

Sysco Corporation**MATCHING GIFTS TO HIGHER EDUCATION PROGRAM****PURPOSE OF PROGRAM**

Sysco Corporation, as part of its continuing commitment to being a responsible corporate citizen, wishes to encourage the advancement of higher education. A sound educational system fosters the ideas, innovations and capabilities needed by the country, and by Sysco, to prosper in the years ahead. Sysco believes a well-educated work force will be needed to maintain its leadership position and to ensure a high and increasing return on the investment of its shareholders. Accordingly, the company has instituted a matching gifts program that will support the contributions made by Sysco employees to colleges and universities of their choice, as well as to certain other eligible organizations that have as their mission the advancement of higher education.

The Sysco Matching Gifts to Higher Education Program will match on a dollar-for-dollar basis, up to the calendar year maximum stipulated below, gifts made by eligible participants to colleges, universities and other eligible organizations. All matching gifts will be subject to the following guidelines and the approval of the Contributions Committee.

ELIGIBLE PARTICIPANTS

Full-time employees of Sysco Corporation, its divisions and subsidiaries, regardless of their position or rate of pay, are eligible to participate in the program. A full-time employee is defined as an employee regularly scheduled to work at least thirty hours per week. Members of the Board of Directors of Sysco Corporation also are eligible to participate in the program.

ELIGIBLE DONEES

The Matching Gifts to Higher Education Program applies to two-year and four-year institutions, including graduate schools, which grant degrees in general education areas such as business, arts and sciences. Institutions in the U.S. must be accredited by an agency recognized by the U.S. Department of Education and specified in the current edition of that Department's Higher Education Directory. Canadian institutions must be a member of the Association of Universities and Colleges of Canada (AUCC) and be listed in their most recent directory. Institutions outside of the U.S. and Canada must be accredited by, or a member of, a regulatory entity or association in the country in which the country is located similar to the U.S. Department of Education's Higher Education Directory or the AUCC. Other eligible donees may include certain foundations, funds and other organizations that have as their mission the advancement of higher education. The Internal Revenue Service must recognize all U.S. and Canadian donees as organizations that qualify for tax-deductible contributions pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ELIGIBLE CONTRIBUTIONS

Sysco will match personal contributions to a maximum of \$5,000 per eligible participant per calendar year. The minimum gift that will be matched is \$50. Gifts of marketable securities qualify for matching.

To be eligible for a matching gift by Sysco, a contribution must meet all of the following conditions:

The gift must be an actual donation, not merely a pledge, and it must be in the form of cash or publicly traded securities.

The gift must be made directly to the institution or organization.

The gift must be a charitable contribution. If the donor, any member of the donor's family, or any individual designated by the donor receives a benefit or gift of more than nominal monetary value in return for or as a result of the contribution and/or Sysco's matching of the contribution, the contribution does not qualify as a charitable contribution under the terms of this program.

The gift must be the personal contribution of the donor; not a contribution made with funds provided in whole or in part to the donor for donation purposes by other individuals, groups or organizations.

The matching gifts given by Sysco will be unrestricted and made payable directly to the institution or organization and not to a department to which the donor's gifts have been assigned or designated.

Gifts of marketable securities should be valued at the closing market price on the date of donation.

INELIGIBLE CONTRIBUTIONS

The following contributions are not eligible for a matching gift by Sysco:

Amounts payable as subscription fees for publications.

Charitable remainder trusts and other types of deferred gifts.

Bequests.

Class dues.

Dues or gifts to alumni groups and booster clubs that are not fully distributed to affiliated eligible educational institutions.

Fees for services.

Gifts for non-scholastic programs, such as athletics or stadium construction.

Gifts from which donor derive benefits, such as preferential seating or other benefits.

Gifts given through a third party or gifts to an institution as a way of supporting a third party, such as athletic, religious or social organizations.

Gifts intended to fulfill a person's pledges, tithes or other church-related financial commitments.

Gifts of real or personal property (other than marketable securities).

Gifts to elementary and secondary schools.

Gifts to professors.

Insurance premium payments.

Payments in lieu of tuition, books or other student fees.

Pledges not yet paid in full.

Ticket costs for galas or other social functions.

Tickets to athletic or other events.

Gifts for the private benefit of specified individuals, including gifts to provide scholarships or financial aid to individuals designated by the donor.

Other such payments not made directly to eligible institutions or organizations, even though such payments may produce ultimate financial benefit for the organization or institution.

ADMINISTRATION OF THE PROGRAM

The program will be administered by Sysco Corporation's Community Affairs Department and may be suspended or changed at any time. Matching gifts will be made on receipt of appropriately completed application forms and will be subject to the approval of the Committee. Confirmation of a matching contribution by Sysco will be provided to the donor.

Any questions regarding interpretation, application or administration of the program should be directed to the Community Affairs Department at the Sysco Corporate Office. Additional copies of the program and application forms also may be obtained from operating company employee benefits or human resources departments.