

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: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan <u>FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN</u>	1b Three-digit plan number (PN) ▶	<u>002</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FRESH MARK, INC.</u> <u>1888 SOUTHWAY STREET SE</u> <u>MASSILLON, OH 44646</u>	1c Effective date of plan <u>01/01/1961</u>	
	2b Employer Identification Number (EIN) <u>34-0565220</u>	
	2c Sponsor's telephone number <u>330-834-3602</u>	
	2d Business code (see instructions) <u>311610</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	DAVID COCHENOUR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
	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	5 397
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants	6a 179
b Retired or separated participants receiving benefits	6b 159
c Other retired or separated participants entitled to future benefits.....	6c 30
d Subtotal. Add lines 6a , 6b , and 6c	6d 368
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 19
f Total. Add lines 6d and 6e	6f 387
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 1A 1I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

A Name of plan <u>FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>33534048</u>
b Actuarial value	2b <u>33534048</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>176</u> <u>9741137</u>
b For terminated vested participants.....	3b <u>32</u> <u>1306324</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>479657</u>
(2) Vested benefits	3c(2) <u>17262847</u>
(3) Total active.....	3c(3) <u>189</u> <u>17742504</u>
d Total.....	3d <u>397</u> <u>28789965</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
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.34 %</u>
6 Target normal cost	6 <u>1336218</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>09/24/2014</u>
	Signature of actuary	Date
<u>KEITH OKRESS</u>		<u>14-06965</u>
	Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>		<u>216-937-4000</u>
	Firm name	Telephone number (including area code)
<u>1001 LAKESIDE AVENUE, SUITE 1900</u> <u>CLEVELAND, OH 44114-1172</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) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2368004
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	2368004
10 Interest on line 9 using prior year's actual return of <u>10.84</u> %		256692
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3776397
b Interest on (a) using prior year's effective interest rate of <u>7.05</u> % except as otherwise provided (see instructions)		266236
c Total available at beginning of current plan year to add to prefunding balance		4042633
d Portion of (c) to be added to prefunding balance		650000
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	3274696

Part III Funding Percentages		
14 Funding target attainment percentage	14	105.10 %
15 Adjusted funding target attainment percentage	15	116.47 %
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	104.83 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/20/2014	110000		07/18/2014	110000	
02/20/2014	110000		08/20/2014	110000	
03/20/2014	110000		09/11/2014	120000	
04/21/2014	110000				
05/20/2014	110000				
06/23/2014	110000				
			Totals ►	18(b)	1000000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 918349
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

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

21 Discount rate:			
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 64
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	
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	1336218
b Excess assets, if applicable, but not greater than line 31a		31b	1336218
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0		0
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	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36		0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		918349
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	918349
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 FRESH MARK, INC.	D Employer Identification Number (EIN) 34-0565220

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

TOWERS WATSON DELAWARE INC.

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	48441	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIRST MANHATTAN CO.

13-1957714

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	24571	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JPMORGAN CHASE BANK, N.A.

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	23868	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	4150000	1000000
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	6412	7002
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2335511	2099835
	(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)	4796410	2462867
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	22354651	30947254
	(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	33642984	36516958

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	6974	16889
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	6974	16889

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	33636010	36500069
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1000000	
(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)		1000000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	279	
(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)		279

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	51144	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1396552	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1447696

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	280613	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	282811	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-2198

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1034911	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1034911

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1244332
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		4725020

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1765368	
(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)		1765368
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)	59501	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	24571	
(4) Other	2i(4)	11521	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		95593
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1860961

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2864059
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		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	
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		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	
4g		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	
4h		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		
4i	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		
4j	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	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
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.			
4n			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-6902950</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>8</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
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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
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FINANCIAL STATEMENTS AND SUPPLEMENTAL
SCHEDULES

Fresh Mark, Inc. Salaried Employees' Pension Plan
Years Ended December 31, 2013 and 2012
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2013 and 2012

Contents

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Report of Independent Auditors

The Plan Administrator
Fresh Mark, Inc. Salaried Employees' Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fresh Mark, Inc. Salaried Employees' Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the years then ended, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

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

Disclaimer of Opinion on Supplemental Schedules

The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2013, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Ernst & Young LLP

October 2, 2014

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	2012
Assets		
Investments, at fair value	\$ 35,509,956	\$ 29,486,572
Receivables:		
Employer contributions	1,000,000	4,150,000
Accrued income	7,002	6,412
Total receivables	1,007,002	4,156,412
Total assets	36,516,958	33,642,984
Liabilities		
Accrued administrative expenses	16,889	6,974
Net assets available for benefits	\$ 36,500,069	\$ 33,636,010

See accompanying notes.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2013	2012
Additions		
Net appreciation in fair value of investments	\$ 2,277,045	\$ 1,873,624
Investment income	1,447,975	1,068,482
Contributions from Fresh Mark, Inc.	1,000,000	4,151,464
Total additions	<u>4,725,020</u>	<u>7,093,570</u>
Deductions		
Benefits paid directly to participants	1,765,368	3,431,595
Administrative expenses	95,593	161,881
Total deductions	<u>1,860,961</u>	<u>3,593,476</u>
Net increase	<u>2,864,059</u>	<u>3,500,094</u>
Net assets available for benefits:		
Beginning of year	33,636,010	30,135,916
End of year	<u>\$ 36,500,069</u>	<u>\$ 33,636,010</u>

See accompanying notes.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements

December 31, 2013 and 2012

1. Description of the Plan

The Plan is a noncontributory defined benefit plan established for employees of Fresh Mark, Inc. (Company and Plan Sponsor) who are not covered by a collective bargaining agreement, have attained age 21, and have completed one year of credited service. Effective January 1, 2007, the Plan was amended to preclude any employee hired by the Company on or after that date from participating in the Plan. Effective June 1, 2007, the Plan was further amended to preclude the participation of an employee transferred from a division not previously eligible for participating in the Plan who would have otherwise become eligible upon such transfer.

The Company has agreed to voluntarily contribute such additional amounts as are necessary to provide assets sufficient to meet the benefits to be paid to plan members. The Company's present intention is to make annual contributions in amounts sufficient to fund the Plan's current year's service cost and the initial past service cost plus interest over a period of 30 years. The Plan has met the Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements for 2013 and 2012.

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

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

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies

Investment Valuation

At December 31, 2013 and 2012, the investments of the Fresh Mark, Inc. Salaried Employees' Pension Plan (the Plan) were collectively held in the Fresh Mark, Inc. Salaried Employees' Pension Plan Trust, sponsored by the trustee. Investments held by the Plan are stated at fair value. Refer to Note 5 for further discussion of fair value measurements.

Actuarial Present Value of Accumulated Plan Benefits

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

Use of Estimates

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

Basis of Accounting

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Plan Amendment

Effective January 1, 2013, the Plan was amended to define the criteria for participants to be eligible to receive a single lump-sum payment option. Participants eligible for normal, early or disability retirement benefit, a participant eligible for a deferred vested pension, or a Spouse who is entitled to a benefit under the Plan are eligible to elect a lump-sum payment option upon commencement of benefits. There was approximately \$806,000 in lump-sum payments paid during 2013 specific to the Salaried Employees' Pension Plan.

Subsequent Events

Management evaluated all activity of the Plan through October 2, 2014, the date the financial statements were available for issuance.

3. Accumulated Plan Benefits

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

The accumulated plan benefit information as of December 31, 2012, is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving payments	\$ 9,298,274
Other participants	<u>17,595,303</u>
Total vested benefits	26,893,577

Nonvested benefits	<u>366,762</u>
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Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 27,260,339</u></u>
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Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The changes in accumulated plan benefits for the year ended December 31, 2012, are as follows:

Actuarial present value of accumulated plan benefits at beginning of year	\$ 26,152,287
Increase (decrease) during the year attributed to:	
Benefits accumulated	1,146,649
Actuarial losses	623,318
Increase for interest due to the decrease in the discount period	1,790,820
Assumption changes	978,860
Benefits paid	<u>(3,431,595)</u>
Net increase	<u>1,108,052</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 27,260,339</u>

The significant assumptions underlying the actuarial computations are as follows:

Retirement rate	Various rates ranging from 1% at age 55 to 100% at age 65
Rate of return on investments	6.75% (7.0% in the prior year)
Mortality	RP-2000 Combined Healthy Mortality Tables for males and females projected to 2020 for non-disabled and 1985 Pension Disability Mortality Table for males and females if disabled

The mortality rate assumption for the Plan has been changed from the RP-2000 Combined Mortality Table for males and females projected to 2015 to the RP-2000 Combined Mortality Table for males and females projected to 2020.

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

4. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012, and net appreciation in fair value of investments and investment income for the years ended December 31, 2013 and 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by JPMorgan Chase Bank, N.A., the trustee.

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

	Year Ended December 31	
	2013	2012
Common stocks	\$ 1,032,713	\$ 644,547
Mutual funds	1,244,332	1,229,077
	<u>\$ 2,277,045</u>	<u>\$ 1,873,624</u>

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2013	2012
JP Morgan Liquid Assets Money Market Fund	\$ 2,099,835	\$ 2,335,511

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements

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

- Level 1 – Unadjusted quoted prices in active markets that are accessible to the Plan at the measurement date for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:
 - Quoted prices for similar assets or liabilities in active markets
 - Quoted prices for identical or similar assets or liabilities in markets that are not active
 - Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means
- Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012:

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

Mutual funds – Valued at quoted market prices, which represent the net asset values of the shares held by the Plan on the last business day of the plan year.

Money market fund – Valued at net asset value of units held by the Plan at year-end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Common stocks:				
U.S. companies	\$ 1,971,590	\$ —	\$ —	\$ 1,971,590
Foreign companies	6,112,813	—	—	6,112,813
Mutual funds:				
Large-cap value	6,033,982	—	—	6,033,982
Large-cap blend	1,452,769	—	—	1,452,769
Large-cap growth	2,582,429	—	—	2,582,429
Mid-cap value	1,199,614	—	—	1,199,614
Mid-cap growth	703,441	—	—	703,441
Small-cap blend	1,300,620	—	—	1,300,620
Small-cap growth	1,410,110	—	—	1,410,110
Inflation-protected bond	4,194,023	—	—	4,194,023
Intermediate term bond	3,940,434	—	—	3,940,434
Short-term bond	1,204,388	—	—	1,204,388
World bond	889,507	—	—	889,507
Short-term government	414,401	—	—	414,401
Money market fund	—	2,099,835	—	2,099,835
Total assets at fair value	<u>\$ 33,410,121</u>	<u>\$ 2,099,835</u>	<u>\$ —</u>	<u>\$ 35,509,956</u>

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Common stocks:				
U.S. companies	\$ 1,477,218	\$ —	\$ —	\$ 1,477,218
Foreign companies	3,319,192	—	—	3,319,192
Mutual funds:				
Large-cap value	5,197,966	—	—	5,197,966
Large-cap blend	1,113,812	—	—	1,113,812
Large-cap growth	2,023,719	—	—	2,023,719
Mid-cap value	896,973	—	—	896,973
Mid-cap growth	516,247	—	—	516,247
Small-cap blend	970,392	—	—	970,392
Small-cap growth	1,049,731	—	—	1,049,731
Inflation-protected bond	4,652,514	—	—	4,652,514
Intermediate term bond	3,428,827	—	—	3,428,827
Short-term bond	1,194,538	—	—	1,194,538
World bond	894,175	—	—	894,175
Short-term government	415,757	—	—	415,757
Money market fund	—	2,335,511	—	2,335,511
Total assets at fair value	<u>\$ 27,151,061</u>	<u>\$ 2,335,511</u>	<u>\$ —</u>	<u>\$ 29,486,572</u>

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

6. Risks and Uncertainties

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

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

7. Tax Status

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

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

8. Related-Party Transactions

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

Supplemental Schedules

Fresh Mark, Inc.
Salaried Employees' Pension Plan

EIN #34-0565220 Plan #002

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

December 31, 2013

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300 FRESH MARK SALARIED - PAYMENT ACCT PAGE 133

DESCRIPTION OF INVESTMENT

CURRENT MARKET VALUE

COST BASIS

CASH EQUIVALENTS

JPMORGAN LIQUID ASSETS MONEY MARKET
FUND MORGAN CLASS(MJLXX)
SUB-ACCOUNT 6800175300 648,630.1700
SUB-ACCOUNT 6800175303 84,075.9200
SUB-ACCOUNT 6800175304 1,367,128.8000

2,099,834.89 2,099,834.89

FIXED INCOME

JPMORGAN CORE BOND FUND
CLASS A (PGBOX)
SUB-ACCOUNT 6800175304 41,294.0720

470,175.04 474,055.95

JPMORGAN CORE PLUS BOND FUND
CLASS A (ONIA)
SUB-ACCOUNT 6800175304 108,302.3630

862,453.98 883,747.28

JPMORGAN LIMITED DURATION BOND FUND
CLASS A (ONUAX)
SUB-ACCOUNT 6800175304 63,375.5710

578,046.94 625,516.89

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT	PAGE 134
DESCRIPTION OF INVESTMENT	COST BASIS	CURRENT MARKET VALUE
AIM INVT SECS FDS INVESCO INVT SECS INVESCO LTD MAT TREAS FD CL Y SUB-ACCOUNT 6800175304 39,731.5960	417,559.66	414,400.55
BLACKROCK FDS I I INFLATION PROTECTED BD PORT SVC CL SUB-ACCOUNT 6800175304 87,865.6670	975,648.91	942,798.61
CAPITAL WORLD BD FD CL R-6 SUB-ACCOUNT 6800175304 25,506.2100	504,838.83	512,929.88
DODGE & COX INCOME FD SUB-ACCOUNT 6800175304 82,464.6950	1,102,522.02	1,115,747.32
DOUBLELINE FDS TR TOTAL RETURN BD FD CL I SUB-ACCOUNT 6800175304 49,599.7430	561,019.93	534,685.23
FIDELITY ADVISOR SER I I FLTG RATE HIGH INCOME FD SUB-ACCOUNT 6800175304 98,730.5250	976,065.26	983,356.03

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT		PAGE 135
DESCRIPTION OF INVESTMENT	COST BASIS	CURRENT MARKET VALUE	
FIDELITY FIXED INCOME TR INFLATION-PROTECTED BD FD SUB-ACCOUNT 6800175304	89,077.2780 1,047,390.53	1,060,019.61	
FRANKLIN CUSTODIAN FDS INC FRANKLIN INCOME FD ADVISOR CL SUB-ACCOUNT 6800175304	572,178.2290 1,174,707.02	1,378,949.53	
PIMCO FDS PAC INVT MGMT SER LOW DURATION FD CL A SUB-ACCOUNT 6800175304	56,037.8640 584,062.40	578,871.14	
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD CL A SUB-ACCOUNT 6800175304	87,202.7920 966,363.48	932,197.85	
PIMCO FDS PAC INVT MGMT SER REAL RETURN ASSET FD INSTL CL SUB-ACCOUNT 6800175304	129,892.1782 1,428,623.85	998,870.85	
ROWE T PRICE INFLATION PROTECTED BD FD INC SUB-ACCOUNT 6800175304	99,278.4450 1,203,159.59	1,192,334.12	

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT	PAGE 136
DESCRIPTION OF INVESTMENT	COST BASIS	CURRENT MARKET VALUE
TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL SUB-ACCOUNT 6800175304	388,771.10	376,576.05
28,768.2240		
TOTAL FIXED INCOME	13,241,408.54	13,005,049.00
<u>EQUITIES</u>		
ABBOTT LABS SUB-ACCOUNT 6800175303	10,253.48	22,998.00
600.0000		
ABBVIE INC SUB-ACCOUNT 6800175303	11,119.02	31,686.00
600.0000		
AMERISOURCEBERGEN CORP SUB-ACCOUNT 6800175303	43,185.00	140,620.00
2,000.0000		
AMGEN INC SUB-ACCOUNT 6800175303	6,799.39	11,179.84
98.0000		
APPLE INC SUB-ACCOUNT 6800175303	66,161.52	112,204.00
200.0000		

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT			PAGE 137
<u>DESCRIPTION OF INVESTMENT</u>	<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>		
BERKSHIRE HATHAWAY INC DEL CL B NEW SUB-ACCOUNT 6800175303	900.0000 49,037.06	106,704.00		
BLOCK H & R INC SUB-ACCOUNT 6800175303	3,900.0000 59,053.06	113,256.00		
CISCO SYS INC SUB-ACCOUNT 6800175303	2,700.0000 46,520.69	60,561.00		
COACH INC SUB-ACCOUNT 6800175303	1,300.0000 61,036.47	72,969.00		
CVS CAREMARK CORP SUB-ACCOUNT 6800175303	2,600.0000 33,228.00	186,082.00		
DIRECTV SUB-ACCOUNT 6800175303	1,300.0000 62,184.50	89,778.00		
FRANKLIN RES INC SUB-ACCOUNT 6800175303	1,500.0000 48,130.00	86,595.00		

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT			PAGE 138
DESCRIPTION OF INVESTMENT	COST BASIS	CURRENT MARKET VALUE		
INTERCONTINENTALEXCHANGE GROUP INC. SUB-ACCOUNT 6800175303	37,221.47	38,461.32	171.0000	
LORILLARD INC SUB-ACCOUNT 6800175303	67,326.60	81,088.00	1,600.0000	
MCGRAW HILL FINL INC SUB-ACCOUNT 6800175303	50,857.00	93,840.00	1,200.0000	
MICROSOFT CORP SUB-ACCOUNT 6800175303	56,226.42	82,302.00	2,200.0000	
MOODYS CORP SUB-ACCOUNT 6800175303	55,211.74	109,858.00	1,400.0000	
OMNICOM GROUP SUB-ACCOUNT 6800175303	50,142.29	89,244.00	1,200.0000	
PFIZER INC SUB-ACCOUNT 6800175303	14,379.81	25,147.23	821.0000	

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT			PAGE 139
DESCRIPTION OF INVESTMENT	COST BASIS	CURRENT MARKET VALUE		
ROBERT HALF INTL INC SUB-ACCOUNT 6800175303	31,003.32	50,388.00	1,200.0000	
UNITEDHEALTH GROUP INC SUB-ACCOUNT 6800175303	36,513.62	86,143.20	1,144.0000	
VIACOM INC NEW CL B SUB-ACCOUNT 6800175303	53,744.35	131,010.00	1,500.0000	
WESTERN UN CO SUB-ACCOUNT 6800175303	73,883.90	79,350.00	4,600.0000	
3M CO SUB-ACCOUNT 6800175303	38,117.02	70,125.00	500.0000	
ACCENTURE PLC IRELAND CL A SUB-ACCOUNT 6800175303	43,840.00	98,664.00	1,200.0000	
ENSCO PLC CL A SUB-ACCOUNT 6800175303	33,740.00	45,744.00	800.0000	

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT			PAGE 140
DESCRIPTION OF INVESTMENT		COST BASIS	CURRENT MARKET VALUE	
NOVARTIS AG SPONSORED ADR SUB-ACCOUNT 6800175303	800.0000	41,881.12	64,304.00	
RECKITT BENCKISER GROUP PLC SUB-ACCOUNT 6800175303	2,200.0000	34,036.64	175,626.00	
RHJ INTL SA SUB-ACCOUNT 6800175303	2,900.0000	56,798.59	14,755.61	
TEVA PHARMACEUTICAL INDS LTD ADR SUB-ACCOUNT 6800175303	2,300.0000	71,821.57	92,184.00	
JPMORGAN EQUITY INDEX FUND SELECT CLASS(HLEIX) SUB-ACCOUNT 6800175304	33,404.7550	908,370.36	1,321,826.16	
JPMORGAN MID CAP EQUITY FD CL A (JCMAX) SUB-ACCOUNT 6800175304	16,934.0640	464,481.63	703,441.02	

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT			PAGE 141
<u>DESCRIPTION OF INVESTMENT</u>	<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>		
JPMORGAN SMALL CAP GROWTH FUND CLASS A(PGSGX) SUB-ACCOUNT 6800175304	254,115.08	384,043.17		
26,614.2180				
CAPITAL INCOME BLDR INC CL R-6 SUB-ACCOUNT 6800175304	1,148,026.09	1,438,102.19		
24,566.1460				
EUROPACIFIC GROWTH FD CL R-6 SUB-ACCOUNT 6800175304	104,595.73	145,933.53		
2,976.4130				
FIDELITY ADVISOR SER VII UTILS FD INSTL CL SUB-ACCOUNT 6800175304	1,084,240.34	1,385,489.90		
56,922.3460				
FIDELITY COMWLTH TR SMALL CAP STK FD SUB-ACCOUNT 6800175304	569,658.19	707,317.64		
33,778.3020				
FIDELITY CONTRAFUND INC NEW INSIGHTS FD INSTL CL SUB-ACCOUNT 6800175304	992,675.84	1,351,324.29		
50,497.9180				

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT	COST BASIS	CURRENT MARKET VALUE	PAGE 142
DESCRIPTION OF INVESTMENT				
FIDELITY INVT TR EMERGING MKTS FD SUB-ACCOUNT 6800175304	31,029.2840	750,589.17	747,495.45	
FIDELITY SECS FD LEVERAGED CO STOCK FD SUB-ACCOUNT 6800175304	20,009.3470	481,246.42	865,204.16	
FIDELITY ADVISOR SER VIII STRATEGIC OPPORTUNITIES FD INSTL CL SUB-ACCOUNT 6800175304	20,553.7800	452,602.33	803,652.80	
LORD ABBETT MID-CAP VALUE FD SUB-ACCOUNT 6800175304	14,358.5140	196,628.56	334,409.79	
LORD ABBETT SECS TR VALUE OPPTYs FD CL A SUB-ACCOUNT 6800175304	15,473.2870	272,872.21	318,749.71	
OPPENHEIMER GLOBAL FD CL Y SUB-ACCOUNT 6800175304	4,163.8310	217,806.73	328,234.80	

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT			PAGE 143
DESCRIPTION OF INVESTMENT	COST BASIS	CURRENT MARKET VALUE		
OPPENHEIMER SERS FD INC VALUE FD CL Y SUB-ACCOUNT 6800175304	549,204.01	848,084.34		
28,110.1870				
T ROWE PRICE CAP APPRECIATION FD SUB-ACCOUNT 6800175304	968,448.79	1,231,104.96		
47,977.5900				
T ROWE PRICE NEW ERA FD INC SUB-ACCOUNT 6800175304	118,234.84	130,943.23		
2,947.8440				
ROYCE FD VALUE FD INVT CL SUB-ACCOUNT 6800175304	576,176.28	734,950.78		
54,360.2650				
RS INVT TR PARTNERS FD CL Y SUB-ACCOUNT 6800175304	399,842.60	565,669.64		
13,844.0930				
TEMPLETON CHINA WORLD FD CL A SUB-ACCOUNT 6800175304	997,241.21	919,215.55		
25,712.3230				

ITEM 27A - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
ASSETS HELD AT END OF PLAN YEAR 12/31/13

ACCOUNT NO. 6800175300	FRESH MARK SALARIED - PAYMENT ACCT	PAGE 144
<u>DESCRIPTION OF INVESTMENT</u>	<u>COST BASIS</u>	<u>CURRENT MARKET VALUE</u>
TEMPLETON FDS INC FOREIGN FD ADVISOR CL SUB-ACCOUNT 6800175304	193,453.4460 1,237,753.95	1,586,318.26
TEMPLETON GLOBAL INVT TR EMERGING MKTS SMALL CAP FD ADVISOR CL SUB-ACCOUNT 6800175304	757,550.59 63,859.2220	766,949.26
VANGUARD WHITEHALL FDS INTL EXPLORER FD INVS SHS SUB-ACCOUNT 6800175304	243,084.47 17,575.2330	323,735.79
TOTAL EQUITIES	15,088,899.07	20,405,050.00
SUBTOTAL		35,509,955.40
ACCRUED INCOME		7,002.34
ACCOUNT TOTAL	30,430,142.50	35,516,957.74
	=====	=====

Fresh Mark, Inc.
Salaried Employees' Pension Plan

EIN #34-0565220 Plan #002

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2013

ITEM 27D - SCHEDULE OF REPORTABLE TRANSACTIONS
BY ISSUE 01/01/13 TO 12/31/13

ACCOUNT NO. 6800175300		FRESH MARK SALARIED - PAYMENT ACCT				PAGE 181	
TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS	
		JPMORGAN LIQUID ASSETS MMKT MORGAN					
01/02/13	780	PURCHASED 1/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	780.00- 0.00	780.00	
01/02/13	87,462.8	87,462.8 SOLD 1/ 2/13	1.00	0.00	87,462.80 0.00	87,462.80	
01/03/13	3.19	PURCHASED 1/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	3.19- 0.00	3.19	
01/03/13	26.33	PURCHASED 1/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	26.33- 0.00	26.33	
01/03/13	632.97	PURCHASED 1/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	632.97- 0.00	632.97	
01/14/13	129.72	129.72 SOLD 1/14/13	1.00	0.00	129.72 0.00	129.72	
01/14/13	557.4	557.4 SOLD 1/14/13	1.00	0.00	557.40 0.00	557.40	
01/14/13	1,062.66	1,062.66 SOLD 1/14/13	1.00	0.00	1,062.66 0.00	1,062.66	

ITEM 27D - SCHEDULE OF REPORTABLE TRANSACTIONS
BY ISSUE 01/01/13 TO 12/31/13

ACCOUNT NO. 6800175300 FRESH MARK SALARIED - PAYMENT ACCT PAGE 182

TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
01/28/13	450,000	PURCHASED 1/28/13 AT \$1.00/SH COMM \$0.00 JAN 2013 DEPOSIT	1.00	0.00	450,000.00- 0.00	450,000.00
01/30/13	85	85 SOLD 1/30/13	1.00	0.00	85.00 0.00	85.00
01/30/13	5,224	5,224 SOLD 1/30/13 INV# 100060304859 DTD: 12/26/2012	1.00	0.00	5,224.00 0.00	5,224.00
02/01/13	84,488.11	84,488.11 SOLD 2/ 1/13	1.00	0.00	84,488.11 0.00	84,488.11
02/04/13	2.61	PURCHASED 2/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	2.61- 0.00	2.61
02/04/13	16.81	PURCHASED 2/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	16.81- 0.00	16.81
02/04/13	585.24	PURCHASED 2/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	585.24- 0.00	585.24
02/06/13	6,481.82	6,481.82 SOLD 2/ 6/13	1.00	0.00	6,481.82 0.00	6,481.82
02/14/13	380.72	PURCHASED 2/14/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	380.72- 0.00	380.72

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS	
02/14/13	576.95	576.95 SOLD 2/14/13	1.00	0.00	576.95 0.00	576.95	
02/14/13	1,106.51	1,106.51 SOLD 2/14/13	1.00	0.00	1,106.51 0.00	1,106.51	
02/15/13	324	PURCHASED 2/15/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	324.00- 0.00	324.00	
02/26/13	13,344.27	13,344.27 SOLD 2/26/13	1.00	0.00	13,344.27 0.00	13,344.27	
02/28/13	6,600.52	6,600.52 SOLD 2/28/13	1.00	0.00	6,600.52 0.00	6,600.52	
03/01/13	2,692.7	PURCHASED 3/ 1/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	2,692.70- 0.00	2,692.70	
03/01/13	3,500	3,500 SOLD 3/ 1/13 INV# 100060352416	1.00	0.00	3,500.00 0.00	3,500.00	
03/01/13	91,853.6	91,853.6 SOLD 3/ 1/13	1.00	0.00	91,853.60 0.00	91,853.60	
03/01/13	450,000	PURCHASED 3/ 1/13 AT \$1.00/SH COMM \$0.00 FEB 2013 DEPOSIT	1.00	0.00	450,000.00- 0.00	450,000.00	

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
03/04/13	5.32	PURCHASED 3/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	5.32- 0.00	5.32
03/04/13	14.53	PURCHASED 3/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	14.53- 0.00	14.53
03/04/13	420.2	PURCHASED 3/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	420.20- 0.00	420.20
03/05/13	259.92	PURCHASED 3/ 5/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	259.92- 0.00	259.92
03/07/13	46.06	PURCHASED 3/ 7/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	46.06- 0.00	46.06
03/07/13	246.1	PURCHASED 3/ 7/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	246.10- 0.00	246.10
03/08/13	613.78	PURCHASED 3/ 8/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	613.78- 0.00	613.78
03/08/13	541,000	541,000 SOLD 3/ 8/13	1.00	0.00	541,000.00 0.00	541,000.00
03/11/13	280	PURCHASED 3/11/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	280.00- 0.00	280.00
03/12/13	717	PURCHASED 3/12/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	717.00- 0.00	717.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS	
03/12/13	541,000	541,000 SOLD 3/12/13	1.00	0.00	541,000.00 0.00	541,000.00	
03/14/13	267.43	PURCHASED 3/14/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	267.43- 0.00	267.43	
03/14/13	536.5	536.5 SOLD 3/14/13	1.00	0.00	536.50 0.00	536.50	
03/14/13	1,108.13	1,108.13 SOLD 3/14/13	1.00	0.00	1,108.13 0.00	1,108.13	
03/15/13	192	PURCHASED 3/15/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	192.00- 0.00	192.00	
03/25/13	400	PURCHASED 3/25/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	400.00- 0.00	400.00	
03/25/13	450,000	PURCHASED 3/25/13 AT \$1.00/SH COMM \$0.00 MARCH 2013 DEPOSIT	1.00	0.00	450,000.00- 0.00	450,000.00	
03/26/13	243.1	PURCHASED 3/26/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	243.10- 0.00	243.10	
03/27/13	246.1	246.1 SOLD 3/27/13	1.00	0.00	246.10 0.00	246.10	

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
03/28/13	246.1	246.1 SOLD 3/28/13	1.00	0.00	246.10 0.00	246.10
03/28/13	300	PURCHASED 3/28/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	300.00- 0.00	300.00
04/01/13	2,157.5	PURCHASED 4/ 1/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	2,157.50- 0.00	2,157.50
04/01/13	108,127.68	108,127.68 SOLD 4/ 1/13	1.00	0.00	108,127.68 0.00	108,127.68
04/02/13	4.07	PURCHASED 4/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	4.07- 0.00	4.07
04/02/13	15.19	PURCHASED 4/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	15.19- 0.00	15.19
04/02/13	480.01	PURCHASED 4/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	480.01- 0.00	480.01
04/03/13	246.1	PURCHASED 4/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	246.10- 0.00	246.10
04/03/13	6,121	6,121 SOLD 4/ 3/13 INV# 100060382061	1.00	0.00	6,121.00 0.00	6,121.00
04/08/13	1,646	PURCHASED 4/ 8/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,646.00- 0.00	1,646.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS	
04/12/13	477.5	PURCHASED 4/12/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	477.50- 0.00	477.50	
04/15/13	153.55	153.55 SOLD 4/15/13	1.00	0.00	153.55 0.00	153.55	
04/15/13	559.85	559.85 SOLD 4/15/13	1.00	0.00	559.85 0.00	559.85	
04/15/13	1,163.56	1,163.56 SOLD 4/15/13	1.00	0.00	1,163.56 0.00	1,163.56	
04/23/13	450,000	PURCHASED 4/23/13 AT \$1.00/SH COMM \$0.00 MARCH 2013 DEPOSIT	1.00	0.00	450,000.00- 0.00	450,000.00	
04/24/13	459	PURCHASED 4/24/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	459.00- 0.00	459.00	
04/30/13	0.15	0.15 SOLD 4/30/13	1.00	0.00	0.15 0.00	0.15	
05/01/13	365,879.55	365,879.55 SOLD 5/ 1/13	1.00	0.00	365,879.55 0.00	365,879.55	
05/02/13	0.04	PURCHASED 5/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.04- 0.00	0.04	

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
05/02/13	5.17	PURCHASED 5/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	5.17- 0.00	5.17
05/02/13	13.8	PURCHASED 5/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	13.80- 0.00	13.80
05/03/13	585	PURCHASED 5/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	585.00- 0.00	585.00
05/06/13	11,374.97	11,374.97 SOLD 5/ 6/13 FEE FOR PERIOD ENDING 6/30/2013	1.00	0.00	11,374.97 0.00	11,374.97
05/07/13	13,674	13,674 SOLD 5/ 7/13 INV#100060419988	1.00	0.00	13,674.00 0.00	13,674.00
05/14/13	141.09	141.09 SOLD 5/14/13	1.00	0.00	141.09 0.00	141.09
05/14/13	455.9	455.9 SOLD 5/14/13	1.00	0.00	455.90 0.00	455.90
05/14/13	1,200.89	1,200.89 SOLD 5/14/13	1.00	0.00	1,200.89 0.00	1,200.89
05/15/13	324	PURCHASED 5/15/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	324.00- 0.00	324.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
05/16/13	1,582	PURCHASED 5/16/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,582.00- 0.00	1,582.00
05/24/13	450,000	PURCHASED 5/24/13 AT \$1.00/SH COMM \$0.00 MAY 2013 DEPOSIT	1.00	0.00	450,000.00- 0.00	450,000.00
05/31/13	539.45	539.45 SOLD 5/31/13	1.00	0.00	539.45 0.00	539.45
06/03/13	3,022.97	PURCHASED 6/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	3,022.97- 0.00	3,022.97
06/03/13	122,874.36	122,874.36 SOLD 6/ 3/13	1.00	0.00	122,874.36 0.00	122,874.36
06/04/13	9.12	PURCHASED 6/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	9.12- 0.00	9.12
06/04/13	10.95	PURCHASED 6/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	10.95- 0.00	10.95
06/04/13	876.9	PURCHASED 6/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	876.90- 0.00	876.90
06/04/13	3,928	3,928 SOLD 6/ 4/13 INV# 100060463398; CUSTOMER# 608352	1.00	0.00	3,928.00 0.00	3,928.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
06/07/13	46.06	PURCHASED 6/ 7/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	46.06- 0.00	46.06
06/10/13	280	PURCHASED 6/10/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	280.00- 0.00	280.00
06/12/13	717	PURCHASED 6/12/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	717.00- 0.00	717.00
06/13/13	506	PURCHASED 6/13/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	506.00- 0.00	506.00
06/14/13	33.42	PURCHASED 6/14/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	33.42- 0.00	33.42
06/14/13	579.4	579.4 SOLD 6/14/13	1.00	0.00	579.40 0.00	579.40
06/14/13	1,211.38	1,211.38 SOLD 6/14/13	1.00	0.00	1,211.38 0.00	1,211.38
06/24/13	400	PURCHASED 6/24/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	400.00- 0.00	400.00
06/25/13	450,000	PURCHASED 6/25/13 AT \$1.00/SH COMM \$0.00 JUNE 2013 DEPOSIT	1.00	0.00	450,000.00- 0.00	450,000.00
06/26/13	320.32	PURCHASED 6/26/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	320.32- 0.00	320.32

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
06/28/13	875	PURCHASED 6/28/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	875.00- 0.00	875.00
07/01/13	1,668.75	PURCHASED 7/ 1/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,668.75- 0.00	1,668.75
07/01/13	91,225.74	91,225.74 SOLD 7/ 1/13	1.00	0.00	91,225.74 0.00	91,225.74
07/02/13	0.04	PURCHASED 7/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.04- 0.00	0.04
07/02/13	12.38	PURCHASED 7/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	12.38- 0.00	12.38
07/02/13	8,855.32	8,855.32 SOLD 7/ 2/13	1.00	0.00	8,855.32 0.00	8,855.32
07/05/13	10.21	PURCHASED 7/ 5/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	10.21- 0.00	10.21
07/08/13	145	PURCHASED 7/ 8/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	145.00- 0.00	145.00
07/11/13	8,356.77	PURCHASED 7/11/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	8,356.77- 0.00	8,356.77
07/12/13	332.5	PURCHASED 7/12/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	332.50- 0.00	332.50

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
07/12/13	1,800	1,800 SOLD 7/12/13 INV# 100060514957	1.00	0.00	1,800.00 0.00	1,800.00
07/15/13	142.01	142.01 SOLD 7/15/13	1.00	0.00	142.01 0.00	142.01
07/15/13	744.55	744.55 SOLD 7/15/13	1.00	0.00	744.55 0.00	744.55
07/15/13	1,204.44	1,204.44 SOLD 7/15/13	1.00	0.00	1,204.44 0.00	1,204.44
07/23/13	450,000	PURCHASED 7/23/13 AT \$1.00/SH COMM \$0.00 JULY 2013 DEPOSIT	1.00	0.00	450,000.00- 0.00	450,000.00
07/24/13	459	PURCHASED 7/24/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	459.00- 0.00	459.00
08/01/13	245,924.04	245,924.04 SOLD 8/ 1/13	1.00	0.00	245,924.04 0.00	245,924.04
08/02/13	9	PURCHASED 8/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	9.00- 0.00	9.00
08/02/13	16.9	PURCHASED 8/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	16.90- 0.00	16.90

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS	
08/02/13	585.2	PURCHASED 8/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	585.20- 0.00	585.20	
08/06/13	288.46	288.46 SOLD 8/ 6/13	1.00	0.00	288.46 0.00	288.46	
08/06/13	35,000	35,000 SOLD 8/ 6/13	1.00	0.00	35,000.00 0.00	35,000.00	
08/07/13	5,353	5,353 SOLD 8/ 7/13 INV # 100060550087	1.00	0.00	5,353.00 0.00	5,353.00	
08/14/13	161.84	161.84 SOLD 8/14/13	1.00	0.00	161.84 0.00	161.84	
08/14/13	579.4	579.4 SOLD 8/14/13	1.00	0.00	579.40 0.00	579.40	
08/14/13	1,258.18	1,258.18 SOLD 8/14/13	1.00	0.00	1,258.18 0.00	1,258.18	
08/15/13	934	PURCHASED 8/15/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	934.00- 0.00	934.00	
08/23/13	450,000	PURCHASED 8/23/13 AT \$1.00/SH COMM \$0.00 AUGUST 2013 DEPOSIT	1.00	0.00	450,000.00- 0.00	450,000.00	

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
09/03/13	17,399.38	17,399.38 SOLD 9/ 3/13	1.00	0.00	17,399.38 0.00	17,399.38
09/03/13	92,001.08	92,001.08 SOLD 9/ 3/13	1.00	0.00	92,001.08 0.00	92,001.08
09/04/13	6.86	PURCHASED 9/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	6.86- 0.00	6.86
09/04/13	20.45	PURCHASED 9/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	20.45- 0.00	20.45
09/04/13	826.71	PURCHASED 9/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	826.71- 0.00	826.71
09/04/13	5,340	5,340 SOLD 9/ 4/13 ACTUAL SERVICES DURING OF JULY 2013	1.00	0.00	5,340.00 0.00	5,340.00
09/06/13	46.06	PURCHASED 9/ 6/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	46.06- 0.00	46.06
09/10/13	350	PURCHASED 9/10/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	350.00- 0.00	350.00
09/11/13	336	PURCHASED 9/11/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	336.00- 0.00	336.00
09/12/13	887	PURCHASED 9/12/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	887.00- 0.00	887.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS	
09/13/13	550,000	PURCHASED 9/13/13 AT \$1.00/SH COMM \$0.00 SEPT 2013 DEPOSIT	1.00	0.00	550,000.00- 0.00	550,000.00	
09/16/13	48.83	PURCHASED 9/16/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	48.83- 0.00	48.83	
09/16/13	579.4	579.4 SOLD 9/16/13	1.00	0.00	579.40 0.00	579.40	
09/16/13	1,257.11	1,257.11 SOLD 9/16/13	1.00	0.00	1,257.11 0.00	1,257.11	
09/23/13	400	PURCHASED 9/23/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	400.00- 0.00	400.00	
09/24/13	320.32	PURCHASED 9/24/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	320.32- 0.00	320.32	
09/30/13	1,313.75	PURCHASED 9/30/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,313.75- 0.00	1,313.75	
10/01/13	1,230	PURCHASED 10/ 1/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,230.00- 0.00	1,230.00	
10/01/13	92,001.08	92,001.08 SOLD 10/ 1/13	1.00	0.00	92,001.08 0.00	92,001.08	

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
10/02/13	6	PURCHASED 10/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	6.00- 0.00	6.00
10/02/13	25.15	PURCHASED 10/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	25.15- 0.00	25.15
10/02/13	2,131.15	PURCHASED 10/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	2,131.15- 0.00	2,131.15
10/04/13	42.38	PURCHASED 10/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	42.38- 0.00	42.38
10/09/13	480	PURCHASED 10/ 9/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	480.00- 0.00	480.00
10/11/13	482.5	PURCHASED 10/11/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	482.50- 0.00	482.50
10/15/13	191.46	191.46 SOLD 10/15/13	1.00	0.00	191.46 0.00	191.46
10/15/13	553.95	553.95 SOLD 10/15/13	1.00	0.00	553.95 0.00	553.95
10/15/13	1,314.59	1,314.59 SOLD 10/15/13	1.00	0.00	1,314.59 0.00	1,314.59
10/16/13	1,500,000	\$1500000. 0 SOLD 10/16/13	1.00	0.00	1,500,000.00 0.00	1,500,000.00

ITEM 27D - SCHEDULE OF REPORTABLE TRANSACTIONS
BY ISSUE 01/01/13 TO 12/31/13

ACCOUNT NO. 6800175300		FRESH MARK SALARIED - PAYMENT ACCT				PAGE 197	
TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS	
10/18/13	167.45	PURCHASED 10/18/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	167.45- 0.00	167.45	
10/23/13	459	PURCHASED 10/23/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	459.00- 0.00	459.00	
10/24/13	1,756	1,756 SOLD 10/24/13 INV# 100060623010 DTD: 09/24/2013	1.00	0.00	1,756.00 0.00	1,756.00	
11/01/13	585	PURCHASED 11/ 1/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	585.00- 0.00	585.00	
11/01/13	92,001.08	92,001.08 SOLD 11/ 1/13	1.00	0.00	92,001.08 0.00	92,001.08	
11/04/13	0.04	PURCHASED 11/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.04- 0.00	0.04	
11/04/13	5.27	PURCHASED 11/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	5.27- 0.00	5.27	
11/04/13	21.18	PURCHASED 11/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	21.18- 0.00	21.18	
11/06/13	759.5	PURCHASED 11/ 6/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	759.50- 0.00	759.50	
11/12/13	64,201.29	PURCHASED 11/12/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	64,201.29- 0.00	64,201.29	

ITEM 27D - SCHEDULE OF REPORTABLE TRANSACTIONS
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ACCOUNT NO. 6800175300		FRESH MARK SALARIED - PAYMENT ACCT			PAGE 198	
TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
11/14/13	460.43	PURCHASED 11/14/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	460.43- 0.00	460.43
11/14/13	553.95	553.95 SOLD 11/14/13	1.00	0.00	553.95 0.00	553.95
11/14/13	1,344.54	1,344.54 SOLD 11/14/13	1.00	0.00	1,344.54 0.00	1,344.54
11/15/13	11,478.42	PURCHASED 11/15/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	11,478.42- 0.00	11,478.42
11/18/13	1,116	PURCHASED 11/18/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,116.00- 0.00	1,116.00
11/22/13	39.72	PURCHASED 11/22/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	39.72- 0.00	39.72
12/02/13	470	PURCHASED 12/ 2/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	470.00- 0.00	470.00
12/02/13	266,688.92	266,688.92 SOLD 12/ 2/13	1.00	0.00	266,688.92 0.00	266,688.92
12/03/13	0.21	PURCHASED 12/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.21- 0.00	0.21
12/03/13	0.96	PURCHASED 12/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.96- 0.00	0.96

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
12/03/13	197.1	PURCHASED 12/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	197.10- 0.00	197.10
12/03/13	638.34	PURCHASED 12/ 3/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	638.34- 0.00	638.34
12/04/13	0.46	PURCHASED 12/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.46- 0.00	0.46
12/04/13	4.06	PURCHASED 12/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	4.06- 0.00	4.06
12/04/13	13.51	PURCHASED 12/ 4/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	13.51- 0.00	13.51
12/05/13	42.38	PURCHASED 12/ 5/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	42.38- 0.00	42.38
12/06/13	46.06	PURCHASED 12/ 6/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	46.06- 0.00	46.06
12/10/13	1,230	PURCHASED 12/10/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,230.00- 0.00	1,230.00
12/10/13	400,000	PURCHASED 12/10/13 AT \$1.00/SH COMM \$0.00 TRANSFER FROM 6800175304 TO 6800175300	1.00	0.00	400,000.00- 0.00	400,000.00
12/10/13	400,000	400,000 SOLD 12/10/13 TRANSFER FROM 6800175304 TO 6800175300	1.00	0.00	400,000.00 0.00	400,000.00

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TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS	
12/11/13	336	PURCHASED 12/11/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	336.00- 0.00	336.00	
12/11/13	10,049.02	10,049.02 SOLD 12/11/13	1.00	0.00	10,049.02 0.00	10,049.02	
12/12/13	933.5	PURCHASED 12/12/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	933.50- 0.00	933.50	
12/16/13	23.31	PURCHASED 12/16/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	23.31- 0.00	23.31	
12/16/13	538.95	538.95 SOLD 12/16/13	1.00	0.00	538.95 0.00	538.95	
12/16/13	1,352.96	1,352.96 SOLD 12/16/13	1.00	0.00	1,352.96 0.00	1,352.96	
12/17/13	320.32	PURCHASED 12/17/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	320.32- 0.00	320.32	
12/17/13	161,566.24	PURCHASED 12/17/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	161,566.24- 0.00	161,566.24	
12/17/13	161,566.24	161,566.24 SOLD 12/17/13	1.00	0.00	161,566.24 0.00	161,566.24	

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BY ISSUE 01/01/13 TO 12/31/13

ACCOUNT NO. 6800175300		FRESH MARK SALARIED - PAYMENT ACCT			PAGE 201	
TRADE DATE	SHARES/ FACE AMOUNT	DESCRIPTION	PURCHASE/ SALE UNIT PRICE	TRANSACTION EXPENSE	CASH NET GAIN/(LOSS)	COST BASIS
12/20/13	600	PURCHASED 12/20/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	600.00- 0.00	600.00
12/24/13	1,745	1,745 SOLD 12/24/13 INV #100060706847	1.00	0.00	1,745.00 0.00	1,745.00
12/24/13	13,196	13,196 SOLD 12/24/13	1.00	0.00	13,196.00 0.00	13,196.00
12/26/13	0.38	PURCHASED 12/26/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	0.38- 0.00	0.38
12/26/13	2.62	PURCHASED 12/26/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	2.62- 0.00	2.62
12/26/13	5.5	PURCHASED 12/26/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	5.50- 0.00	5.50
12/31/13	1,136.15	PURCHASED 12/31/13 AT \$1.00/SH COMM \$0.00	1.00	0.00	1,136.15- 0.00	1,136.15
TOTAL ISSUE				0.00	235,676.22 0.00	
TOTAL ACCOUNT				0.00	235,676.22 0.00	
				=====	=====	

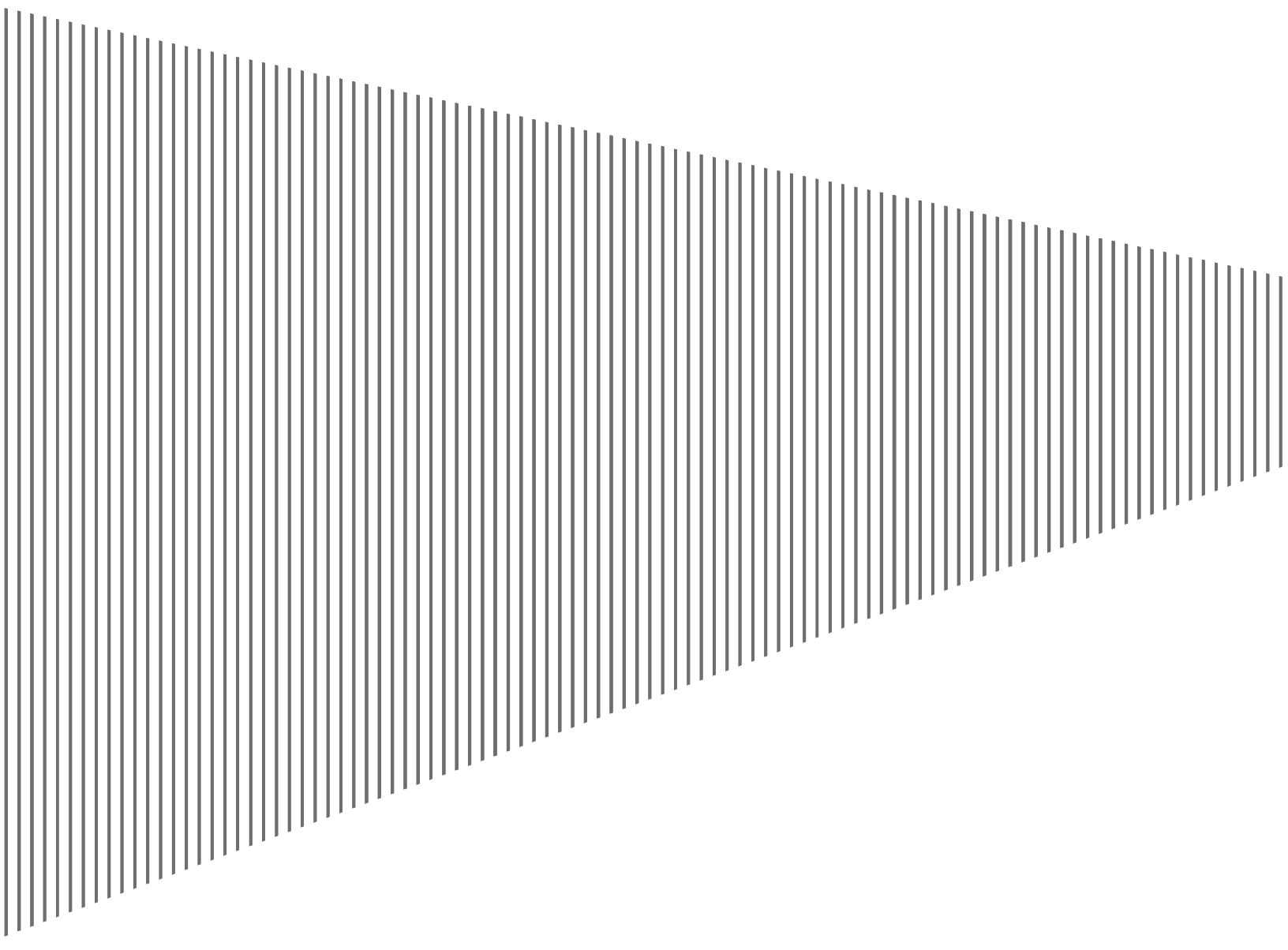
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SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		4		0		0		0		0		0		0		0	
30 - 34	0		0		5		2		0		0		0		0		0		0	
35 - 39	0		0		1		6		4		2		0		0		0		0	
40 - 44	0		0		8		9		9		5		0		0		0		0	
45 - 49	0		0		2		6		8		3		2		0		0		0	
50 - 54	0		0		3		13		5		3		9		7		1		0	
55 - 59	0		0		3		6		1		8		6		10		4		1	
60 - 64	0		0		3		5		3		3		2		2		1		5	
65 - 69	0		0		1		2		0		0		0		0		3		2	
70 & Over	0		0		0		0		0		0		0		1		0		0	

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
 EIN / PN: 34-0565220 / 002
 Plan Sponsor: Fresh Mark, Inc.
 Valuation Date: January 1, 2013

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2013

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

Age of Retirement	Rates of Retirement	% Retiring	Weighted Ages
(A)	(B)	(C)	(A)*(C)
55	1.00%	1.00%	0.5500
56	1.00%	0.99%	0.5544
57	1.00%	0.98%	0.5587
58	1.00%	0.97%	0.5628
59	1.00%	0.96%	0.5668
60	1.00%	0.95%	0.5706
61	1.00%	0.94%	0.5743
62	20.00%	18.64%	11.5576
63	20.00%	14.91%	9.3952
64	20.00%	11.93%	7.6355
65	100.00%	47.72%	31.0191
Average Retirement Age			64

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
 EIN / PN: 34-0565220 / 002
 Plan Sponsor: Fresh Mark, Inc.
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fresh Mark, Inc.
EIN/PN	34-0565220/002
Plan Name	Fresh Mark, Inc. Salaried Employees' Pension Plan
Valuation Date	January 1, 2013
Enrolled Actuary	Keith Okress
Enrollment Number	14-06965

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

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

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220 / 002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

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

Interest rates (including average lump sum rate):

- | | Reflecting
Corridors | Not Reflecting
Corridors |
|---------------------------|-------------------------|-----------------------------|
| • First segment rate | 4.94% | 1.75% |
| • Second segment rate | 6.15% | 4.62% |
| • Third segment rate | 6.76% | 5.72% |
| • Effective interest rate | 6.34% | 4.98% |

Annual rates of increase

- | | |
|-------------------------------------|-------------------------------|
| • 2013 Compensation: | 4.00% times 2012 compensation |
| • Future Social Security wage bases | 4.00% |
| • Statutory limits on compensation | 4.00% |

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
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Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

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

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

Mortality

- **Healthy** For non-disabled participants: The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants. For lump sums the unisex mortality version is used.
- **Disabled** 1985 Pension Disability Mortality for males and females was used for ASC 960 purposes. For purposes of determining Target Liability, mortality rates in accordance with Revenue Ruling 96-7 were used.

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

Representative Termination Rates

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

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

Attained Age	Males	Females
20	0.29	0.30
30	0.48	0.80
40	1.17	2.11
50	3.58	5.33
55	7.22	9.52

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
 EIN / PN: 34-0565220 / 002
 Plan Sponsor: Fresh Mark, Inc.
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SCHEDULE SB ATTACHMENTS

Retirement The rates at which participants retire by age are shown below.

Age	Percentage retiring during the year
55 - 61	1% per year
62 - 64	20% per year
65	100% per year

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55 and five years of service.
- Deferred vested benefit The later of age 65 or termination of employment.
- Disability benefit Upon disablement with at least 10 years of service.
- Retirement benefit Upon termination of employment and at least age 55 with 10 years of service.

Form of payment 80% of current employees are assumed to elect a lump sum at termination/retirement. All other participants are assumed to elect a straight life annuity.

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

Spouse age Females are assumed to be three years younger than males.

Covered pay Compensation assumed paid in the current year beginning on the valuation date equals the actual plan compensation paid in the prior year increased by 4%.

Administrative expenses The amount included this year for plan-related expenses is \$130,426.

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

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
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Plan Sponsor: Fresh Mark, Inc.
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SCHEDULE SB ATTACHMENTS

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	The actuarial value of assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for the 2012 plan year, discounted using the effective interest rate for the 2012 plan year.
Benefits not valued	The employee contributions in the Plan have been excluded from the valuation.
Change in assumptions and methods since prior valuation	Other than the prescribed changes in the discount rate and mortality assumption no other changes were made.

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220 / 002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

Fresh Mark, Inc.

Plan

Fresh Mark, Inc. Salaried Employees' Pension Plan

Effective Date and Most Recent Amendment

August 1, 1988 as merger of Superior's Brand Meats, Inc. Salaried Plan (originally effective date January 1, 1971) and Sugardale Foods Inc. Salaried Plan (originally effective January 1, 1961), and Amended and Restated effective January 1, 2010. Further, the plan was amended effective July 31, 2012 to include additional lump sum provisions. The plan was further amended effective April 1, 2013.

Plan Year

The twelve-month period ending December 31st.

Coverage and Participation

Each salaried employee and hourly-paid employee hired prior to January 1, 2007, and not represented by a union, working or expected to work 1,000 or more hours a year, becomes a participant on the first January 1 or July 1 following attainment of age 21 and one year of service. Effective December 30, 1993, certain designated active Carriage Hill employees were no longer covered under this Plan.

Credited Service

One year is credited for each year of employment after January 1, 1976 computed on an elapsed time basis; service prior to January 1, 1976 is computed based upon the provisions of the Plan then in effect.

Final Average Compensation/Salary

1/60th of the average of the highest 5 consecutive calendar years of aggregate compensation received during the 10 years prior to retirement or termination. Compensation is total compensation for services inclusive of any bonuses, commissions, overtime pay, and premiums for insurance protection which are treated as taxable income to the Participant for the year. Compensation is limited to \$255,000 effective January 1, 2013, and is subject to future indexing.

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
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Plan Sponsor: Fresh Mark, Inc.
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SCHEDULE SB ATTACHMENTS

Normal Retirement Benefit

Eligible at age 65.

The normal retirement benefit, if paid on a straight-life basis, is equal to 45% of Final Average Monthly Compensation less 50% of the Primary Insurance Amount, with such difference proportionately reduced for less than 30 years of Credited Service.

Primary Insurance Amount

The monthly benefit under the Federal Social Security Act in effect at retirement or termination (but not beyond the Normal Retirement Date) assuming the Participant continues to earn compensation at the rate in effect at the time of his termination for the period between his date of retirement or termination and his attainment of age 65.

Accrued Benefits

The accrued pension is calculated on the basis of Credited Service projected to the Participant's normal retirement date and Final Average Compensation at the date of determination (such as early retirement or termination) and then multiplying by a ratio of Credited Service at termination to Credited Service at the normal retirement date.

Early Retirement Benefit

Eligible at age 55 with 10 years of Credited Service.

The early retirement benefit is the Accrued Benefit payable at age 65 or, alternatively, a reduced pension payable immediately. Below is an excerpt of the factors:

Age at Benefit Commencement	Factor
55	0.50
60	0.70
62	0.82

Disability Benefit

Eligible upon total and permanent disability after 10 years of Credited Service.

After a 26-week waiting period, the disability retirement benefit is the Accrued Benefit at disability without actuarial reduction for early commencement of benefits. Payments made prior to age 65 are reduced for benefits receivable under Workmen's Compensation, Company provided group insurance plans or any other Federal, state or local legislation (excluding Social Security).

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
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SCHEDULE SB ATTACHMENTS

Vested Benefits Upon Termination of Service

Eligible at any age and 5 years of Credited Service.

The deferred vested termination is the Accrued Benefit payable at age 65 or, alternatively, if the employee has at least 10 years of Credited Service, an actuarially reduced pension payable as early as age 55.

Pre-Retirement Spouse's Benefit

Eligible upon death of an active or terminated vested Participant after completion of 5 years of Credited Service.

The surviving spouse will receive the benefit which would have been paid if the Participant had retired on the day prior to his death and had elected a 50% Joint and Survivor Annuity. If the employee dies prior to meeting the eligibility requirements for Normal or Early Retirement, benefits to the spouse will be deferred until the earliest date the decedent would have been so eligible.

One-Time Lump Sum Window

Former employees were given the option through a one-time window to receive their accrued benefit as a single lump sum payment with a payout date of November 1, 2012. The value of their benefit had to be \$250,000 or less.

Optional Forms of Retirement Income in Lieu of Normal Form

The amount of pension as determined according to the applicable formula for retirement benefits is payable on a straight-life annuity basis. A Participant retiring under the provisions for Normal or Early Retirement may elect to receive his benefit on a straight-life basis or on an actuarially equivalent 50% Joint and Survivor basis, 75%, 100% Joint and Survivor basis or 10 or 20 year certain and life basis. For participants whose benefit has a present value of \$250,000 or less (\$280,000 or less effective April 1, 2013), the benefit is payable as a lump sum if paid within six months following termination of employment.

Unless otherwise elected, any benefit payable under the Plan shall be paid:

- (1) on a reduced 50% Joint and Survivor annuity basis, if the Participant has been married at least one year; or
- (2) on a straight-life annuity basis otherwise.

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
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Plan Sponsor: Fresh Mark, Inc.
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SCHEDULE SB ATTACHMENTS

Changes in Plan Provisions since Last Actuarial Valuation

- Former employees were given the option through a one-time window to receive their accrued benefit as a single lump sum payment with a payout date of November 1, 2012. The value of their benefit had to be \$250,000 or less.
- A lump sum option is available for employees that terminate or retire on or after July 1, 2012. Participants have up to six month after terminating employment to elect the lump sum option and the option is available for distributions under \$250,000 (\$280,000 effective April 1, 2013).

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220 / 002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2013

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

PN: 002

[illegible]

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

[illegible]

**SCHEDULE SB
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013

**This Form is Open to Public
Inspection**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► **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		B Three-digit plan number (PN) ►	002
Fresh Mark, Inc. Salaried Employees' Pension Plan			
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF		D Employer Identification Number (EIN)	
Fresh Mark, Inc.		34-0565220	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a	33,534,048	
b Actuarial value	2b	33,534,048	
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	176	9,741,137
b For terminated vested participants	3b	32	1,306,324
c For active participants:			
(1) Non-vested benefits	3c(1)		479,657
(2) Vested benefits	3c(2)		17,262,847
(3) Total active	3c(3)	189	17,742,504
d Total	3d	397	28,789,965
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.34 %	
6 Target normal cost	6	1,336,218	

Statement by Enrolled Actuary

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

SIGN HERE	Keith Okress	September 24, 2014
	Signature of actuary	Date
Keith Okress		14-06965
	Type or print name of actuary	Most recent enrollment number
Towers Watson Delaware Inc.		(216) 937-4000
	Firm name	Telephone number (including area code)
1001 Lakeside Avenue, Suite 1900		
Cleveland	OH 44114-1172	
	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) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2,368,004
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	2,368,004
10 Interest on line 9 using prior year's actual return of <u>10.84</u> %		256,692
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3,776,397
b Interest on (a) using prior year's effective interest rate of <u>7.05</u> % except as otherwise provided (see instructions)		266,236
c Total available at beginning of current plan year to add to prefunding balance		4,042,633
d Portion of (c) to be added to prefunding balance		650,000
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	3,274,696

Part III Funding Percentages

14 Funding target attainment percentage	14	105.10 %
15 Adjusted funding target attainment percentage	15	116.47 %
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	104.83 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/20/2014	110,000		07/18/2014	110,000	
02/20/2014	110,000		08/20/2014	110,000	
03/20/2014	110,000		09/11/2014	120,000	
04/21/2014	110,000				
05/20/2014	110,000				
06/23/2014	110,000				
Totals ▶			18(b)	1,000,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	918,349

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 64
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	
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	1,336,218	
b Excess assets, if applicable, but not greater than line 31a	31b	1,336,218	
32 Amortization installments:			
a Net shortfall amortization installment.....	Outstanding Balance	Installment	
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	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	918,349	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	918,349	
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		