

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> 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>ANHEUSER-BUSCH COMPANIES 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>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/1952</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>11/01/1952</u>	
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1c Effective date of plan <u>11/01/1952</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ANHEUSER-BUSCH COMPANIES, LLC</u> <u>ONE BUSCH PLACE, 202-4N</u> <u>ST. LOUIS, MO 63118-1852</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>43-1162835</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>314-577-2000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>312120</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>43-1162835</u>	2c Sponsor's telephone number <u>314-577-2000</u>	2d Business code (see instructions) <u>312120</u>	
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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	10/15/2013 Date	ROBERT G. ZIMMER Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/15/2013 Date	ROBERT G. ZIMMER 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 <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																											
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		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">23904</td> </tr> </table>	5	23904																									
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">3422</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">4551</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">10853</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">18826</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">615</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">19441</td> </tr> <tr> <td style="text-align: center;">6g</td> <td></td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">50</td> </tr> </table>			6a	3422	6b	4551	6c	10853	6d	18826	6e	615	6f	19441	6g		6h	50									
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																										
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9a Plan funding arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>		(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) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>	(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor			
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																													
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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>ANHEUSER-BUSCH COMPANIES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ANHEUSER-BUSCH COMPANIES, LLC</u>	D Employer Identification Number (EIN) <u>43-1162835</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:	
a Market value	2a <u>1037528474</u>
b Actuarial value	2b <u>1036858874</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>4460</u> <u>451850483</u>
b For terminated vested participants.....	3b <u>15765</u> <u>694233512</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>88746126</u>
(2) Vested benefits.....	3c(2) <u>251252672</u>
(3) Total active	3c(3) <u>3679</u> <u>339998798</u>
d Total	3d <u>23904</u> <u>1486082793</u>
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 <u>1386584711</u>
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 <u>1480218660</u>
5 Effective interest rate	5 <u>7.14 %</u>
6 Target normal cost.....	6 <u>17302427</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>09/13/2013</u>
Signature of actuary		Date
<u>JASON J. TOMANDA</u>		<u>11-07030</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>		<u>703-258-8000</u>
Firm name		Telephone number (including area code)
<u>901 NORTH GLEBE ROAD</u> <u>ARLINGTON, VA 22203</u>		
Address of the firm		

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)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of 4.45%	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2236546
b Interest on (a) using prior year's effective interest rate of 6.39% except as otherwise provided (see instructions)		142915
c Total available at beginning of current plan year to add to prefunding balance		2379461
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)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	74.77 %
15 Adjusted funding target attainment percentage	15	74.77 %
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	60.82 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	69.77 %

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
03/28/2012	74268000	0			
09/03/2013	28690000	0			
			Totals ►	18(b)	102958000 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	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	98605384
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
		(4) 4th
		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 62
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	0
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	17302427	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	449223919	81296479	
b Waiver amortization installment	0	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	98598906	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35)	36	98598906	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	98605384	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	6478	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
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	21397813	
43 Excess installment acceleration amount to be carried over to future plan years	43	2383383	

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>ANHEUSER-BUSCH COMPANIES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ANHEUSER-BUSCH COMPANIES, LLC</u>	D Employer Identification Number (EIN) <u>43-1162835</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

53-0181291

(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 17 50 70		2319906	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ANHEUSER-BUSCH COMPANIES, LLC

43-1162835

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35 50	EMPLOYEES OF THE EMPLOYEE	197576	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KFORCE INC.

1001 EAST PALM AVENUE
TAMPA, FL 33605

(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?
49 50		160341	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)

MERCER

13-2834414

(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 17 50 70		65920	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GRANT THORNTON LLP

36-6055558

(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?
10 50		29500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GARLICH PRINTING COMPANY

43-0283660

(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?
36 50		24837	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)

STATE STREET BANK AND TRUST COMPANY

04-1867445

(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?
49 50		13834	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AEROTEK INC.

7301 PARKWAY DRIVE
HANOVER, MD 21076

(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?
49 50		10970	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

QDRO CONSULTANTS CO.

3071 PEARL ROAD
MEDINA, OH 44256

(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?
49 50		7050	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
(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
(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
(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
(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
(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:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan ANHEUSER-BUSCH COMPANIES PENSION PLAN				B Three-digit plan number (PN) ▶ 003	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ANHEUSER-BUSCH COMPANIES, LLC				D Employer Identification Number (EIN) 43-1162835	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: A-BC MASTER PENSION TRUST					
b Name of sponsor of entity listed in (a): ANHEUSER-BUSCH COMPANIES, LLC					
c EIN-PN 43-1162835-056		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1108551774	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MT	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 ANHEUSER-BUSCH COMPANIES PENSION PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 ANHEUSER-BUSCH COMPANIES, LLC	D Employer Identification Number (EIN) 43-1162835	

Part I	Asset and Liability Statement		
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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	61400000	28690000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)		
(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)	976838996	1108551774
(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)		
(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	1038238996	1137241774

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1357985	885229
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1357985	885229

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1036881011	1136356545
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	102958000	
(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)		102958000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)		
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(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)		131886268
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		234844268

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	126057808	
(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)		126057808
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)	2635605	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6675321	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		9310926
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		135368734

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		99475534
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: GRANT THORNTON LLP

(2) EIN: 36-6055558

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		500000
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.).....		X	
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.
---	--	--

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

A Name of plan <u>ANHEUSER-BUSCH COMPANIES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ANHEUSER-BUSCH COMPANIES, LLC</u>	D Employer Identification Number (EIN) <u>43-1162835</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
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>25-1926855</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>4612</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: 42.0% Investment-Grade Debt: 48.0% High-Yield Debt: _____% Real Estate: 10.0% 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): _____

ANHEUSER-BUSCH COMPANIES
PENSION PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTING FIRM

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Participants and Administrator
Anheuser-Busch Companies Pension Plan

Report on the financial statements

We have audited the accompanying financial statements of the Anheuser-Busch Companies Pension Plan (the 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 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 accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant

accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2012, and changes therein for the year then ended, and its financial status as of December 31, 2011, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.



Chicago, Illinois
October 11, 2013

ANHEUSER-BUSCH COMPANIES PENSION PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2012	2011
Assets		
Investments, At Fair Value		
Plan interest in Anheuser-Busch Companies, LLC Master Defined Benefit Trust	\$ 1,108,551,774	\$ 976,838,996
Company Contributions Receivable	28,690,000	61,400,000
Total Assets	1,137,241,774	1,038,238,996
Liabilities		
Accrued administrative expenses	885,229	1,357,985
Net Assets Available For Benefits	\$ 1,136,356,545	\$ 1,036,881,011

ANHEUSER-BUSCH COMPANIES PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For The Years Ended December 31	
	2012	2011
Additions To Net Assets Attributed To:		
Plan interest in Anheuser-Busch Companies, LLC Master Defined Benefit Trust investment income	\$ 131,849,415	\$ 39,831,596
Company contributions	102,958,000	220,500,000
Other income	36,853	—
Total Additions	234,844,268	260,331,596
Deductions From Net Assets Attributed To:		
Benefit payments	(126,057,808)	(103,043,400)
Administrative expenses	(9,310,926)	(8,108,848)
Total Deductions	(135,368,734)	(111,152,248)
Net Increase In Net Assets Available For Benefits	99,475,534	149,179,348
Net Assets Available For Benefits - Beginning Of Year	1,036,881,011	887,701,663
Net Assets Available For Benefits End Of Year	\$ 1,136,356,545	\$ 1,036,881,011

ANHEUSER-BUSCH COMPANIES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 And 2011

1. Description Of The Plan

The following brief description of the Anheuser-Busch Companies Pension Plan (the Plan) is intended to give a general summary of its principal provisions. Participants should refer to the Plan Document for more complete information.

General

The Plan is a defined benefit plan that provides normal retirement, early retirement, disability and death benefits to all covered employees of participating and former employers who have met certain service and age requirements, as defined in the supplemental provisions of the Plan Document. The Plan was established by Anheuser-Busch Companies, LLC (the Company). Employees do not contribute to the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Company amended the Plan to freeze the accrual of future benefits of the Supplement for the Anheuser-Busch Salaried Employees' Pension Plan as of January 1, 2012. Once frozen, there was no loss in vested benefits of the participants, and no additional accrual of service credit after that date.

Participating and former employers include Anheuser-Busch Companies, LLC; Anheuser-Busch, LLC; Anheuser-Busch Beverage Group, Inc.; A-B Contract Services Company; Anheuser-Busch International, Inc.; Anheuser-Busch Europe, Inc.; Anheuser-Busch Investment Capital Corporation; August A. Busch & Co. of Massachusetts, Inc.; Busch Agricultural Resources, Inc.; Busch Entertainment Corporation; Busch Media Group, Inc.; Busch Properties, Inc.; Busch Properties of Florida, Inc.; Civic Center Corporation; Anheuser-Busch Recycling Corporation; Golden Eagle Distributing Company; Anheuser-Busch Distributors of New York, Inc.; Metal Container Corporation; Metal Container Corporation of California; Pacific International Rice Mills, Inc.; Sea World, Inc.; Sea World of Florida, Inc.; Sea World of Texas, Inc.; Commonwealth Cold Storage, Inc.; Manufacturer's Cartage Company; Williamsburg Transport, Inc.; MRS Transport Company; Busch Mechanical Services, Inc.; St. Louis Refrigerator Car Company; Manufacturer's Railway Company; Anheuser-Busch Asia, Inc.; Anheuser-Busch Mexico, Inc.; Metal Container International, Inc.; Precision Printing & Packaging, Inc.; and Bel-Art Advertising.

ANHEUSER-BUSCH COMPANIES PENSION PLAN

Notes To Financial Statements *(Continued)*

Plan Administration

The Plan Administrator is the Company. The Plan's custodian and trustee is The Bank of New York Mellon (Mellon). Mellon, as sole trustee of the Plan, holds all Plan assets and is responsible for benefit payments from the Anheuser-Busch Companies, LLC Master Defined Benefit Trust (Master Trust) according to information submitted by the Plan Administrator.

Plan Contributions

The Company makes contributions to the Plan to satisfy the minimum funding requirements as determined by the Plan's actuary (Note 4).

Plan Benefits

Plan benefits are determined in accordance with the provisions of each supplement to the Plan Document.

Vesting service is used in determining eligibility for early retirement and disability benefits, as defined in each supplement to the Plan Document.

The Plan is subject to certain restrictions relating to the payment of accelerated benefit payments. In addition, the Plan is prohibited from executing amendments that would increase benefits without additional funding. These restrictions resulted from the Plan falling below certain funding levels as required by the Pension Protection Act of 2006.

Expenses Of The Plan

Under the Master Trust Agreement with the Trustee, the Company may pay all expenses incurred in the administration of the Plan, including trustee fees, but is not obligated to do so. Trustee expenses not paid by the Company are paid by the Master Trust and proportionately allocated to participating plans. All other direct expenses are paid by the Plan.

Plan Termination

The Company anticipates the Plan will continue without interruption but reserves the right to discontinue its participation in the Plan. In the event that such discontinuance results in termination of the Plan, the Plan provides that the net assets will be allocated among the participants and beneficiaries of the Plan in the order of preference and in the manner outlined in the Plan Document. To the extent unfunded vested benefits exist, ERISA provides that such benefits are payable by the Pension Benefit Guaranty Corporation (PBGC) to participants, up to specified limitations. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

2. Summary Of Significant Accounting Policies**Basis Of Accounting**

The Plan's financial statements are prepared on the accrual basis of accounting.

Use Of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation And Income Recognition

The Plan's investments are reported at fair value. See Note 6 for a discussion of fair value measurements.

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

Allocation Of Assets In Master Trust

The Master Trust was established for the investment of the Plan's assets and certain other Company sponsored retirement plans.

The interest of each participating plan is represented in units. Each unit represents an undivided interest in the Master Trust. The value of each plan's interest in the Master Trust is based on the beginning of year value of the plan's interest in the trust plus actual contributions and allocated investment income, net of investment expenses, less actual distributions and allocated administrative expenses. The allocation of investment income and administrative expenses is based on each plan's ownership of Master Trust units at the end of each month.

Payment Of Benefits

Benefit payments are recorded when paid.

3. Recent Accounting Pronouncements

In May 2011, the FASB issued guidance to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and International Financial Reporting Standards. The amendments are of two types: (i) those that clarify the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. The implementation of this guidance is disclosed in Note 6.

4. Funding Policy

Pension contributions are funded by the Company. Annually, an independent actuary performs a valuation of the Plan and related trust fund to determine the status of the fund and the normal cost and contribution limits prescribed by ERISA. The methods of valuation employed by the actuary were the Traditional Unit Credit Method for liabilities and a smoothed value for assets. The Plan met the minimum funding requirements of ERISA, as determined by the independent actuary for the Plan years ended December 31, 2012 and 2011.

5. Actuarial Present Value Of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation and credited service. 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 up to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's independent actuary by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

Significant actuarial assumptions used in the valuation as of January 1, 2012 and 2011 are as follows:

Mortality:

2012	RP-2000 Mortality Tables for males and females, with white-collar adjustment, projected to 2016 using Scale AA with a one year set-forward age adjustment
2011	RP-2000 Mortality Tables for males and females, with white-collar adjustment, projected to 2015 using Scale AA with a one year set-forward age adjustment

Assumed rate of return:

2012	7.2%
2011	7.5%

Retirement:

2012	According to a graded retirement schedule based on years of service and age Years of service - less than 30 years or 30 years or more Age - ranges from age 55 to age 68
2011	According to a graded retirement schedule based on years of service and age Years of service - less than 30 years or 30 years or more Age - ranges from age 55 to age 68

Actuarial Cost Method:

2012	Traditional unit credit
2011	Traditional unit credit

ANHEUSER-BUSCH COMPANIES PENSION PLAN

Notes To Financial Statements *(Continued)*

The foregoing actuarial assumptions were 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.

Set forth below is the actuarial present value of accumulated plan benefits as of January 1, 2012, and the changes in accumulated plan benefits for the year then ended:

Actuarial Present Value Of Accumulated Plan Benefits

Actuarial Present Value Of Accumulated Plan Benefits

Vested benefits

Retired participants and beneficiaries

currently receiving payments

\$ 428,773,994

Other participants

998,403,621

Total vested benefits

1,427,177,615

Nonvested benefits

56,193,529

Total Actuarial Present Value Of Accumulated Plan Benefits

\$ 1,483,371,144

Changes In Actuarial Present Value Of Accumulated Plan Benefits

Actuarial Present Value Of Accumulated Plan Benefits At January 1, 2011

\$ 1,340,188,331

Increase (decrease) during the year attributable to:

Benefits accumulated

29,415,849

Actuarial losses

81,906,185

Decrease in the discount period

98,856,186

Benefits paid

(103,043,400)

Change in actuarial assumptions

36,047,993

Net increase

143,182,813

Actuarial Present Value Of Accumulated Plan Benefits At January 1, 2012

\$ 1,483,371,144

The Plan's deficiency of net assets compared to benefit obligations during the year ended December 31, 2012 will continue to be funded in compliance with ERISA requirements imposed by the Internal Revenue Service (the IRS).

ANHEUSER-BUSCH COMPANIES PENSION PLAN

Notes To Financial Statements *(Continued)***6. Interest in Anheuser-Busch Companies Master Trust**

At December 31, 2012 and 2011, the Plan's interest in the investments of the Master Trust was approximately 75.1% and 75.3%, respectively.

The following table presents the fair values of investments in the Master Trust at December 31, 2012 and 2011:

	2012	2011
Investments, At Fair Value		
Collective trusts	\$ 1,313,497,711	\$ 1,081,632,986
Real estate properties	152,650,000	138,260,000
Short-term investments	9,274,743	77,235,469
	1,475,422,454	1,297,128,455
Cash	—	887,791
	\$ 1,475,422,454	\$ 1,298,016,246

Investment income of the Master Trust for the years ended December 31, 2012 and 2011 is as follows:

	2012	2011
Investment Income		
Net appreciation in fair value		
Collective trusts	\$ 160,061,048	\$ 33,223,462
Net appreciation in fair value of real estate properties	5,090,000	11,889,999
	165,151,048	45,113,461
Real estate properties rental income	11,466,800	10,487,524
Administrative Expenses	(1,073,931)	(1,137,461)
	\$ 175,543,917	\$ 54,463,524

ANHEUSER-BUSCH COMPANIES PENSION PLAN

Notes To Financial Statements *(Continued)*

Direct Financing Lease

The Company has contributed real estate properties to the Master Trust, which are leased back to the Company through a direct financing lease. Revenue from the direct financing lease is recognized over the lease term on the interest method, which results in a level rate of return on the net investment in the lease.

The components of the Master Trust's direct financing lease at December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Future minimum rentals receivable	\$ 260,538,338	\$ 253,155,779
Unearned income to be recognized in future years	(131,129,478)	(132,177,361)
	129,408,860	120,978,418
Cumulative appreciation in fair value of real estate properties	21,325,000	16,235,000
Cumulative rental income received	1,916,140	1,046,582
Fair value of real estate properties	\$ 152,650,000	\$ 138,260,000

Future minimum rentals receivable under the direct financing lease at December 31, 2012 are as follows:

<u>Year</u>	<u>Amount</u>
2013	\$ 11,901,555
2014	12,199,096
2015	12,504,071
2016	12,816,677
2017	13,137,094
Thereafter	197,979,845
	\$ 260,538,338

Fair Value Measurements

The Master Trust follows current accounting standards, which provide a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Master Trust has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

ANHEUSER-BUSCH COMPANIES PENSION PLAN

Notes To Financial Statements *(Continued)*

Following is a description of the valuation methodologies used for assets measured at fair value:

Collective Trusts

The fair values of participation units held in the collective trusts are based on the net asset value (NAV) of the underlying investments as reported by the fund managers at the end of the Plan year. The Master Trust is permitted to redeem investment units at NAV on the measurement date, and as a result, the investment is classified as a Level 2 asset in the fair value hierarchy.

Real Estate Properties

The fair value of the real estate properties held by the Plan is valued on the basis of its market value based upon independent appraisals of each property conducted by an independent, MAI-certified appraiser. The appraisals were based upon a combination of the sales comparison and income capitalization approaches, consistent with prior year. The appraiser takes into account historical and projected cash flow, the terms of the lease on the property and comparable sales, and as a result, the investment is classified as a Level 3 asset in the fair value hierarchy.

The valuation process involves the Plan's independent fiduciary's selection of an independent, MAI-certified appraiser. The independent fiduciary and representatives of the tenants accumulate the data concerning the properties for the appraiser. The appraiser prepares draft reports for each property which the Plan's independent fiduciary reviews in detail and discusses with the appraiser. The final report for each property is approved by the independent fiduciary and delivered to the Plan's Trustee. Management reviews the results of the certified appraisals and believes the results are fairly stated.

Short-Term Investments

Short-term investments are considered to be cash equivalents due to their short maturities and are valued at cost, which approximates fair value. The Master Trust is permitted to redeem investment units at NAV on the measurement date, and as a result, the investment is classified as a Level 2 asset in the fair value hierarchy.

ANHEUSER-BUSCH COMPANIES PENSION PLAN

Notes To Financial Statements (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Master Trust believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth, by level within the fair value hierarchy, assets measured at fair value on a recurring basis at December 31, 2012 and 2011:

December 31, 2012				
	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Assets				
Collective Trusts				
U.S. Index Funds (1)	\$ —	\$ 509,412,657	\$ —	\$ 509,412,657
International Index Fund (2)	—	155,833,226	—	155,833,226
Bond Funds (3)	—	648,251,828	—	648,251,828
Real Estate Properties	—	—	152,650,000	152,650,000
Short-Term Investments	—	9,274,743	—	9,274,743
	\$ —	\$ 1,322,772,454	\$ 152,650,000	\$ 1,475,422,454

December 31, 2011				
	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Assets				
Collective Trusts				
U.S. Index Funds (1)	\$ —	\$ 413,197,213	\$ —	\$ 413,197,213
International Index Fund (2)	—	126,210,243	—	126,210,243
Bond Funds (3)	—	542,225,530	—	542,225,530
Real Estate Properties	—	—	138,260,000	138,260,000
Short-Term Investments	—	77,235,469	—	77,235,469
	\$ —	\$ 1,158,868,455	\$ 138,260,000	\$ 1,297,128,455

- (1) Investment funds seek to follow the performance of the S&P 500 Index and the Dow Jones U.S. Completion Stock Market Index (all U.S. equities, excluding components of the S&P 500). These funds allow for daily redemption at NAV with no trading restrictions.

ANHEUSER-BUSCH COMPANIES PENSION PLAN

Notes To Financial Statements *(Continued)*

- (2) Investment fund seeks to invest in equities of developed and emerging markets outside of the U.S. This fund allows for monthly redemption at NAV with no trading restrictions.
- (3) Investment funds seek to invest in long-term bonds providing the preservation of capital and fixed income. These funds allow for daily redemption at NAV with no trading restrictions.

The following tables set forth a summary of changes in the fair value of the Master Trust's Level 3 investments for the years ended December 31, 2012 and 2011:

For The Year Ended December 31, 2012					
Fair Value Measurements Using Significant Unobservable Inputs					
	Fair Value - January 1, 2012	Total Unrealized Gains	Contributed Property	Sales And Settlements	Fair Value December 31, 2012
Real Estate Properties	\$ 138,260,000	\$ 5,090,000	\$ 9,300,000	\$ —	\$ 152,650,000

For The Year Ended December 31, 2011					
Fair Value Measurements Using Significant Unobservable Inputs					
	Fair Value - January 1, 2011	Total Unrealized Gains	Contributed Property	Sales And Settlements	Fair Value December 31, 2011
Real Estate Properties	\$ 74,870,001	\$ 11,889,999	\$ 51,500,000	\$ —	\$ 138,260,000

ANHEUSER-BUSCH COMPANIES PENSION PLAN

Notes To Financial Statements *(Continued)*

Quantitative Information about Significant Unobservable Inputs used in Level 3 Fair Value Measurements

The following table sets forth the basic valuation methodologies used in arriving at fair value and the range of value for unobservable inputs:

Description	Fair Value	Principal Valuation Techniques	Unobservable Inputs	Rate or Criterion Applied
Distribution warehouses and offices	\$ 152,650,000	Sales Comparison Approach	Comparable property sales	Similar geographic market, similar use, size, codition, recently sold
			Adjustments for property rights, conditions of sale, market conditions, location, access/exposure, size, parking, age/condition/quality, ceiling height, building/land ratio, and economic conditions	Range of overall adjustments: -40% to 35%
			Range of unadjusted/adjusted values per rentable square foot	Unadjusted/SF: \$32.47 - \$238.69 Adjusted/SF: \$32.64 - \$166.54
			Comparable rental rates	Similar geographic market, similar use, size, codition
		Income Capitalization Approach	Adjustments for property rights, market conditions, location, access/exposure, size, ceiling height, age/condition/quality, and building/land ratio	Range of overall adjustments: -40% to 59%
			Range of unadjusted/adjusted values per rentable square foot	Unadjusted/SF: \$2.40 - \$19.89 Adjusted/SF: \$2.64 - \$13.00
			Caparable capitalization rates	6.20% - 12.02%

There have been no changes in the valuation methodologies used at December 31, 2012 or 2011.

7. Transactions With Parties-In-Interest

The Master Trust holds investments in collective trust funds managed by the Trustee. Therefore, these transactions are allowable party-in-interest transactions under ERISA.

The Master Trust also holds operating properties that are leased to the Company. The fair value of the properties at December 31, 2012 and 2011 was \$152,650,000 and \$138,260,000, respectively. The Master Trust received rental payments for the years ended December 31, 2012 and 2011 of \$11,466,800 and \$10,487,524, respectively. These transactions are allowable party-in-interest transactions under ERISA.

8. Income Tax Status

The IRS has determined and informed the Company by a letter dated August 20, 2002 that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (the Code). Therefore, the underlying trust of such a plan is exempt from federal income taxes under Section 501 of the Code. The Plan has been amended since receiving the latest determination letter, however, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. 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 Plan years prior to 2009.

9. Risks And Uncertainties

Investment securities are exposed to various risks such as significant world events, interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

10. Subsequent Events

Management has evaluated subsequent events through October 11, 2013, the date which the financial statements were available to be issued.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 Anheuser-Busch Companies Pension Plan	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Anheuser-Busch Companies, LLC	D Employer Identification Number (EIN) 43-1162835	
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:			
a Market value	2a		1,037,528,474
b Actuarial value	2b		1,036,858,874
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	4460	451,850,483
b For terminated vested participants	3b	15765	694,233,512
c For active participants:			
(1) Non-vested benefits	3c(1)		88,746,126
(2) Vested benefits	3c(2)		251,252,672
(3) Total active	3c(3)	3679	339,998,798
d Total	3d	23904	1,486,082,793
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		1,386,584,711
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		1,480,218,660
5 Effective interest rate	5		7.14 %
6 Target normal cost	6		17,302,427

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	Jason J. Tomanda Signature of actuary Jason J. Tomanda Type or print name of actuary Towers Watson Delaware Inc. Firm name 901 North Glebe Road US Arlington VA 22203 Address of the firm	September 13, 2013 Date 11-07030 Most recent enrollment number (703) 258-8000 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)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>4.45%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2,236,546
b Interest on (a) using prior year's effective interest rate of <u>6.39%</u> except as otherwise provided (see instructions)		142,915
c Total available at beginning of current plan year to add to prefunding balance..		2,379,461
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)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	74.77 %
15 Adjusted funding target attainment percentage	15	74.77 %
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	60.82 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	69.77 %

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
03/28/2012	74,268,000				
09/03/2013	28,690,000				
Totals ▶ 18(b)				102,958,000	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 contribution from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..	19c	98,605,384

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 62
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 contribution 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	17,302,427	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	449,223,919	81,296,479	
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	98,598,906	
	Carryover balance	Prefunding Balance	Total balance
35 Balances elected for use to offset funding requirement			
36 Additional cash requirement (line 34 minus line 35)	36	98,598,906	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	98,605,384	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	6,478	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contribution 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	21,397,813	
43 Excess installment acceleration amount to be carried over to future plan years	43	2,383,383	

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 4

Additional Information for Plans in At-risk Status

Description of At-risk Assumption for Assumed Form of Payment

For at-risk calculations, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is a single life annuity (for employees covered formerly by the Anheuser-Busch Salaried Employees' Pension Plan), a life annuity with ten years certain (for employees covered formerly by the St. Louis National Baseball Club, Inc. Office Pension Plan), a single life annuity (for employees covered formerly by the Retirement Plan for Hourly Employees of Busch Entertainment Corporation), a single life annuity (for employees covered formerly by the Mancar Pension Plan), and a single life annuity (for employees covered formerly by the Campbell Taggart Retirement Plan).

Plan Name:	Anheuser-Busch Companies Pension Plan
EIN / PN:	43-1162835 / 003
Plan Sponsor:	Anheuser-Busch Companies, LLC
eVal VRS:	1.1.2012 Funding (ABC) SB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Covered Group: Employees Covered Formerly By Anheuser-Busch Salaried Employees' Pension Plan (SEPP)

Effective Date

The plan was originally effective December 31, 1992. The following plan provisions reflect those in the plan document restated and effective on January 1, 2011.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

Salaried employees not covered by a collective bargaining agreement who have attained age 21 and completed one year of Eligibility Service. Effective March 31, 2009, as of January 1, 2012, there will be no new participants and benefit accruals under this supplement will be frozen.

Credited Service

Period of service after attaining age 21 as a salaried employee.

Vesting Service

Period of service from the Employment Commencement Date to the Severance from Service Date.

Final Average Compensation/Salary

The average of the annual rates of basic compensation in effect on January 1 during the five consecutive Plan Years producing the highest average.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Normal Retirement Benefit

- Normal Retirement Date: The first of the month coincident with or next following age 65.
- Normal Form of Benefit: Life with 10 years certain.
- Optional Forms of Benefit: Life only, life with 5 years certain, installment refund, 2/3 joint and survivor, one sum, and fixed installments (5, 10, and 15 years).
- Normal Retirement Benefit: The annual benefit payable is equal to the sum of 1 3/8% of the Final Average Annual Earnings up to 25% of the Social Security Taxable Wage Base for the year in which Credited Service ends plus 1 3/4% of the Final Average Annual Earnings in excess of 25% of the Social Security Taxable Wage Base for the year in which Credited Service ends, times Credited Service not to exceed 30 years. There is a minimum monthly benefit payable at age 65 of \$90 per month per year of credited service payable on a life only basis.

Early Retirement Benefit

- Eligibility: Age 55 and 10 years of vesting service (adjusted for applicable acquisition dates).
- Monthly Benefit: Accrued benefit as of early retirement date reduced by 1/4% for each month that early retirement precedes the normal retirement date. If Participant is at least age 55 with 30 years of vesting service, the 1/4% reduction is from age 58.

Enhanced Retirement Program

Salaried employees who were 55 or older as of December 21, 2008 were offered an early retirement window (Enhanced Retirement Program) where they could elect to retire before January 1, 2009 and receive three years of additional service and age.

Disability Benefit

- Eligibility: Totally and permanently disabled prior to normal retirement date.
- Monthly Benefit: The accrued benefit reduced actuarially for early commencement.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Vested Benefits Upon Termination of Service

A participant is 100% vested upon completion of 5 years of vesting service or if granted vesting upon the change in control of November 2008. Additionally, all participants become 100% vested upon reaching their Normal Retirement Date. Deferred vested participants can commence benefits upon attainment of age 55, with benefits actuarially reduced based on UP-1984 mortality and 6.50% interest.

Death Benefits for Participants in Active Service

Eligibility: Must be an active participant or a vested terminated participant who dies on or before the date benefit payments commence.

Monthly Benefit: Beneficiary receives death benefit equal to the actuarial equivalent based on UP-1984 mortality and 6.50% interest of the Accrued Benefit reduced for early commencement. Normal method of payment of the death benefit is a monthly benefit to the beneficiary under the normal form of payment. However, the beneficiary may elect the one sum or fixed installments option.

Portability Benefits

Upon early, normal, late, or disability retirement or death on or after January 1, 1993, a Participant who has transferred into employment covered by this Plan and has a vested benefit accrued under another defined benefit pension plan within the Anheuser-Busch Controlled Group of corporations shall receive an additional benefit. This benefit shall be based on the credited service and current provisions under the other plan, less the actual benefit payable from the other plan. This benefit shall not be greater than the benefit under this Plan based on service under both plans, less the actual benefit from the other plan.

Change in Control Benefits

The accrued benefit of each participant who is actively employed as of the date of a Change in Control shall be fully vested. The benefit of a participant whose employment is involuntarily terminated within three years after the Change in Control shall be determined by taking into account an additional five years of credited and vesting service and, for purposes of determining early retirement benefits, an additional five years of age. The benefit shall in any event be at least fifteen percent larger than the participant's benefits as calculated without regard to the Change in Control.

Plan Participants' Contributions

None.

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Covered Group: Employees Covered Formerly By St. Louis National Baseball Club, Inc. Office Pension Plan (BAS)

Effective Date

The plan was originally effective December 31, 1992. The following plan provisions reflect those in the plan document restated and effective on January 1, 2011.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

Office employees and certain baseball employees who have attained age 21 and completed one year of Eligibility Service. There were no new participants after March of 1996 since the plan was frozen.

Credited Service

Period of service after attaining age 21 as a covered employee.

Vesting Service

Period of service beginning on the Employment Commencement Date and ending on the Severance from Service Date.

Final Average Compensation/Salary

The average of the annual rates of basic compensation in effect on January 1 during the five consecutive Plan Years producing the highest average.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Normal Retirement Benefit

Normal Retirement Date: The first of the month coincident with or next following age 65.

Normal Form of Benefit: Life with 10 years certain.

Optional Forms of Benefit: Life only, life with 5 years certain, installment refund, 2/3 joint and survivor, one sum, and fixed installments (5, 10, and 15 years).

Normal Retirement Benefit: The annual benefit payable is equal to the sum of 1 3/8% of the Final Average Annual Earnings up to 25% of the Social Security Taxable Wage Base for the year in which Credited Service ends plus 1 3/4% of the Final Average Annual Earnings in excess of 25% of the Social Security Taxable Wage Base for the year in which Credited Service ends, times Credited Service not to exceed 30 years.

Early Retirement Benefit

Eligibility: Age 55 and 10 years of credited service.

Monthly Benefit: Accrued benefit as of early retirement date reduced by 1/4% for each month that early retirement precedes the normal retirement date. If Participant is at least age 55 with 30 years of credited service, the 1/4% reduction is from age 62.

Disability Benefit

Eligibility: Totally and permanently disabled prior to normal retirement date.

Monthly Benefit: The accrued benefit reduced actuarially for early commencement.

Vested Benefits Upon Termination of Service

A participant is 100% vested upon completion of 5 years of vesting service. However, all participants become 100% vested upon reaching their Normal Retirement Date.

Death Benefits for Participants in Active Service

Eligibility: Must be an active participant or a vested terminated participant who dies on or before the date benefit payments commence.

Monthly Benefit: Beneficiary receives death benefit equal to the actuarial equivalent of the Accrued Benefit reduced for early commencement. Normal method of payment of the death benefit is a monthly benefit to the beneficiary under the normal form of payment. However, the beneficiary may elect the one sum or fixed installments option.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Portability Benefits

Upon early, normal, late, or disability retirement or death on or after June 1, 1995, a Participant who has transferred into employment covered by this supplement and has a vested benefit accrued under another supplement included in the Anheuser-Busch Companies Pension Plan of corporations shall receive an additional benefit. This benefit shall be based on the credited service and current provisions under the other supplement, less the actual benefit payable from the other supplement. This benefit shall not be greater than the benefit under this supplement based on service under both supplements, less the actual benefit from the other supplement.

Plan Participants' Contributions

None.

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Covered Group: Employees Covered Formerly By Retirement Plan for Hourly Employees of Busch Entertainment Corporation (BEC)

Effective Date

The plan was originally effective December 31, 1992. The following plan provisions reflect those in the plan document restated and effective on January 1, 2011.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

1. Hourly *full-time* employees who have attained age 21 and completed one year of Eligibility Service. Full-time status is determined at the beginning of the Plan Year by the plan trustee.
2. Hourly *part-time* employees who have attained age 21 and completed one year of Eligibility Service. Part-time status is determined at the beginning of the Plan Year by the plan trustee.

Busch Entertainment Corporation was sold on 12/1/2009. There are no active participants accruing benefits.

Credited Service

Full-Time: Full-Time Credited Service is that period of vesting service as an eligible full-time employee.

Part-Time: One year of Part-Time Credited Service is granted to eligible part-time employees who work at least 1,000 hours in a given plan year. No service is credited for periods of part-time employment prior to January 1, 2001.

Vesting Service

Period of service beginning on the Employment Commencement Date and ending on the Severance from Service Date.

Final Average Compensation/Salary

The average of the Basic Compensation during the highest five consecutive full calendar years of credited service out of the last ten years. Basic Compensation is limited to payment for 2,080 hours per year and excludes overtime.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Normal Retirement Benefit

Normal Retirement Date: The first of the month coincident with or next following the later of age 65 or the fifth anniversary of the participation date.

Normal Form of Benefit: Life only.

Optional Forms of Benefit: Life with 10 years certain and 50% joint and survivor.

Normal Retirement Benefit: The annual benefit payable is equal to the sum of 1 1/2% of the Final Average Annual Earnings up to \$15,000 and 2% of the Final Average Annual Earnings in excess of \$15,000, times Full-Time Credited Service, plus \$10.00 times Part-Time Credited Service. The sum of Full-Time Credited Service and Part-Time Credited Service shall not exceed 35 years.

Early Retirement Benefit

Eligibility: Age 55 and completion of 5 years of service.

Monthly Benefit: Accrued benefit as of the Early Retirement Date reduced by 1/2% for each month that the Early Retirement Date precedes the Normal Retirement Date.

Disability Benefit

Eligibility: Participant must retire prior to the Normal Retirement Date, have completed 10 years of service, be totally and permanently disabled and eligible to receive disability benefits under the Federal Social Security Act.

Monthly Benefit: Accrued benefit as of date of disability without reduction for early commencement.

Vested Benefits Upon Termination of Service

A participant is 100% vested upon completion of 5 years of vesting service.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Death Benefits for Participants in Active Service

Eligibility: Must be a participant, have a surviving spouse to whom the participant has been married for at least one year, and have completed 5 years of vesting service.

Monthly Benefit: The surviving spouse receives a payment equal to the monthly benefit that would have been payable if the participant had terminated on the date of death, survived to the earliest retirement age, or if eligible to retire, had elected the date of death as the payment date; had elected the 50% joint and survivor method of payment with the surviving spouse as contingent annuitant, and died immediately upon commencement of payment.

Portability Benefits

Upon early, normal, late, or disability retirement or death on or after June 1, 1995, a Participant who has transferred into employment covered by this supplement and has a vested benefit accrued under another supplement included in The Anheuser-Busch Companies Pension Plan shall receive an additional benefit. This benefit shall be based on the credited service and current provisions under the other supplement, less the actual benefit payable from the other supplement. This benefit shall not be greater than the benefit under this supplement based on service under both supplements, less the actual benefit from the other supplement.

Plan Participants' Contributions

None.

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Covered Group: Employees Covered Formerly By The Mancar Pension Plan (Mancar)

Effective Date

The plan was originally effective December 31, 1992. The following plan provisions reflect those in the plan document restated and effective on January 1, 2011.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

Salaried employees who have completed one year of Eligibility Service. Effective and as of December 31, 2011, there will be no new participants and benefit accruals under this supplement will be frozen.

Credited Service

Period of vesting service as an Employee.

Vesting Service

Period of service beginning on the Employment Commencement Date and ending on the Severance from Service Date.

Final Average Compensation/Salary

The average of the monthly compensation (excluding bonuses, commissions, overtime and expense allowances) received during the highest 60 consecutive months of Credited Service.

Plan Name:	Anheuser-Busch Companies Pension Plan
EIN / PN:	43-1162835 / 003
Plan Sponsor:	Anheuser-Busch Companies, LLC
eVal VRS:	1.1.2012 Funding (ABC) SB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Normal Retirement Benefit

Normal Retirement Date:	The first of the month coincident with or next following age 65.
Normal Form of Benefit:	Life only.
Optional Forms of Benefit:	Life with 10 years certain, 2/3 joint and survivor, and one sum.
Normal Retirement Benefit:	The monthly benefit payable is equal to the sum of 2 3/4% of the Final Average Monthly Earnings up to the Integration Level and 3 1/3% of the Final Average Monthly Earnings in excess of the Integration Level times Credited Service not to exceed 15 years. The Integration Level is equal to the average, as of 1989, of the Social Security Wage Bases during the 35 year period ending with the Participant's Social Security Retirement Age.

Early Retirement Benefit

Eligibility:	Age 55 and completion of 5 years of vesting service.
Monthly Benefit:	Accrued benefit as of Early Retirement Date reduced by 1/180th for each of the first 60 months that Early Retirement Date precedes the Normal Retirement Date and 1/360th for each month thereafter.

Enhanced Retirement Program

Salaried employees who were 55 or older as of December 21, 2008 were offered an early retirement window (Enhanced Retirement Program) where they could elect to retire before January 1, 2009 and receive three years of additional service and age.

Disability Benefit

Eligibility:	Participant must be totally and permanently disabled and have 5 years of vesting service.
Monthly Benefit:	The actuarial equivalent of the accrued benefit.

Vested Benefits Upon Termination of Service

A participant is 100% vested upon completion of 5 years of vesting service. However, all participants become 100% vested upon reaching their Normal Retirement Date.

Plan Name:	Anheuser-Busch Companies Pension Plan
EIN / PN:	43-1162835 / 003
Plan Sponsor:	Anheuser-Busch Companies, LLC
eVal VRS:	1.1.2012 Funding (ABC) SB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Death Benefits for Participants in Active Service

Eligibility:	Must be an active participant or a vested terminated participant.
Monthly Benefit:	The beneficiary receives a payment equal to the actuarial equivalent of the participant's accrued benefit. The normal method of payment of the death benefit is a monthly benefit to the beneficiary under the normal method of payment, unless an optional method is elected.

Portability Benefits

Upon early, normal, late, or disability retirement or death on or after June 1, 1995, a Participant who has transferred into employment covered by this supplement and has a vested benefit accrued under another supplement included in The Anheuser-Busch Companies Pension Plan shall receive an additional benefit. This benefit shall be based on the credited service and current provisions under the other supplement, less the actual benefit payable from the other supplement. This benefit shall not be greater than the benefit under this supplement based on service under both supplements, less the actual benefit from the other supplement.

Change in Control Benefits

The accrued benefit of each participant who is actively employed as of the date of a Change in Control shall be fully vested. The benefit of a participant whose employment is involuntarily terminated within three years after the Change in Control shall be determined by taking into account an additional five years of credited and vesting service and, for purposes of determining early retirement benefits, an additional five years of age. The benefit shall in any event be at least fifteen percent larger than the participant's benefits as calculated without regard to the Change in Control.

Plan Participants' Contributions

None.

Changes in Plan Provisions since Last Actuarial Valuation

On December 15, 2011, the plan was amended to not allow new participants and to cease benefit accruals for existing participants, both effective on December 31, 2011.

Plan Name:	Anheuser-Busch Companies Pension Plan
EIN / PN:	43-1162835 / 003
Plan Sponsor:	Anheuser-Busch Companies, LLC
eVal VRS:	1.1.2012 Funding (ABC) SB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Covered Group: Employees Covered Formerly By The Campbell Taggart Retirement Plan (CTI)

Effective Date

The plan was originally effective December 31, 1992. The following plan provisions reflect those in the plan document restated and effective on January 1, 2011.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

Executive, administrative, supervisory, professional, office, and clerical employees who have attained age 21 and completed one year of Eligibility Service. There were no new participants after March of 1996 since the plan was frozen.

Credited Service

Period of service after attaining age 21 as an active participant.

Vesting Service

Period of service after attaining age 18 beginning on the Employment Commencement Date and ending on the Severance from Service Date.

Final Average Compensation/Salary

The average during the highest 60 consecutive calendar months out of the last 180 calendar months of employment of all earnings subject to income tax excluding certain special payments such as severance pay, stock options and relocation allowances.

Plan Name:	Anheuser-Busch Companies Pension Plan
EIN / PN:	43-1162835 / 003
Plan Sponsor:	Anheuser-Busch Companies, LLC
eVal VRS:	1.1.2012 Funding (ABC) SB
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Normal Retirement Benefit

Normal Retirement Date: The first of the month coincident with or next following age 65.

Normal Form of Benefit: Life only.

Optional Forms of Benefit: Life with 10 years certain; 50%, 75%, and 100% joint and survivor; and Social Security Leveling.

1. Normal Retirement Benefit: The monthly benefit payable is equal to the December 31, 1988 benefit, adjusted for increase in Final Average Monthly Earnings, plus the sum of (1.5% of the Final Average Monthly Earnings and .44% of the Final Average Monthly Earnings in excess of the Integration Level) times Credited Service earned after December 31, 1988. For the calculation using earnings in excess of the Integration Level, Credited Service earned after December 31, 1988 is limited by the excess of 35 over the number of years of Credited Service earned prior to December 31, 1988. The Integration Level is equal to 50% of the Social Security Taxable Wage Base in effect on the first day of the Plan Year but not more than 150% of Covered Compensation applicable to an individual attaining Social Security Retirement Age in such Plan Year. Covered Compensation is determined in accordance with applicable Treasury Regulations.

Early Retirement Benefit

Eligibility: Age 55.

Monthly Benefit: Accrued benefit as of the Early Retirement Date reduced by 1/4% for each of the first 36 months that the Early Retirement Date precedes the Normal Retirement Date, 5/12% for the next 48 months, and 7/12% for each month thereafter.

Disability Benefit

There is no provision for disability benefits under this plan.

Vested Benefits Upon Termination of Service

A participant is 100% vested upon completion of 5 years of vesting service. However, all participants become 100% vested upon reaching their Normal Retirement Date.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – SUMMARY OF PRINCIPAL PLAN PROVISIONS

Death Benefits for Participants in Active Service

Eligibility: Must be a vested participant with a surviving spouse.

Monthly Benefit: The surviving spouse receives a payment equal to the monthly benefit that would have been payable if the participant had terminated on the first day of the month preceding the date of death and had survived to the earliest retirement age, had elected to receive the 50% qualified joint and survivor annuity at the earliest possible commencement date, and died immediately upon commencement of payment.

Portability Benefits

Upon early, normal, late, or disability retirement or death on or after June 1, 1995, a Participant who has transferred into employment covered by this supplement and has a vested benefit accrued under another supplement included in The Anheuser-Busch Companies Pension Plan shall receive an additional benefit. This benefit shall be based on the credited service and current provisions under the other supplement, less the actual benefit payable from the other supplement. This benefit shall not be greater than the benefit under this supplement based on service under both supplements, less the actual benefit from the other supplement.

Plan Participants' Contributions

None.

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
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 Attachments – 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.

Plan Name:	Anheuser-Busch Companies Pension Plan
EIN / PN:	43-1162835 / 003
Plan Sponsor:	Anheuser-Busch Companies, LLC
eVal VRS:	1.1.2012 Funding (ABC) SB
Valuation Date:	January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Covered Group: Employees Covered By Former Anheuser-Busch Salaried
Employees' Pension Plan (SEPP)

Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates
- MAP-21 applied for funding Yes
- MAP-21 applied for benefit restrictions Yes

Interest rates:

	A. Reflecting Corridors	B. 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	7.14%	5.75%

Assumed Cost of Living Adjustments None

Inclusion Date

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

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Plan-related expenses

The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Retirement Probabilities

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the retirement probabilities for active participants are shown below. Involuntarily terminated vested participants are assumed to commence benefits at age 55 while other terminated vested participants are assumed to commence benefits at age 60.

	Pre-1993 Hire		Post-1992 Hire	
<u>Attained Age</u>	<u>30+ YOS</u>	<u><30 YOS</u>	<u>30+ YOS</u>	<u><30 YOS</u>
55	.110	.060	.080	.050
56	.060	.040	.050	.040
57	.060	.040	.050	.040
58	.240	.115	.110	.040
59	.190	.095	.090	.040
60	.160	.095	.180	.130
61	.160	.095	.130	.070
62	.190	.145	.160	.110
63	.170	.105	.130	.090
64	.170	.105	.130	.090
65	.400	.400	.400	.400
66	.300	.300	.300	.300
67	.300	.300	.300	.300
68	1.000	1.000	1.000	1.000

Plan Name: Anheuser-Busch Companies Pension Plan
 EIN / PN: 43-1162835 / 003
 Plan Sponsor: Anheuser-Busch Companies, LLC
 eVal VRS: 1.1.2012 Funding (ABC) SB
 Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Disability Probabilities

No specific disability probabilities were assumed as the benefit payable due to disability is the actuarial equivalent of the accrued benefit.

Compensation Increases

For purposes of determining target normal cost; Illustrative rates are as follows:

<u>Age</u>	<u>Percent Increase</u>
25	6.21
30	5.35
40	3.12
50	1.48
60	0.83

Future Increases in Social Security

For purposes of determining target normal cost, the National Average Wage Index is assumed to increase by 3.000% per annum.

Future Increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Representative Termination Probabilities not due to Disability, Retirement or Mortality

<u>Age</u>	<u>Males</u>	<u>Females</u>
25	.1090	.1520
30	.0940	.1425
35	.0800	.1180
40	.0660	.0935
45	.0600	.0600
50	.0510	.0500
55	.0450	.0450
60 and over	.0450	.0450

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

The above probabilities apply to participants with four or more years of employment. Select probabilities for participants with less than four years of employment are a multiple of the above ultimate probabilities:

	<u>Multiple</u>
Male	2.25
Female	2.50

Form of Payment

Participants are assumed to elect options based on the percentages in the following table:

<u>Terminated Vested Participants, Future Voluntary Terminated Participants and Retirees</u>	
One Sum	80%
Normal Form (Life Annuity with 10 Years Certain)	5%
Single Life Annuity	5%
Joint and 75% Survivor Annuity	10%
<u>Future Involuntary Terminated Participants</u>	
One Sum	80%
Normal Form (Life Annuity with 10 Years Certain)	20%

Lump sums were valued using the substitution of annuity form under IRS Proposed Regulation §1.430(d)-1(f)(4) and the 2012 unisex PPA combined optional mortality table.

Marriage

100% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

Employee data was supplied electronically by Anheuser-Busch as of the valuation date. Data on persons receiving benefits was supplied electronically by Anheuser-Busch. It was assumed that there will be no new or rehired employees.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is a single life annuity.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Methods

Valuation Date

First day of the 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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Included in Valuation

- Portability benefits are not valued due to the lack of available data. However, all service with Anheuser-Busch Companies, LLC, and its wholly owned subsidiaries is considered for eligibility for early retirement subsidies.
- Actuarial increases for terminated vesteds who deferred commencement past their normal retirement date due to the small number of affected participants.
- Participants who transferred out of a covered location who are currently not vested in their benefits are assumed to immediately terminate employment and not be entitled to a benefit under this plan.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL ASSUMPTIONS AND METHODS

SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.
- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.
- The assumed involuntary termination rates due to change in control were changed from 2.87% for the general population and 40% for specified individuals to 0% for all participants.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

Covered Group: Employees Covered By Former St. Louis National Baseball Club, Inc. Office Pension Plan (BAS)

Interest rate basis:

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

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 | 7.14% | 5.75% |

Assumed Cost of Living Adjustments	None
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The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
 EIN / PN: 43-1162835 / 003
 Plan Sponsor: Anheuser-Busch Companies, LLC
 eVal VRS: 1.1.2012 Funding (ABC) SB
 Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Form of Payment

Normal form (life annuity with ten years certain) if not yet in payment. Terminated vested participants are assumed to commence payments at their normal retirement age.

Marriage

100% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

Data on persons receiving benefits was supplied by Anheuser-Busch. It was assumed that there will be no new or rehired employees.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is a life annuity with ten years certain.

Methods

Valuation Date

First day of the plan year

Funding Target

Present value of accrued benefits

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not included in valuation

- Portability benefits are not valued due to the lack of available data.
- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.
- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Covered Group: Employees Covered By Former Retirement Plan for Hourly
Employees of Busch Entertainment Corporation (BEC)

Assumptions

Interest rate basis:

- Applicable month September
- Interest rate 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	7.14%	5.75%

Assumed Cost of Living Adjustments None

Plan-related expenses

The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Form of Payment

50% of participants are assumed to elect the normal form of payment (life only annuity); 50% of participants are assumed to elect a joint and 75% survivor annuity. Terminated vested participants are assumed to commence payments at their normal retirement age.

Marriage

90% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees. Employee data was supplied electronically by Anheuser-Busch as of the valuation date. Data on persons receiving benefits was supplied electronically by Anheuser-Busch.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is a single life annuity.

Methods

Valuation Date

First day of the plan year

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Included in Valuation

- Portability benefits are not valued due to the lack of available data.
- Actuarial increases for terminated vesteds who deferred commencement past their normal retirement date due to the small number of affected participants.
- Participants who transferred out of a covered location who are currently not vested in their benefits are assumed to immediately terminate employment and not be entitled to a benefit under this plan.
- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**

SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Covered Group: Employees Covered Formerly By The Mancar Pension Plan
(Mancar)

Assumptions

Interest rate basis:

- Applicable month September
- Interest rate 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	7.14%	5.75%

Assumed Cost of Living Adjustments None

Inclusion date

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

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Plan-related expenses

The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Retirement

Current terminated vested participants are assumed to commence benefits at age 65.

Form of Payment

Terminated vested participants are assumed to elect the normal form (life only annuity) upon retirement.

Marriage

100% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

Employee data was supplied electronically by Anheuser-Busch as of the valuation date. Data on persons receiving benefits was supplied electronically by Anheuser-Busch. It was assumed that there will be no new or rehired employees.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
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SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

assumed to elect the most valuable form of benefit under the plan, which is a lump sum for those currently active and a single life annuity for terminate vested participants.

Methods

Valuation Date

First day of the 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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Included in Valuation

- Portability benefits are not valued due to the lack of available data.
- Actuarial increases for terminated vesteds who deferred commencement past their normal retirement date due to the small number of affected participants.
- Participants who transferred out of a covered location who are currently not vested in their benefits are assumed to immediately terminate employment and not be entitled to a benefit under this plan.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL ASSUMPTIONS AND METHODS

SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.
- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Covered Group: Employees Covered Formerly By The Campbell Taggart Retirement Plan (CTI)

Assumptions

Interest rate basis:

- Applicable month September
- Interest rate 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	7.14%	5.75%

Assumed Cost of Living Adjustments None

Plan-related expenses

The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
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SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Form of Payment

50% of participants are assumed to elect the normal form; 50% of participants are assumed to elect a joint and 75% survivor annuity. Terminated vested participants are assumed to commence payments at their normal retirement age.

Marriage

70% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

Employee data was supplied electronically by Anheuser-Busch as of the valuation date. Data on persons receiving benefits was supplied electronically by Anheuser-Busch. It was assumed that there will be no new or rehired employees.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is a single life annuity.

Methods

Valuation Date

First day of the plan year

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not included in valuation

- Portability benefits are not valued due to the lack of available data.
- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.
- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
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**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Covered Group: Employees Covered By Former Anheuser-Busch Salaried
Employees' Pension Plan (SEPP)

Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates
- MAP-21 applied for funding Yes
- MAP-21 applied for benefit restrictions Yes

Interest rates:

	A. Reflecting Corridors	B. 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	7.14%	5.75%

Assumed Cost of Living Adjustments None

Inclusion Date

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

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Plan-related expenses

The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Retirement Probabilities

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the retirement probabilities for active participants are shown below. Involuntarily terminated vested participants are assumed to commence benefits at age 55 while other terminated vested participants are assumed to commence benefits at age 60.

	Pre-1993 Hire		Post-1992 Hire	
<u>Attained Age</u>	<u>30+ YOS</u>	<u><30 YOS</u>	<u>30+ YOS</u>	<u><30 YOS</u>
55	.110	.060	.080	.050
56	.060	.040	.050	.040
57	.060	.040	.050	.040
58	.240	.115	.110	.040
59	.190	.095	.090	.040
60	.160	.095	.180	.130
61	.160	.095	.130	.070
62	.190	.145	.160	.110
63	.170	.105	.130	.090
64	.170	.105	.130	.090
65	.400	.400	.400	.400
66	.300	.300	.300	.300
67	.300	.300	.300	.300
68	1.000	1.000	1.000	1.000

Plan Name: Anheuser-Busch Companies Pension Plan
 EIN / PN: 43-1162835 / 003
 Plan Sponsor: Anheuser-Busch Companies, LLC
 eVal VRS: 1.1.2012 Funding (ABC) SB
 Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Disability Probabilities

No specific disability probabilities were assumed as the benefit payable due to disability is the actuarial equivalent of the accrued benefit.

Compensation Increases

For purposes of determining target normal cost; Illustrative rates are as follows:

<u>Age</u>	<u>Percent Increase</u>
25	6.21
30	5.35
40	3.12
50	1.48
60	0.83

Future Increases in Social Security

For purposes of determining target normal cost, the National Average Wage Index is assumed to increase by 3.000% per annum.

Future Increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Representative Termination Probabilities not due to Disability, Retirement or Mortality

<u>Age</u>	<u>Males</u>	<u>Females</u>
25	.1090	.1520
30	.0940	.1425
35	.0800	.1180
40	.0660	.0935
45	.0600	.0600
50	.0510	.0500
55	.0450	.0450
60 and over	.0450	.0450

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
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**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
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The above probabilities apply to participants with four or more years of employment. Select probabilities for participants with less than four years of employment are a multiple of the above ultimate probabilities:

	<u>Multiple</u>
Male	2.25
Female	2.50

Form of Payment

Participants are assumed to elect options based on the percentages in the following table:

<u>Terminated Vested Participants, Future Voluntary Terminated Participants and Retirees</u>	
One Sum	80%
Normal Form (Life Annuity with 10 Years Certain)	5%
Single Life Annuity	5%
Joint and 75% Survivor Annuity	10%
<u>Future Involuntary Terminated Participants</u>	
One Sum	80%
Normal Form (Life Annuity with 10 Years Certain)	20%

Lump sums were valued using the substitution of annuity form under IRS Proposed Regulation §1.430(d)-1(f)(4) and the 2012 unisex PPA combined optional mortality table.

Marriage

100% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

Employee data was supplied electronically by Anheuser-Busch as of the valuation date. Data on persons receiving benefits was supplied electronically by Anheuser-Busch. It was assumed that there will be no new or rehired employees.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is a single life annuity.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Methods

Valuation Date

First day of the 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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Included in Valuation

- Portability benefits are not valued due to the lack of available data. However, all service with Anheuser-Busch Companies, LLC, and its wholly owned subsidiaries is considered for eligibility for early retirement subsidies.
- Actuarial increases for terminated vesteds who deferred commencement past their normal retirement date due to the small number of affected participants.
- Participants who transferred out of a covered location who are currently not vested in their benefits are assumed to immediately terminate employment and not be entitled to a benefit under this plan.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL ASSUMPTIONS AND METHODS

SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.
- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.
- The assumed involuntary termination rates due to change in control were changed from 2.87% for the general population and 40% for specified individuals to 0% for all participants.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Covered Group: Employees Covered By Former St. Louis National Baseball Club,
Inc. Office Pension Plan (BAS)

Assumptions

Interest rate basis:

- Applicable month September
- Interest rate 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	7.14%	5.75%

Assumed Cost of Living Adjustments None

Plan-related expenses

The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Form of Payment

Normal form (life annuity with ten years certain) if not yet in payment. Terminated vested participants are assumed to commence payments at their normal retirement age.

Marriage

100% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

Data on persons receiving benefits was supplied by Anheuser-Busch. It was assumed that there will be no new or rehired employees.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is a life annuity with ten years certain.

Methods

Valuation Date

First day of the plan year

Funding Target

Present value of accrued benefits

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not included in valuation

- Portability benefits are not valued due to the lack of available data.
- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.
- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Covered Group: Employees Covered By Former Retirement Plan for Hourly
Employees of Busch Entertainment Corporation (BEC)

Assumptions

Interest rate basis:

- Applicable month September
- Interest rate 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	7.14%	5.75%

Assumed Cost of Living Adjustments None

Plan-related expenses

The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Form of Payment

50% of participants are assumed to elect the normal form of payment (life only annuity); 50% of participants are assumed to elect a joint and 75% survivor annuity. Terminated vested participants are assumed to commence payments at their normal retirement age.

Marriage

90% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees. Employee data was supplied electronically by Anheuser-Busch as of the valuation date. Data on persons receiving benefits was supplied electronically by Anheuser-Busch.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is a single life annuity.

Methods

Valuation Date

First day of the plan year

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Included in Valuation

- Portability benefits are not valued due to the lack of available data.
- Actuarial increases for terminated vesteds who deferred commencement past their normal retirement date due to the small number of affected participants.
- Participants who transferred out of a covered location who are currently not vested in their benefits are assumed to immediately terminate employment and not be entitled to a benefit under this plan.
- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**

SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

Covered Group: Employees Covered Formerly By The Mancar Pension Plan
(Mancar)

Assumptions

Interest rate basis:

- Applicable month September
- Interest rate 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	7.14%	5.75%

Assumed Cost of Living Adjustments None

Inclusion date

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

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Plan-related expenses

The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Retirement

Current terminated vested participants are assumed to commence benefits at age 65.

Form of Payment

Terminated vested participants are assumed to elect the normal form (life only annuity) upon retirement.

Marriage

100% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

Employee data was supplied electronically by Anheuser-Busch as of the valuation date. Data on persons receiving benefits was supplied electronically by Anheuser-Busch. It was assumed that there will be no new or rehired employees.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
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**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

assumed to elect the most valuable form of benefit under the plan, which is a lump sum for those currently active and a single life annuity for terminate vested participants.

Methods

Valuation Date

First day of the 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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Included in Valuation

- Portability benefits are not valued due to the lack of available data.
- Actuarial increases for terminated vesteds who deferred commencement past their normal retirement date due to the small number of affected participants.
- Participants who transferred out of a covered location who are currently not vested in their benefits are assumed to immediately terminate employment and not be entitled to a benefit under this plan.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL ASSUMPTIONS AND METHODS

SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.
- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Covered Group: Employees Covered Formerly By The Campbell Taggart Retirement Plan (CTI)

Assumptions

Interest rate basis:

- Applicable month September
- Interest rate 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	7.14%	5.75%

Assumed Cost of Living Adjustments None

Plan-related expenses

The average of actual expenses (net of PBGC variable rate premiums) paid over the last three years plus the expected 2012 PBGC variable rate premium. The amount included this year for plan-related expenses for the Anheuser-Busch Companies Pension Plan is \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

Mortality

For non-disabled participants, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Disabled Mortality

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Form of Payment

50% of participants are assumed to elect the normal form; 50% of participants are assumed to elect a joint and 75% survivor annuity. Terminated vested participants are assumed to commence payments at their normal retirement age.

Marriage

70% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

Employee data was supplied electronically by Anheuser-Busch as of the valuation date. Data on persons receiving benefits was supplied electronically by Anheuser-Busch. It was assumed that there will be no new or rehired employees.

At-Risk Calculations

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is a single life annuity.

Methods

Valuation Date

First day of the plan year

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS**

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

Asset Method

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not included in valuation

- Portability benefits are not valued due to the lack of available data.
- The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants' benefits are valued using the benefit choice assumptions described above.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011.
- The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
Valuation Date: January 1, 2012

**SCHEDULE SB ATTACHMENTS – PART V – STATEMENT OF ACTUARIAL
ASSUMPTIONS AND METHODS**
SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

- The assumed plan-related expenses added to the target normal cost were changed from \$7,725,000 to \$10,050,000.

Plan Name: Anheuser-Busch Companies Pension Plan
EIN / PN: 43-1162835 / 003
Plan Sponsor: Anheuser-Busch Companies, LLC
eVal VRS: 1.1.2012 Funding (ABC) SB
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	15		40	64,087	0		0		0		0		0		0		0		0	
25 - 29	24	58,932	254	66,823	98	78,265	0		0		0		0		0		0		0	
30 - 34	14		196	74,588	301	82,721	58	100,852	0		0		0		0		0		0	
35 - 39	5		111	79,912	176	85,473	192	93,738	21	115,447	0		0		0		0		0	
40 - 44	1		79	81,203	135	83,328	173	93,244	142	106,777	34	101,690	0		0		0		0	
45 - 49	4		60	82,546	86	81,094	149	91,321	141	104,541	209	110,179	63	110,715	0		0		0	
50 - 54	2		46	74,051	75	77,428	107	88,381	99	96,073	133	113,486	114	105,583	52	109,373	0		0	
55 - 59	1		18		25	84,654	39	86,499	26	94,614	55	105,844	32	98,748	37	120,709	5		0	
60 - 64	0		4		6		9		4		2		3		3		0		0	
65 - 69	0		0		0		0		0		1		0		0		0		0	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: Anheuser-Busch Companies Pension Plan
 EIN / PN: 43-1162835 / 003
 Plan Sponsor: Anheuser-Busch Companies, LLC
 eVal VRS: 1.1.2012 Funding (ABC) SB
 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	1/1/2012	(65,368,630)	7	(65,368,630)	(11,094,660)
2	Shortfall	1/1/2011	152,792,896	11 ³	130,716,155	25,138,928 ⁴
3	Shortfall	1/1/2010	119,177,192	5	90,293,087	20,056,573
4	Shortfall	1/1/2009	325,422,297	11 ¹	293,583,307	47,195,638 ²
Total					449,223,919	81,296,479

¹ Funding Relief under the Pension Relief Act (PRA) of 2010 was elected for the 2009 plan year using the 15-year amortization method. Remaining years shown is the remaining number of payments. Final payment will be less than the amortization payment due to IAA.

² Amount includes Installment Acceleration Amount (IAA) under PRA of 2010 of \$11,053,961. The amortization payment prior to election of PRA was \$57,745,779.

³ Funding Relief under PRA was elected for the 2011 plan year using the 15-year amortization method. Remaining years shown is the remaining number of payments. Final payment will be less than the amortization payment due to IAA.

⁴ Amount includes Installment Acceleration Amount (IAA) under PRA of \$10,343,852. The allocated excess compensation was \$10,367,937 resulting in a carry forward amount of \$24,085. The accumulated carry forward amount is \$2,383,383. The amortization payment prior to election of PRA was \$25,138,928.

Plan Name: Anheuser-Busch Companies Pension Plan
 EIN / PN: 43-1162835 / 003
 Plan Sponsor: Anheuser-Busch Companies, LLC
 eVal VRS: 1.1.2012 Funding (ABC) SB
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Anheuser-Busch Companies, LLC
EIN/PN	43-1162835 /003
Plan Name	Anheuser-Busch Companies Pension Plan
Valuation Date	January 1, 2012
Enrolled Actuary	Jason J. Tomanda
Enrollment Number	11-07030

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.