restricted stock compensation which had previously been presented as separate items.

The reclassifications impact our Condensed Consolidated Statements of Cash Flows in the following way:

- Stock-based compensation now includes both stock based compensation and the minority interest portion of stock-based compensation.

MECHANICAL TECHNOLOGY INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

3. Accounts Receivable and Allowance for Doubtful Accounts

Receivables consist of the following at:

	September 30,	December 31,
(Dollars in thousands)	<u>2006</u>	<u>2005</u>

U.S. and State Government:

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

Amount billed	\$ 241	\$ 373
Amount billable	188	98
Retainage	=	<u>35</u>
Total U.S. and State Government	429	506
Commercial	<u>680</u>	<u>492</u>
Sub Total	<u>1,109</u>	<u>998</u>
Allowance for bad debts	=	=
Total	<u>\$ 1,109</u>	<u>\$ 998</u>

The balances billed but not paid by customers pursuant to retainage provisions in contracts are due upon completion of the contracts and acceptance by the customer. Based upon the Company's experience, most retainage amounts are expected to be collected within the ensuing year.

4. Inventories

Inventories, net consist of the following at:

	September 30,	December 31,
(Dollars in thousands)	<u>2006</u>	<u>2005</u>
Finished goods	\$ 273	\$ 351
Work-in-process	214	92
Raw materials, net	<u>726</u>	<u>615</u>
	<u>\$ 1,213</u>	<u>\$1,058</u>

5. Securities Available for Sale

Securities available for sale are classified as current assets and accumulated net unrealized gains (losses) are charged to other comprehensive income (loss).

The principal components of the Company's securities available for sale consist of the following at:

(Dollars in thousands, except stock price and share data)

Quoted

Market

<u>Security</u>	<u>Book Basis</u>	<u>Unrealized Gain</u>	<u>Recorded Fair Value</u>	<u>Price Per NASDAQ</u>	<u>Ownership</u>	<u>Shares</u>
<u>September 30, 2006</u>						
Plug Power	<u>\$ 4,957</u>	<u>\$ 6,398</u>	<u>\$ 11,355</u>	<u>\$ 4.07</u>	<u>3.22%</u>	<u>2,789,936</u>
<u>December 31, 2005</u>						
Plug Power	<u>\$ 6,562</u>	<u>\$ 12,385</u>	<u>\$ 18,947</u>	<u>\$ 5.13</u>	<u>4.31%</u>	<u>3,693,436</u>

MECHANICAL TECHNOLOGY INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The book basis roll forward of Plug Power securities is as follows:

Plug Power - Current

(Dollars in thousands)

	September 30, <u>2006</u>	December 31, <u>2005</u>
Securities available for sale, beginning of period	\$ 6,562	\$ 5,141

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

Sale of shares	(1,605)	(178)
Transfer 900,209 shares from restricted on June 30, 2005	=	<u>1,599</u>
Securities book basis	4,957	6,562
Unrealized gain on securities available for sale	<u>6,398</u>	<u>12,385</u>
Securities available for sale, end of period	<u>\$ 11,355</u>	<u>\$ 18,947</u>

Plug Power - Restricted

(Dollars in thousands)	September 30,	December 31,
	<u>2006</u>	<u>2005</u>
Securities available for sale, beginning of period	\$ -	\$ 4,797
Sale of shares	-	(3,198)
Transfer 900,209 shares to current on June 30, 2005	=	<u>(1,599)</u>
Securities book basis	-	-
Unrealized gain on securities available for sale	=	=
Securities available for sale - restricted, end of period	<u>\$ -</u>	<u>\$ -</u>

Accumulated unrealized gains related to securities available for sale are as follows:

(Dollars in thousands)	September 30,	December 31,
	<u>2006</u>	<u>2005</u>
Accumulated unrealized gains	\$ 6,398	\$ 12,385
Accumulated deferred tax expense on unrealized gains	<u>(4,836)</u>	<u>(6,402)</u>
))
Accumulated net unrealized gains	<u>\$ 1,562</u>	<u>\$ 5,983</u>

6. Income Taxes

The Company's effective income tax (expense) benefit rate from operations differed from the Federal statutory rate as follows:

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

	Three months ended		Nine months ended	
	September 30,	September 30,	September 30,	September 30,
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Federal statutory tax rate	K4.00%	K4.00%	K4.00%	K4.00%
State taxes, net of federal tax effect	O.10	I3.04	N.00	N.96
Change in valuation allowance	(36.99)	(52.80)	(38.49)	(45.53)
Disproportionate tax effect of reclassification				
adjustment for gains included in net income (loss)	-	-	(16.11)	-
Adjustment for projected annual effective tax rate	-	I.19	-	I.52
Other expense, net	<u>(2.45)</u>	<u>(2.62)</u>	<u>(1.27)</u>	<u>(0.52)</u>
Tax rate	<u>I.66%</u>	<u>(7.19)%</u>	<u>(15.87)%</u>	<u>(3.57)%</u>

11

MECHANICAL TECHNOLOGY INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Income tax (expense) benefit consists of the following:

(Dollars in thousands)	Three months ended		Nine months ended	
	September 30,	September 30,	September 30,	September 30,
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Operations before minority interest				
Federal	\$ -	\$ -	\$ -	\$ -
State	69	I49	(1)	98

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

Deferred	=	<u>(294)</u>	<u>(1,543)</u>	<u>(506)</u>
Total		<u>\$ 69</u>	<u>\$ (145)</u>	<u>\$ (1,544)</u>
Income tax benefit (expense) allocated directly to shareholders' equity:				
Change in unrealized (gain) loss on securities available for sale:				
Deferred tax benefit (expense)	\$ -	\$ 277	\$ -	\$ 2,273
Tax effect of reclassification adjustment for gains included in net income				
(loss)	-	-	1,566	-
Expenses for employee stock options recognized differently for financial				
reporting/tax purposes-Federal tax benefit	=	<u>41</u>	=	<u>81</u>
	\$ -	<u>\$ 318</u>	<u>\$ 1,566</u>	<u>\$ 2,354</u>

The valuation allowance at September 30, 2006 and December 31, 2005 was \$17,072 thousand and \$10,923 thousand, respectively, and represents a full valuation allowance. The valuation allowance reflects the estimate that it is more likely than not that the net deferred tax assets in excess of deferred tax liabilities may not be realized.

7. Shareholders' Equity

Common Shares

Changes in common shares issued are as follows:

	Nine Months Ended	Year Ended
	September 30,	December 31,
	<u>2006</u>	<u>2005</u>
Balance, beginning	38,965,937	38,650,949
Issuance of shares for stock option exercises	674,341	148,575
Issuance of shares for restricted stock grant	76,080	50,000
Issuance of shares for stock grant	-	50,000
Issuance of shares for private placement A	=	<u>66,413</u>
Balance, ending	<u>39,716,358</u>	<u>38,965,937</u>

A

Shares totaling 66,413 were issued on April 20, 2005 as a result of a registration penalty.

Treasury Stock

Changes in treasury stock shares are as follows:

	Nine Months Ended September 30, <u>2006</u>	Year Ended December 31, <u>2005</u>
Balance, beginning	<u>8,040,736</u>	<u>8,040,736</u>
Balance, ending	<u>8,040,736</u>	<u>8,040,736</u>

Warrants Issued

On February 5, 2004, the Company issued to Chicago Investment Group, L.L.C. a warrant to purchase 28,377 shares of the Company's common stock at an exercise price of \$10.572 per share. The estimated fair value of this warrant at the date issued was \$1.39 per share, using a Black-Scholes option-pricing model and assumptions similar to those used for valuing the Company's employee shared-based compensation. The warrant could not be exercised until February 5, 2005 and expired unexercised on February 5, 2006.

12

MECHANICAL TECHNOLOGY INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Reservation of Shares

The Company has reserved common shares for future issuance as of September 30, 2006 as follows:

Stock options outstanding	5,571,628
Stock options available for issuance	2,089,067
Additional investment rights as required by the amended private placement agreement	<u>4,150,756</u>
Number of common shares reserved	<u>11,811,451</u>

8. Loss per Share

The following table sets forth the reconciliation of the numerators and denominators of the basic and diluted per share computations:

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

(Dollars in thousands, except shares)	Three months ended		Nine months ended	
	September 30,	September 30,	September 30,	September 30,
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
<u>Numerator</u>				
Net loss	<u>\$ (3,678)</u>	<u>\$ (1,909)</u>	<u>\$ (10,331)</u>	<u>\$ (10,756)</u>
<u>Denominator:</u>				
Basic EPS:				
Common shares outstanding, beginning of period	31,526,435	30,754,126	30,925,201	30,610,213
Weighted average common shares issued during the period	61,669	53,123	404,250	90,699
Less: Non-vested restricted stock	<u>(5,000)</u>	<u>(23,370)</u>	<u>(2,491)</u>	<u>(7,875)</u>
Denominator for basic earnings per common share -				
Weighted average common shares	<u>31,583,104</u>	<u>30,783,879</u>	<u>31,326,960</u>	<u>30,693,037</u>
Diluted EPS:				
Common shares outstanding, beginning of period	31,526,435	30,754,126	30,925,201	30,610,213
Weighted average common shares issued during the period	61,669	53,123	404,250	90,699
Less: Non-vested restricted stock due to anti-dilutive effect (net loss)	<u>(5,000)</u>	<u>(23,370)</u>	<u>(2,491)</u>	<u>(7,875)</u>
Denominator for diluted earnings per common share -				
Weighted average common shares	<u>31,583,104</u>	<u>30,783,879</u>	<u>31,326,960</u>	<u>30,693,037</u>

At September 30, 2006, options to purchase 5,571,628 shares of the Company's common stock at prices ranging from \$0.54 to \$20.92 per share, additional investment rights to purchase approximately 3,320,604 shares (\$20 million divided by \$6.023 per share) of common stock with an exercise price of \$6.023 per share, unvested restricted common shares, and options to purchase 36,668 shares of MTI Micro common stock at prices from \$2.39 to \$4.66 per share were outstanding but were not included in the computation of earnings per share-assuming dilution because the Company incurred a net loss during this period and their inclusion would be anti-dilutive. Investment rights issued to Fletcher expire on December 31, 2006, subject to extension in certain instances.

MECHANICAL TECHNOLOGY INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

At September 30, 2005, options to purchase 3,994,925 shares of the Company's common stock at prices ranging from \$0.54 to \$20.92 per share, additional investment rights to purchase approximately 3,320,604 shares (\$20 million divided by \$6.023 per share) of common stock with an exercise price of \$6.023 per share, 50,000 unvested restricted common shares, warrants to purchase 28,377 shares of common stock with an exercise price of \$10.572 per share, and options to purchase 2,572,682 shares of MTI Micro common stock at prices from \$2.39 to \$4.66 per share were outstanding but were not included in the computation of earnings per share-assuming dilution because the Company incurred a net loss during this period and their inclusion would have been anti-dilutive. Warrants for the purchase of 28,377 shares expired unexercised on February 5, 2006 and investment rights issued to Fletcher expire on December 31, 2006, subject to extension in certain instances.

9. Gain on Sale of Securities Available for Sale

The Company sold shares of the following securities and recognized gains and proceeds as follows:

Edgar Filing: MECHANICAL TECHNOLOGY INC - Form 10-Q

	Three months ended		Nine months ended	
	September 30,	September 30,	September 30,	September 30,
(Dollars in thousands, except shares)	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Plug Power				
Shares sold	-	100,000	903,500	1,899,791
Proceeds	\$ -	\$ 668	\$ 5,415	\$ 1,969
Gain on sales	\$ -	\$ 490	\$ 3,810	\$ 10,125

10. Cash Flows - Supplemental Information

	Nine months ended	
	September 30,	September 30,
(Dollars in thousands)	<u>2006</u>	<u>2005</u>
Non-cash Operating, Investing and Financing Activities:		
Additional paid-in-capital resulting from stock option exercises treated differently for		
financial reporting and tax purposes	\$ -	\$ 81
Change in investment and paid-in-capital resulting from other investors' activity in MTI		
Micro stock	(936)	155

11. Segment Information

The Company operates in two business segments, New Energy and Test and Measurement Instrumentation. The New Energy segment is focused on commercializing DMFCs. The Test and Measurement Instrumentation segment designs, manufactures, markets and services high performance test and measurement instruments and systems, wafer characterization tools for the semiconductor industry, and computer-based balancing systems for aircraft engines. The Company's principal operations are located in North America.

The accounting policies of the New Energy and Test and Measurement Instrumentation segments are consistent with those described in the summary of significant accounting policies (See Note 1). The Company evaluates performance based on profit or loss from operations before income taxes, accounting changes, other items management does not deem related to reportable segment performance, including interest income and expense. Inter-segment sales and expenses are not significant.

Summarized financial information concerning the Company's reportable segments is shown in the following table. The "Other" column includes corporate-related items and items such as income taxes or unusual items, which are not allocated to reportable segments. The "Reconciling Items" column includes minority interests in a consolidated subsidiary. In addition, segments' non-cash items include any depreciation and amortization in reported profit or loss. The New Energy segment figures include the Company's micro fuel cell operations, equity securities of Plug Power, gains on the sale of these securities and losses related to the embedded derivative for the purchase of Plug Power common stock.

14

MECHANICAL TECHNOLOGY INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(Dollars in thousands)	Test and		Reconciling		Condensed
	<u>New Energy</u>	<u>Instrumentation</u>	<u>Other</u>	<u>Items</u>	<u>Consolidated Totals</u>
<u>Three months ended September 30, 2006</u>					
Product revenue	\$ -	\$ 1,693	\$ -	\$ -	\$ 1,693
Funded research and development revenue	173	-	-	-	173
Research and product	3,261	296	-	-	3,557

development expenses					
Selling, general and administrative expenses	325	604	930	-	1,859
Gain on sale of securities available for sale	-	-	-	-	-
Segment loss from operations before income taxes and minority interests	(4,350)	64	171	-	(4,115)
Segment (loss) profit	(4,350)	64	240	368	(3,678)
Total assets	14,474	2,135	10,597	-	27,206
Securities available for sale	11,355	-	-	-	11,355
Capital expenditures	256	85	13	-	354
Depreciation and amortization	157	24	91	-	272

Three months ended September 30, 2005

Product revenue	\$ -	\$1,428	\$ -	\$ -	2/3% of the outstanding voting stock not owned by the interested stockholder. The restrictions on business combinations with interested stockholders contained in Section 203 of the DGCL do not apply to a corporation whose certificate of incorporation or bylaws contains a provision expressly electing not to be governed by the
-----------------	------	---------	------	------	--

statute; however, neither our charter nor our bylaws contains a provision electing to opt-out of Section 203.

Supermajority Requirement for Business Combinations. In addition to the requirements of Section 203 of the DGCL, our charter provides that the affirmative vote of 80% of our outstanding stock entitled to vote shall be required for certain business combinations not approved by a majority of our Directors who are not affiliated with the interested party in the potential transaction, except in certain circumstances. This provision of our charter may only be amended by the affirmative vote of 80% of our outstanding stock entitled to vote.

Advance Notice Provisions. Stockholders seeking to nominate candidates to be elected as directors at an annual meeting or to bring business before an annual meeting must comply with an advance written procedure. Only persons who are nominated by or at the direction of our board, or by a stockholder who has given timely written notice to our Secretary before the meeting to elect directors, will be eligible for election as directors. At any stockholders meeting the business to be conducted is limited to business brought before the meeting by or at the direction of the board of directors, or a stockholder who has given timely written notice to our Secretary of its intention to bring business before an annual meeting. A stockholder must give notice that is received at our principal executive offices in writing not less than 90 days nor more than 130 days prior to the date of the anniversary of the previous year's annual meeting. However, if the annual meeting is scheduled to be held on a date more

than 30 days prior to or delayed by more than 60 days after the anniversary date, notice by the stockholder in order to be timely must be received not later than the later of the close of business 90 days prior to the annual meeting or the tenth day following the day on which the notice of the date of the annual meeting was mailed or public disclosure of the date of the annual meeting was first made by Sysco. In the case of a special meeting of stockholders called for the purpose of electing directors, a stockholder must give notice to nominate a director not later than the close of business on the tenth day following the day notice of the special meeting was mailed to stockholders or public disclosure of the date of the meeting was first made by Sysco. A stockholder's notice must also contain certain information specified in the bylaws. These provisions may preclude or deter some stockholders from bringing matters before, or making nominations for directors at, an annual meeting. The certificate of incorporation and bylaws of Sysco provide that 35% of the shares entitled to vote at a meeting shall constitute a quorum except as otherwise required by law.

Special Meetings. Only our Board, our Chairman of the Board, our Chief Executive Officer or our President may call a special meeting of stockholders; however, we have agreed to amend our bylaws to allow for a stockholder or group of stockholders owning at least 25% of our outstanding common shares to call a special meeting of stockholders. These provisions may make it more difficult for stockholders to take action opposed by our Board.

Additional Authorized Shares of Capital Stock. The additional shares of authorized common stock and preferred stock available for issuance under our charter could be issued at such times, under such circumstances and with such terms and conditions as to impede a change in control.

Table of Contents

**Limitation of Liability;
Indemnification**

Our certificate of incorporation contains certain provisions permitted under the DGCL relating to the liability of directors. These provisions eliminate a director's personal liability to us or our stockholders for monetary damages resulting from a breach of fiduciary duty, except in circumstances involving certain wrongful acts, such as:

breach of the director's duty of loyalty to us or our stockholders;

acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

the unlawful payment of dividends or unlawful stock repurchases or redemptions; and

any transaction from which the director derives an improper personal benefit.

These provisions may have the effect of reducing the likelihood of derivative litigation against directors and may discourage or deter stockholders or Sysco from bringing a lawsuit against our directors. However, these provisions do not limit or eliminate our rights or those of any stockholder to seek non-monetary relief, such as an injunction or rescission, in the event of a breach of a director's fiduciary

duty. Also, these provisions will not alter a director's liability under federal securities laws.

Our certificate of incorporation and bylaws also provide that we must indemnify our directors and officers to the fullest extent permitted by Delaware law, and our bylaws provide that we must advance expenses, as incurred, to our directors and officers in connection with a legal proceeding to the fullest extent permitted by Delaware law, subject to very limited exceptions. These rights are deemed to have fully vested at the time the indemnitee assumes his or her position with Sysco and shall continue as to an indemnitee who has ceased to be a director or officer and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

Table of Contents

**DESCRIPTION OF DEBT
SECURITIES AND
GUARANTEES**

The debt securities to be offered will constitute either senior or subordinated debt of Sysco and will be issued, in the case of senior debt, under a Senior Debt Indenture (the Senior Debt Indenture), as it may be amended and supplemented from time to time, between Sysco and the Bank of New York Mellon Trust Company, N.A., as successor Trustee, and, in the case of subordinated debt, under a Subordinated Debt Indenture (the Subordinated Debt Indenture), as it may be amended and supplemented from time to time, between Sysco and the trustee to be named in any prospectus supplements relating to subordinated debt. The Senior Debt Indenture and the Subordinated Debt Indenture are sometimes hereinafter referred to individually as an Indenture and collectively as the Indentures. Any series of debt securities may be offered together with the unconditional guarantees of some or all of our subsidiaries. The Bank of New York Mellon Trust Company, N.A. and the trustee to be named in the prospectus supplements relating to subordinated debt, if any, are hereinafter referred to individually as a Trustee and collectively as the Trustees. The Senior Debt Indenture and form of Subordinated Debt Indenture are included as exhibits to the Registration Statement of which this prospectus is a part (the Registration Statement). The following summaries of certain provisions of the Indentures and the debt securities do not purport to be complete, and

such summaries are subject to the detailed provisions of the applicable Indenture to which reference is hereby made for a full description of such provisions, including the definition of certain terms used herein, and for other information regarding the debt securities. Numerical references in parentheses below are to sections in the applicable Indenture. Wherever particular sections or defined terms of the applicable Indenture are referred to, such sections or defined terms are incorporated herein by reference as part of the statement made, and the statement is qualified in its entirety by such reference. The Indentures are substantially identical, except for the provisions relating to subordination and certain covenants. See Senior Debt and Subordinated Debt.

General

The Indentures do not limit the amount of additional indebtedness we or any of our subsidiaries may incur. The debt securities will be unsecured senior or subordinated obligations of Sysco.

We may issue the debt securities in one or more series with various maturities. They may be sold at par, at a premium or with an original issue discount. Some or all of our subsidiaries may unconditionally guarantee the payment of the principal, premium, if any, and interest on the debt securities when due, whether at maturity, by declaration of acceleration, call for redemption or otherwise. See Guarantee of Debt Securities.

Reference is made to the prospectus supplement for the following terms of and information relating to the

debt securities of any series and any guarantees thereof (to the extent such terms are applicable):

the classification as senior or subordinated debt securities, the specific designation, aggregate principal amount and purchase price;

the currency or units based on or relating to currencies in which such debt securities are denominated and/or in which principal, premium, if any, and/or interest, if any, will or may be payable;

the date or dates of maturity;

any redemption, repayment or sinking fund provisions;

the interest rate or rates, if any, the dates on which any such interest will be payable and the regular record dates for such interest payments (or the method by which such rate or rates or dates will be determined);

the method by which amounts payable in respect of principal, premium, if any, or interest, if any, on such debt securities may be calculated, and any currencies, commodities or indices, or value, rate or price, relevant to such calculation;

the place or places where the principal, premium, if any, and

interest, if any, on such debt securities will be payable;

Table of Contents

whether such debt securities will be issuable in registered form, without coupons, or bearer form, with or without coupons (bearer securities) or both and, if bearer securities are issuable, any restrictions applicable to the exchange of one form for another and to the offer, sale and delivery of bearer securities;

whether such debt securities are to be issued in whole or in part in the form of one or more temporary or permanent global debt securities and if so, the identity of the depositary, if any, for such global debt securities;

the denominations in which the debt securities will be issuable, if other than denominations of \$1,000 or any multiple of that amount;

if other than the full principal amount of the debt securities, the portion of the principal amount of the debt securities that will be payable on the declaration of acceleration of the maturity of the debt securities;

if the principal amount payable at maturity will not be determinable as of one or more dates prior to maturity, the amount that will be deemed to be the principal amount as of any such date;

any terms on which the debt securities may be convertible into

or exchanged for securities or indebtedness of any kind of Sysco or of any other issuer or obligor and the terms and conditions on which a conversion or exchange will be effected, including the initial conversion or exchange price or rate, the conversion period and any other additional provisions;

any applicable United States federal income tax consequences, including whether and under what circumstances we will pay additional amounts on such debt securities held by a person who is not a U.S. person (as defined in the prospectus supplement) in respect of any tax, assessment or governmental charge withheld or deducted and, if so, whether we will have the option to redeem such debt securities rather than pay such additional amounts;

the terms and conditions upon which and the manner in which such debt securities may be defeased or discharged if different from the defeasance provisions described below;

the identity of the specific guarantors, if any, and the terms of any guarantees of the debt securities; and

any other specific terms of such debt securities, including any additional or different events of default or covenants provided for with respect to such debt securities, and any terms which may be required by or advisable under applicable laws or

regulations.

Debt securities may be presented for exchange and registered debt securities may be presented for transfer in the manner, at the places and subject to the restrictions set forth in the debt securities and the applicable Indenture. Such services will be provided without charge, other than any tax or other governmental charge payable in connection therewith, but subject to the limitations provided in the applicable Indenture. Bearer securities (except when held in temporary global form) and the coupons, if any, appertaining thereto (except when attached to temporary global securities) will be transferable by delivery.

Unless we inform you otherwise in the prospectus supplement, we will appoint the trustee under the applicable Indenture as security registrar for the debt securities we issue in registered form under that Indenture. If the prospectus supplement refers to any transfer agent initially designated by us, we may at any time rescind that designation or approve a change in the location through which any transfer agent acts. We will be required to maintain an office or agency for transfers and exchanges in each place of payment. We may at any time designate additional transfer agents for any series of debt securities or rescind the designation of any transfer agent. Sysco or the trustee may, however, require the payment of any tax or other governmental charge payable for that registration.

Table of Contents

In the case of any redemption, neither the security registrar nor the transfer agent will be required to register the transfer of or exchange of any debt security:

during a period beginning 15 business days before the day of mailing of the relevant notice of redemption and ending on the close of business on that day of mailing; or

if we have called the debt security for redemption in whole or in part, except the unredeemed portion of any debt security being redeemed in part.

Debt securities may bear interest at a fixed rate or a floating rate. Debt securities bearing no interest, or interest at a rate that at the time of issuance is below the prevailing market rate, will be sold at a discount below their stated principal amount. Special United States federal income tax considerations applicable to any such discounted debt securities (or to certain debt securities issued at par which are treated as having been issued at a discount for United States federal income tax purposes) are described in the relevant prospectus supplement.

Debt securities may be issued from time to time with payment terms which are calculated by reference to the value, rate or price of one or more currencies, commodities, indices or other factors. Holders of such debt securities may receive a principal amount (including

premium, if any) on any principal payment date, or a payment of interest on any interest payment date, that is greater than or less than the amount of principal (including premium, if any) or interest otherwise payable on such dates, depending upon the value, rate or price on such dates of the applicable currency, commodity, index or other factor. Information as to the methods for determining the amount of principal, premium, if any, or interest payable on any date, the currencies, commodities, indices or other factors to which the amount payable on such date is linked and certain additional tax considerations will be set forth in the applicable prospectus supplement.

Unless otherwise set forth in the prospectus supplement, and except as set forth below under Merger or Consolidation, the debt securities will not contain any provisions which may afford holders of the debt securities protection in the event of a change in control or in the event of a highly leveraged transaction (whether or not such transaction results in a change in control).

Guarantee of Debt Securities

Some or all of our subsidiaries may guarantee, fully and unconditionally unless otherwise provided in the prospectus supplement, the payment of the principal, premium, if any, and interest on the debt securities as they become due, whether at maturity, by declaration of acceleration, call for redemption or otherwise. The terms of any guarantees of any debt securities will be described in an applicable prospectus supplement.

In February 2012, we entered into a supplemental indenture to amend the Senior Debt Indenture to provide for guarantees for our debt securities under the Senior Debt Indenture. The supplemental indenture was signed by certain of our U.S. broadline subsidiaries as initial guarantors, and served to update the Senior Debt Indenture to reflect the guarantees they provided in 2011 for our existing senior debt securities and to provide that we may have them guarantee future issuances of senior debt securities under the Senior Debt Indenture. The supplemental indenture included a provision that states that the obligations of each guarantor under its guarantees and the Senior Debt Indenture shall be limited to the maximum amount as will, after giving effect to such maximum amount and all other contingent and fixed liabilities of such guarantor (including any other guarantees), result in the obligations of such guarantor under its guarantees and the Senior Debt Indenture not constituting a fraudulent transfer or conveyance under any bankruptcy law or any similar federal, state or foreign law affecting the rights of creditors generally.

Any series of debt securities may be guaranteed by one or more of our direct or indirect subsidiaries. Each prospectus supplement will describe any guarantees for the benefit of the series of debt securities to which it relates. Unless otherwise provided in a prospectus supplement, guarantees of senior debt securities will rank equally and ratably in right of payment with all other existing and future unsecured and unsubordinated indebtedness of the respective guarantors. Guarantees of subordinated debt securities will be

junior in right of payment to all of the present and future senior indebtedness of the respective guarantors, including without limitation, guarantees of senior indebtedness, to the extent described in each prospectus supplement.

The assets of Sysco consist principally of the stock of its subsidiaries. Therefore, the rights of Sysco and the rights of its creditors to participate in the assets of any subsidiary upon liquidation, recapitalization or otherwise will be subject to the prior claims of that subsidiary's creditors except to the extent that claims of Sysco itself and/or the claims of those creditors themselves may be recognized as creditor claims of the subsidiary. This subordination of creditors of a parent company to prior claims of creditors of its subsidiaries is commonly referred to as structural subordination. Furthermore, the ability of Sysco to service its indebtedness and other obligations is dependent upon the earnings and cash flow of its subsidiaries and the distribution or other payment to it of such earnings or cash flow. If any of our subsidiaries becomes insolvent, the direct creditors of that subsidiary will have a prior claim on its assets. Sysco's rights and the rights of our creditors, including your rights as an owner of debt securities, will be subject to that prior claim, unless we or you, in the event that your debt securities are guaranteed by such subsidiary, are also a direct creditor of that subsidiary. If your debt securities are not guaranteed by a subsidiary, you will not be a direct creditor of that subsidiary, and your rights to obtain payments from that subsidiary will be structurally subordinated to the rights of that subsidiary's creditors.

Table of Contents

As of June 27, 2015, certain of our U.S. broadline subsidiaries were guarantors under approximately \$7.5 billion of Sysco's outstanding senior notes and debentures, and such subsidiaries may also guarantee one or more series of additional debt securities issued under the indenture. In July 2015, we redeemed \$5.0 billion in senior notes. In addition, although Sysco currently does not have any secured indebtedness, if in the future Sysco or any guarantor incurs any secured indebtedness, the debt securities and any related guarantees will effectively rank junior in right of payment to any of our secured indebtedness to the extent of the assets securing such indebtedness.

Sysco is also an indirect holding company for other non-guarantor subsidiaries. Such non-guarantor subsidiaries currently include our international and SYGMA subsidiaries, as well as our Asian foods, custom-cut meat, specialty produce, hotel supply and certain other subsidiaries. To the extent any subsidiaries are not subsidiary guarantors for a series of debt securities, creditors of such subsidiaries, including trade creditors, and preferred stockholders, if any, of such subsidiaries generally will have priority with respect to the assets and earnings of such subsidiaries over the claims of creditors of the Company, including holders of that series of debt securities. A series of debt securities, therefore, will be effectively subordinated to the claims of creditors, including trade creditors, and preferred stockholders, if any, of any

subsidiaries that are not subsidiary guarantors with respect to such series of debt securities.

Various federal and state fraudulent conveyance laws have been enacted for the protection of creditors and may be utilized by a court of competent jurisdiction to subordinate or avoid all or part of any guarantee issued by the guarantors. The applicable supplemental indentures for the debt securities offered hereunder may provide that in the event that the guarantees would constitute or result in a fraudulent transfer or conveyance for purposes of, or result in a violation of, any United States federal, or applicable United States state, fraudulent transfer or conveyance or similar law, then the liability of the guarantors under the guarantees shall be reduced to the extent necessary to eliminate such fraudulent transfer or conveyance or violation under the applicable fraudulent transfer or conveyance or similar law. Application of this clause could limit the amount which holders of debt securities may be entitled to collect under the guarantees. Holders, by their acceptance of the debt securities, will have agreed to such limitations.

To the extent that a court were to find that (x) a guarantee was incurred by any guarantor with the intent to hinder, delay or defraud any present or future creditor or (y) each guarantor did not receive fair consideration or reasonably equivalent value for issuing its guarantee and that guarantor (i) was insolvent or rendered insolvent by reason of the issuance of the guarantee, (ii) was engaged or about to engage in a business or transaction for which the remaining

assets of such guarantor constituted unreasonably small capital to carry on its business or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they matured, the court could subordinate or avoid all or part of such guarantee in favor of each guarantor's other creditors. To the extent any guarantee issued by any guarantor was voided as a fraudulent conveyance or held unenforceable for any other reason, the holders of any debt securities guaranteed by that guarantor could cease to have any direct claim against that guarantor and would be creditors solely of Sysco, and any claims against that guarantor would be structurally subordinated, as discussed above. In addition, in the absence of an enforceable waiver or consent, a guarantor may be discharged if: (i) action by the lender impairs the value of collateral securing guaranteed debt to the detriment of the guarantor, (ii) the lender elects remedies for default that impair the subrogation rights of the guarantor against the borrower, (iii) the guaranteed debt is materially modified, or (iv) the lender otherwise takes action under loan documents that materially prejudices the guarantor.

We and each guarantor intend to attempt to structure the issuances of the guarantees by each guarantor in such a manner that they will not be fraudulent conveyances. There can be no assurance, however, that a court passing on such questions would reach the same conclusions.

Global Securities

Registered Global Securities. The registered debt securities of a series may be issued in the form of one or

more fully registered global securities (a Registered Global Security) that will be deposited with (and registered in the name of) a depositary (a Depositary) identified in the prospectus supplement relating to such series (or a nominee of the Depositary). Unless and until it is exchanged in whole for debt securities in definitive form, a Registered Global Security may not be transferred except as a whole by the Depositary for such Registered Global Security to a nominee of such Depositary or by a nominee of such Depositary to such Depositary or another nominee of such Depositary or by such Depositary or any such nominee to a successor of such Depositary or a nominee of such successor. (A security held in definitive form is a certificated security other than a Global Security, meaning that it is not registered in the name of and held by a Depositary, and it is therefore not subject to the transfer restriction described immediately above.)

The specific terms of the depositary arrangement with respect to any portion of a series of debt securities to be represented by a Registered Global Security will be described in the prospectus supplement relating to such series. We anticipate that provisions substantially similar to the following will apply to all depositary arrangements. However, the operations and procedures of depositaries are solely within their control and are subject to changes by them. We do not take any responsibility for those operations and procedures. Thus, investors receiving interests in a Registered Global Security would need to contact the depositary or the participants in the depositary through which the investors hold

their interests in order to discuss these matters.

Table of Contents

A depository (such as, for example, the Depository Trust Company, or DTC) is generally an entity created to hold securities for its participating organizations, referred to as participants, and facilitate the clearance and settlement of transactions in those securities between DTC s participants through electronic book-entry changes in accounts of its participants. Participants generally include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. Access to a depository s system may also be available to other entities such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a participant of the depository, either directly or indirectly, and these entities are referred to as indirect participants.

Therefore, ownership of beneficial interests in a Registered Global Security would be limited to persons that are participants in (i.e., persons who have accounts with) the Depository and persons that hold interests through participants. Upon the issuance of a Registered Global Security, the Depository for such Registered Global Security will credit, on its book-entry registration and transfer system, the participants accounts with the respective principal amounts of the debt securities represented by such Registered Global Security beneficially owned by or through such participants. The accounts to be credited initially will be designated by any dealers, underwriters or agents participating in the

distribution of such debt securities or by us, if such debt securities are offered and sold directly by us. Ownership of beneficial interests in such Registered Global Security will be shown on, and the transfer of such ownership interests will be effected only through, records maintained by the Depositary for such Registered Global Security (with respect to interests of participants) and on the records of participants (with respect to interests of persons holding through participants).

The laws of some states (and countries other than the United States) may require that certain persons take physical delivery of certificates evidencing securities they own. Consequently, the ability to transfer beneficial interests in a Global Security to such persons would be limited to that extent. Because a depositary can act only on behalf of its participants, which in turn act on behalf of indirect participants, the ability of beneficial owners of interests in a Global Security to pledge such interests to persons or entities that do not participate in the depositary's system, or otherwise take actions in respect of such interests, may be affected by the lack of a physical certificate evidencing such interests.

So long as the Depositary for a Registered Global Security, or its nominee, is the registered owner of such Registered Global Security, we will consider the Depositary or its nominee, as the case may be, the sole owner and holder of the debt securities represented by the Registered Global Security for all purposes under the applicable Indenture. Except as set forth below, owners of beneficial interests in a

Registered Global Security will not be entitled to have the debt securities represented by such Registered Global Security registered in their names, will not receive or be entitled to receive physical delivery of such debt securities in definitive form and will not be considered the owners or holders thereof under such Indenture. Accordingly, each person owning a beneficial interest in a Registered Global Security must rely on the procedures of the Depository for such Registered Global Security (and, if such person is not a participant, on the procedures of the participant through which such person owns its interest) to exercise any rights of a holder under such Indenture. We understand that under existing industry practices, if we request any action of holders or if an owner of a beneficial interest in a Registered Global Security desires to give or take any action which a holder is entitled to give or take under the Indenture, the Depository for such Registered Global Security generally either (i) authorizes the participants holding the relevant beneficial interests to give or take such action, and such participants would authorize beneficial owners owning through such participants to give or take such action, or (ii) otherwise acts upon the instructions of beneficial owners holding through them.

Payments of principal, premium, if any, and interest, if any, on debt securities represented by a Registered Global Security registered in the name of a Depository or its nominee will be made to such Depository or its nominee, as the case may be, as the registered owner of such Registered Global Security. Neither Sysco, the Trustee, Sysco's subsidiaries that

guarantee the debt securities, nor any of their agents will have any responsibility or liability for any aspect of the records relating to or payments made on account of beneficial ownership interests in such Registered Global Security or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

We expect that the Depositary for any debt securities represented by a Registered Global Security, upon receipt of any payment of principal, premium or interest in respect of such Registered Global Security, will immediately credit participants accounts with payments in amounts proportionate to their respective beneficial interests in such Registered Global Security as shown on the records of such Depositary. We also expect that payments by participants to owners of beneficial interests in such Registered Global Security held through such participants will be the responsibility of such participants and will be governed by standing customer instructions and customary practices, as is now the case with securities held for the accounts of customers or registered in street name.

If the Depositary for any debt securities represented by a Registered Global Security is at any time unwilling or unable to continue as Depositary (including its loss of eligibility to so serve because it is no longer a clearing agency registered under the Exchange Act), and we do not appoint a successor Depositary which is registered as a clearing agency under the Exchange Act within 90 days, we will issue such debt securities in definitive form in exchange for such Registered Global Security. In addition, we may at

Table of Contents

any time and in our sole discretion determine not to have any of the debt securities of a series represented by one or more Registered Global Securities and, in such event, will issue debt securities of such series in definitive form in exchange for all of the Registered Global Security or Securities representing such debt securities. Any debt securities issued in definitive form in exchange for a Registered Global Security will be registered in such name or names as the Depositary shall instruct the applicable Trustee. It is expected that such instructions will be based upon directions received by the Depositary from participants with respect to ownership of beneficial interests in such Registered Global Security.

Global Securities for Bearer Instruments. Debt securities of a series intended to trade in bearer form (referred to elsewhere herein as bearer securities) may also be represented by one or more Global Securities that will be deposited with a common depositary or with a nominee for such depositary, in either case as identified in the prospectus supplement relating to such series. The specific terms and procedures, including the specific terms of the depositary arrangement, with respect to any portion of a series of bearer debt securities to be represented by a Global Security will be described in the prospectus supplement relating to such series.

Senior Debt

The debt securities (and, in the case of bearer securities, any coupons

appertaining thereto) issued under the Senior Debt Indenture (referred to herein as the senior debt securities) will rank pari passu with all of our other debt which is (a) unsecured and unsubordinated debt and (b) senior to the subordinated debt securities described below under Subordinated Debt.

The indentures contain certain restrictive covenants that apply, or may apply, to us and our Subsidiaries (as defined below). The covenants described below under Limitations on Liens and Limitations on Sale and Lease-Back Transactions will not apply to a series of debt securities unless we specifically so provide in the applicable prospectus supplement.

You should read carefully the applicable prospectus supplement for the particular provisions of the series of debt securities being offered, including any additional restrictive covenants or Events of Default that may be included in the terms of such debt securities.

Limitations on Liens. We covenant in the Senior Debt Indenture that we will not (nor will we permit any Subsidiary to) issue, incur, create, assume or guarantee any debt for borrowed money (including all obligations evidenced by bonds, debentures, notes or similar instruments) secured by a mortgage, security interest, pledge, lien, charge or other encumbrance (mortgage) upon any Principal Property or upon any shares of stock or indebtedness of any Subsidiary that owns or leases a Principal Property (whether such Principal Property, shares or indebtedness are now existing or owed or hereafter created or

acquired) without in any such case effectively providing concurrently with the issuance, incurrence, creation, assumption or guaranty of any such secured debt, or the grant of such mortgage, that the senior debt securities (together with, if we shall so determine, any other indebtedness of or guarantee by us or such Subsidiary ranking equally with the senior debt securities) shall be secured equally and ratably with (or, at our option, prior to) such secured debt. The foregoing restriction, however, will not apply to each of the following:

(a) mortgages on property, shares of stock or indebtedness or other assets of any corporation existing at the time such corporation becomes a Subsidiary, provided that such mortgages or liens are not incurred in anticipation of such corporation becoming a Subsidiary;

(b) mortgages on property, shares of stock or indebtedness or other assets existing at the time of acquisition thereof by us or a Subsidiary, or mortgages thereon to secure the payment of all or any part of the purchase price thereof, or mortgages on property, shares of stock or indebtedness or other assets to secure any debt incurred prior to, at the time of, or within 180 days after, the latest of the acquisition thereof or, in the case of property, the completion of construction, the completion of improvements or the commencement of substantial commercial operation of such property for the purpose of financing all or any part of the purchase price thereof, such construction or the making of such improvements;

(c) mortgages to secure indebtedness owing to us or to a Subsidiary;

(d) mortgages existing at the date of the initial issuance of any senior debt securities then outstanding;

(e) mortgages on property of a person existing at the time such person is merged into or consolidated with Sysco or a Subsidiary or at the time of a sale, lease or other disposition of the properties of a person as an entirety or substantially as an entirety to us or a Subsidiary, provided that such mortgage was not incurred in anticipation of such merger or consolidation or sale, lease or other disposition; (f) mortgages in favor of the United States of America or any state, territory or possession thereof (or the District of Columbia), or any department, agency, instrumentality or political subdivision of the United States of America or any state, territory or possession thereof (or the District of Columbia), to secure partial, progress, advance or other payments pursuant to any contract or statute or to secure any indebtedness incurred for the purpose of financing all or any part of the purchase price or the cost of constructing or improving the property subject to such mortgages; or (g) extensions, renewals or replacements of any mortgage referred to in the foregoing clauses (a), (b), (d), (e) or (f); provided, however, that the principal amount of indebtedness secured thereby shall not exceed the principal amount of indebtedness so secured at the time of such extension, renewal or replacement. Any mortgages permitted by any of the foregoing clauses (a) through (g) shall not extend to or cover any other Principal Property of ours or of one of our Subsidiaries, or any shares of stock or indebtedness of any such Subsidiary, subject to the foregoing limitations, other than the property, including improvements thereto, stock or indebtedness specified in such clauses. (Senior Debt Indenture Section 3.7).

Notwithstanding the restrictions in the preceding paragraph, we or any Subsidiary of ours may issue, incur, create, assume or guarantee debt secured by a mortgage which would otherwise be subject to such restrictions, without equally and ratably securing the

Table of Contents

senior debt securities, provided that after giving effect thereto, the aggregate amount of all debt so secured by mortgages (not including mortgages permitted under clauses (a) through (g) above) does not exceed 20% of Sysco's Consolidated Net Tangible Assets. (Senior Debt Indenture Section 3.7).

Limitations on Sale and Lease-Back Transactions. We also covenant in the Senior Debt Indenture that we will not, nor will we permit any Subsidiary to, enter into any Sale and Lease-Back Transaction with respect to any Principal Property, other than any such transaction involving a lease for a term of not more than three years or any such transaction between us and one of our Subsidiaries, or between Subsidiaries, unless: (a) we or such Subsidiary would be entitled to incur indebtedness secured by a mortgage on the Principal Property involved in such transaction at least equal in amount to the Attributable Debt with respect to such Sale and Lease-Back Transaction, without equally and ratably securing the senior debt securities, pursuant to the limitation on liens described above; or (b) the proceeds of such transaction are at least equal to the fair market value of the affected Principal Property (as determined in good faith by our Board of Directors) and we apply an amount equal to the greater of the net proceeds of such sale or the Attributable Debt with respect to such Sale and Lease-Back Transaction within 180 days of such sale to either (or a combination of) (i) the retirement (other than any mandatory retirement, mandatory prepayment or sinking fund payment

or by payment at maturity) of debt for borrowed money of Sysco or a Subsidiary (other than debt that is subordinated to the senior debt securities or debt to us or a Subsidiary) that matures more than 12 months after its creation or (ii) the purchase, construction or development of other comparable property. (Senior Debt Indenture Section 3.8).

Certain Definitions

As used in the indentures and this prospectus, the following definitions apply:

Attributable Debt with regard to a Sale and Lease-Back Transaction with respect to any property is defined in the Senior Debt Indenture to mean, at the time of determination, the lesser of: (a) the fair market value of such property (as determined in good faith by our Board of Directors); or (b) the present value of the total net amount of rent required to be paid under such lease during the remaining term thereof (including any period for which such lease has been extended), discounted at the rate of interest set forth or implicit in the terms of such lease (or, if not practicable to determine such rate, the weighted average interest rate per annum borne by the securities then outstanding under the Senior Debt Indenture) compounded semi-annually. In the case of any lease which is terminable by the lessee upon the payment of a penalty, such net amount shall be the lesser of the net amount determined assuming termination upon the first date such lease may be terminated (in which case the net amount shall also include the amount of the penalty, but no rent shall be

considered as required to be paid under such lease subsequent to the first date upon which it may be so terminated) or the net amount determined assuming no such termination.

Consolidated Net Tangible Assets is defined in the Senior Debt Indenture to mean, as of any particular time, the aggregate amount of assets (less applicable reserves and other properly deductible items) after deducting therefrom: (a) all current liabilities, except for current maturities of long-term debt and of obligations under capital leases; and (b) intangible assets, to the extent included in said aggregate amount of assets, all as set forth on our most recent consolidated balance sheet and computed in accordance with generally accepted accounting principles.

Principal Property is defined in the Senior Debt Indenture to mean the land, improvements, buildings and fixtures (including any leasehold interest therein) constituting the principal corporate office, any manufacturing plant, any manufacturing, distribution or research facility or any self-serve center (in each case, whether now owned or hereafter acquired) which is owned or leased by us or any Subsidiary and is located within the United States of America or Canada unless our Board of Directors has determined in good faith that such office, plant facility or center is not of material importance to the total business conducted by us and our Subsidiaries taken as a whole. With respect to any Sale and Lease-Back Transaction or series of related Sale and Lease-Back Transactions, the determination of whether any property is a Principal Property shall

be determined by reference to all properties affected by such transaction or series of transactions.

Sale and Lease-Back Transaction is defined in the Senior Debt Indenture to mean any arrangement with any person providing for the leasing by us or any Subsidiary of any Principal Property which property has been or is to be sold or transferred by us or such Subsidiary to such person.

Subsidiary is defined in the Senior Debt Indenture to mean any corporation in which we and/or one or more of our Subsidiaries together own voting stock having the power to elect a majority of the board of directors of such corporation, directly or indirectly. For the purposes of this definition, voting stock means stock which ordinarily has voting power for the election of directors, whether at all times or only so long as no senior class of stock has such voting power by reason of any contingency. (Senior Debt Indenture Section 1.1).

Subordinated Debt

The debt securities (and, in the case of bearer securities, any coupons appertaining thereto) issued under the Subordinated Debt Indenture (referred to herein as the subordinated debt securities) will rank junior to Senior Indebtedness (as such term is defined in

Table of Contents

the Subordinated Debt Indenture). The payment of the principal, premium, if any, and interest on the subordinated debt securities is subordinated and junior in right of payment, to the extent set forth in the Subordinated Debt Indenture, to the prior payment in full of all

Senior Indebtedness, as explained below. The senior debt securities previously issued under the Senior Debt Indenture prior to the date of this prospectus are described above under Senior Debt.

No Payment If Senior Indebtedness In Default. No payment (including the making of any deposit in trust with the Trustee in accordance with Section 10.1 of the Subordinated Debt Indenture) on account of principal, premium, if any, or interest on any subordinated debt securities (nor any payment to acquire any of the subordinated debt securities for cash or property) may be made if, at the time of such payment or immediately after giving effect thereto, either of the following is true:

there exists a default in the payment of the principal, premium, if any, or interest with respect to any Senior Indebtedness, when due and payable, whether at maturity, upon redemption, by declaration or otherwise; or

during certain blockage periods based on a non-monetary default with respect to Senior Indebtedness. A blockage period

begins when holders of any Senior Indebtedness give written notice of certain types of events of default with respect to the Senior Indebtedness to the Trustee and us. The event of default must not be a default in the payment of principal, premium (if any), or interest, and it must permit the holders of the Senior Indebtedness to accelerate the maturity of the Senior Indebtedness. A blockage period will last 180 days, except that it will end earlier if the event of default has been cured or waived, or if the holders of the Senior Indebtedness send a notice to the Trustee and us terminating the blockage period.

The Trustee may still make payments on subordinated debt securities during a blockage period, if the payments are made from monies or securities previously deposited with the Trustee pursuant to the terms of Section 10.1 of the Subordinated Debt Indenture, so long as at the time such deposit was made (and immediately after giving effect thereto) the above conditions did not exist.

Once the blockage period expires, we will be obligated to promptly pay to subordinated debt holders all sums not paid during the blockage period. Only one such blockage period may be commenced within any 360 consecutive days. In addition, where an event of default exists on the day a blockage period is commenced, that event of default cannot be made the basis for a second blockage period until the earlier default was cured or waived for a period of at least 90 consecutive days.

(Subordinated Debt Indenture,
Section 13.2).

Priority of Senior Indebtedness. The holders of Senior Indebtedness will be entitled to require payment in full of all principal, premium (if any), and interest on the Senior Indebtedness before subordinated debt holders may receive any payment of principal, premium (if any), or interest on the subordinated debt securities, or any payment to acquire any of the subordinated debt securities, upon any of the following events:

insolvency, bankruptcy proceedings, receivership, liquidation or reorganization of Sysco under Federal or state law, or similar proceedings, relative to Sysco or its creditors, or its property;

voluntary liquidation, dissolution or winding up of Sysco;

an assignment for the benefit of creditors or any other marshalling of assets of Sysco (whether or not involving insolvency or bankruptcy); or

a declaration that any subordinated debt security is due and payable before its expressed maturity because of the occurrence of an Event of Default under the Subordinated Debt Indenture (see Events of Default below).

However, the Trustee may nonetheless make payments on a subordinated debt security under

such circumstances if the payment is made from monies or securities previously deposited with the Trustee pursuant to the terms of Section 10.1 of the Subordinated Debt Indenture, so long as at the time such deposit was made (or immediately after giving effect thereto) the above conditions did not exist. (Subordinated Debt Indenture, Section 13.3).

Under the Subordinated Debt Indenture, the term Senior Indebtedness means (a) all indebtedness and obligations of Sysco existing on the date of the Subordinated Debt Indenture or created, incurred or assumed thereafter, and which (i) are for money borrowed; (ii) are evidenced by any bond, note, debenture or similar instrument; (iii) represent the unpaid balance on the purchase price of any assets or services of any kind; (iv) are obligations as lessee under any lease of property, equipment or other assets required to be capitalized on the balance sheet of the lessee under generally accepted accounting principles; (v) are reimbursement obligations with respect to letters of credit or other similar instruments; (vi) are obligations under interest rate, currency or other indexed exchange agreements, agreements for caps or floors on interest rates, foreign exchange agreements or any other similar agreements; (vii) are obligations under any guaranty, endorsement or other contingent obligations in respect of, or to purchase or otherwise acquire, indebtedness or obligations of other persons of the types referred to in clauses (i) through (vi) above (other than endorsements for collection or deposits in the ordinary course of business); or (viii) are obligations of

other persons of the type

Table of Contents

referred to in clauses (i) through (vii) above secured by a lien to which any of our properties or assets are subject, whether or not the obligations secured thereby shall have been issued by us or shall otherwise be our legal liability; and (b) any deferrals, renewals, amendments, modifications, refundings or extensions of any such indebtedness or obligations of the types referred to above. However, notwithstanding the foregoing, Senior Indebtedness does not include (1) any indebtedness of Sysco to any of our subsidiaries, (2) any indebtedness or obligation of Sysco which by its express terms is stated to be not superior in the right of payment to the subordinated debt securities or to rank pari passu with, or to be subordinated to, the subordinated debt securities, or (3) any indebtedness or obligation incurred by us in connection with the purchase of any assets or services in the ordinary course of business and which constitutes a trade payable or account payable. (Subordinated Debt Indenture, Section 1.1).

By reason of such subordination, in the event of insolvency, holders of subordinated debt securities who are not holders of Senior Indebtedness may recover less, ratably, than holders of Senior Indebtedness.

If this prospectus is being delivered in connection with a series of subordinated debt securities, the applicable prospectus supplement or the information incorporated herein by reference will set forth the approximate amount of Senior Indebtedness outstanding as of the end of the most recent fiscal quarter.

Merger or Consolidation

Each of the Indentures provides that we may merge or consolidate with any other person or persons (whether or not affiliated with us), and we may sell, convey, transfer or lease all or substantially all of our property to any other person or persons (whether or not affiliated with us), so long as we meet the following conditions:

1. Either (a) the transaction is a merger or consolidation, and Sysco is the surviving entity; or (b) the successor person (or the person which acquires by sale, conveyance, transfer or lease substantially all of our property) is a corporation organized under the laws of the United States or any state thereof and expressly assumes, by supplemental indenture satisfactory to the Trustee, all of our obligations under the Indenture and the relevant debt securities and coupons; and

2. Immediately after giving effect to the transaction, no Event of Default (and no event or condition which, after notice or lapse of time or both, would become an Event of Default) shall have occurred and be continuing with respect to any series of debt security outstanding under the relevant Indenture.

(Senior and Subordinated Debt Indentures, Section 9.1).

In the event of any of the above transactions, if there is a successor person as described in paragraph (1)(b) immediately above, then the

successor will expressly assume all of our obligations under the Indenture and automatically be substituted for us in the Indenture and as issuer of the debt securities. Further, if the transaction is in the form of a sale or conveyance, after any such transfer (except in the case of a lease), Sysco will be discharged from all obligations and covenants under the Indenture and all debt securities issued thereunder and may be liquidated and dissolved. (Senior and Subordinated Debt Indentures, Section 9.2).

Events of Default

An Event of Default is defined under each Indenture with respect to debt securities of any series issued under such Indenture as being: (a) default in payment of any principal of or premium, if any, on the debt securities of such series, either at maturity, upon any redemption, by declaration or otherwise (including a default in the deposit of any sinking fund payment with respect to the debt securities of such series when and as due); (b) default for 30 days in payment of any interest on any debt securities of such series; (c) default for 90 days after written notice (given by the Trustee or the holders of at least 25% in aggregate principal amount of the outstanding securities of all series affected by the default) in the observance or performance of any other covenant or agreement in respect of the debt securities of such series or such Indenture other than a covenant or agreement which is not applicable to the debt securities of such series, or a covenant or agreement with respect to which more particular provision is made; (d) certain events of bankruptcy, insolvency or reorganization; or (e) any other

Event of Default provided in the supplemental indenture under which such series of debt securities is issued, or in the form of debt security for such series. (Senior and Subordinated Debt Indentures, Section 5.1).

Under each Indenture, if an Event of Default occurs and is continuing with respect to a series, then either the Trustee or the holders of 25% or more in principal amount of the outstanding debt securities of the affected series (voting as a single class) may declare the principal (or such portion thereof as may be specified in the terms thereof) of all debt securities of all affected series (plus any interest accrued thereon) to be due and payable immediately (unless the principal of such series has already become due and payable). However, upon certain conditions, such declarations may be annulled and past defaults may be waived (except a continuing default in payment of principal of (or premium, if any) or interest on such debt securities) by the holders of a majority in principal amount of the outstanding debt securities of all such affected series (treated as one class). If an Event of Default due to certain events of bankruptcy, insolvency or reorganization shall occur, the principal (or such portion thereof as may be specified in the terms thereof) of and interest accrued on all debt securities then outstanding shall become due and payable immediately, without action by the Trustees or the holders of any such debt securities. (Senior and Subordinated Debt Indentures, Sections 5.1 and 5.10).

Table of Contents

Each Indenture requires the Trustee to give notice, within 90 days after the occurrence of default with respect to the securities of any series, of all defaults with respect to that series known to the Trustee (i) if any unregistered securities of that series are then outstanding, to the holders thereof, by publication at least once in a newspaper in New York and London and (ii) to all holders of registered securities of such series by way of mail, unless in each case such defaults have been cured before mailing or publication. Except in the case of default in the payment of the principal of or interest on any of the securities of such series, or in the payment of any sinking fund installment on such series, the Trustee will be protected in withholding such notice if and so long as the Trustee's board of directors, the Trustee's executive committee or a trust committee of directors or trustees and/or responsible officers of the Trustee in good faith determines that the withholding of such notice is in the best interests of the holders of such series. (Senior and Subordinated Debt Indentures, Section 5.11)

Each Indenture entitles the Trustee, subject to the duty of the Trustee during a default to act with the required standard of care, to be indemnified by the holders of debt securities issued under such Indenture before proceeding to exercise any right or power under such Indenture at the request of such holders. (Senior and Subordinated Debt Indentures, Sections 5.6 and 6.2). Subject to such indemnification and certain other limitations, the holders of a majority in principal

amount of the outstanding debt securities of each affected series issued under such Indenture (treated as one class) may direct the time, method and place of conducting any proceeding for any remedy available to the Trustee, or exercising any trust or power conferred on the Trustee with respect to such series. (Senior and Subordinated Debt Indentures, Section 5.9). The Indenture does not require the Trustee to expend or risk its own funds or otherwise incur personal financial liability in the performance of any of its duties or in the exercise of any of its rights or powers, if there are reasonable grounds for believing that the repayment of such funds or adequate indemnity against such liability is not reasonably assured to it. (Senior and Subordinated Debt Indentures, Section 6.1).

Each Indenture provides that no holder of debt securities of any series or of any coupon issued under such Indenture may institute any action against Sysco under such Indenture (except actions for payment of overdue principal, premium, if any, or interest) unless (1) such holder previously shall have given to the Trustee written notice of default and continuance thereof, (2) the holders of not less than 25% in aggregate principal amount of the outstanding debt securities of each affected series issued under such Indenture (treated as one class) shall have requested the Trustee to institute such action and shall have offered the Trustee reasonable indemnity, (3) the Trustee shall not have instituted such action within 60 days of such request, and (4) the Trustee shall not have received direction inconsistent with such written request by the holders of a

majority in principal amount of the outstanding debt securities of each affected series issued under such Indenture (treated as one class). (Senior and Subordinated Debt Indentures, Sections 5.6 and 5.9).

Each Indenture contains a covenant that we will file annually with the Trustee a certificate stating whether or not we are in compliance (without regard to grace periods or notice requirements) with all conditions and covenants of the Indenture and, if we are not in compliance, describing the nature and status of the non-compliance. (Senior and Subordinated Debt Indentures, Section 3.5).

Defeasance

Each Indenture provides that we may defease and be discharged from any and all obligations (except as described below) with respect to the debt securities of any series which have not already been delivered to the Trustee for cancellation and which have either become due and payable or are by their terms due and payable within one year (or scheduled for redemption within one year) by irrevocably depositing with the Trustee, as trust funds, money or, in the case of debt securities payable only in U.S. dollars, U.S. Government Obligations (as defined) which through the payment of principal and interest in accordance with their terms will provide money, in an amount certified to be sufficient to pay at maturity (or upon redemption) the principal of (and premium, if any) and interest on such debt securities. Such defeasance does not apply to obligations related to the following (the Surviving Obligations):

registration of the transfer or exchange of the debt securities of such series and of coupons appertaining thereto;

Issuer's right to optional redemption, if any;

substitution of mutilated, destroyed, lost or stolen debt securities of such series or coupons appertaining thereto;

maintenance of an office or agency in respect of the debt securities of such series;

receipt of payment of principal and interest on the stated due dates (but any rights of holders to force redemption of the debt securities does not survive);

rights, obligations, duties and immunities of the Trustee; and

rights of Holders as beneficiaries of any trust created as described above for purposes of the defeasance.

In addition, each Indenture provides that with respect to each series of debt securities issued under such Indenture, even if the debt securities will not become due and payable within one year, we may elect either (a) to defease and be discharged from all obligations with respect to the debt securities of such series (except for the Surviving Obligations) or (b) to be released from only the restrictions described

under Senior Debt, if applicable, and Merger or Consolidation and, to the extent specified in connection with the issuance of such series of debt securities, other covenants applicable to such series of debt securities, by meeting certain

Table of Contents

conditions. Those conditions include depositing with the Trustee (or other qualifying trustee), in trust for such purpose, money (or, in the case of debt securities payable only in U.S. dollars, U.S. Government Obligations which through the payment of principal and interest in accordance with their terms will provide money) in an amount certified to be sufficient to pay at maturity (or upon redemption) the principal of (and premium, if any) and interest on the debt securities of such series. Such a trust may only be established if, among other things, we have delivered to the Trustee an opinion of counsel (as specified in the Indenture) to the effect that the holders of the debt securities of such series will not recognize income, gain or loss for Federal income tax purposes as a result of such defeasance and will be subject to Federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such defeasance had not occurred. Such opinion, in the case of a defeasance under clause (a) above, must refer to and be based upon a ruling of the Internal Revenue Service or a change in applicable Federal income tax law occurring after the date of such Indenture.

In the event of any defeasance of any series of subordinated debt securities issued thereunder, the Subordinated Debt Indenture provides that holders of all outstanding Senior Indebtedness will receive written notice of such defeasance. (Senior and Subordinated Debt Indentures, Section 10.1).

The foregoing provisions relating to defeasance may be modified in connection with the issuance of any series of debt securities, and any such modification will be described in the applicable prospectus supplement.

Modification of the Indentures

Under each of the Indentures, we may enter into supplemental indentures with the Trustee without the consent of the holders of debt securities in order to accomplish any of the following: (a) secure any debt securities, (b) evidence the assumption by a successor corporation of our obligations, (c) add covenants or Events of Default for the protection of the holders of any debt securities, (d) cure any ambiguity or correct any inconsistency in such Indenture or add any other provision which shall not adversely affect the interests of the holders of the debt securities, (e) establish the forms or terms of debt securities of any series or of the coupons appertaining to such debt securities, and (f) evidence the acceptance of appointment by a successor trustee. (Senior and Subordinated Debt Indentures, Section 8.1). Under the Senior Debt Indenture, we may also enter into supplemental indentures with the Trustee without the consent of the holders of debt securities in order to add additional guarantees or additional guarantors in respect of all or any series of debt securities under the Indentures, or evidence the release and discharge of any guarantor from its obligations under its guarantees of all or any series of debt securities and its obligations under the Indentures in accordance with the terms of the Indentures. (Senior Debt Indenture, Section 8.1,

as amended by the Thirteenth Supplemental Indenture).

Each Indenture also contains provisions permitting the Trustee and us, with the consent of the holders of not less than a majority in principal amount of the debt securities of all series issued under such Indenture then outstanding and affected (voting as one class), to add any provisions to, or change in any manner or eliminate any of the provisions of, such Indenture or modify in any manner the rights of the holders of the debt securities of each series so affected. However, we may not do any of the following without the consent of the holder of each outstanding debt security affected thereby:

extend the final maturity of any debt security, or reduce the principal amount thereof,

reduce the rate (or alter the method of computation) of interest thereon or extend the time for payment thereof,

reduce (or alter the method of computation of) any amount payable on redemption or repayment thereof or extend the time for payment thereof,

change the currency in which the principal thereof, premium, if any, or interest thereon is payable,

reduce the amount payable upon acceleration,

alter certain provisions of the Indenture relating to the debt securities issued thereunder not denominated in U.S. dollars,

impair or affect the right to institute suit for the enforcement of any payment on any debt security when due,

if the debt securities provide therefor, impair or affect any right of repayment at the option of the holder of such debt securities, or

reduce the percentage in principal amount of debt securities of any series, the consent of the holders of which is required for any of the foregoing modifications.

(Senior and Subordinated Debt Indentures, Section 8.2).

In addition, the Subordinated Debt Indenture provides that it may not be amended to alter the subordination of any outstanding subordinated debt securities without the consent of each holder of Senior Indebtedness then outstanding whose rights would be adversely affected thereby. (Subordinated Debt Indenture, Section 8.6).

Table of Contents

Governing Law

Each of the Indentures provides that it and the debt securities issued thereunder shall be deemed to be a contract under, and for all purposes shall be construed in accordance with, the laws of the State of New York. The guarantees also will be governed by New York law.

The Trustee

The Indenture provides that if an event of default occurs and is continuing, the Trustee must use the degree of care and skill of a prudent person in the conduct of such person's own affairs. The Trustee will become obligated to exercise any of its powers under the applicable Indenture at the request of any of the holders of any debt securities only after those holders have offered the Trustee indemnity reasonably satisfactory to it.

The Trustee may engage in other transactions with us. If it acquires any conflicting interest, however, it must eliminate that conflict or resign.

The Bank of New York Mellon Trust Company, N.A., the Trustee under the Senior Debt Indenture, is an affiliate of one of a number of banks with which we maintain ordinary banking relationships, for which they receive customary fees. BNY Mellon Capital Markets, LLC, an affiliated company with the trustee, is one of the dealers we currently use for our commercial paper program.

Paying and Paying Agents

Unless we inform you otherwise in the prospectus supplement, we will make payments on the debt securities in U.S. dollars at the office of the applicable trustee or any paying agent we designate. At our option, we may make payments by check mailed to the holder's registered address or, with respect to global debt securities, by wire transfer. Unless we inform you otherwise in the prospectus supplement, we will make interest payments to the person in whose name the debt security is registered at the close of business on the record date for the interest payment.

Unless we inform you otherwise in the prospectus supplement, we will designate the trustee under each indenture as our paying agent for payments on debt securities we issue under that indenture. We may at any time designate additional paying agents or rescind the designation of any paying agent or approve a change in the office through which any paying agent acts.

Table of Contents

PLAN OF DISTRIBUTION

We may sell the securities being offered hereby in one or more of the following ways from time to time:

directly to purchasers;

through agents;

through underwriters;

through dealers; or

through a combination of any of these methods of sale.

We may sell the securities directly, for cash or in exchange for assets. In that event, no underwriters or agents would be involved. Offers to purchase the securities may be solicited by agents designated by us from time to time. Any such agent, who may be deemed to be an underwriter as that term is defined in the Securities Act, involved in the offer or sale of any securities will be named, and any commissions payable by us to such agent will be set forth, in the prospectus supplement relating to the securities. Unless otherwise indicated in the prospectus supplement, any such agent will be acting on a best efforts basis for the period of its appointment. We may agree to indemnify any such agents against certain liabilities, including liabilities under the Securities Act. Such agents might also be customers of ours, or otherwise engage in

transactions with or perform services for us in the ordinary course of business.

We may conduct an offering of the securities through underwriters (by entry into an underwriting agreement) from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. If we do so, we will name the underwriters and describe the terms of our sale of the securities to them in the prospectus supplement relating to such the securities, which will be used by the underwriters to make resales of the securities. Underwriters may offer securities to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as underwriters. Unless we inform you otherwise in the prospectus supplement, the obligations of the underwriters to purchase the securities will be subject to several conditions, and the underwriters will be obligated to purchase all the offered securities if they purchase any of them. The underwriters may change from time to time any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers. We might agree to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act. Such underwriters might also be customers of ours, or otherwise engage in transactions with or perform services for us in the ordinary course of business.

We may conduct an offering of the securities through dealers from time to time. If we do so, we would sell

the securities to the dealer, who may be deemed to be an underwriter as that term is defined in the Securities Act, as principal. The dealer might then resell the securities to the public at varying prices to be determined by such dealer at the time of resale. We might agree to indemnify the dealers against certain liabilities, including liabilities under the Securities Act. Such dealers might also be customers of ours, or otherwise engage in transactions with or perform services for us in the ordinary course of business.

We may also authorize agents, underwriters or dealers to solicit offers by certain institutions to purchase securities from us at a particular public offering price pursuant to delayed delivery contracts (Contracts) providing for payment and delivery on a particular date or dates. If we do so, we will describe such Contracts in the relevant prospectus supplement, including the price and date or prices and dates provided by such Contracts. Contracts may be entered into for a variety of reasons, including (without limitation) the need to assemble a pool of collateral, the need to match a refunding date or interest coupon date, or to meet the business needs of the purchaser. Each Contract will be for an amount not less than, and the aggregate principal amount of securities sold pursuant to Contracts shall not be less nor more than, the respective amounts stated in such prospectus supplement. Institutions with whom Contracts, when authorized, may be made include commercial and savings banks, insurance companies, pension funds, investment companies, education and charitable institutions and other institutions, but will in all cases be subject to our

approval. Contracts will not be subject to any conditions except that (i) the purchase by a purchaser of the securities covered by its Contract shall not at the time of delivery be prohibited under the laws of any jurisdiction in the United States to which such purchaser is subject and (ii) we shall have sold, and delivery shall have taken place to the underwriters named in the prospectus supplement, such part of the securities as is to be sold to them. The prospectus supplement will set forth the commission payable to agents, underwriters or dealers soliciting purchases of the securities pursuant to Contracts accepted by us. The underwriters and such agents or dealers will not have any responsibility in respect of the validity or performance of Contracts.

Each series of debt securities will be a new issue of securities with no established trading market. Any underwriters to whom debt securities are sold by us for public offering and sale may make a market in such debt securities, but such underwriters will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given as to the liquidity of the trading market for any debt securities.

Table of Contents

Each series of securities will be a new issue and, other than our common stock, which is listed on The New York Stock Exchange, will have no established trading market. Any shares of common stock sold pursuant to a prospectus supplement will be listed on the New York Stock Exchange, subject to official notice of issuance, or on such other trading market on which our shares of common stock may be listed from time to time. We may elect to list any series of securities on an exchange, and in the case of common stock, on any additional exchange, but, unless otherwise specified in the applicable prospectus supplement, we shall not be obligated to do so. No assurance can be given as to the liquidity of the trading market for any of the securities. Any underwriters to whom we sell securities for public offering and sale may make a market in the securities, but these underwriters will not be obligated to do so and may discontinue any market making at any time without notice.

In connection with an offering of securities pursuant to this prospectus, the underwriters may over-allot or effect transactions that stabilize or maintain the market prices of the securities offered hereby or our other securities at levels above those which might otherwise prevail in the open market. Any underwriter may engage in over-allotment, stabilizing and syndicate short covering transactions and penalty bids only in compliance with Regulation M of the Securities Exchange Act of 1934. If we offer securities in an at the market

offering, stabilizing transactions will not be permitted. Over-allotment involves sales in excess of the offering size, which creates a short position. Stabilizing transactions involve bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Syndicate short covering transactions involve purchases of securities in the open market after the distribution has been completed in order to cover syndicate short positions. Penalty bids permit the underwriters to reclaim selling concessions from dealers when the securities originally sold by the dealers are purchased in covering transactions to cover syndicate short positions. These transactions may cause the price of the securities sold in an offering to be higher than it would otherwise be. They may effect such transactions on an exchange or in the over-the-counter market. If the underwriters commence such stabilizing, it may be discontinued at any time.

We will describe in a prospectus supplement the terms of the offering of securities, including:

the name or names of any underwriters or agents;

the purchase price of the securities being offered and the proceeds or property we will receive from the sale;

any over-allotment options under which underwriters may purchase additional securities from us;

any underwriting discounts or agency fees and other items constituting underwriters' or agents' compensation;

any initial public offering price; and

any discounts or concessions allowed or reallocated or paid to dealers.

Table of Contents

LEGAL MATTERS

The validity of the securities and the guarantees is being passed upon for Sysco by Arnall Golden Gregory LLP, Atlanta, Georgia. Jonathan Golden, the sole stockholder of Jonathan Golden P.C. (a partner of Arnall Golden Gregory LLP), is a director of Sysco. As of August 25, 2015, attorneys with Arnall Golden Gregory LLP involved in the preparation of this prospectus, and the registration statement of which it is a part, beneficially owned an aggregate of approximately 1,302 shares of Sysco's common stock.

Certain legal matters relating to offerings of the securities and the related guarantees will be passed upon on behalf of the applicable dealers, underwriters or agents by counsel named in the applicable prospectus supplement.

EXPERTS AND INDEPENDENT ACCOUNTANTS

The consolidated financial statements of Sysco Corporation and subsidiaries appearing in Sysco Corporation's Annual Report (Form 10-K) for the year ended June 27, 2015, and the effectiveness of Sysco Corporation and subsidiaries' internal control over financial reporting as of June 27, 2015 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts

in accounting and auditing.

Table of Contents**PART II****INFORMATION NOT
REQUIRED IN PROSPECTUS****ITEM 14. Other Expenses of
Issuance and
Distribution**

The following table sets forth the expenses, other than underwriting discounts and commissions, payable by us in connection with the sale of securities being registered hereby. All amounts are estimates:

	Amount to be paid (1)
Securities and Exchange Commission	
Filing Fee	\$ (2)
Rating Agency Fees	(1)
Fees and Expenses of Indenture Trustees	(1)
Printing Expenses	(1)
Accountants Fees and Expenses	(1)
Legal Fees and Expenses	(1)
Miscellaneous Expenses	(1)
Total	\$ (1)

(1) Because an indeterminate amount of securities are covered by this Registration Statement and the number of offerings are

indeterminable, the expenses in connection with the issuance and distribution of the securities are not currently determinable.

(2) In accordance with Rules 456(b) and 457(r), the registrant is deferring payment of the registration fees for this registration statement. Accordingly, applicable SEC filing fees are not estimated at this time.

ITEM 15. Indemnification of Directors and Officers

Charter and Bylaws. Sysco's Certificate of Incorporation and Bylaws provide for indemnification of Sysco's directors and officers against all expense, liability and loss reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was a director or officer of the Registrant, to the fullest extent permitted by Delaware General Corporation Law (except that, generally, indemnification is not available for proceedings brought by the director or officer). This indemnification extends also to directors or officers who serve as agents for any entity at Sysco's request, including, for example, persons who serve as agents for Sysco's employee benefit plans. In addition, Sysco's Certificate of Incorporation includes a provision eliminating, to the fullest extent permitted by Delaware law, the personal liability of directors for monetary damages for breaches of fiduciary duty. Sysco may also advance expenses incurred by a director or officer in defending a proceeding before the final disposition of the proceeding so long as the officer or director undertakes to repay the advanced amounts in the

event it is ultimately determined that he or she is not entitled to be indemnified. Sysco may only advance expenses incurred by a director or officer in his or her capacity as a director or officer and not in any other capacity, such as service to an employee benefit plan. Sysco's Bylaws provide that rights to indemnification and advancement of expenses are deemed to have fully vested at the time the indemnitee assumes his or her position with Sysco.

Delaware Law. Delaware General Corporation Law currently requires Sysco to indemnify a director or officer for all expenses incurred by him or her (including attorney's fees) when he or she is successful (on the merits or otherwise) in defense of any proceeding brought by reason of the fact that he or she is or was a director or officer of Sysco. In addition, with respect to all proceedings other than proceedings by or in the right of the

II-1

Table of Contents

corporation, Delaware law allows Sysco to indemnify a director or officer against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, even if the director or officer is not successful on the merits, if he or she:

acted in good faith;

acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; and

in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Sysco may indemnify directors and officers with respect to proceedings brought by or in the right of the corporation to the same extent as with respect to other proceedings, except that if the director or officer is held liable to Sysco in the proceeding, then Sysco may not indemnify the director or officer unless a court determines that even though he or she was held liable to Sysco, the officer or director is nonetheless fairly and reasonably entitled to indemnification.

Except for indemnification mandated by law or ordered by a court, Sysco may not indemnify an agent without a formal determination that the required criteria have been met. In the case of officers and directors, the determination must be made by a majority of the disinterested directors (or a

committee appointed by them), independent legal counsel in a written opinion, or the stockholders.

Sysco may advance expenses incurred by a current officer or director in defending a proceeding before the final disposition of the proceeding, if the officer or director undertakes to repay the advanced amounts in the event it is ultimately determined that he or she is not entitled to be indemnified. Sysco may advance expenses to other agents upon whatever terms and conditions it deems appropriate.

Plan Provisions. Certain of Sysco's employee benefit plans provide indemnification of directors and other agents against certain claims arising from administration of such plans.

D&O Insurance. Sysco maintains liability insurance for its directors and officers covering, subject to certain exceptions, any actual or alleged negligent act, error, omission, misstatement, misleading statement, neglect or breach of duty by such directors or officers, individually or collectively, in the discharge of their duties in their capacity as directors and officers of the Registrant.

ITEM 16. Exhibits

Exhibit

No.	Description
1	Form of Underwriting Agreement
4(a)	Restated Certificate of Incorporation

- (incorporated by reference to Exhibit 3(a) to Form 10-K for the year ended June 28, 1997, File No. 1-6544).
- 4(b) Certificate of Amendment to Restated Certificate of Incorporation increasing authorized shares (incorporated by reference to Exhibit 3(e) to Form 10-Q for the quarter ended December 27, 2003, File No. 1-6544).
- 4(c) Form of Amended Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3(c) to Form 10-K for the year ended June 29, 1996, File No. 1-6544).

Table of Contents

Exhibit

No.	Description
4(d)	Amended and Restated Bylaws of Sysco Corporation dated November 14, 2013 (incorporated by reference to Exhibit 3.01 to Form 8-K filed on November 20, 2013, File No. 1-6544).
4(e)	Senior Debt Indenture, dated as of June 15, 1995, between Sysco Corporation and First Union National Bank, as Trustee (incorporated by reference to Exhibit 4(a) to the Registrant's Registration Statement on Form S-3, Reg. No. 33-60023).
4(f)	Form of Guarantee of Indebtedness of Sysco Corporation as executed by Sysco's U.S. Broadline subsidiaries (incorporated by reference to Exhibit 4.1 to Form 8-K filed on January 20, 2011, File No. 1-6544).
4(g)	Letter from Sysco Corporation regarding appointment of new Trustee under the Senior Debt Indenture (incorporated by reference to Exhibit 4.7 to Form 10-Q for the quarter ended December 29, 2007, File No. 1-6544).
4(h)	Form of Subordinated Debt Indenture between Sysco Corporation and _____, as Trustee (incorporated by reference

- to Exhibit 4(b) to the Registrant's Registration Statement on Form S-3, Reg. No. 33-60023).
- 4(i) Agreement of Resignation, Appointment and Acceptance, dated February 13, 2007, by and among Sysco Corporation and Sysco International Co., a wholly-owned subsidiary of Sysco Corporation, U.S. Bank National Association and The Bank of New York Trust Company, N.A. (incorporated by reference to Exhibit 4(h) to the Registrant's Registration Statement on Form S-3, Reg. No. 333-149086).
- 4(j) Form of Senior Debt Supplemental Indenture between Sysco Corporation and _____, as Trustee.
- 4(k) Form of Senior Debt Supplemental Indenture between Sysco Corporation and _____, as Trustee.
- 4(l) Form of Guarantee of Senior Debt Securities.
- 4(m) Form of Guarantee of Subordinated Debt Securities.
- 5* Opinion of Arnall Golden Gregory LLP as to legality of securities being registered.
- 12 Computation of Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to Form 10-K for the year ended June 27, 2015, File No. 1-6544).

- 23.1* Consent of Arnall Golden Gregory LLP (included in opinion filed as Exhibit 5)
- 23.2* Consent of Ernst & Young LLP
- 24* Power of Attorney (set forth on the signature pages to this registration statement).
- 25* Form T-1 Statement of Eligibility of Trustee under the Trust Indenture Act of 1939 of the Bank of New York Mellon Trust Company, N.A.

* filed herewith.

To be filed as an exhibit to a Current Report on Form 8-K and incorporated by reference herein.

II-3

Table of Contents

ITEM 17. Undertakings

The undersigned registrant hereby undertakes as follows:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Act to any purchaser:

(i) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering

made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

II-4

Table of Contents

(5) That, for the purpose of determining liability of the registrant under the Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Act, each filing of the Registrant's annual

report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(7) That, for purposes of determining any liability under the Act, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(8) That, for the purpose of determining any liability under the Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(9) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

(10) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing

provisions or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

II-5

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on August 25, 2015.

SYSCO
CORPORATION

By: /s/
WILLIAM J.
DELANEY
**William J.
DeLaney
President
and Chief
Executive
Officer**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Joel T. Grade and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective

amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ WILLIAM J. DELANEY	President, Chief Executive Officer and William J. DeLaney (principal executive officer)	August 25, 2015
/s/ ROBERT C. KREIDLER	Executive Vice President and Chief Financial Officer Robert C. Kreidler (principal financial officer)	August 25, 2015
/s/ JOEL T. GRADE	Senior Vice President, Finance and Chief Accounting Officer (principal accounting officer)	August 25, 2015
/s/ JACKIE M. WARD	Chairman of the Board	August 25,

Jackie M. Ward		2015
/s/ JOHN M. CASSADAY	Director	August 25, 2015
John M. Cassaday		
/s/ JUDITH B. CRAVEN	Director	August 25, 2015
Judith B. Craven		
/s/ LARRY C. GLASSCOCK	Director	August 25, 2015
Larry C. Glasscock		

Table of Contents

SIGNATURE	TITLE	DATE
/s/ JONATHAN GOLDEN	Director	August 25, 2015

**Jonathan
Golden**

/s/ JOSEPH A. HAFNER, JR.	Director	August 25, 2015
------------------------------	----------	--------------------

**Joseph A.
Hafner, Jr.**

/s/ HANS-JOACHIM KOERBER	Director	August 25, 2015
--------------------------------	----------	--------------------

**Hans-Joachim
Koerber**

/s/ NANCY S. NEWCOMB	Director	August 25, 2015
-------------------------	----------	--------------------

**Nancy S.
Newcomb**

/s/ RICHARD G. TILGHMAN	Director	August 25, 2015
----------------------------	----------	--------------------

**Richard G.
Tilghman**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Halfmoon, State of New York, on June 1, 2015.

SYSCO
ALBANY,
LLC

By: /s/
WILFRED
J.
CARTIER
III
**Wilfred
J.
Cartier
III
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange

Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ WILFRED J. CARTIER III Wilfred J. Cartier III	President (principal executive officer)	June 1, 2015
/s/ JOSEPH GUARINO Joseph Guarino	Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
/s/ CATHERINE J. KAYSER	Manager	June 1, 2015

**Catherine J.
Kayser**

/s/ RUSSELL T. Manager
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of College Park, State of Georgia, on June 1, 2015.

SYSKO
ATLANTA,
LLC

By: /s/ SEAN
HYSLOP
**Sean
Hyslop
Executive
Vice
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration

Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ SEAN HYSLOP Sean Hyslop	Executive Vice President (principal executive officer)	June 1, 2015
/s/ MARK ZUCKER Mark Zucker	Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
/s/ MICHAEL K. BRAUNER Michael K. Brawner	Manager	June 1, 2015

/s/ RUSSELL T. Manager
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jessup, State of Maryland, on June 1, 2015.

SYSCO
BALTIMORE,
LLC

By: /s/ KEITH
D.
SHAPIRO
**Keith D.
Shapiro
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
<p>/s/ KEITH D. SHAPIRO</p> <p>Keith D. Shapiro</p>	<p>President (principal executive officer)</p>	<p>June 1, 2015</p>
<p>/s/ RICHARD M. TRIOLO</p> <p>Richard M. Triolo</p>	<p>Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer)</p>	<p>June 1, 2015</p>
<p>/s/ MICHAEL K. BRAWNER</p> <p>Michael K. Brawner</p>	<p>Manager</p>	<p>June 1, 2015</p>
<p>/s/ ROBERT J. DAVIS</p> <p>Robert J. Davis</p>	<p>Manager</p> <p>Manager</p>	<p>June 1, 2015</p>

/s/ RUSSELL T.
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baraboo, State of Wisconsin, on June 1, 2015.

SYSCO
BARABOO,
LLC

By: /s/ TROY
A. VEST
**Troy A.
Vest
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ TROY A. VEST Troy A. Vest	President (principal executive officer)	June 1, 2015
/s/ JENNIFER HILLAND Jennifer Hilland	Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
/s/ SEAN T. MCCAUSLAND	Manager	June 1, 2015

**Sean T.
McCausland**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plympton, State of Massachusetts, on June 1, 2015.

SYSCO
BOSTON,
LLC

By: /s/
CHARLES
H. FRASER
**Charles
H. Fraser
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ CHARLES H. FRASER Charles H. Fraser	President (principal executive officer)	June 1, 2015
/s/ THOMAS CRYTSEY Thomas Crytser	Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
/s/ CATHERINE J. KAYSER Catherine J. Kayser	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY	Manager	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calera, State of Alabama, on June 1, 2015.

SYSCO
CENTRAL
ALABAMA,
INC.

By: /s/ DAVID
R.
DICKSON
**David R.
Dickson
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration

Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ DAVID R. DICKSON David R. Dickson	President (principal executive officer)	June 1, 2015
/s/ CHARLES FRAZIER Charles Frazier	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Director	June 1, 2015
/s/ TIM K. BROWN Tim K. Brown	Director	June 1, 2015

/s/ RUSSELL T. Director
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Modesto, State of California, on June 1, 2015.

SYSCO
CENTRAL
CALIFORNIA,
INC.

By: /s/
ELIZABETH
ASPRAY
**Elizabeth
Aspray
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration

Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ ELIZABETH ASPRAY Elizabeth Aspray	President (principal executive officer)	June 1, 2015
/s/ ROBIN KAWASHIMIA Robin Kawashimia	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director Director	June 1, 2015

/s/ PAUL L.
NASIR

June 1,
2015

Paul L. Nasir

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ocoee, State of Florida, on June 1, 2015.

SYSCO
CENTRAL
FLORIDA,
INC.

By: /s/ JOSEPH
H. WOOD
**Joseph
H. Wood
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ JOSEPH H. WOOD Joseph H. Wood	President (principal executive officer)	June 1, 2015
/s/ RICHARD A. MATTHEWS Richard A. Matthews	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ TIM K. BROWN Tim K. Brown	Director	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Director Director	June 1, 2015

/s/ RUSSELL T.
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lincoln, State of Illinois, on June 1, 2015.

SYSCO
CENTRAL
ILLINOIS,
INC.

By: /s/ DEAN
E.
ROBERT,
JR.
**Dean E.
Robert,
Jr.
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all

amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ DEAN E. ROBERT, JR. Dean E. Robert, Jr.	President (principal executive officer)	June 1, 2015
/s/ ANDREW HEPPE Andrew Heppe	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Harrisburg, State of Pennsylvania, on June 1, 2015.

SYSCO
CENTRAL
PENNSYLVANIA,
LLC

By: /s/ DEBRA
S. ULRICH
**Debra S.
Ulrich
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ DEBRA S. ULRICH Debra S. Ulrich	President (principal executive officer)	June 1, 2015
/s/ LOUIS CITRO Louis Citro	Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ CATHERINE J. KAYSER Catherine J. Kayser	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
/s/ ROBERT J. DAVIS	Manager	June 1, 2015

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Concord, State of North Carolina, on June 1, 2015.

SYSCO
CHARLOTTE,
LLC

By: /s/ BRUCE
H.
MATTHEWS
**Bruce H.
Matthews
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ BRUCE H. MATTHEWS Bruce H. Matthews	President (principal executive officer)	June 1, 2015
/s/ LASHONDA SEAY LaShonda Seay	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ MICHAEL K. BRAWNER Michael K. Brawner	Manager	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager Manager	June 1, 2015

/s/ RUSSELL T.
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Des Plaines, State of Illinois, on June 1, 2015.

SYSCO
CHICAGO, INC.

By: /s/ GARY
SALVESTRINI
**Gary
Salvestrini
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said

attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ GARY SALVESTRINI Gary Salvestrini	President (principal executive officer)	June 1, 2015
/s/ LARRY SMISEK Larry Smisek	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ SEAN MCCAUSLAND	Director	June 1, 2015

**Sean
McCausland**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on June 1, 2015.

SYSCO
CINCINNATI,
LLC

By: /s/
MICHAEL
HAUNERT
**Michael
Haunert
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ MICHAEL HAUNERT Michael Hauert	President (principal executive officer)	June 1, 2015
/s/ DAN PINSEL Dan Pinsel	Vice President, Finance (principal financial officer and principal accounting officer)	June 1, 2015
/s/ THOMAS C. BARNES Thomas C. Barnes	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
/s/ ROBERT J. DAVIS	Manager	June 1, 2015

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on June 1, 2015.

SYSCO
CLEVELAND,
INC.

By: /s/
JEFFREY
S. MOORE
**Jeffrey S.
Moore
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ JEFFREY S. MOORE Jeffrey S. Moore	President (principal executive officer)	June 1, 2015
/s/ JOHN ZAJACZ John Zajacz	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ THOMAS C. BARNES Thomas C. Barnes	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
	Director	

/s/ ROBERT J.
DAVIS

June 1,
2015

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbia, State of South Carolina, on June 1, 2015.

SYSCO
COLUMBIA,
LLC

By: /s/ TROY
BARNES
**Troy
Barnes
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ TROY BARNES Troy Barnes	President (principal executive officer)	June 1, 2015
/s/ STEPHEN L. CROWE, JR. Stephen L. Crowe, Jr.	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ MICHAEL K. BRAWNER Michael K. Brawner	Manager	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rock Hill, State of Connecticut, on June 1, 2015.

SYSKO
CONNECTICUT,
LLC

By: /s/ ALAN S.
ROSENBLATT
**Alan S.
Rosenblatt
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
<p>/s/ ALAN S. ROSENBLATT</p> <p>Alan S. Rosenblatt</p>	<p>President (principal executive officer)</p>	<p>June 1, 2015</p>
<p>/s/ CHRISTOPHER MILLER</p> <p>Christopher Miller</p>	<p>Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)</p>	<p>June 1, 2015</p>
<p>/s/ ROBERT J. DAVIS</p> <p>Robert J. Davis</p>	<p>Manager</p>	<p>June 1, 2015</p>
<p>/s/ RUSSELL T. LIBBY</p> <p>Russell T. Libby</p>	<p>Manager</p>	<p>June 1, 2015</p>
<p>/s/ CATHERINE J. KAYSER</p>	<p>Manager</p>	<p>June 1, 2015</p>

**Catherine J.
Kayser**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canton, State of Michigan, on June 1, 2015.

SYSCO
DETROIT,
LLC

By: /s/ TED
BEHEN
Ted
Behen
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ TED BEHEN Ted Behen	President (principal executive officer)	June 1, 2015
/s/ WILLIAM SPURGEON William Spurgeon	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ THOMAS C. BARNES Thomas C. Barnes	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pocomoke, State of Maryland, on June 1, 2015.

SYSCO
EASTERN
MARYLAND,
LLC

By: /s/ MICHAEL
GERSHENFELD
**Michael
Gershenfeld
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ MICHAEL GERSHENFELD Michael Gershenfeld	President (principal executive officer)	June 1, 2015
/s/ DONALD F. REPINE Donald F. Repine	Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ MICHAEL K. BRAWNER Michael K. Brawner	Manager	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
	Manager	

/s/ RUSSELL T.
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jackson, State of Wisconsin, on June 1, 2015.

SYSCO
EASTERN
WISCONSIN,
LLC

By: /s/
ROBERT
HUETHER
**Robert
Huether
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration

Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ ROBERT HUETHER Robert Huether	President (principal executive officer)	June 1, 2015
/s/ SARA A. JACKLIN Sara A. Jacklin	Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
/s/ SEAN MCCAUSLAND	Manager	June 1, 2015

**Sean
McCausland**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grand Rapids, State of Michigan, on June 1, 2015.

SYSKO
GRAND
RAPIDS, LLC

By: /s/ TOM
SHAEFFER
**Tom
Shaeffer
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
<p>/s/ TOM SHAEFFER</p> <p>Tom Shaeffer</p>	<p>President (principal executive officer)</p>	<p>June 1, 2015</p>
<p>/s/ MARK LEE</p> <p>Mark Lee</p>	<p>Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)</p>	<p>June 1, 2015</p>
<p>/s/ THOMAS C. BARNES</p> <p>Thomas C. Barnes</p>	<p>Manager</p>	<p>June 1, 2015</p>
<p>/s/ RUSSELL T. LIBBY</p> <p>Russell T. Libby</p>	<p>Manager</p>	<p>June 1, 2015</p>
<p>/s/ ROBERT J. DAVIS</p>	<p>Manager</p>	<p>June 1, 2015</p>

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Geneva, State of Alabama, on June 1, 2015.

SYSCO GULF
COAST, INC.

By: /s/
CHRISTOPHER
R.
MCCOLLUM
**Christopher
R.
McCollum
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration

Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ CHRISTOPHER R. MCCOLLUM Christopher R. McCollum	President (principal executive officer)	June 1, 2015
/s/ DEAN NICHOLS Dean Nichols	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Director	June 1, 2015
/s/ TIM K. BROWN Tim K. Brown	Director	June 1, 2015

/s/ RUSSELL T. Director
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Suffolk, State of Virginia, on June 1, 2015.

SYSKO
HAMPTON
ROADS, INC.

By: /s/ SCOTT T.
THIBODEAU
**Scott T.
Thibodeau
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ SCOTT T. THIBODEAU Scott T. Thibodeau	President (principal executive officer)	June 1, 2015
/s/ MICHAEL S. LAROCK Michael S. LaRock	Vice President; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ MICHAEL K. BRAWNER Michael K. Brawner	Director	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Director	June 1, 2015
/s/ RUSSELL T. LIBBY	Director	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on June 1, 2015.

SYSCO
INDIANAPOLIS,
LLC

By: /s/
STEPHEN
M. NEELY
**Stephen
M. Neely
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ STEPHEN M. NEELY Stephen M. Neely	President (principal executive officer)	June 1, 2015
/s/ PAUL CAHLAMER Paul Cahlamer	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ THOMAS C. BARNES Thomas C. Barnes	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager Manager	June 1, 2015

/s/ ROBERT J.
DAVIS

June 1,
2015

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ankeny, State of Iowa, on June 1, 2015.

SYSCO
IOWA, INC.

By: /s/
SUZANNE
SPACK
**Suzanne
Spack
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ SUZANNE SPACK Suzanne Spack	President (principal executive officer)	June 1, 2015
/s/ DEBRA K. BAKER Debra K. Baker	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ SEAN MCCAUSLAND	Director	June 1, 2015

**Sean
McCausland**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jackson, State of Mississippi, on June 1, 2015.

SYSCO
JACKSON,
LLC

By: /s/ BRIAN
CARLEW
**Brian
Carlew
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
<p>/s/ BRIAN CARLEW</p> <p>Brian Carlew</p>	<p>President (principal executive officer)</p>	<p>June 1, 2015</p>
<p>/s/ CARL S. FOLEY</p> <p>Carl S. Foley</p>	<p>Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer)</p>	<p>June 1, 2015</p>
<p>/s/ ROBERT J. DAVIS</p> <p>Robert J. Davis</p>	<p>Manager</p>	<p>June 1, 2015</p>
<p>/s/ TIM K. BROWN</p> <p>Tim K. Brown</p>	<p>Manager</p>	<p>June 1, 2015</p>
<p>/s/ RUSSELL T. LIBBY</p>	<p>Manager</p>	<p>June 1, 2015</p>

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on June 1, 2015.

SYSCO
JACKSONVILLE,
INC.

By: /s/
RICHARD
J.
RAWALD
**Richard
J.
Rawald
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective

amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ RICHARD J. RAWALD Richard J. Rawald	President (principal executive officer)	June 1, 2015
/s/ GREGORY LEE Gregory Lee	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ TIM K. BROWN Tim K. Brown	Director	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Director	June 1, 2015

/s/ RUSSELL T. Director
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Olathe, State of Kansas, on June 1, 2015.

SYSKO
KANSAS
CITY, INC.

By: /s/ JOSEPH
MARTINES
**Joseph
Martines
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ JOSEPH MARTINES Joseph Martines	President (principal executive officer)	June 1, 2015
/s/ ROBERT M. BINGHAM Robert M. Bingham	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ RICHARD A. JOHNSTON	Director	June 1, 2015

**Richard A.
Johnston**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Knoxville, State of Tennessee, on June 1, 2015.

SYSCO
KNOXVILLE,
LLC

By: /s/ LISA
M. HEALY
**Lisa M.
Healy
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ LISA M. HEALY Lisa M. Healy	President (principal executive officer)	June 1, 2015
/s/ PHILLIP D. WASHBURN Phillip D. Washburn	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
/s/ THOMAS C. BARNES Thomas C. Barnes	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY	Manager	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lincoln, State of Nebraska, on June 1, 2015.

SYSCO
LINCOLN,
INC.

By: /s/ KIM K.
BROWN
**Kim K.
Brown
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ KIM K. BROWN Kim K. Brown	President (principal executive officer)	June 1, 2015
/s/ FRANK F. SCHMIDT Frank F. Schmidt	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ RICHARD A. JOHNSTON	Director	June 1, 2015

**Richard A.
Johnston**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Central Islip, State of New York, on June 1, 2015.

SYSCO
LONG
ISLAND,
LLC

By: /s/ FRANK
S. RECINE
**Frank S.
Recine
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ FRANK S. RECINE Frank S. Recine	President (principal executive officer)	June 1, 2015
/s/ CONNIE BARONE Connie Barone	Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ CATHERINE J. KAYSER Catherine J. Kayser	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
/s/ ROBERT J. DAVIS	Manager	June 1, 2015

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Walnut, State of California, on June 1, 2015.

SYSCO LOS
ANGELES,
INC.

By: /s/ HENRY
D.
VARNELL,
III
**Henry D.
Varnell,
III
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective

amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ HENRY D. VARNELL, III Henry D. Varnell, III	President (principal executive officer)	June 1, 2015
/s/ ERIC WATERMAN Eric Waterman	Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015

/s/ PAUL L. Director
NASIR

June 1,
2015

Paul L. Nasir

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, State of Kentucky, on June 1, 2015.

SYSCO
LOUISVILLE,
INC.

By: /s/ STEVEN
D.
HOCKER
**Steven D.
Hocker
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ STEVEN D. HOCKER Steven D. Hocker	President (principal executive officer)	June 1, 2015
/s/ LISA BOWLING Lisa Bowling	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ THOMAS C. BARNES Thomas C. Barnes	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
	Director	

/s/ ROBERT J.
DAVIS

June 1,
2015

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Memphis, State of Tennessee, on June 1, 2015.

SYSCO
MEMPHIS, LLC

By: /s/ PETER J.
SCATAMACCHIA
**Peter J.
Scatamacchia
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said

attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ PETER J. SCATAMACCHIA Peter J. Scatamacchia	President (principal executive officer)	June 1, 2015
/s/ DWUAN HAMMOND Dwuan Hammond	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
/s/ THOMAS C. BARNES Thomas C. Barnes	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jersey City, State of New Jersey, on June 1, 2015.

SYSCO
METRO
NEW YORK,
LLC

By: /s/
MICHAEL
W.
SCANLON
Michael
W.
Scanlon
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all

amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ MICHAEL W. SCANLON	President (principal executive officer)	June 1, 2015
Michael W. Scanlon		
/s/ KAREN L. CASEY	Vice President; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
Karen L. Casey		
/s/ CATHERINE J. KAYSER	Manager	June 1, 2015
Catherine J. Kayser		
/s/ RUSSELL T. LIBBY	Manager	June 1, 2015
Russell T. Libby		

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mounds View, State of Minnesota, on June 1, 2015.

SYSKO
MINNESOTA,
INC.

By: /s/
TIMOTHY
D.
PETERZEN
**Timothy
D.
Peterzen
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective

amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ TIMOTHY D. PETERZEN Timothy D. Peterzen	President (principal executive officer)	June 1, 2015
/s/ DARRELL P. GRADFORD Darrell P. Gradford	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on June 1, 2015.

SYSCO
MONTANA,
INC.

By: /s/
PATRICK
BURTON
**Patrick
Burton
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ PATRICK BURTON Patrick Burton	President (principal executive officer)	June 1, 2015
/s/ STEVEN P. BODDEN Steven P. Bodden	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ RICHARD T. JOHNSTON	Director	June 1, 2015

**Richard T.
Johnston**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on June 1, 2015.

SYSCO
NASHVILLE,
LLC

By: /s/
NICHOLAS
K. TARAS
**Nicholas
K. Taras
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ NICHOLAS K. TARAS Nicholas K. Taras	President (principal executive officer)	June 1, 2015
/s/ JANN M. SAMUELS Jann M. Samuels	Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
/s/ THOMAS C. BARNES Thomas C. Barnes	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fargo, State of North Dakota, on June 1, 2015.

SYSCO
NORTH
DAKOTA,
INC.

By: /s/
MICHAEL
D. HAGEN
**Michael
D. Hagen
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration

Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
<p>/s/ MICHAEL D. HAGEN</p> <p>Michael D. Hagen</p>	<p>President (principal executive officer)</p>	<p>June 1, 2015</p>
<p>/s/ DEREK LEE</p> <p>Derek Lee</p>	<p>Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)</p>	<p>June 1, 2015</p>
<p>/s/ JOEL GRADE</p> <p>Joel Grade</p>	<p>Director</p>	<p>June 1, 2015</p>
<p>/s/ RUSSELL T. LIBBY</p> <p>Russell T. Libby</p>	<p>Director</p> <p>Director</p>	<p>June 1, 2015</p>

/s/ SEAN
MCCAUSLAND

June 1,
2015

**Sean
McCausland**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westbrook, State of Maine, on June 1, 2015.

SYSCO
NORTHERN
NEW
ENGLAND,
INC.

By: /s/ RALPH
FREIJE
**Ralph
Freije
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration

Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
<p>/s/ RALPH FREIJE</p> <p>Ralph Freije</p>	<p>President (principal executive officer)</p>	<p>June 1, 2015</p>
<p>/s/ JOHN K. RODRIGUE</p> <p>John K. Rodrigue</p>	<p>Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)</p>	<p>June 1, 2015</p>
<p>/s/ ROBERT J. DAVIS</p> <p>Robert J. Davis</p>	<p>Director</p>	<p>June 1, 2015</p>
<p>/s/ RUSSELL T. LIBBY</p> <p>Russell T. Libby</p>	<p>Director</p> <p>Director</p>	<p>June 1, 2015</p>

/s/ CATHERINE
J. KAYSER

June 1,
2015

**Catherine J.
Kayser**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, State of Pennsylvania, on June 1, 2015.

SYSCO
PHILADELPHIA,
LLC

By: /s/
WILLIAM
G. TUBB
**William
G. Tubb
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ WILLIAM G. TUBB William G. Tubb	President (principal executive officer)	June 1, 2015
/s/ JOHN J. GENTILE, JR. John J. Gentile, Jr.	Senior Vice President; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ CATHERINE J. KAYSER Catherine J. Kayser	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
/s/ ROBERT J. DAVIS	Manager	June 1, 2015

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Harmony, State of Pennsylvania, on June 1, 2015.

SYSCO
PITTSBURGH,
LLC

By: /s/
CHRISTOPHER
J. LOURIA
**Christopher
J. Louria
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
-----------	-------	------

/s/ CHRISTOPHER J. LOURIA Christopher J. Louria	President (principal executive officer)	June 1, 2015
--	--	-----------------

/s/ CHRISTOPHER SOLANO Christopher Solano	Chief Financial Officer; Vice President Finance (principal financial officer)	June 1, 2015
--	--	-----------------

/s/ THOMAS C. BARNES Thomas C. Barnes	Manager	June 1, 2015
--	---------	-----------------

/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
--	---------	-----------------

/s/ ROBERT J. DAVIS	Manager	June 1, 2015
------------------------	---------	-----------------

**Robert J.
Davis**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilsonville, State of Oregon, on June 1, 2015.

SYSCO
PORTLAND,
INC.

By: /s/ MARK
LANCOT
**Mark
Lanctot
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ MARK LANCTOT Mark Lanctot	President (principal executive officer)	June 1, 2015
/s/ MICHAEL NGUYEN Michael Nguyen	Senior Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ PAUL L. NASIR	Director	June 1, 2015

Paul L. Nasir

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Selma, State of North Carolina, on June 1, 2015.

SYSCO
RALEIGH,
LLC

By: /s/
THOMAS
M.
PROPPS
**Thomas
M.
Propps
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective

amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ THOMAS M. PROPPS Thomas M. Propps	President (principal executive officer)	June 1, 2015
/s/ PAMELA S. WILLOW Pamela S. Willow	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ MICHAEL K. BRAWNER Michael K. Brawner	Manager	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015

/s/ RUSSELL T. Manager
LIBBY

June 1,
2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fargo, State of North Dakota, on June 1, 2015.

SYSCO
RIVERSIDE,
INC.

By: /s/ SAUL J.
ADELSBERG
**Saul J.
Adelsberg
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ SAUL J. ADELSBERG Saul J. Adelsberg	President (principal executive officer)	June 1, 2015
/s/ LEONARD BRYAN Leonard Bryan	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ PAUL L. NASIR	Director	June 1, 2015

Paul L. Nasir

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasant Coyote, State of California, on June 1, 2015.

SYSCO
SACRAMENTO,
INC.

By: /s/ JOHN
W.
RISPLER
**John W.
Rispler
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ JOHN W. RISPLER John W. Rispler	President (principal executive officer)	June 1, 2015
/s/ CONNIE C. ESTRADA Connie C. Estrada	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ PAUL L. NASIR	Director	June 1, 2015

Paul L. Nasir

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Poway, State of California, on June 1, 2015.

SYSCO SAN
DIEGO, INC.

By: /s/ KEVIN
MANGAN
**Kevin
Mangan
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said

attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ KEVIN MANGAN Kevin Mangan	President (principal executive officer)	June 1, 2015
/s/ JIM HARLAN Jim Harlan	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ PAUL L. NASIR Paul L. Nasir	Director	June 1, 2015

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on June 1, 2015.

SYSCO SAN
FRANCISCO,
INC.

By: /s/
PATRICK
KISSEE
**Patrick
Kissee
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ PATRICK KISSEE Patrick Kissee	President (principal executive officer)	June 1, 2015
/s/ NEIL J. CALABRESE Neil J. Calabrese	Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ PAUL L. NASIR Paul L. Nasir	Director	June 1, 2015

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kent, State of Washington, on June 1, 2015.

SYSCO
SEATTLE,
INC.

By: /s/ R.
KEITH
LUSK
**R. Keith
Lusk
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ R. KEITH LUSK R. Keith Lusk	President (principal executive officer)	June 1, 2015
/s/ STEVEN WILLIAMS Steven Williams	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ PAUL L. NASIR	Director	June 1, 2015

Paul L. Nasir

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Medley, State of Florida, on June 1, 2015.

SYSCO
SOUTH
FLORIDA,
INC.

By: /s/ JOHN
ABREU
**John
Abreu
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ JOHN ABREU John Abreu	President (principal executive officer)	June 1, 2015
/s/ NATHAN A. SAMS Nathan A. Sams	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ TIM K. BROWN Tim K. Brown	Director	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Director	June 1, 2015
/s/ RUSSELL T. LIBBY	Director	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Riviera Beach, State of Florida, on June 1, 2015.

SYSCO
SOUTHEAST
FLORIDA,
LLC

By: /s/ DON
WILSON
**Don
Wilson
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ DON WILSON Don Wilson	President (principal executive officer)	June 1, 2015
/s/ NATHAN A. SAMS Nathan A. Sams	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ TIM K. BROWN Tim K. Brown	Manager	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY	Manager	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Post Falls, State of Idaho, on June 1, 2015.

SYSCO
SPOKANE,
INC.

By: /s/ MARK
LANCTOT
**Mark
Lanctot
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ MARK LANCTOT Mark Lanctot	President (principal executive officer)	June 1, 2015
/s/ JEFF KOLCUM Jeff Kolcum	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ PAUL L. NASIR	Director	June 1, 2015

Paul L. Nasir

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Charles, State of Missouri, on June 1, 2015.

SYSCO ST.
LOUIS, LLC

By: /s/
MICHAEL
J. BARR
**Michael
J. Barr
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ MICHAEL J. BARR Michael J. Barr	President (principal executive officer)	June 1, 2015
/s/ DAVID A. MARSTALL David A. Marstall	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
/s/ SEAN MCCAUSLAND	Manager	June 1, 2015

**Sean
McCausland**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warners, State of New York, on June 1, 2015.

SYSCO
SYRACUSE,
LLC

By: /s/ PHILLIP
CAMPOLO
**Phillip
Campolo
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ PHILLIP CAMPOLO Phillip Campolo	President (principal executive officer)	June 1, 2015
/s/ ROBERT S. LAURIE, JR. Robert S. Laurie, Jr.	Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ CATHERINE J. KAYSER Catherine J. Kayser	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Manager	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 1, 2015.

SYSCO USA
I, INC.

By: /s/
THOMAS
BENÉ
**Thomas
Bené
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ THOMAS BENÉ Thomas Bené	President (principal executive officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ THOMAS BENÉ Thomas Bené	Director	June 1, 2015
/s/ RUSSELL T. LIBBY	Director	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 1, 2015.

SYSCO USA
II, LLC

By: /s/
THOMAS
BENÉ
**Thomas
Bené
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ THOMAS BENÉ Thomas Bené	President (principal executive officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ THOMAS BENÉ Thomas Bené	Manager	June 1, 2015
/s/ JOEL GRADE Joel Grade	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY	Manager	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oxnard, State of California, on June 1, 2015.

SYSCO
VENTURA,
INC.

By: /s/ JERRY
L.
BARASH
**Jerry L.
Barash
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and

other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ JERRY L. BARASH Jerry L. Barash	President (principal executive officer)	June 1, 2015
/s/ JOHN GRADY John Grady	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ JOEL GRADE Joel Grade	Director	June 1, 2015
/s/ RUSSELL T. LIBBY Russell T. Libby	Director	June 1, 2015
/s/ PAUL L. NASIR	Director	June 1, 2015

Paul L. Nasir

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Harrisonburg, State of Virginia, on June 1, 2015.

SYSCO
VIRGINIA,
LLC

By: /s/ DAVID
R. KRAFT
**David R.
Kraft
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection

therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ DAVID R. KRAFT David R. Kraft	President (principal executive officer)	June 1, 2015
/s/ KENNETH S. BLACKSHAW Kenneth S. Blackshaw	Vice President, Finance; Chief Financial Officer (principal financial officer and principal accounting officer)	June 1, 2015
/s/ MICHAEL K. BRAWNER Michael K. Brawner	Manager	June 1, 2015
/s/ ROBERT J. DAVIS Robert J. Davis	Manager	June 1, 2015
/s/ RUSSELL T. LIBBY	Manager	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palmetto, State of Florida, on June 1, 2015.

SYSCO
WEST
COAST
FLORIDA,
INC.

By: /s/ LARRY
L.
KOELSCH
**Larry L.
Koelsch
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective

amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ LARRY L. KOELSCH	President (principal executive officer)	June 1, 2015
Larry L. Koelsch		
/s/ MATTHEW LANGE	Vice President, Finance; Chief Financial Officer (principal financial officer)	June 1, 2015
Matthew Lange		
/s/ TIM K. BROWN	Director	June 1, 2015
Tim K. Brown		
/s/ ROBERT J. DAVIS	Director	June 1, 2015
Robert J. Davis		
/s/ RUSSELL T. LIBBY	Director	June 1, 2015

**Russell T.
Libby**

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fargo, State of North Dakota, on June 1, 2015.

SYSCO
WESTERN
MINNESOTA,
INC.

By: /s/ JOSEPH
R. OMANN
**Joseph
R.
Omann
President**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints William J. DeLaney, Robert C. Kreidler and Russell T. Libby, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration

Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
/s/ JOSEPH R. OMANN	President (principal executive officer)	June 1, 2015
Joseph R. Omann		
/s/ RAY MEYER	Controller (principal financial officer and principal accounting officer)	June 1, 2015
Ray Meyer		
/s/ JOEL GRADE	Director	June 1, 2015
Joel Grade		
/s/ RUSSELL T. LIBBY	Director	June 1, 2015
Russell T. Libby		
/s/ SEAN MCCAUSLAND	Director	June 1, 2015
Sean McCausland		

Table of Contents
Exhibit Index

Exhibit

No.	Description
1	Form of Underwriting Agreement
4(a)	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3(a) to Form 10-K for the year ended June 28, 1997, File No. 1-6544).
4(b)	Certificate of Amendment to Restated Certificate of Incorporation increasing authorized shares (incorporated by reference to Exhibit 3(e) to Form 10-Q for the quarter ended December 27, 2003, File No. 1-6544).
4(c)	Form of Amended Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3(c) to Form 10-K for the year ended June 29, 1996, File No. 1-6544).
4(d)	Amended and Restated Bylaws of Sysco Corporation dated November 14, 2013 (incorporated by reference to Exhibit 3.01 to Form 8-K filed on November 20, 2013, File No. 1-6544).
4(e)	Senior Debt Indenture, dated as of June 15, 1995,

- between Sysco Corporation and First Union National Bank, as Trustee (incorporated by reference to Exhibit 4(a) to the Registrant's Registration Statement on Form S-3, Reg. No. 33-60023).
- 4(f) Form of Guarantee of Indebtedness of Sysco Corporation as executed by Sysco's U.S. Broadline subsidiaries (incorporated by reference to Exhibit 4.1 to Form 8-K filed on January 20, 2011, File No. 1-6544).
- 4(g) Letter from Sysco Corporation regarding appointment of new Trustee under the Senior Debt Indenture (incorporated by reference to Exhibit 4.7 to Form 10-Q for the quarter ended December 29, 2007, File No. 1-6544).
- 4(h) Form of Subordinated Debt Indenture between Sysco Corporation and _____, as Trustee (incorporated by reference to Exhibit 4(b) to the Registrant's Registration Statement on Form S-3, Reg. No. 33-60023).
- 4(i) Agreement of Resignation, Appointment and Acceptance, dated February 13, 2007, by and among Sysco Corporation and Sysco International Co., a wholly-owned subsidiary of Sysco Corporation, U.S. Bank National Association and The Bank of New York Trust Company, N.A. (incorporated by reference to Exhibit 4(h) to the

- Registrant's Registration Statement on Form S-3, Reg. No. 333-149086).
- 4(j) Form of Senior Debt Supplemental Indenture between Sysco Corporation and _____, as Trustee.
- 4(k) Form of Senior Debt Supplemental Indenture between Sysco Corporation and _____, as Trustee.
- 4(l) Form of Guarantee of Senior Debt Securities.
- 4(m) Form of Guarantee of Subordinated Debt Securities.
- 5* Opinion of Arnall Golden Gregory LLP as to legality of securities being registered.
- 12 Computation of Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to Form 10-K for the year ended June 27, 2015, File No. 1-6544).

Table of Contents

Exhibit

No.	Description
23.1*	Consent of Arnall Golden Gregory LLP (included in opinion filed as Exhibit 5)
23.2*	Consent of Ernst & Young LLP
24*	Power of Attorney (set forth on the signature pages to this registration statement).
25*	Form T-1 Statement of Eligibility of Trustee under the Trust Indenture Act of 1939 of the Bank of New York Mellon Trust Company, N.A.

* filed herewith.

To be filed as an exhibit to a Current Report on Form 8-K and incorporated by reference herein.