

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>FRESH MARK, INC. HOURLY EMPLOYEES' PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1960</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>01/01/1960</u>	
1b Three-digit plan number (PN) ▶	<u>004</u>				
1c Effective date of plan <u>01/01/1960</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FRESH MARK, INC.</u> <u>1888 SOUTHWAY STREET, SE</u> <u>MASSILLON, OH 44646</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-0565220</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>330-834-3602</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>311610</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-0565220</u>	2c Sponsor's telephone number <u>330-834-3602</u>	2d Business code (see instructions) <u>311610</u>	
2b Employer Identification Number (EIN) <u>34-0565220</u>					
2c Sponsor's telephone number <u>330-834-3602</u>					
2d Business code (see instructions) <u>311610</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/08/2013</u> Date	<u>DAVID COCHENOUR</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 606
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	45
b Retired or separated participants receiving benefits.....	6b	435
c Other retired or separated participants entitled to future benefits.....	6c	20
d Subtotal. Add lines 6a , 6b , and 6c	6d	500
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	47
f Total. Add lines 6d and 6e	6f	547
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 1G 1I		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>FRESH MARK, INC. HOURLY EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information																								
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>																								
2	Assets: <table><tr><td>a Market value</td><td>2a</td><td><u>27272372</u></td></tr><tr><td>b Actuarial value</td><td>2b</td><td><u>27272372</u></td></tr></table>	a Market value	2a	<u>27272372</u>	b Actuarial value	2b	<u>27272372</u>																		
a Market value	2a	<u>27272372</u>																							
b Actuarial value	2b	<u>27272372</u>																							
3	Funding target/participant count breakdown: <table><tr><td></td><td>(1) Number of participants</td><td>(2) Funding Target</td></tr><tr><td>a For retired participants and beneficiaries receiving payment.....</td><td>3a</td><td><u>490</u> <u>22813061</u></td></tr><tr><td>b For terminated vested participants.....</td><td>3b</td><td><u>68</u> <u>1228568</u></td></tr><tr><td>c For active participants:</td><td></td><td></td></tr><tr><td> (1) Non-vested benefits.....</td><td>3c(1)</td><td><u>97652</u></td></tr><tr><td> (2) Vested benefits.....</td><td>3c(2)</td><td><u>3728257</u></td></tr><tr><td> (3) Total active</td><td>3c(3)</td><td><u>48</u> <u>3825909</u></td></tr><tr><td>d Total</td><td>3d</td><td><u>606</u> <u>27867538</u></td></tr></table>		(1) Number of participants	(2) Funding Target	a For retired participants and beneficiaries receiving payment.....	3a	<u>490</u> <u>22813061</u>	b For terminated vested participants.....	3b	<u>68</u> <u>1228568</u>	c For active participants:			(1) Non-vested benefits.....	3c(1)	<u>97652</u>	(2) Vested benefits.....	3c(2)	<u>3728257</u>	(3) Total active	3c(3)	<u>48</u> <u>3825909</u>	d Total	3d	<u>606</u> <u>27867538</u>
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d Total	3d	<u>606</u> <u>27867538</u>																							
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐ <table><tr><td>a Funding target disregarding prescribed at-risk assumptions</td><td>4a</td><td></td></tr><tr><td>b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor</td><td>4b</td><td></td></tr></table>	a Funding target disregarding prescribed at-risk assumptions	4a		b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b																			
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5	Effective interest rate	5	<u>6.79 %</u>																						
6	Target normal cost.....	6	<u>148680</u>																						

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>09/30/2012</u> Date
<u>KEITH OKRESS</u> Signature of actuary	<u>11-06965</u> Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u> Type or print name of actuary	<u>216-937-4000</u> Telephone number (including area code)
<u>1001 LAKESIDE AVENUE, SUITE 1900</u> <u>CLEVELAND, OH 44114-1172</u> Firm name	
<u>Address of the firm</u>	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	3148356	2175225
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1174671	0
9	Amount remaining (line 7 minus line 8)	1973685	2175225
10	Interest on line 9 using prior year's actual return of <u>2.42</u> %	47763	52640
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>6.05</u> % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	2021448	2227865

Part III Funding Percentages			
14	Funding target attainment percentage	14	82.61 %
15	Adjusted funding target attainment percentage	15	82.61 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.44 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/03/2012	4099				
			Totals ►	18(b)	4099
				18(c)	

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
	b Contributions made to avoid restrictions adjusted to valuation date	19b
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
20	Quarterly contributions and liquidity shortfalls:	
	a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
	b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
	c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0		0
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	148680	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	4844479	935358	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1084038	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	1084038	0	1084038
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	4098	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	4098	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	4098	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>FRESH MARK, INC. HOURLY EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON DELAWARE INC.

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	93139	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIRST MANHATTAN CO.

13-1957714

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	57864	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

JPMORGAN CHASE BANK, N.A

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	33702	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan FRESH MARK, INC. HOURLY EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 FRESH MARK, INC.	D Employer Identification Number (EIN) 34-0565220	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a Total noninterest-bearing cash	1a		3000	0
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)			
(2) Participant contributions	1b(2)			
(3) Other.....	1b(3)		16496	9362
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		195879	494355
(2) U.S. Government securities.....	1c(2)			
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)			
(B) All other.....	1c(3)(B)			
(4) Corporate stocks (other than employer securities):				
(A) Preferred	1c(4)(A)			
(B) Common	1c(4)(B)		6712115	7686579
(5) Partnership/joint venture interests	1c(5)			
(6) Real estate (other than employer real property)	1c(6)			
(7) Loans (other than to participants)	1c(7)			
(8) Participant loans	1c(8)			
(9) Value of interest in common/collective trusts.....	1c(9)			
(10) Value of interest in pooled separate accounts.....	1c(10)			
(11) Value of interest in master trust investment accounts	1c(11)			
(12) Value of interest in 103-12 investment entities	1c(12)			
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		20344882	18431663
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)			
(15) Other	1c(15)			

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	27272372	26621959

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	13946	4649
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	13946	4649

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	27258426	26617310
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4099	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4099

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	63	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		63

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	165762	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	852618	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1018380

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	117095	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	105852	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		11243

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1020014	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1020014

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1171018
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3224817

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3691089	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		3691089
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	84031	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	57864	
(4) Other	2i(4)	32949	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		174844
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3865933

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-641116
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

	5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>FRESH MARK, INC. HOURLY EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-6902950</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>43</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☒ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
--	--	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Fresh Mark, Inc. Hourly Employees' Pension Plan
Years Ended December 31, 2012 and 2011
With Report of Independent Auditors

Ernst & Young LLP



Fresh Mark, Inc.
Hourly Employees' Pension Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2012 and 2011

Contents

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Report of Independent Auditors

Plan Administrator
Fresh Mark, Inc. Hourly Employees' Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fresh Mark, Inc. Hourly Employees' Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2012 and 2011, and for the years then ended, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedules

The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Compliance of Form and Content With Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads 'Ernst & Young LLP'.

October 2, 2013

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2012	2011
Assets		
Investments, at fair value	\$ 26,612,597	\$ 27,255,876
Receivables:		
Accrued income	9,362	16,496
Total receivables	9,362	16,496
Total assets	26,621,959	27,272,372
Liabilities		
Accrued administrative expenses	4,649	13,946
Net assets available for benefits	\$ 26,617,310	\$ 27,258,426

See accompanying notes.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2012	2011
Additions		
Net appreciation (depreciation) in fair value of investments	\$ 2,202,275	\$ (146,975)
Investment income	1,018,443	876,850
Contributions from Fresh Mark, Inc.	4,099	—
Total additions	3,224,817	729,875
Deductions		
Benefits paid directly to participants	3,691,089	2,758,769
Administrative expenses	174,844	142,181
Total deductions	3,865,933	2,900,950
Net decrease	(641,116)	(2,171,075)
Net assets available for benefits:		
Beginning of year	27,258,426	29,429,501
End of year	<u>\$ 26,617,310</u>	<u>\$ 27,258,426</u>

See accompanying notes.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

1. Description of the Plan

The Plan is a noncontributory defined benefit plan established for certain of the full-time hourly employees who are included within a bargaining unit at the Fresh Mark, Inc. (Company and Plan Sponsor) Canton facility hired prior to October 29, 1991, and for retired employees who were included within a bargaining unit at the Superior's Brand Meats facility.

The Company has agreed to voluntarily contribute such additional amounts as are necessary to provide assets sufficient to meet the benefits to be paid to plan members. The Company's present intention is to make annual contributions in amounts sufficient to fund the Plan's current year's service cost and the initial past service cost plus interest over a period of 30 years. The Plan has met the Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements for 2012 and 2011.

Although it has not expressed an intention to do so, the Company reserves the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination, the net assets of the Plan will be allocated for payment to the participants in an order of priority as prescribed by ERISA and its related regulations and the plan document.

Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

Information about the plan agreement, the vesting and benefit provisions, and the PBGC's benefit guarantee is contained in the *Summary Plan Description*. Copies of this document are available from the plan administrator.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies

Investment Valuation

At December 31, 2012 and 2011, the investments of the Fresh Mark, Inc. Hourly Employees' Pension Plan (the Plan) were collectively held in the Fresh Mark, Inc. Hourly Employees' Pension Plan Trust, sponsored by the trustee. Investments held by the Plan are stated at fair value. Refer to Note 5 for further discussion of fair value measurements.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 3) are those estimated future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on employees' years of credited service. The accumulated plan benefits for active employees are based on their years of credited service to the valuation date. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Basis of Accounting

The accompanying financial statements of the Plan are prepared using the accrual basis of accounting.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. ASU 2011-04 was adopted on January 1, 2012 and did not have an impact on the Plan's financial statements.

Payment of Benefits

Benefits are recorded when paid.

Plan Amendment

Effective July 1, 2012, the Plan was amended to offer a special lump-sum payment option to former employees (whether terminated and receiving annuity or deferred vested). This option included a single lump-sum cash payment of employees' full benefit on November 1, 2012. Approximately 40 former employees elected and received the lump-sum payment option. Related lump-sum benefit payments of approximately \$980,000 were paid in 2012.

Subsequent Events

Management evaluated all activity of the Plan through October 2, 2013, the date the financial statements were available for issuance.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits

The Plan's actuary, Towers Watson, estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of December 31, 2011, is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 21,664,806
Other participants	4,788,329
Total vested benefits	<u>26,453,135</u>
Nonvested benefits	93,814
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 26,546,949</u></u>

The changes in accumulated plan benefits for the year ended December 31, 2011, are as follows:

Actuarial present value of accumulated plan benefits at beginning of year	\$ 26,874,170
Increase (decrease) during the year attributed to:	
Benefits accumulated	66,365
Actuarial losses	226,170
Increase for interest due to the decrease in the discount period	1,789,281
Assumption changes	349,732
Benefits paid	<u>(2,758,769)</u>
Net decrease	<u>(327,221)</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 26,546,949</u></u>

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The significant assumptions underlying the actuarial computations are as follows:

Retirement ages	Retirement is assumed to occur at the earliest of (1) age 58 with 30 years of service, (2) age 62 with 10 years of service, or (3) age 65 with 5 years of service. Participants currently over such assumed retirement age are assumed to retire immediately.
Rate of return on investments	7.0% (7.0% in the prior year)
Mortality	RP-2000 Blue Collar Combined Healthy Mortality Table for males and females projected to 2015 for non-disabled and 1985 Pension Disability Mortality Table for males and females if disabled

The mortality rate assumption for the Plan has been changed from the RP-2000 Blue Collar Combined Healthy Mortality Table for males and females projected to 2010 to the RP-2000 Blue Collar Combined Healthy Mortality Table for males and females projected to 2015.

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

4. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2012 and 2011, and net appreciation (depreciation) in fair value of investments and investment income for the years ended December 31, 2012 and 2011, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by JPMorgan Chase Bank, N.A., the trustee.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

4. Investments (continued)

The Plan's investments are held by the trustee. The Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	Year Ended December 31	
	2012	2011
Common stocks	\$ 1,030,863	\$ (346,942)
Mutual funds	1,171,412	199,967
	<u>\$ 2,202,275</u>	<u>\$ (146,975)</u>

The Plan has no individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2012 and 2011.

5. Fair Value Measurements

Fair value is defined under ASC 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy in ASC 820 are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible to the Plan at the measurement date for identical assets or liabilities.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

- Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:
 - Quoted prices for similar assets or liabilities in active markets
 - Quoted prices for identical or similar assets or liabilities in markets that are not active
 - Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means
- Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011:

Common stocks – Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds – Valued at net asset value of units held by the Plan at year-end.

Money market fund and foreign government obligations – Valued at quoted market prices, which represent the net asset values of the units held by the Plan on the last business day of the plan year.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Common stocks:				
U.S. companies	\$ 4,240,270	\$ —	\$ —	\$ 4,240,270
Foreign companies	3,446,310	—	—	3,446,310
Mutual funds:				
Large value	3,930,427	—	—	3,930,427
Large blend	712,796	—	—	712,796
Large growth	1,387,689	—	—	1,387,689
Medium value	555,556	—	—	555,556
Medium growth	165,733	—	—	165,733
Small blend	681,120	—	—	681,120
Small growth	863,040	—	—	863,040
Short government	500,656	—	—	500,656
Short-term bond	1,369,637	—	—	1,369,637
Intermediate term bond	3,471,333	—	—	3,471,333
Inflation-protected bond	3,194,666	—	—	3,194,666
World bond	1,599,008	—	—	1,599,008
Money market fund	—	494,356	—	494,356
Total assets at fair value	\$ 26,118,241	\$ 494,356	\$ —	\$ 26,612,597

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Cash	\$ 3,000	\$ —	\$ —	\$ 3,000
Common stocks:				
U.S. companies	3,481,103	—	—	3,481,103
Foreign companies	3,231,012	—	—	3,231,012
Mutual funds:				
Large value	3,056,763	—	—	3,056,763
Mid-cap blend	1,238,095	—	—	1,238,095
Large growth	2,118,264	—	—	2,118,264
Large blend	1,720,113	—	—	1,720,113
Inflation-protected bond	5,148,482	—	—	5,148,482
Small-cap value	343,230	—	—	343,230
Small-cap growth	174,548	—	—	174,548
Mid-cap value	245,103	—	—	245,103
Intermediate term bond	2,639,159	—	—	2,639,159
Short-term bond	1,348,388	—	—	1,348,388
Small-cap blend	237,058	—	—	237,058
World bond	1,565,449	—	—	1,565,449
Real estate	510,230	—	—	510,230
Money market fund	—	195,879	—	195,879
Total assets at fair value	\$ 27,059,997	\$ 195,879	\$ —	\$ 27,255,876

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

7. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated March 31, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administration believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Fresh Mark, Inc.
Hourly Employees' Pension Plan

Notes to Financial Statements (continued)

8. Transactions With Parties in Interest

Certain of the Plan's assets are invested in funds managed by the trustee of the Plan. Also, certain legal and accounting fees and certain administrative expenses relating to the maintenance of participant eligibility records were paid by the Company. Fees paid during the year for other services rendered by parties in interest were based on customary and reasonable rates for such services. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

Supplemental Schedules

Fresh Mark, Inc.
Hourly Employees' Pension Plan

EIN: 34-0565220; Plan No.: 004

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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<u>DESCRIPTION OF INVESTMENT</u>	<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
<u>CASH EQUIVALENTS</u>		
*JPMORGAN LIQUID ASSETS MONEY MARKET	494,354.96	494,354.96
FUND MORGAN CLASS(MJLXX)		
SUB-ACCOUNT 6800175400	449,390.1500	
SUB-ACCOUNT 6800175403	44,390.3700	
SUB-ACCOUNT 6800175404	574.4400	
 <u>FIXED INCOME</u>		
*JPMORGAN CORE BOND FUND	690,899.23	727,669.97
CLASS A (PGBOX)		
SUB-ACCOUNT 6800175404	60,287.4870	
 *JPMORGAN CORE PLUS BOND FUND	764,270.90	819,280.06
SELECT CLASS (HLIPX)		
SUB-ACCOUNT 6800175404	96,272.6280	
 *JPMORGAN LIMITED DURATION BOND FUND	650,379.26	698,576.02
CLASS A (ONUAX)		
SUB-ACCOUNT 6800175404	71,356.0800	

*Indicates party-in-interest to the Plan.

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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<u>DESCRIPTION OF INVESTMENT</u>	<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
AIM INVT SECS FDS INVESCO INVT SECS INVESCO LTD MAT TREAS FD CL Y SUB-ACCOUNT 6800175404 47,818.1880	502,547.19	500,656.43
BLACKROCK FDS II INFLATION PROTECTED BD PORT SVC CL SUB-ACCOUNT 6800175404 64,534.0270	715,855.69	776,344.34
CAPITAL WORLD BD FD CL R-6 SUB-ACCOUNT 6800175404 34,464.9650	681,774.24	731,001.91
DODGE & COX INCOME FD SUB-ACCOUNT 6800175404 59,000.0150	779,013.51	817,740.21
FIDELITY ADVISOR SER II FLTG RATE HIGH INCOME FD SUB-ACCOUNT 6800175404 101,245.5890	1,000,686.97	1,004,356.24
FIDELITY FIXED INCOME TR INFLATION-PROTECTED BD FD SUB-ACCOUNT 6800175404 73,230.8170	849,212.59	982,757.56

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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<u>DESCRIPTION OF INVESTMENT</u>	<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
FRANKLIN CUSTODIAN FDS INC FRANKLIN INCOME FD ADVISOR CL SUB-ACCOUNT 6800175400 468,301.9260	938,207.39	1,044,313.29
PIMCO FDS PAC INVT MGMT SER LOW DURATION FD CL A SUB-ACCOUNT 6800175400 63,849.7830	665,500.00	671,061.22
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD CL A SUB-ACCOUNT 6800175400 98,455.7990	1,091,851.67	1,106,643.18
PIMCO FDS PAC INVT MGMT SER REAL RETURN ASSET FD INSTL CL SUB-ACCOUNT 6800175400 81,245.5210	917,473.11	800,268.38
ROWE T PRICE INFLATION PROTECTED BD FD INC SUB-ACCOUNT 6800175400 47,058.9410	558,502.46	635,295.70
TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL SUB-ACCOUNT 6800175400 65,067.9230	860,531.28	868,006.09
TOTAL FIXED INCOME	11,666,705.49	12,183,965.00

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

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<u>DESCRIPTION OF INVESTMENT</u>		<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
<u>EQUITIES</u>			
ABBOTT LABS SUB-ACCOUNT 6800175403	1,600.0000	56,993.32	104,800.00
AMERISOURCEBERGEN CORP SUB-ACCOUNT 6800175403	5,600.0000	120,873.00	241,808.00
AMGEN INC SUB-ACCOUNT 6800175403	256.0000	17,756.72	22,067.20
APPLE INC SUB-ACCOUNT 6800175403	500.0000	165,366.30	266,086.50
BAXTER INTL INC SUB-ACCOUNT 6800175403	400.0000	12,093.94	26,664.00
BERKSHIRE HATHAWAY INC DEL CL B NEW SUB-ACCOUNT 6800175403	2,500.0000	134,822.39	224,250.00

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

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FRESH MARK HOURLY - PAYMENT ACCT

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<u>DESCRIPTION OF INVESTMENT</u>		<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
BLOCK H & R INC SUB-ACCOUNT 6800175403	11,000.0000	166,514.40	204,270.00
CISCO SYS INC SUB-ACCOUNT 6800175403	7,500.0000	129,006.13	147,370.50
CVS CAREMARK CORP SUB-ACCOUNT 6800175403	7,300.0000	93,294.00	352,955.00
DENBURY RES INC NEW SUB-ACCOUNT 6800175403	507.0000	7,772.31	8,213.40
DIRECTV SUB-ACCOUNT 6800175403	1,500.0000	18,272.92	75,240.00
FOREST LABS INC SUB-ACCOUNT 6800175403	4,100.0000	136,296.29	144,812.00
FRANKLIN RES INC SUB-ACCOUNT 6800175403	1,500.0000	144,340.00	188,550.00

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

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<u>DESCRIPTION OF INVESTMENT</u>		<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
KIMBERLY CLARK CORP SUB-ACCOUNT 6800175403	2,100.0000	97,242.31	177,303.00
LIBERTY INTERACTIVE CORP SER A SUB-ACCOUNT 6800175403	1,875.0000	29,604.26	36,900.00
LIBERTY INTERACTIVE CORP LIBERTY VENTURES SER A SUB-ACCOUNT 6800175403	125.0000	5,643.24	8,470.00
LIBERTY MEDIA CORP NEW LIBERTY CAP SER A SUB-ACCOUNT 6800175403	375.0000	3,762.76	43,503.75
MCGRAW HILL COS INC SUB-ACCOUNT 6800175403	3,500.0000	148,285.00	191,345.00
MICROSOFT CORP SUB-ACCOUNT 6800175403	6,300.0000	160,965.43	168,271.11
MOODYS CORP SUB-ACCOUNT 6800175403	3,900.0000	153,759.49	196,248.00

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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<u>DESCRIPTION OF INVESTMENT</u>		<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
NYSE EURONEXT SUB-ACCOUNT 6800175403	2,800.0000	135,529.88	88,312.00
OMNICOM GROUP SUB-ACCOUNT 6800175403	3,000.0000	125,186.92	149,880.00
PFIZER INC SUB-ACCOUNT 6800175403	2,955.0000	51,756.83	74,109.33
ROBERT HALF INTL INC SUB-ACCOUNT 6800175403	3,200.0000	82,649.55	101,824.00
UNITEDHEALTH GROUP INC SUB-ACCOUNT 6800175403	3,178.0000	101,433.81	172,374.72
VIACOM INC NEW CL B SUB-ACCOUNT 6800175403	4,100.0000	146,857.89	216,234.00
WEIGHT WATCHERS INTL INC NEW SUB-ACCOUNT 6800175403	5,200.0000	127,641.32	272,272.00

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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<u>DESCRIPTION OF INVESTMENT</u>		<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
WESTERN UN CO SUB-ACCOUNT 6800175403	13,100.0000	209,708.30	178,291.00
3M CO SUB-ACCOUNT 6800175403	1,700.0000	129,390.19	157,845.00
ACCENTURE PLC IRELAND CL A SUB-ACCOUNT 6800175403	3,300.0000	120,516.25	219,450.00
ENSCO PLC CL A SUB-ACCOUNT 6800175403	2,500.0000	105,437.50	148,200.00
NOVARTIS AG SPONSORED ADR SUB-ACCOUNT 6800175403	2,200.0000	115,137.05	139,260.00
RECKITT BENCKISER GROUP PLC SUB-ACCOUNT 6800175403	6,200.0000	95,921.44	394,010.00
RHJ INTL SA SUB-ACCOUNT 6800175403	8,100.0000	158,599.51	42,120.00

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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DESCRIPTION OF INVESTMENT		COST BASIS	CURRENT MARKET VALUE
TEVA PHARMACEUTICAL INDS LTD ADR		190,441.99	227,774.00
SUB-ACCOUNT 6800175403	6,100.0000		
JPMORGAN EQUITY INDEX FUND SELECT CLASS(HLEIX)		399,148.73	511,390.09
SUB-ACCOUNT 6800175404	15,808.0400		
JPMORGAN MID CAP EQUITY FD CL A (JCMAX)		118,449.53	158,907.45
SUB-ACCOUNT 6800175404	4,796.4820		
JPMORGAN SMALL CAP GROWTH FUND CLASS A(PGSGX)		159,674.44	189,002.20
SUB-ACCOUNT 6800175404	17,484.0150		
AIM SECTOR FDS INVESCO SECTOR FDS INVESCO GOLD & PRECIOUS METALS FD CL Y		7,786.42	6,825.86
SUB-ACCOUNT 6800175404	892.2690		
CAPITAL INCOME BLDR INC CL R-6		548,786.78	632,857.63
SUB-ACCOUNT 6800175404	11,992.7540		

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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DESCRIPTION OF INVESTMENT		<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
EUROPACIFIC GROWTH FD CL R-6 SUB-ACCOUNT 6800175400	5,574.6040	194,963.11	229,562.19
FIDELITY ADVISOR SER VII UTILS FD INSTL CL SUB-ACCOUNT 6800175400	34,343.4700	639,009.50	709,879.52
FIDELITY COMWLTH TR SMALL CAP STK FD SUB-ACCOUNT 6800175400	23,052.1100	381,085.21	417,012.67
FIDELITY CONTRAFUND INC NEW INSIGHTS FD INSTL CL SUB-ACCOUNT 6800175400	24,922.2770	431,676.93	573,710.82
FIDELITY SECS FD LEVERAGED CO STOCK FD SUB-ACCOUNT 6800175400	10,520.1440	251,869.15	338,959.04
FIDELITY ADVISOR SER VIII STRATEGIC OPPORTUNITIES FD INSTL CL SUB-ACCOUNT 6800175400	11,936.2170	261,256.35	360,951.20

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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DESCRIPTION OF INVESTMENT		<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
LORD ABBETT MID-CAP VALUE FD SUB-ACCOUNT 6800175404	12,073.3990	164,918.27	216,596.78
LORD ABBETT SMALL-CAP BLEND FD CL A SUB-ACCOUNT 6800175404	15,427.7060	202,102.94	257,025.58
OPPENHEIMER GLOBAL FD CL Y SUB-ACCOUNT 6800175404	4,572.9662	234,718.22	295,139.24
OPPENHEIMER SERS FD INC VALUE FD CL Y SUB-ACCOUNT 6800175404	23,015.4050	446,375.57	539,020.79
T ROWE PRICE CAP APPRECIATION FD SUB-ACCOUNT 6800175404	36,583.2820	688,435.69	813,978.02
T ROWE PRICE NEW ERA FD INC SUB-ACCOUNT 6800175404	4,805.6740	191,651.63	201,405.80
ROYCE FD VALUE FD INVT CL SUB-ACCOUNT 6800175404	31,098.6590	323,782.47	353,591.75

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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<u>DESCRIPTION OF INVESTMENT</u>		<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
RS INVT TR PARTNERS FD CL Y SUB-ACCOUNT 6800175404	10,115.1380	277,606.59	327,528.17
TEMPLETON CHINA WORLD FD CL A SUB-ACCOUNT 6800175404	22,267.6960	877,890.07	861,759.84
TEMPLETON FDS INC FOREIGN FD ADVISOR CL SUB-ACCOUNT 6800175404	60,088.2300	347,002.91	407,999.08
VANGUARD WHITEHALL FDS INTL EXPLORER FD INVS SHS SUB-ACCOUNT 6800175404	8,163.4540	106,524.56	120,084.41
TOTAL EQUITIES		<u>10,953,587.71</u>	<u>13,934,258.00</u>
SUBTOTAL			26,612,597.20
ACCRUED INCOME			<u>9,361.82</u>
ACCOUNT TOTAL		<u>23,114,648.16</u> =====	<u>26,621,959.02</u> =====

Fresh Mark, Inc.
Hourly Employees' Pension Plan

EIN: 34-0565220; Plan No.: 004

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

ITEM 27D - SCHEDULE OF REPORTABLE TRANSACTIONS
BY ISSUE 01/01/12 TO 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
<u>JPMORGAN LIQUID ASSETS MMKT MORGAN</u>						
01/03/12	542.43	542.43 SOLD 1/ 3/12	1.00	0.00	542.43 0.00	542.43
01/03/12	4,025	PURCHASED 1/ 3/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	4,025.00- 0.00	4,025.00
01/03/12	4,098.7	PURCHASED 1/ 3/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	4,098.70- 0.00	4,098.70
01/04/12	0.92	PURCHASED 1/ 4/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.92- 0.00	0.92
01/04/12	1,605.53	PURCHASED 1/ 4/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,605.53- 0.00	1,605.53
01/05/12	2,200	PURCHASED 1/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	2,200.00- 0.00	2,200.00
01/05/12	425,000	PURCHASED 1/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	425,000.00- 0.00	425,000.00
01/06/12	325,000	PURCHASED 1/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	325,000.00- 0.00	325,000.00
01/09/12	750	PURCHASED 1/ 9/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	750.00- 0.00	750.00

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ACCOUNT NO. 6800175400

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
01/10/12	50,000	PURCHASED 1/10/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	50,000.00- 0.00	50,000.00
01/10/12	800,000	800,000 SOLD 1/10/12 COVER 1ST QTR PAYMENTS	1.00	0.00	800,000.00 0.00	800,000.00
01/11/12	865	865 SOLD 1/11/12	1.00	0.00	865.00 0.00	865.00
01/11/12	7,943	7,943 SOLD 1/11/12	1.00	0.00	7,943.00 0.00	7,943.00
01/11/12	573,877.1	PURCHASED 1/11/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	573,877.10- 0.00	573,877.10
01/13/12	910	PURCHASED 1/13/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	910.00- 0.00	910.00
01/17/12	244.71	244.71 SOLD 1/17/12	1.00	0.00	244.71 0.00	244.71
01/17/12	933.66	933.66 SOLD 1/17/12	1.00	0.00	933.66 0.00	933.66
01/17/12	1,509.76	1,509.76 SOLD 1/17/12	1.00	0.00	1,509.76 0.00	1,509.76

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
01/25/12	450	PURCHASED 1/25/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	450.00- 0.00	450.00
01/30/12	149.91	149.91 SOLD 1/30/12	1.00	0.00	149.91 0.00	149.91
02/01/12	227,521.83	227,521.83 SOLD 2/ 1/12	1.00	0.00	227,521.83 0.00	227,521.83
02/02/12	1.34	PURCHASED 2/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1.34- 0.00	1.34
02/02/12	3.25	PURCHASED 2/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	3.25- 0.00	3.25
02/02/12	1,187.61	PURCHASED 2/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,187.61- 0.00	1,187.61
02/06/12	1,334.45	1,334.45 SOLD 2/ 6/12	1.00	0.00	1,334.45 0.00	1,334.45
02/10/12	1,500.02	PURCHASED 2/10/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,500.02- 0.00	1,500.02
02/13/12	1,179.22	1,179.22 SOLD 2/13/12	1.00	0.00	1,179.22 0.00	1,179.22

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
02/14/12	259.28	259.28 SOLD 2/14/12	1.00	0.00	259.28 0.00	259.28
02/14/12	938.97	938.97 SOLD 2/14/12	1.00	0.00	938.97 0.00	938.97
02/14/12	1,516.44	1,516.44 SOLD 2/14/12	1.00	0.00	1,516.44 0.00	1,516.44
02/15/12	768	PURCHASED 2/15/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	768.00- 0.00	768.00
02/21/12	2,300	2,300 SOLD 2/21/12	1.00	0.00	2,300.00 0.00	2,300.00
02/27/12	89.99	89.99 SOLD 2/27/12	1.00	0.00	89.99 0.00	89.99
03/01/12	227,199.53	227,199.53 SOLD 3/ 1/12	1.00	0.00	227,199.53 0.00	227,199.53
03/02/12	0.37	PURCHASED 3/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.37- 0.00	0.37
03/02/12	1.3	PURCHASED 3/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1.30- 0.00	1.30

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
03/02/12	2.65	PURCHASED 3/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	2.65- 0.00	2.65
03/02/12	1,366	1,366 SOLD 3/ 2/12	1.00	0.00	1,366.00 0.00	1,366.00
03/05/12	728	PURCHASED 3/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	728.00- 0.00	728.00
03/05/12	1,586.44	PURCHASED 3/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,586.44- 0.00	1,586.44
03/06/12	650.1	PURCHASED 3/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	650.10- 0.00	650.10
03/07/12	92.16	PURCHASED 3/ 7/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	92.16- 0.00	92.16
03/08/12	1,260	PURCHASED 3/ 8/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,260.00- 0.00	1,260.00
03/12/12	2,519.5	PURCHASED 3/12/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	2,519.50- 0.00	2,519.50
03/14/12	935.16	PURCHASED 3/14/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	935.16- 0.00	935.16
03/14/12	958.58	958.58 SOLD 3/14/12	1.00	0.00	958.58 0.00	958.58

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
03/14/12	1,511.85	1,511.85 SOLD 3/14/12	1.00	0.00	1,511.85 0.00	1,511.85
03/15/12	480	PURCHASED 3/15/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	480.00- 0.00	480.00
03/16/12	1,733.17	1,733.17 SOLD 3/16/12	1.00	0.00	1,733.17 0.00	1,733.17
03/19/12	516.43	PURCHASED 3/19/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	516.43- 0.00	516.43
03/26/12	937.5	PURCHASED 3/26/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	937.50- 0.00	937.50
03/30/12	840	PURCHASED 3/30/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	840.00- 0.00	840.00
04/02/12	4,259	PURCHASED 4/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	4,259.00- 0.00	4,259.00
04/02/12	100,749.31	100,749.31 SOLD 4/ 2/12	1.00	0.00	100,749.31 0.00	100,749.31
04/02/12	800,000	PURCHASED 4/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	800,000.00- 0.00	800,000.00
04/03/12	0.38	PURCHASED 4/ 3/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.38- 0.00	0.38

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
04/03/12	1,555.43	PURCHASED 4/ 3/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,555.43- 0.00	1,555.43
04/03/12	800,000	800,000 SOLD 4/ 3/12 TRANSFER TO COVER FEES AND FUTURE FUNDINGS	1.00	0.00	800,000.00 0.00	800,000.00
04/04/12	674,069.9	PURCHASED 4/ 4/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	674,069.90- 0.00	674,069.90
04/09/12	453.13	PURCHASED 4/ 9/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	453.13- 0.00	453.13
04/09/12	6,108.34	PURCHASED 4/ 9/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	6,108.34- 0.00	6,108.34
04/13/12	405	PURCHASED 4/13/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	405.00- 0.00	405.00
04/16/12	274.69	274.69 SOLD 4/16/12	1.00	0.00	274.69 0.00	274.69
04/16/12	960.24	960.24 SOLD 4/16/12	1.00	0.00	960.24 0.00	960.24
04/16/12	1,505.95	1,505.95 SOLD 4/16/12	1.00	0.00	1,505.95 0.00	1,505.95

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
04/16/12	2,650	2,650 SOLD 4/16/12 ACTUARIAL FEES FOR MONTH OF FEBRUARY 2012	1.00	0.00	2,650.00 0.00	2,650.00
04/18/12	815.5	815.5 SOLD 4/18/12	1.00	0.00	815.50 0.00	815.50
04/25/12	600	PURCHASED 4/25/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	600.00- 0.00	600.00
04/27/12	453.13	453.13 SOLD 4/27/12	1.00	0.00	453.13 0.00	453.13
04/30/12	910	PURCHASED 4/30/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	910.00- 0.00	910.00
05/01/12	225,942.13	225,942.13 SOLD 5/ 1/12	1.00	0.00	225,942.13 0.00	225,942.13
05/02/12	0.58	PURCHASED 5/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.58- 0.00	0.58
05/02/12	1.5	PURCHASED 5/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1.50- 0.00	1.50
05/02/12	5	PURCHASED 5/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	5.00- 0.00	5.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
05/03/12	1,186.25	PURCHASED 5/ 3/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,186.25- 0.00	1,186.25
05/04/12	407.75	407.75 SOLD 5/ 4/12	1.00	0.00	407.75 0.00	407.75
05/07/12	453.13	PURCHASED 5/ 7/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	453.13- 0.00	453.13
05/11/12	6,998	6,998 SOLD 5/11/12 ACTURIAL SERVICES MARCH 2012	1.00	0.00	6,998.00 0.00	6,998.00
05/14/12	272.64	272.64 SOLD 5/14/12	1.00	0.00	272.64 0.00	272.64
05/14/12	931.84	931.84 SOLD 5/14/12	1.00	0.00	931.84 0.00	931.84
05/14/12	1,502.5	1,502.5 SOLD 5/14/12	1.00	0.00	1,502.50 0.00	1,502.50
05/15/12	816	PURCHASED 5/15/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	816.00- 0.00	816.00
05/16/12	435.6	435.6 SOLD 5/16/12	1.00	0.00	435.60 0.00	435.60

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
05/16/12	2,227.5	PURCHASED 5/16/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	2,227.50- 0.00	2,227.50
05/18/12	453.13	453.13 SOLD 5/18/12	1.00	0.00	453.13 0.00	453.13
05/25/12	7.42	7.42 SOLD 5/25/12	1.00	0.00	7.42 0.00	7.42
06/01/12	226,442.88	226,442.88 SOLD 6/ 1/12	1.00	0.00	226,442.88 0.00	226,442.88
06/04/12	7,406.79	PURCHASED 6/ 4/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	7,406.79- 0.00	7,406.79
06/05/12	1,845.86	PURCHASED 6/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,845.86- 0.00	1,845.86
06/06/12	0.37	PURCHASED 6/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.37- 0.00	0.37
06/06/12	1.6	PURCHASED 6/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1.60- 0.00	1.60
06/06/12	102.49	102.49 SOLD 6/ 6/12	1.00	0.00	102.49 0.00	102.49

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
06/07/12	92.16	PURCHASED 6/ 7/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	92.16- 0.00	92.16
06/07/12	473.86	PURCHASED 6/ 7/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	473.86- 0.00	473.86
06/11/12	624	PURCHASED 6/11/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	624.00- 0.00	624.00
06/12/12	1,895.5	PURCHASED 6/12/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,895.50- 0.00	1,895.50
06/14/12	904.42	904.42 SOLD 6/14/12	1.00	0.00	904.42 0.00	904.42
06/14/12	988.11	PURCHASED 6/14/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	988.11- 0.00	988.11
06/14/12	1,502.5	1,502.5 SOLD 6/14/12	1.00	0.00	1,502.50 0.00	1,502.50
06/15/12	480	PURCHASED 6/15/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	480.00- 0.00	480.00
06/18/12	702.56	702.56 SOLD 6/18/12	1.00	0.00	702.56 0.00	702.56
06/22/12	675.33	PURCHASED 6/22/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	675.33- 0.00	675.33

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
06/25/12	937.5	PURCHASED 6/25/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	937.50- 0.00	937.50
06/25/12	2,394	2,394 SOLD 6/25/12 FOR ACTUARIAL SERVICES DURING THE MONTH OF	1.00	0.00	2,394.00 0.00	2,394.00
06/28/12	27,487.26	27,487.26 SOLD 6/28/12 FOR PERIOD 1/1/12 - 6/30/12	1.00	0.00	27,487.26 0.00	27,487.26
06/29/12	158,598.21	158,598.21 SOLD 6/29/12	1.00	0.00	158,598.21 0.00	158,598.21
07/02/12	3,461.5	PURCHASED 7/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	3,461.50- 0.00	3,461.50
07/02/12	203,139.48	203,139.48 SOLD 7/ 2/12	1.00	0.00	203,139.48 0.00	203,139.48
07/03/12	1,554	PURCHASED 7/ 3/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,554.00- 0.00	1,554.00
07/05/12	0.37	PURCHASED 7/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.37- 0.00	0.37
07/05/12	1.55	PURCHASED 7/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1.55- 0.00	1.55

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
07/11/12	900	PURCHASED 7/11/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	900.00- 0.00	900.00
07/13/12	1,315	PURCHASED 7/13/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,315.00- 0.00	1,315.00
07/16/12	306.54	306.54 SOLD 7/16/12	1.00	0.00	306.54 0.00	306.54
07/16/12	919.6	919.6 SOLD 7/16/12	1.00	0.00	919.60 0.00	919.60
07/17/12	700,000	700,000 SOLD 7/17/12 TRANSFER FROM 6800175404 TO 6800175400	1.00	0.00	700,000.00 0.00	700,000.00
07/17/12	700,000	PURCHASED 7/17/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	700,000.00- 0.00	700,000.00
07/18/12	664,414.4	PURCHASED 7/18/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	664,414.40- 0.00	664,414.40
07/19/12	947.72	947.72 SOLD 7/19/12	1.00	0.00	947.72 0.00	947.72
07/25/12	600	PURCHASED 7/25/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	600.00- 0.00	600.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
08/01/12	225,592.34	225,592.34 SOLD 8/ 1/12	1.00	0.00	225,592.34 0.00	225,592.34
08/02/12	0.29	PURCHASED 8/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.29- 0.00	0.29
08/02/12	0.49	PURCHASED 8/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.49- 0.00	0.49
08/02/12	2.6	PURCHASED 8/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	2.60- 0.00	2.60
08/03/12	1,186.25	PURCHASED 8/ 3/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,186.25- 0.00	1,186.25
08/14/12	264.59	264.59 SOLD 8/14/12	1.00	0.00	264.59 0.00	264.59
08/14/12	902.86	902.86 SOLD 8/14/12	1.00	0.00	902.86 0.00	902.86
08/14/12	1,511.35	1,511.35 SOLD 8/14/12	1.00	0.00	1,511.35 0.00	1,511.35
08/14/12	8,996	8,996 SOLD 8/14/12 FOR ACTUARIAL SERVICES DURING THE MONTH OF JUNE	1.00	0.00	8,996.00 0.00	8,996.00

ITEM 27D - SCHEDULE OF REPORTABLE TRANSACTIONS
BY ISSUE 01/01/12 TO 12/31/12

ACCOUNT NO. 6800175400

FRESH MARK HOURLY - PAYMENT ACCT

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
08/15/12	816	PURCHASED 8/15/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	816.00- 0.00	816.00
08/16/12	1,325	PURCHASED 8/16/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,325.00- 0.00	1,325.00
09/04/12	728	PURCHASED 9/ 4/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	728.00- 0.00	728.00
09/04/12	224,920.04	224,920.04 SOLD 9/ 4/12	1.00	0.00	224,920.04 0.00	224,920.04
09/05/12	1,920.62	PURCHASED 9/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,920.62- 0.00	1,920.62
09/06/12	0.24	PURCHASED 9/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.24- 0.00	0.24
09/06/12	0.34	PURCHASED 9/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.34- 0.00	0.34
09/06/12	3.61	PURCHASED 9/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	3.61- 0.00	3.61
09/07/12	92.16	PURCHASED 9/ 7/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	92.16- 0.00	92.16
09/10/12	660.25	PURCHASED 9/10/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	660.25- 0.00	660.25

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
09/11/12	9,977	9,977 SOLD 9/11/12 INV# 150140047921 DTD: 8/27/2012; CUSTOMER# 608352	1.00	0.00	9,977.00 0.00	9,977.00
09/12/12	1,895.5	PURCHASED 9/12/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,895.50- 0.00	1,895.50
09/13/12	1,260	PURCHASED 9/13/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,260.00- 0.00	1,260.00
09/14/12	195.64	PURCHASED 9/14/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	195.64- 0.00	195.64
09/14/12	912.06	912.06 SOLD 9/14/12	1.00	0.00	912.06 0.00	912.06
09/14/12	1,499.05	1,499.05 SOLD 9/14/12	1.00	0.00	1,499.05 0.00	1,499.05
09/18/12	67.47	PURCHASED 9/18/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	67.47- 0.00	67.47
09/21/12	675.33	PURCHASED 9/21/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	675.33- 0.00	675.33
09/24/12	937.5	PURCHASED 9/24/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	937.50- 0.00	937.50
09/28/12	840	PURCHASED 9/28/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	840.00- 0.00	840.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
10/01/12	9,122.86	PURCHASED 10/ 1/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	9,122.86- 0.00	9,122.86
10/01/12	191,044.58	191,044.58 SOLD 10/ 1/12	1.00	0.00	191,044.58 0.00	191,044.58
10/02/12	0.3	PURCHASED 10/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.30- 0.00	0.30
10/02/12	1,554.27	PURCHASED 10/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,554.27- 0.00	1,554.27
10/02/12	35,000	35,000 SOLD 10/ 2/12 TRANSFER FROM 6800175404 TO 6800175400	1.00	0.00	35,000.00 0.00	35,000.00
10/03/12	1,639.89	PURCHASED 10/ 3/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,639.89- 0.00	1,639.89
10/04/12	108,000	PURCHASED 10/ 4/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	108,000.00- 0.00	108,000.00
10/05/12	1,567,000	PURCHASED 10/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,567,000.00- 0.00	1,567,000.00
10/09/12	958.32	PURCHASED 10/ 9/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	958.32- 0.00	958.32
10/12/12	1,315	PURCHASED 10/12/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,315.00- 0.00	1,315.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
10/15/12	277.85	277.85 SOLD 10/15/12	1.00	0.00	277.85 0.00	277.85
10/15/12	927.42	927.42 SOLD 10/15/12	1.00	0.00	927.42 0.00	927.42
10/15/12	1,493.15	1,493.15 SOLD 10/15/12	1.00	0.00	1,493.15 0.00	1,493.15
10/17/12	0.02	PURCHASED 10/17/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.02- 0.00	0.02
10/17/12	0.02	PURCHASED 10/17/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.02- 0.00	0.02
10/17/12	0.23	PURCHASED 10/17/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.23- 0.00	0.23
10/17/12	1,678,251	PURCHASED 10/17/12 AT \$1.00/SH COMM \$0.00 TRANSFER FROM 6800175404 TO 6800175400	1.00	0.00	1,678,251.00- 0.00	1,678,251.00
10/17/12	1,678,251	\$1678251. 0 SOLD 10/17/12 TRANSFER FROM 6800175404 TO 6800175400	1.00	0.00	1,678,251.00 0.00	1,678,251.00
10/18/12	16,325	16,325 SOLD 10/18/12 INV# 100060166044 DTD: 9/28/2012; CUSTOMER# 608352	1.00	0.00	16,325.00 0.00	16,325.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
10/22/12	180	PURCHASED 10/22/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	180.00- 0.00	180.00
10/24/12	1,050	PURCHASED 10/24/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,050.00- 0.00	1,050.00
10/25/12	30,376.71	30,376.71 SOLD 10/25/12 INV# 21203615, ACCT# 53Z003450	1.00	0.00	30,376.71 0.00	30,376.71
11/01/12	1,177,451.5	\$1177451.5 0 SOLD 11/ 1/12	1.00	0.00	1,177,451.50 0.00	1,177,451.50
11/02/12	5.56	PURCHASED 11/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	5.56- 0.00	5.56
11/02/12	6.88	PURCHASED 11/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	6.88- 0.00	6.88
11/02/12	1,186.58	PURCHASED 11/ 2/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,186.58- 0.00	1,186.58
11/05/12	16,598.65	PURCHASED 11/ 5/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	16,598.65- 0.00	16,598.65
11/06/12	0.01	PURCHASED 11/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.01- 0.00	0.01
11/06/12	0.06	PURCHASED 11/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.06- 0.00	0.06

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
11/06/12	13,525	13,525 SOLD 11/ 6/12 INV# 100060187295	1.00	0.00	13,525.00 0.00	13,525.00
11/07/12	12,175	12,175 SOLD 11/ 7/12	1.00	0.00	12,175.00 0.00	12,175.00
11/14/12	6.19	6.19 SOLD 11/14/12	1.00	0.00	6.19 0.00	6.19
11/14/12	285.78	285.78 SOLD 11/14/12	1.00	0.00	285.78 0.00	285.78
11/14/12	3,490.2	3,490.2 SOLD 11/14/12	1.00	0.00	3,490.20 0.00	3,490.20
11/15/12	2,141	PURCHASED 11/15/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	2,141.00- 0.00	2,141.00
11/16/12	332.78	332.78 SOLD 11/16/12	1.00	0.00	332.78 0.00	332.78
11/16/12	2,673	PURCHASED 11/16/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	2,673.00- 0.00	2,673.00
11/21/12	565.5	PURCHASED 11/21/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	565.50- 0.00	565.50

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
11/23/12	240,437.47	PURCHASED 11/23/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	240,437.47- 0.00	240,437.47
12/03/12	1,176	PURCHASED 12/ 3/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,176.00- 0.00	1,176.00
12/03/12	223,218.16	223,218.16 SOLD 12/ 3/12	1.00	0.00	223,218.16 0.00	223,218.16
12/04/12	0.55	PURCHASED 12/ 4/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.55- 0.00	0.55
12/04/12	3.96	PURCHASED 12/ 4/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	3.96- 0.00	3.96
12/04/12	1,884.82	PURCHASED 12/ 4/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,884.82- 0.00	1,884.82
12/06/12	108.15	PURCHASED 12/ 6/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	108.15- 0.00	108.15
12/07/12	92.16	PURCHASED 12/ 7/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	92.16- 0.00	92.16
12/10/12	624	PURCHASED 12/10/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	624.00- 0.00	624.00
12/11/12	40,767.98	40,767.98 SOLD 12/11/12	1.00	0.00	40,767.98 0.00	40,767.98

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
12/12/12	1,895.5	PURCHASED 12/12/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,895.50- 0.00	1,895.50
12/12/12	7,700	7,700 SOLD 12/12/12 INV3 100060243136 DTD: 11/29/2012	1.00	0.00	7,700.00 0.00	7,700.00
12/13/12	1,449	PURCHASED 12/13/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,449.00- 0.00	1,449.00
12/14/12	863.58	863.58 SOLD 12/14/12	1.00	0.00	863.58 0.00	863.58
12/14/12	1,101.15	PURCHASED 12/14/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,101.15- 0.00	1,101.15
12/14/12	2,660.4	2,660.4 SOLD 12/14/12	1.00	0.00	2,660.40 0.00	2,660.40
12/19/12	1,050	PURCHASED 12/19/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,050.00- 0.00	1,050.00
12/20/12	4,500	PURCHASED 12/20/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	4,500.00- 0.00	4,500.00
12/21/12	675.33	PURCHASED 12/21/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	675.33- 0.00	675.33
12/24/12	937.5	PURCHASED 12/24/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	937.50- 0.00	937.50

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
12/24/12	239,000	PURCHASED 12/24/12 AT \$1.00/SH COMM \$0.00 TRANSFER FROM 6800175404 TO 6800175400	1.00	0.00	239,000.00- 0.00	239,000.00
12/24/12	239,000	239,000 SOLD 12/24/12 TRANSFER FROM 6800175404 TO 6800175400	1.00	0.00	239,000.00 0.00	239,000.00
12/27/12	8,750	PURCHASED 12/27/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	8,750.00- 0.00	8,750.00
12/28/12	840	PURCHASED 12/28/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	840.00- 0.00	840.00
12/31/12	4,100	PURCHASED 12/31/12 AT \$1.00/SH COMM \$0.00	1.00	0.00	4,100.00- 0.00	4,100.00
		TOTAL ISSUE		0.00	298,475.31- 0.00	
		TOTAL ACCOUNT		0.00	298,475.31- 0.00	
				=====	=====	

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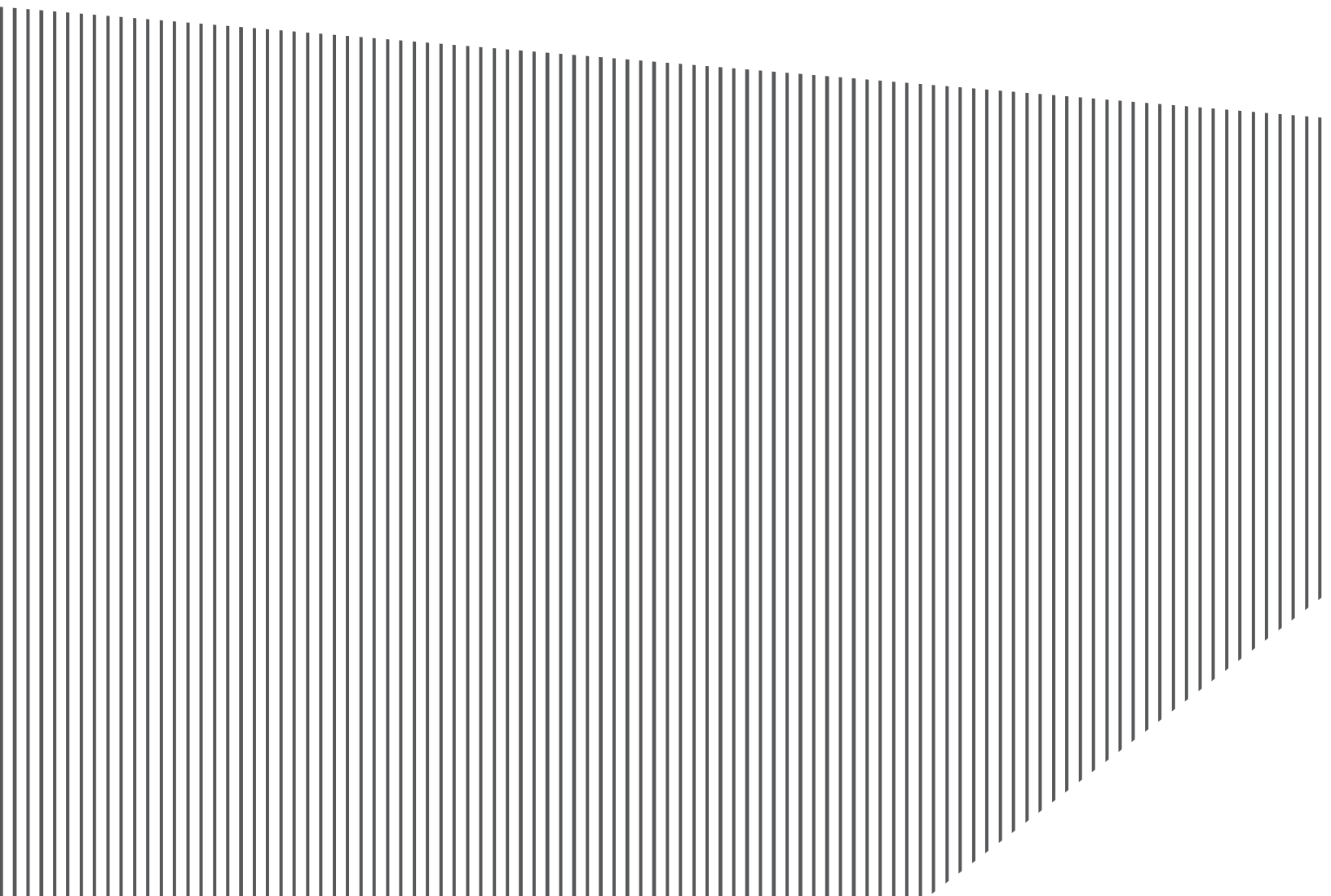
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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

- | | |
|---|-----------------|
| ● Applicable month | September |
| ● Yield curve basis | 3-Segment Rates |
| ● MAP-21 applied for funding | Yes |
| ● MAP-21 applied for benefit restrictions | Yes |

Interest rates:

- | | Reflecting
Corridors | Not Reflecting
Corridors |
|---------------------------|-------------------------|-----------------------------|
| ● First segment rate | 5.54% | 2.06% |
| ● Second segment rate | 6.85% | 5.25% |
| ● Third segment rate | 7.52% | 6.32% |
| ● Effective interest rate | 6.79% | 5.08% |

Annual rates of increase

- | | |
|-------------------------------------|-----|
| ● Compensation: | N/A |
| ● Future Social Security wage bases | N/A |
| ● Statutory limits on compensation | N/A |

Plan Name:	Fresh Mark, Inc. Hourly Employees' Pension Plan
EIN / PN:	34-0565220 / 004
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

● **Healthy** For non-disabled participants: The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

● **Disabled** 1985 Pension Disability Mortality for males and females was used for ASC 960 purposes. For purposes of determining Target Liability, mortality rates in accordance with Revenue Ruling 96-7 were used.

Termination The following rates are illustrative of the annual probability of withdrawal per 1,000 employees.

Representative Termination Rates

Percentage leaving during the year		
Attained Age	Males	Females
20	149	250
30	69	99
40	28	49
50	4	17
55	0	4

Disability The Wyatt 1985 Disability Study Class 2 rates. Below is a sample of assumed rates of disablement at selected age per 1,000 employees:

Attained Age	Males	Females
20	0.60	0.60
30	1.47	1.47
40	3.29	3.29
50	8.38	8.38
55	14.98	14.98

Plan Name: Fresh Mark, Inc. Hourly Employees' Pension Plan
 EIN / PN: 34-0565220 / 004
 Plan Sponsor: Fresh Mark, Inc.
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Retirement Retirement is assumed to occur at the earliest of (1) age 58 with 30 years of service, (2) age 62 with 10 years of service, or (3) age 65 with 5 years of service. Participants currently over such assumed retirement age are assumed to retire immediately.

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 58 with 30 years of service or 62 with 10 years of service or 65.
- Deferred vested benefit The later of age 58 with 30 years of service or 62 with 10 years of service or 65.
- Disability benefit Upon disablement with at least 10 years of service.
- Retirement benefit Upon termination of employment and at least 58 with 30 years of service or 62 with 10 years of service or 65.

Form of payment Participants are assumed to elect a straight life annuity.

Percent married It was assumed that 85% of males and 50% of females are married.

Spouse age It is assumed that females are three years younger than males.

Covered pay Not applicable.

Administrative expenses The amount included this year for plan-related expenses is \$91,103.

Timing of benefit payments Annuity payments are payable monthly at the beginning of the month.

Plan Name: Fresh Mark, Inc. Hourly Employees' Pension Plan
EIN / PN: 34-0565220 / 004
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	The actuarial value of assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for the 2011 plan year, discounted using the effective interest rate for the 2011 plan year.
Benefits not valued	The orphan benefit under the Plan has not been directly valued. It is assumed to be de minimis.
Change in assumptions and methods since prior valuation	Other than the prescribed changes in the discount rate and mortality, the following changes in assumptions were made as part of this valuation: The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21.

Plan Name:	Fresh Mark, Inc. Hourly Employees' Pension Plan
EIN / PN:	34-0565220 / 004
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fresh Mark, Inc.
EIN/PN	34-0565220/004
Plan Name	Fresh Mark, Inc. Hourly Employees' Pension Plan
Valuation Date	January 1, 2012
Enrolled Actuary	Keith Okress
Enrollment Number	11-06965

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	Fresh Mark, Inc. Hourly Employees' Pension Plan
EIN / PN:	34-0565220 / 004
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2012

See Schedule SB, Part V, Statement of Actuarial Assumptions and Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

For the January 1, 2012 actuarial valuation, the average retirement age is 60.

Plan Name: Fresh Mark, Inc. Hourly Employees' Pension Plan
EIN / PN: 34-0565220 / 004
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2012

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		0		0		0		0		0		0		0		0		0	
35 - 39	0		0		1		0		0		0		0		0		0		0	
40 - 44	0		0		0		0		0		0		0		0		0		0	
45 - 49	0		0		0		0		0		1		0		0		0		0	
50 - 54	0		0		1		0		0		0		3		9		1		0	
55 - 59	0		0		0		0		0		0		3		12		6		0	
60 - 64	0		0		2		0		0		1		0		2		4		1	
65 - 69	0		0		0		0		0		0		0		0		0		1	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: Fresh Mark, Inc. Hourly Employees' Pension Plan
 EIN / PN: 34-0565220 / 004
 Plan Sponsor: Fresh Mark, Inc.
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2012

Type of Base		Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2012	(333,321)	7	(333,321)	(56,573)
2	Shortfall	01/01/2011	6,028,896	6	5,177,800	991,931
Total					4,844,479	935,358

Plan Name: Fresh Mark, Inc. Hourly Employees' Pension Plan
EIN / PN: 34-0565220 / 004
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

Fresh Mark, Inc.

Plan

Fresh Mark Inc. Hourly Employees' Pension Plan

Effective Date and Most Recent Amendment

The plan was originally effective January 1, 1960; most recently Amended and Restated January 1, 2010.

Coverage and Participation

Each person regularly employed, hired prior to October 29, 1991 and represented by a union having a collective bargaining agreement providing for Plan participation participates immediately in the Plan.

Vesting Service

One year is credited for each Plan Year after January 1, 1976 in which at least 1,000 hours of service are completed, with fractional service credited to the nearest 1/10th for each full 180 hours of service; service prior to January 1, 1976 is computed based upon the provisions of the Plan then in effect.

Benefit Service

One year is credited for each Plan Year after January 1, 1976 in which at least 1,800 hours of service are completed, with fractional service credited to the nearest 1/10th for each full 180 hours of service; service prior to January 1, 1976 is computed based upon the provisions of the Plan then in effect. All employees hired on or after October 31, 1985 will have their benefit service frozen as of January 1, 1999 for purposes of benefit amount but not eligibility.

Plan Name:	Fresh Mark, Inc. Hourly Employees' Pension Plan
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Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Normal Retirement Benefit

Age 65 and 5 years since participation commenced.

The normal retirement benefit is a monthly benefit, if payable on a straight-life basis, equal to years of Benefit Service multiplied by the appropriate benefit unit as indicated in the following table:

Termination Date	Hired before 10/31/1985	Hired on or after 10/31/1985
10/1/1985 – 9/30/1987	\$17.00	\$10.50
10/1/1987 – 9/30/1992	17.50	10.50
10/1/1992 – 9/30/1993	18.00	11.00
10/1/1993 – 9/30/1997	18.50	11.50
10/1/1997 – 9/30/2002	19.00 ¹	11.50
10/1/2002 – 9/30/2009	20.00 ²	11.50
10/1/2009 & Thereafter	21.00	11.50

¹ Effective for retirements between October 1, 1998 and October 1, 2002, an additional monthly benefit equal to \$1 multiplied by the Participant's Years of Benefit Service is added to the pension the month following age 62.

² Effective for retirements on or after October 1, 2007, the benefit unit was increased to \$21, starting with October 1, 2009 payments.

30 & Out Pension

30 years of Benefit Service.

The 30 & Out pension is the accrued normal retirement benefit commencing immediately without reduction, plus an additional payment of \$100 per month until age 62.

Early Retirement Benefit

Age 55 and 10 years of Benefit Service.

The early retirement benefit is the accrued normal retirement pension payable at age 60 or, alternatively, a pension payable immediately reduced 0.5% for each month prior to age 60.

Plan Name:	Fresh Mark, Inc. Hourly Employees' Pension Plan
EIN / PN:	34-0565220 / 004
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Disability Benefit

On total and permanent disability after 10 years of Benefit Service.

The disability retirement benefit is the accrued normal retirement pension commencing after a six-month waiting period. For the period during which the disabled participant is not eligible for disability benefits under the Federal Social Security Act, the pension is increased to two times the accrued normal retirement amount.

Vested Benefits Upon Termination of Service

Any age and 5 years of Vesting Service.

The deferred vested termination benefit is the accrued normal retirement pension payable at age 65 or, alternatively, a pension payable as early as age 55, if the participant has at least 10 years of Benefit Service, reduced 0.5% for each month that commencement of benefits precedes age 65.

Survivor Benefits

Beneficiaries of participants having 10 or more years of Benefit Service at time of death may be entitled to "Survivor's" or "Orphan's" benefits, whichever is applicable.

Survivor's benefit shall be paid to the spouse of a participant who dies in active employment, the amount of such benefit being equal to one-half of the accrued normal retirement pension adjusted for the assumed election at age 65 of a 50% joint and survivor annuity. Survivor's benefits are payable monthly for the life of the spouse as long as the spouse does not remarry.

The Orphan's benefits shall be payable to the participant's dependent children (but not if a Survivor's benefit is payable) and the total monthly amount of any Orphan's benefits shall be equal to 42-1/2% of the amount of normal pension accrued to the date of the participant's death. Orphan's benefits are paid monthly until all surviving children have either married or attained 18 years of age.

Alternative Pre-Retirement Spouse's Benefit

On death of an active or terminated vested participant, provided the participant has been married to his current spouse for at least one year.

The surviving spouse will receive the benefit which would have been paid if the participant had retired on the date prior to his death and elected a 50% Joint and Survivor Option. If death occurs prior to eligibility for retirement, benefits to the spouse are deferred until the earliest age the decedent would have been able to commence benefits. This benefit is not available as long as Survivor's benefits are payable.

Plan Name:	Fresh Mark, Inc. Hourly Employees' Pension Plan
EIN / PN:	34-0565220 / 004
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Optional Forms of Retirement Income in Lieu of Normal Form

The amount of pension as determined according to the applicable formula for retirement benefits is payable on a straight-life annuity basis. Unless otherwise elected, any benefit payable under the Plan shall be paid on a reduced 50% Joint and Survivor Annuity basis, if the participant has been married to his current spouse for at least one year; or on a straight-life annuity basis otherwise.

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name:	Fresh Mark, Inc. Hourly Employees' Pension Plan
EIN / PN:	34-0565220 / 004
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2012

Plan Name	Fresh Mark, Inc. Hourly Employees' Pension Plan	EIN:	34-0565220
Plan Sponsor's Name	Fresh Mark, Inc.	PN:	004

[illegible]

Plan Name	Fresh Mark, Inc. Hourly Employees' Pension Plan
Plan Sponsor's Name	Fresh Mark, Inc.

[illegible]

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		

► **Round off amounts to nearest dollar.**► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Fresh Mark, Inc. Hourly Employees' Pension Plan	B Three-digit plan number (PN) ► <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Fresh Mark, Inc.	D Employer Identification Number (EIN) 34-0565220
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a	27,272,372	
b Actuarial value	2b	27,272,372	
3 Funding target/participant count breakdown:			
	(1) Number of participants	(2) Funding Target	
a For retired participants and beneficiaries receiving payment.....	3a	490	22,813,061
b For terminated vested participants.....	3b	68	1,228,568
c For active participants:			
(1) Non-vested benefits	3c(1)		97,652
(2) Vested benefits	3c(2)		3,728,257
(3) Total active.....	3c(3)	48	3,825,909
d Total.....	3d	606	27,867,538
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5	6.79 %	
6 Target normal cost	6	148,680	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Keith Okress <i>K O</i> Signature of actuary Keith Okress Type or print name of actuary Towers Watson Delaware Inc. Firm name 1001 Lakeside Avenue, Suite 1900 Cleveland OH 44114-1172 Address of the firm	September 30, 2013 Date 11-06965 Most recent enrollment number (216) 937-4000 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	3,148,356	2,175,225
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1,174,671	0
9 Amount remaining (line 7 minus line 8)	1,973,685	2,175,225
10 Interest on line 9 using prior year's actual return of <u>2.42</u> %	47,763	52,640
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.05</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	2,021,448	2,227,865

Part III Funding Percentages		
14 Funding target attainment percentage	14	82.61 %
15 Adjusted funding target attainment percentage	15	82.61 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.44 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/03/2012	4,099				
Totals ►			18(b)	4,099	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4,098

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....	21b		4
22 Weighted average retirement age	22		60
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	148,680	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	4,844,479		935,358
b Waiver amortization installment			0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	1,084,038	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	1,084,038	0	1,084,038
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	4,098	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	4,098	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	4,098	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		