

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> This Form is Open to Public Inspection
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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	BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES		1b Three-digit plan number (PN) ▶	006
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	BBU, INC. 255 BUSINESS CENTER DRIVE HORSHAM, PA 19044		1c Effective date of plan	
			11/06/2011	
			2b Employer Identification Number (EIN)	
			75-2490530	
			2c Sponsor's telephone number	
			215-672-8010	
			2d Business code (see instructions)	
		311800		

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	CAROLYN WOOD
	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
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	3205
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	811
b Retired or separated participants receiving benefits		6b	633
c Other retired or separated participants entitled to future benefits.....		6c	1676
d Subtotal. Add lines 6a , 6b , and 6c		6d	3120
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	26
f Total. Add lines 6d and 6e		6f	3146
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	1
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 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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>BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</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>152244689</u>
b Actuarial value	2b <u>151124769</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>582</u> <u>27267652</u>
b For terminated vested participants.....	3b <u>1728</u> <u>48236535</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>2152909</u>
(2) Vested benefits	3c(2) <u>44813829</u>
(3) Total active.....	3c(3) <u>906</u> <u>46966738</u>
d Total.....	3d <u>3216</u> <u>122470925</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>6.31</u> %
6 Target normal cost	6 <u>115000</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>10/10/2014</u>
	Signature of actuary	Date
<u>MARC DINERMAN, FSA</u>		<u>14-06448</u>
	Type or print name of actuary	Most recent enrollment number
<u>MERCER (US) INC.</u>		<u>215-982-4600</u>
	Firm name	Telephone number (including area code)
<u>1717 ARCH STREET, SUITE 1100</u> <u>PHILADELPHIA, PA 19103</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)	6335827	22658190
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	3000000	0
9 Amount remaining (line 7 minus line 8)	3335827	22658190
10 Interest on line 9 using prior year's actual return of <u>11.59</u> %	386622	2626084
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		
b Interest on (a) using prior year's effective interest rate of <u>7.04</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	3722449	25284274

Part III Funding Percentages		
14 Funding target attainment percentage	14	99.71 %
15 Adjusted funding target attainment percentage	15	123.39 %
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	102.17 %
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
Totals ►			18(b)	0	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	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
(4) 4th		0

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

21 Discount rate:			
a Segment rates:	1st segment: 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 59
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	115000
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0		0
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	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...		34	115000
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	141000		141000
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	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	
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 BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES	B Three-digit plan number (PN) ▶ 006
C Plan sponsor's name as shown on line 2a of Form 5500 BBU, INC.	D Employer Identification Number (EIN) 75-2490530

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)

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	ACTUARY	309488	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NISA INVESTMENT ADVISORS

48-1140940

(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?
28	NONE	125003	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CBIC MELLON GLOBAL SEC SVCS CO

13-2614959

(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?
21	NONE	75862	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)

LOOMIS, SAYLES AND CO

04-3200030

(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?
28	NONE	49655	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACKROCK

26-4299518

(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?
28	NONE	48690	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JPMCB STRATEGIC PROPERTY FUND

13-6038770

(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?
28	NONE	38511	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)

XEROX HR SOLUTIONS, LLP

20-2185976

(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?
15	NONE	24649	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIIOC

04-2647786

(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?
15	NONE	5659	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: DAVID P. HEGG	b EIN: 13-2834414
c Position: ACTUARY	
d Address: 1717 ARCH STREET, SUITE 1100 PHILADELPHIA, PA 19103	e Telephone: 215-982-4600

Explanation: INTERNAL REASSIGNMENT AT MERCER, AS APPROVED BY BBU, INC.

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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan 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 <hr/> 2013 <hr/> 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>BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES</u>	B Three-digit plan number (PN) ►	<u>006</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BIMBO BAKERIES USA DB PLAN TRUST</u>		
b Name of sponsor of entity listed in (a): <u>BBU, INC.</u>		
c EIN-PN <u>56-2520491-200</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>147078563</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<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>BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES</u>	B Three-digit plan number (PN) ►	<u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	<u>151996701</u>	<u>147078563</u>
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	151996701	147078563

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	181136	165528
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	181136	165528

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	151815565	146913035
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(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)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(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)		1910240
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1910240

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6046300	
(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)		6046300
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)	305394	
(2) Contract administrator fees	2i(2)	30308	
(3) Investment advisory and management fees	2i(3)	318589	
(4) Other	2i(4)	112179	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		766470
j Total expenses. Add all expense amounts in column (b) and enter total	2j		6812770

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-4902530
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: KREISCHER MILLER

(2) EIN: 23-1984075

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.)	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.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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?	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?	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.)	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.)	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?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	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>BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</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>13-5160382</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>45</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: 52.0% Investment-Grade Debt: 48.0% 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): _____

**BIMBO BAKERIES USA
PENSION PLAN FOR FORMER
SALARIED SARA LEE
ASSOCIATES**

Financial Statements

December 31, 2013 and 2012

Kreischer
Miller

PEOPLE | IDEAS | SOLUTIONS

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES
December 31, 2013 and 2012**

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Independent Auditors' Report

Bimbo Bakeries USA Benefits Committee
Bimbo Bakeries USA Pension Plan for Former Salaried Sara Lee Associates
Horsham, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bimbo Bakeries USA Pension Plan for Former Salaried Sara Lee Associates, 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 accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' 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 of America. 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 6 and 8, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Kreischer Miller

Horsham, Pennsylvania
October 10, 2014

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

**Statements of Net Assets Available for Benefits
December 31, 2013 and 2012**

	2013	2012
Assets:		
Investments, at fair value:		
Plan interest in Bimbo Bakeries USA Defined Benefit Plan Trust	\$ 147,078,563	\$ 151,996,701
Total assets	147,078,563	151,996,701
Liabilities:		
Accrued administrative expenses	165,528	181,136
Net assets available for benefits	\$ 146,913,035	\$ 151,815,565

See accompanying notes to financial statements.

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

**Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012**

	2013	2012
Additions to net assets attributed to:		
Investment income:		
Plan interest in Bimbo Bakeries USA Defined Benefit Plan Trust income	\$ 1,910,240	\$ 16,082,543
Deductions from net assets attributed to:		
Benefits paid to participants	6,046,300	4,540,056
Administrative expenses	766,470	705,219
Total deductions	6,812,770	5,245,275
Net increase (decrease)	(4,902,530)	10,837,268
Net assets available for benefits:		
Beginning of year	151,815,565	140,978,297
End of year	\$ 146,913,035	\$ 151,815,565

See accompanying notes to financial statements.

BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES

**Notes to Financial Statements
December 31, 2013 and 2012**

(1) Description of Plan

The following brief description of Bimbo Bakeries USA Pension Plan for Former Salaried Sara Lee Associates (the Plan) is provided for general informational purposes only. Participants should refer to the plan agreement for more complete information.

General

The Plan is a defined benefit pension plan covering certain eligible employees of BBU, Inc. (the Company) and certain of its Controlled Group Members, as defined. The Plan was established in connection with the Company's acquisition of the fresh bakery business of Sara Lee Corporation (SLC) in 2011. The Plan is structured to mirror the provisions of the Sara Lee Corporation Salaried Pension Plan (the Prior Plan), in which the plan participants previously participated. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan participates in the Bimbo Bakeries USA Defined Benefit Plan Trust (the Master Trust).

The administration of the Plan is overseen by the Bimbo Bakeries USA Benefits Committee (the Committee). The Committee has overall responsibility for the operation and administration of the Plan. The Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Company's Board of Directors. The Bank of New York Mellon/BNY Mellon, N.A. (the Trustee) is responsible to safe keep and account for the trust funds and makes payments to eligible participants in accordance with the Plan.

Eligibility

Eligibility is defined in the plan document and supplements of the plan document. Participants should refer to these documents for a more detailed definition. Employees of BBU Inc., that worked in the fresh bakery business of SLC immediately prior to November 6, 2011 (effective date) and had a frozen accrued benefit in the Prior Plan, became immediately eligible for participation in the Plan on the effective date. Participation is frozen to new participants and no additional benefit accruals shall accrue on or after July 1, 2010 as defined by the Prior Plan.

Continued...

BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES

**Notes to Financial Statements
December 31, 2013 and 2012**

(1) Description of Plan, Continued

Pension Benefits

Normal retirement is at age 65. Monthly benefits are determined based on the following formula: 1.75% of final monthly compensation per year of credited service, not to exceed 35 years, less a percentage (as defined) of the participant's final 3 year monthly compensation multiplied by years of credited service, not to exceed 35 years.

An employee may elect early retirement with reduced benefits if the employee is at least age 55 with 10 years of service. Disability retirement benefits are available to employees beginning on their pension commencement date, which must be after attainment of age 55 and prior to age 70. The monthly pension is determined by assuming continued compensation at the same rate immediately preceding the participant becoming totally disabled. An eligible participant who retires after the normal retirement date may receive a pension calculated in the same manner as for normal retirement, with an actuarial increase for benefits not paid upon normal retirement age. Termination and preretirement death benefits are also offered through the Plan subject to certain rules as defined in the plan document.

Vesting

Participants are fully vested upon completion of five years of service.

(2) Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2013 and 2012

(2) Summary of Significant Accounting Policies, Continued

Investment Valuation and Income Recognition

The Plan's investments are in funds administered by the Trustee.

Investments are reported at fair value. Fair value is 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. The Committee determines the Plan's valuation policies utilizing information provided by its investment advisers and Trustee. See Note 7 for discussion of the fair value measurements.

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the plan document. Expenses that are paid directly by the Company are excluded from these financial statements. During 2013 and 2012, administrative expenses of \$766,470 and \$705,219, respectively, include fees paid to the Trustee and other service providers, as well as the Pension Benefit Guaranty Corporation (PBGC) expenses.

Subsequent Events

The Plan has evaluated subsequent events through October 10, 2014, the date the financial statements were available to be issued.

(3) Actuarial Present Value of Accumulated Plan Benefits

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

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2013 and 2012

(3) Actuarial Present Value of Accumulated Plan Benefits, Continued

The actuarial present value of accumulated plan benefits, as determined by an actuary from Mercer, is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits 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 significant assumptions underlying the actuarial computations for 2013 and 2012 are as follows:

Interest rate	6.75% compounded annually
Mortality:	
Healthy	RP-2000 Combined Annuitant Table projected to 2020 with AA scale and blended collar
Disabled	Revenue Ruling 96-7 Post-1994 Disability Mortality Table

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.

The computation of the actuarial present value of accumulated plan benefits was made as of January 1, 2013 and 2012. Had the valuations been performed as of December 31, there would be no material differences.

The actuarial present value of accumulated benefits is as follows at January 1:

	2013	2012
Vested benefits:		
Participants and beneficiaries currently receiving benefits	\$ 25,926,769	\$ 23,177,249
Other participants	88,232,995	92,973,438
Total vested benefits	114,159,764	116,150,687
Nonvested benefits	2,181,024	2,703,168
Total actuarial present value of accumulated plan benefits	\$ 116,340,788	\$ 118,853,855

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

**Notes to Financial Statements
December 31, 2013 and 2012**

(3) Actuarial Present Value of Accumulated Plan Benefits, Continued

The changes in the actuarial present value of accumulated plan benefits were as follows for the year ended January 1, 2013:

Actuarial present value of accumulated plan benefits, beginning of year	<u>\$ 118,853,855</u>
Increase (decrease) attributable to:	
Benefits accumulated and (gains)	(5,874,878)
Benefits paid	(4,540,056)
Increase for interest due to decrease in discount period	7,856,639
Change in actuarial assumptions	<u>45,228</u>
Net change	<u>(2,513,067)</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 116,340,788</u>

There were no actuarial calculations completed for the year ended January 1, 2012 as it was the year of inception of the Plan.

(4) Funding Policy

The Company's funding policy is to make annual contributions to the Plan in amounts that are necessary to meet minimum funding requirements of ERISA. The Plan is funded entirely from contributions by the Company and does not allow for employee contributions. The Plan was in compliance with applicable ERISA minimum funding requirements for the years ended December 31, 2013 and 2012.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2013 and 2012

(5) Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally, to provide the following benefits in the order indicated:

- Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period, would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under the Plan provisions in effect any time during the five years preceding the Plan termination.
- Other vested benefits insured by PBGC (U.S. government agency) up to the applicable limitations (discussed below).
- All other vested benefits (that is, vested benefits not insured by the PBGC).
- All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically on the amount of an individual's monthly benefit that the PBGC guarantees. For the Plan's terminations occurring during 2014, that ceiling is \$4,943 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or the Plan's termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2013 and 2012

(6) Investments (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31:

	2013	2012
Plan interest in the Master Trust	\$ 147,078,563	\$ 151,996,701

The Plan's share of investment income was as follows for the years ended December 31:

	2013	2012
Plan interest in the Master Trust income	\$ 1,910,240	\$ 16,082,543

(7) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include
 - quoted prices for similar assets or liabilities in active markets;

Continued...

BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2013 and 2012

(7) Fair Value Measurements, Continued

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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.

Plan's interest in the Master Trust: See Note 8

The methods described in Note 8 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

(8) Interest in the Master Trust (Unaudited)

The Master Trust was established for the investment of assets of various defined benefit plans sponsored by BBU, Inc. Each participating plan has an undivided interest in the Master Trust.

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2013 and 2012

(8) Interest in the Master Trust (Unaudited), Continued

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. At December 31, 2013 and 2012, the Plan's interest in the net assets of the Master Trust was approximately 16% and 17%, respectively. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested in each respective plan.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

The Trustee has certified to the accuracy and completeness of the investment in the net assets of the Master Trust as of December 31, 2013 and 2012, and the investment income for the years then ended, as summarized below.

The following table presents the assets, including investments, of the Master Trust at December 31:

	2013	2012
Investments, at fair value:		
Cash and cash equivalents	\$ -	\$ 86
U.S. government securities	196,945,816	202,261,096
Corporate debt instruments	178,337,247	187,020,705
Common collective trusts	261,158,519	249,786,493
Partnership	120,967,425	128,730,836
Hedge fund	71,297,143	62,088,749
Real estate fund	23,693,385	20,641,007
Municipal bonds	43,635,451	38,330,419
Total investments, at fair value	896,034,986	888,859,391
Receivables	6,227,925	5,127,203
Liabilities	(4,711,678)	(2,581,819)
Net assets of Master Trust	\$ 897,551,233	\$ 891,404,775

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

**Notes to Financial Statements
December 31, 2013 and 2012**

(8) Interest in the Master Trust (Unaudited), Continued

Investment income for the Master Trust was as follows for the years ended December 31:

	2013	2012
Net appreciation (depreciation):		
Cash and cash equivalents	\$ 156	\$ (141)
U.S. government securities	(45,761,999)	6,432,331
Corporate debt instruments	(27,457,304)	14,299,964
Common collective trust	51,740,131	27,000,430
Partnership	20,236,589	28,119,837
Hedge fund	6,208,394	3,693,365
Real estate fund	3,052,378	2,230,673
Municipal bonds	(8,451,369)	3,447,552
Net appreciation (depreciation) in the value of investments	(433,024)	85,224,011
Interest and dividends	11,391,901	10,747,087
Net investment income	<u>\$ 10,958,877</u>	<u>\$ 95,971,098</u>

Investment fees amounting to \$1,459,972 and \$1,565,892 are included in the net appreciation (depreciation) by investment category above for the years ended December 31, 2013 and 2012, respectively.

Following is a description of the valuation methodologies used for assets measured at fair value held by the Master Trust.

U.S. government securities: Valued using the pricing models maximizing the use of observable inputs for similar securities.

Corporate debt instruments and municipal bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.

Continued...

BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES

Notes to Financial Statements December 31, 2013 and 2012

(8) Interest in the Master Trust (Unaudited), Continued

Common collective trust funds: Valued by the fund sponsor based on quoted market prices of the underlying investments.

Hedge fund: Valued based upon the Master Trust's pro rata share of the net asset value of the underlying investments at year end. The hedge fund principally invests in private and affiliated investments funds. Redemptions of all or any portion of capital accounts are permitted quarterly with 95 days prior notice.

Partnership: Valued based upon the Master Trust's pro rata share of the estimated fair values of the underlying investment funds at year end. The partnership invests primarily in international common stocks. Redemptions are permitted at the end of any month upon 15 days prior notice.

Real estate fund: Valued based upon the Master Trust's pro rata share of JPMCB Strategic Property Fund's (JPMCB) net assets at year end. JPMCB is a commingled pension trust fund that invests primarily in real estate investments owned directly or through partnership interest and mortgage loans on income-producing real estate. Redemptions are to be paid quarterly, subject to available cash, and upon 45 days prior written notice. In connection with this investment, the Master Trust entered into a capital commitment, of which \$25,000,000 remains outstanding as of December 31, 2013.

The following table sets forth by level, within the fair value hierarchy, the Master Trust's fair value measurements at December 31, 2013 and 2012:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
U.S. government securities:				
U.S. treasury bonds	\$ -	\$ 196,945,816	\$ -	\$ 196,945,816
Common collective trust funds:				
Money market funds	-	23,977,177	-	23,977,177
Fixed income funds	-	94,822,791	-	94,822,791
Index funds	-	103,684,727	-	103,684,727
Growth funds	-	38,673,824	-	38,673,824
Total common collective trust funds	-	261,158,519	-	261,158,519
Corporate debt instruments	-	178,337,247	-	178,337,247
Partnership	-	120,967,425	-	120,967,425
Hedge fund	-	-	71,297,143	71,297,143
Real estate fund	-	-	23,693,385	23,693,385
Municipal bonds	-	43,635,451	-	43,635,451
Total assets at fair value	\$ -	\$ 801,044,458	\$ 94,990,528	\$ 896,034,986

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

**Notes to Financial Statements
December 31, 2013 and 2012**

(8) Interest in the Master Trust (Unaudited), Continued

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 86	\$ -	\$ -	\$ 86
U.S. government securities:				
U.S. treasury bonds	-	202,261,096	-	202,261,096
Common collective trust funds:				
Money market funds	-	2,839,731	-	2,839,731
Fixed income funds	-	97,430,481	-	97,430,481
Index funds	-	108,982,709	-	108,982,709
Growth funds	-	40,533,572	-	40,533,572
Total common collective trust funds	-	249,786,493	-	249,786,493
Corporate debt instruments	-	187,020,705	-	187,020,705
Partnership	-	128,730,836	-	128,730,836
Hedge fund	-	-	62,088,749	62,088,749
Real estate fund	-	-	20,641,007	20,641,007
Municipal bonds	-	38,330,419	-	38,330,419
Total assets at fair value	\$ 86	\$ 806,129,549	\$ 82,729,756	\$ 888,859,391

There were no significant transfers among investment levels for the years ended December 31, 2013 and 2012.

The following table sets forth a summary of changes in the fair value of the Master Trust level 3 assets for the year ended December 31, 2013:

	Hedge Fund	Real Estate Fund
Balance, beginning of year	\$ 62,088,749	\$ 20,641,007
Purchases	3,000,000	-
Management fees	(935,113)	(208,773)
Unrealized gains relating to instruments still held at the reporting date	7,143,507	3,261,151
Balance, end of year	\$ 71,297,143	\$ 23,693,385

Continued...

BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2013 and 2012

(8) Interest in the Master Trust (Unaudited), Continued

The following table sets forth a summary of changes in the fair value of the Master Trust level 3 assets for the year ended December 31, 2012:

	Hedge Fund	Real Estate Fund
Balance, beginning of year	\$ 52,395,385	\$ -
Purchases	6,000,000	18,410,334
Management fees	(533,421)	(96,055)
Unrealized gains relating to instruments still held at the reporting date	4,226,785	2,326,728
Balance, end of year	\$ 62,088,749	\$ 20,641,007

In estimating fair value of the investments in level 3, the Investment Committee may use third-party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, the investment committee evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

(9) Tax Status

As of December 31, 2013, the Plan has not applied for a tax determination letter from the Internal Revenue Service. The plan administrator, however, believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by applicable taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER SALARIED SARA LEE ASSOCIATES**

**Notes to Financial Statements
December 31, 2013 and 2012**

(10) Risks and Uncertainties

The Plan, through its interest in the Master Trust, invests in various types of 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 statement 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 estimations and assumptions processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(11) Related Party Transactions and Party-In-Interest Transactions

Certain assets of the Master Trust are invested in investments managed by the Trustee. Therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transactions rules. As described in Note 2, the Plan paid certain expenses related to plan operations and investment activity to various service providers. These transactions are party-in-interest transactions under ERISA.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25											0
25–29											0
30–34	3 *	10 *	1 *								14 *
35–39	2 *	16 *	17 *								35 3,178
40–44	12 *	34 1,384	50 4,892		1 *						97 3,302
45–49	9 *	52 2,712	113 5,588	3 *	1 *						178 4,623
50–54	7 *	57 2,610	147 5,876	12 *	8 *	4 *					235 5,179
55–59	7 *	46 1,951	148 6,543	5 *	4 *	3 *	3 *				216 5,316
60–64	7 *	15 *	76 6,614	4 *	1 *	1 *	1 *	1 *			106 6,224
65–69	2 *	2 *	17 *		1 *						22 5,540
70 & up	1 *	1 *		1 *							3 *
Total	50 720	233 2,260	569 5,983	25 4,457	16 *	8 *	4 *	1 *	0	0	906 4,886

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is the average annual frozen benefit. Average benefit is not shown for cells with fewer than 20 participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2013 Funding Valuation**

Discount rate sponsor elections

- Segment rates or full yield curve Segment
- Look-back months 4
- Use stabilized rates funding Yes
- Use stabilized rates section 436 benefit restriction Yes

	<u>Stabilized</u>	<u>Nonstabilized</u>
• First 5 years	4.94%	1.75%
• Next 15 years	6.15%	4.62%
• Over 20 years	6.76%	5.72%

Mortality sponsor elections

- Healthy participants Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
 - Disabled participants Same as healthy participants.
-

IRC Section 417(e) basis lump sums (Metz only)

- Interest Rate Greater of:
2013 Segment Rates for October 2012
1.72% / 4.58% / 5.67%. and
30 Year Treasury Rate – 2.90%
 - Mortality Table Applicable 2013 mortality table as specified by Internal Revenue Code Section 417(e)(3).
-

Other economic assumptions

- Salary increases N/A
- Social Security wage base N/A
- Inflation 2.75%
- Expected investment return 6.75%
- Expenses \$115,000 added to current year normal cost

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Demographic assumptions		
• Withdrawal	See table of sample rates.	
• Disability incidence	See table of sample rates.	
• Retirement age	Attained age	Percentage
	Under 55	0%
	55 - 58	15%
	59 - 61	20%
	62 - 65	33%
	66 - 69	20%
	70 +	100%
• Benefit commencement age for		
— Future vested deferred	65	
— Current vested deferred	65	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
— Percentage married	80%	80%
— Spouse age difference	3 years younger	3 years older
Form of payment	<u>Married</u>	<u>Unmarried</u>
• Single life annuity (except certain groups ¹)	100%	100%
• Lump Sum (certain groups only ¹)	100%	100%
Unpredictable contingent event assumptions	Not applicable.	

¹ Includes Earthgrains and those with the option available in the Hourly plan and Metz benefits.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Withdrawal rates***

Select and ultimate rates: select rates are used during the first five years of service.

Age	Year 1	Year 2	Year 3	Year 4	Year 5
< 25	25.0%	25.0%	25.0%	25.0%	25.0%
> 25	22.5%	22.5%	22.5%	20.0%	17.5%

Attained Age	Ultimate Rates
20	25.0%
25	15.0%
30	15.0%
35	15.0%
40	12.0%
45	12.0%
50	12.0%
55	12.0%
60	12.0%

Disability rates

Attained Age	Males	Females
20	0.024%	0.025%
25	0.031%	0.039%
30	0.039%	0.066%
35	0.057%	0.112%
40	0.096%	0.173%
45	0.166%	0.265%
50	0.294%	0.437%
55	0.592%	0.781%
60	1.030%	0.950%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial Methods

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** Mercer Outsourcing provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date.
- **Insurance contracts:** The plan does not have insurance contracts.

Asset Methods

The asset valuation method is an average of the market value of assets on the valuation date and one calendar month prior, adjusted for contribution, benefits, administrative expense and expected earnings. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

SCHEDULE SB (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>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 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 BIMBO BAKERIES USA PENSION PLAN FOR FORMER SALARIED SARA LEE ASSOCIATES	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">B Three-digit plan number (PN) ▶</td> <td style="width:30%; text-align: center;">006</td> </tr> </table>	B Three-digit plan number (PN) ▶	006
B Three-digit plan number (PN) ▶	006		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BBU, INC.	D Employer Identification Number (EIN) 75-2490530		

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500
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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	152244689
	b Actuarial value	151124769
3	Funding target/participant count breakdown:	
	a For retired participants and beneficiaries receiving payment.....	582
	b For terminated vested participants.....	1728
	c For active participants:	
	(1) Non-vested benefits	2152909
	(2) Vested benefits	44813829
	(3) Total active.....	906
	d Total.....	3216
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	6.31%
	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.....	115000
5	Effective interest rate	6.31%
6	Target normal cost	115000

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	<div style="text-align: center;"> Signature of actuary MARC DINERMAN, FSA Type or print name of actuary MERCER (US) INC. Firm name 1717 ARCH STREET, SUITE 1100 PHILADELPHIA PA 19103 Address of the firm </div>	<div style="text-align: center;"> Date 1406448 Most recent enrollment number 215-982-4600 Telephone number (including area code) </div>
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Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	6335827	22658190
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	3000000	0
9	Amount remaining (line 7 minus line 8)	3335827	22658190
10	Interest on line 9 using prior year's actual return of <u>11.59%</u>	386622	2626084
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of <u>7.04%</u> except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	3722449	25284274

Part III Funding Percentages			
14	Funding target attainment percentage	14	99.71%
15	Adjusted funding target attainment percentage	15	123.39%
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	102.17%
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
Totals ▶			18(b)	0	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	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:			
a	Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b	If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c	If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 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 59
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	115000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
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		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	115000	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	141000		141000
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	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
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 SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 59.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	15.0%	1,000.00	150.00	8,250.00
56	15.0%	850.00	127.50	7,140.00
57	15.0%	722.50	108.38	6,177.38
58	15.0%	614.13	92.12	5,342.89
59	20.0%	522.01	104.40	6,159.67
60	20.0%	417.61	83.52	5,011.26
61	20.0%	334.08	66.82	4,075.82
62	33.0%	267.27	88.20	5,468.29
63	33.0%	179.07	59.09	3,722.85
64	33.0%	119.98	39.59	2,533.90
65	33.0%	80.38	26.53	1,724.24
66	20.0%	53.86	10.77	710.92
67	20.0%	43.09	8.62	577.35
68	20.0%	34.47	6.89	468.77
69	20.0%	27.57	5.51	380.53
70	100.0%	22.06	22.06	1,544.20
Total			1,000.00	59,288.06
Average				59.29

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2013 Funding Valuation****Discount rate sponsor elections**

- | | |
|--|---------|
| • Segment rates or full yield curve | Segment |
| • Look-back months | 4 |
| • Use stabilized rates funding | Yes |
| • Use stabilized rates section 436 benefit restriction | Yes |

	<u>Stabilized</u>	<u>Nonstabilized</u>
• First 5 years	4.94%	1.75%
• Next 15 years	6.15%	4.62%
• Over 20 years	6.76%	5.72%

Mortality sponsor elections

- | | |
|-------------------------|--|
| • Healthy participants | Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA. |
| • Disabled participants | Same as healthy participants. |

IRC Section 417(e) basis lump sums (Metz only)

- | | |
|-------------------|---|
| • Interest Rate | Greater of:
2013 Segment Rates for October 2012
1.72% / 4.58% / 5.67%. and
30 Year Treasury Rate – 2.90% |
| • Mortality Table | Applicable 2013 mortality table as specified by Internal Revenue Code Section 417(e)(3). |

Other economic assumptions

- | | |
|------------------------------|---|
| • Salary increases | N/A |
| • Social Security wage base | N/A |
| • Inflation | 2.75% |
| • Expected investment return | 6.75% |
| • Expenses | \$115,000 added to current year normal cost |

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Demographic assumptions		
• Withdrawal	See table of sample rates.	
• Disability incidence	See table of sample rates.	
• Retirement age	Attained age	Percentage
	Under 55	0%
	55 - 58	15%
	59 - 61	20%
	62 - 65	33%
	66 - 69	20%
	70 +	100%
• Benefit commencement age for		
— Future vested deferred	65	
— Current vested deferred	65	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
— Percentage married	80%	80%
— Spouse age difference	3 years younger	3 years older
Form of payment	<u>Married</u>	<u>Unmarried</u>
• Single life annuity (except certain groups ¹)	100%	100%
• Lump Sum (certain groups only ¹)	100%	100%
Unpredictable contingent event assumptions	Not applicable.	

¹ Includes Earthgrains and those with the option available in the Hourly plan and Metz benefits.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Withdrawal rates***

Select and ultimate rates: select rates are used during the first five years of service.

Age	Year 1	Year 2	Year 3	Year 4	Year 5
< 25	25.0%	25.0%	25.0%	25.0%	25.0%
> 25	22.5%	22.5%	22.5%	20.0%	17.5%

Attained Age	Ultimate Rates
20	25.0%
25	15.0%
30	15.0%
35	15.0%
40	12.0%
45	12.0%
50	12.0%
55	12.0%
60	12.0%

Disability rates

Attained Age	Males	Females
20	0.024%	0.025%
25	0.031%	0.039%
30	0.039%	0.066%
35	0.057%	0.112%
40	0.096%	0.173%
45	0.166%	0.265%
50	0.294%	0.437%
55	0.592%	0.781%
60	1.030%	0.950%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods*****Participant Methods***

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** Mercer Outsourcing provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date.
- **Insurance contracts:** The plan does not have insurance contracts.

Asset Methods

The asset valuation method is an average of the market value of assets on the valuation date and one calendar month prior, adjusted for contribution, benefits, administrative expense and expected earnings. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: November 6, 2011 Plan year: Calendar year
Status of the plan	Effective June 30, 2010, there will be no future benefit accruals. For all participants other than certain Salaried Nonexempt employees listed in Supplement AC of Amendment #4, benefit accruals were frozen effective April 30, 2010.
Significant events that occurred during the year	None
Definitions	
• Covered employees	A group or class of employees to whom the plan has been extended by their employer. Employees who are members of a class of employees of an employer represented by a collective bargaining representative with respect to their terms of employment are not considered as belonging to a Covered Group unless they are covered by an agreement that provides for the extension of the Plan to them.
• Participation	Each employee hired on or before June 30, 2005 becomes eligible to participate in the Plan on the date on which all of the following requirements are met: <ul style="list-style-type: none"> • Attainment of age 21; • Completion of one year of service, except that this requirement does not apply once an employee attains age 30; and • Membership in a Covered Group
• Years of service	An employee receives one year of service for each full 12-month period worked. In a particular year, a participant receives one-twelfth of a year of service for each full calendar month of employment.
• Credited service	A participant receives one year of credited service for each full 12-month period worked. In a particular year, a participant receives one-twelfth of a year of credited service for each full calendar month of employment.
• Compensation	Total compensation, including salary, wages, hourly pay, overtime, bonuses and commissions. Amounts paid as reimbursement of expenses are excluded. All forms of deferred compensation for highly compensated employees are also excluded.
• Final monthly compensation	The average annual compensation received in the five highest paid consecutive years in the last 10 years prior to retirement or termination. A partial year of compensation in the year of retirement is included if it results in a greater five-year average.
• Final three-year monthly compensation	The monthly average of compensation during the three consecutive calendar years immediately preceding retirement or termination of employment, with compensation for each year not to exceed the maximum taxable wage base for the year.
• Social security retirement age	Age 65 if the participant's year of birth is 1937 or earlier; age 66 if the year of birth is between 1938 and 1954, inclusive; age 67 if the year of birth is 1955 or later.

Schedule SB, Part V — Summary of Plan Provisions

• Applicable percentage	0.60% if Social Security Retirement Age is 65; 0.55% if Social Security Retirement Age is 66; 0.50% if Social Security Retirement Age is 67.
• Covered compensation	The 35-year average of the Social Security Taxable Wage Bases ending in the year of an individual's Social Security Retirement Age. For individuals younger than their Social Security Retirement Age, no increases in future Social Security Wage Bases are assumed.
• SERP threshold participant	A participant whose base pay exceeds \$150,000 for any calendar year on or after January 1, 2005. Base pay is the annual rate of salary or wages determined as of September 1 of each year, excluding bonuses.
Normal retirement	
• Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
• Benefit	<p><u>Amount of Monthly Single Life Annuity Pension</u> (A) minus (B) below:</p> <p>(A) 1.75% of Final Monthly Compensation per year of credited service up to 35 years (B) The Applicable Percentage of Final Three-year Monthly Compensation, not greater than Covered Compensation, per year of credited service up to 35 years.</p> <p>For those participants who were not Choice-eligible or who chose not to continue participating in the plan effective January 1, 2006, their accrued benefit as of December 31, 2005 was determined based on Credited Service, Compensation, Final Monthly Compensation, Final Three-year Monthly Compensation, and Covered Compensation as of December 31, 2005.</p> <p>Effective June 30, 2010, there will be no future benefit accruals. For all participants other than certain Salaried Nonexempt employees listed in Supplement AC of Amendment #4, benefit accruals were frozen effective April 30, 2010.</p> <p>Additionally, past service benefits earned by certain classes of participants from other plans maintained by an employer prior to the date of their designation as a Covered Group are preserved under this Plan. The terms of their preservation are defined in supplements to the Plan. Supplemental benefits are valued using accrued benefits provided by the plan administrator.</p>

Schedule SB, Part V — Summary of Plan Provisions**Early retirement**

- **Eligibility** A participant is eligible for early retirement on or after the attainment of age 55 and 10 years of service
- **Benefit** The benefit calculated for normal retirement, using final monthly compensation, Covered Compensation and credited service as of the early retirement date, where amount (A) is reduced by 5/12 of 1% for each month that date of commencement precedes age 62, and amount (B) is adjusted according to the following table of "applicable percentages":

Number of months prior to NRD at Date of Commencement	Social Security Retirement Date		
	65	66	67
1 through 36	0.600%	0.550%	0.500%
48	0.550	0.500	0.475
60	0.500	0.475	0.450
72	0.475	0.450	0.425
84	0.450	0.425	0.400
96	0.425	0.400	0.375
108	0.400	0.375	0.344
120	0.375	0.344	0.316

For former Earthgrains employees, the preserved benefit is reduced for each year that date of commencement precedes age 65 (4/12 of 1% for each month from age 65 to 60 and 5/12 of 1% for each month prior to 60).

For former Metz employees, the preserved benefit is unreduced for early commencement at age 62 or later. For commencement prior to age 62 the preserved benefit is reduced as follows:

- For participants with 20 years of service at commencement: 0.25% for each month that commencement precedes normal retirement.
- For participants that do not have 20 years of service at commencement: 1/180 for each of the first 60 months and 1/360 for each of the next 60 months prior to normal retirement.

Disability retirement

- **Eligibility** A participant who becomes totally disabled while employed is eligible to receive a pension under the plan. A participant is totally disabled if he is:
 - receiving benefits under Sara Lee Corporation's disability income plan; or
 - receiving Social Security disability benefits.
- **Benefit** A monthly pension commencing on the normal retirement date determined by assuming continued credited service until commencement and assuming continued compensation at the same rate as in effect immediately preceding the date active employment ceased due to disability.

Schedule SB, Part V — Summary of Plan Provisions

Vested pension	
• Eligibility	A participant is eligible for a vested pension after completion of five years of service or attainment of age 65.
• Benefit	A monthly pension commencing on the normal retirement date, determined using final monthly compensation, Covered Compensation and credited service as of the termination date. Commencements prior to age 65 are actuarially reduced using the UP-84 Mortality Table and 8.50% interest.
Pre-retirement spouse's pension	
• Eligibility	A participant's spouse is eligible for pension benefits if the participant had attained the right to a vested pension and died before any payments commenced.
• Benefit	The amount that would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Postretirement death benefit	
• Eligibility	A participant is eligible for a postretirement death benefit if he has attained eligibility for early or normal retirement.
• Benefit	A participant may elect at his early, normal or postponed retirement that a lump sum benefit of \$1,000, \$2,000, or \$3,000 be paid upon death after retirement to a beneficiary designated by the participant. The participant's monthly benefit is reduced by \$4.00 for each \$1,000 of death benefit elected. Such an election may not reduce the monthly pension below \$20.
Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	50% contingent annuity
• Optional forms	<p>Optional forms of payment may be taken on an actuarially equivalent basis if the participant elects out of the normal form. This includes:</p> <ul style="list-style-type: none"> • 50 % joint and survivor • 66 2/3 % joint and survivor • 75 % joint and survivor • 100 % joint and survivor • Five year certain and life annuity • 10 year certain and life annuity • 15 year certain and life annuity • Social Security level income annuity <p>Alternate payment forms are available for the portion of an employee's benefit attributable to certain prior plan.</p>

Schedule SB, Part V — Summary of Plan Provisions

Preservation of Benefits Derived From Prior Plans

- Past service benefits earned by certain classes of participants from other plans maintained by an employer prior to the date of their designation as a Covered Group are preserved under this Plan. The terms of their preservation are defined in supplements to the Plan. Supplemental benefits are valued using accrued benefits provided by the plan administrator.
- As of the valuation date, supplements had been adopted covering the preservation of prior plan benefits of the following Covered Groups: Earthgrains, Metz

Miscellaneous

- | | |
|------------------------|--|
| • Maximum compensation | Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000. |
| <hr/> | |
| • Maximum benefits | Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000. |
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Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded***

Unless noted below, all benefits provided by the plan, as of January 1, 2013, are included in this valuation.

- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase. The benefit is valued from the later of age 65 or date of termination.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

Schedule SB, line 24 — Change in Actuarial Assumptions

- The lump sum conversion basis and annuity conversion basis were updated to better reflect expected future plan experience.
- The expense component of normal cost decreased from \$282,000 to \$115,000 to reflect our expectations for the current plan year.
- Married percentage assumption for females was increased from 60% to 80% to better reflect future plan experience.
- Form of payment assumption was changed from 100% electing Joint & Survivor with 50% continued for married participants² to 100% electing Single Life Annuity to align with other BBU, Inc. pension plans.

² Not including Earthgrains and those with the lump sum option available in the Hourly plan and Metz benefits.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25											0
25–29											0
30–34	3 *	10 *	1 *								14 *
35–39	2 *	16 *	17 *								35 3,178
40–44	12 *	34 1,384	50 4,892		1 *						97 3,302
45–49	9 *	52 2,712	113 5,588	3 *	1 *						178 4,623
50–54	7 *	57 2,610	147 5,876	12 *	8 *	4 *					235 5,179
55–59	7 *	46 1,951	148 6,543	5 *	4 *	3 *	3 *				216 5,316
60–64	7 *	15 *	76 6,614	4 *	1 *	1 *	1 *	1 *			106 6,224
65–69	2 *	2 *	17 *		1 *						22 5,540
70 & up	1 *	1 *		1 *							3 *
Total	50 720	233 2,260	569 5,983	25 4,457	16 *	8 *	4 *	1 *	0	0	906 4,886

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is the average annual frozen benefit. Average benefit is not shown for cells with fewer than 20 participants.

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 59.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	15.0%	1,000.00	150.00	8,250.00
56	15.0%	850.00	127.50	7,140.00
57	15.0%	722.50	108.38	6,177.38
58	15.0%	614.13	92.12	5,342.89
59	20.0%	522.01	104.40	6,159.67
60	20.0%	417.61	83.52	5,011.26
61	20.0%	334.08	66.82	4,075.82
62	33.0%	267.27	88.20	5,468.29
63	33.0%	179.07	59.09	3,722.85
64	33.0%	119.98	39.59	2,533.90
65	33.0%	80.38	26.53	1,724.24
66	20.0%	53.86	10.77	710.92
67	20.0%	43.09	8.62	577.35
68	20.0%	34.47	6.89	468.77
69	20.0%	27.57	5.51	380.53
70	100.0%	22.06	22.06	1,544.20
Total			1,000.00	59,288.06
Average				59.29

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: November 6, 2011 Plan year: Calendar year
Status of the plan	Effective June 30, 2010, there will be no future benefit accruals. For all participants other than certain Salaried Nonexempt employees listed in Supplement AC of Amendment #4, benefit accruals were frozen effective April 30, 2010.
Significant events that occurred during the year	None
Definitions	
• Covered employees	A group or class of employees to whom the plan has been extended by their employer. Employees who are members of a class of employees of an employer represented by a collective bargaining representative with respect to their terms of employment are not considered as belonging to a Covered Group unless they are covered by an agreement that provides for the extension of the Plan to them.
• Participation	Each employee hired on or before June 30, 2005 becomes eligible to participate in the Plan on the date on which all of the following requirements are met: <ul style="list-style-type: none"> • Attainment of age 21; • Completion of one year of service, except that this requirement does not apply once an employee attains age 30; and • Membership in a Covered Group
• Years of service	An employee receives one year of service for each full 12-month period worked. In a particular year, a participant receives one-twelfth of a year of service for each full calendar month of employment.
• Credited service	A participant receives one year of credited service for each full 12-month period worked. In a particular year, a participant receives one-twelfth of a year of credited service for each full calendar month of employment.
• Compensation	Total compensation, including salary, wages, hourly pay, overtime, bonuses and commissions. Amounts paid as reimbursement of expenses are excluded. All forms of deferred compensation for highly compensated employees are also excluded.
• Final monthly compensation	The average annual compensation received in the five highest paid consecutive years in the last 10 years prior to retirement or termination. A partial year of compensation in the year of retirement is included if it results in a greater five-year average.
• Final three-year monthly compensation	The monthly average of compensation during the three consecutive calendar years immediately preceding retirement or termination of employment, with compensation for each year not to exceed the maximum taxable wage base for the year.
• Social security retirement age	Age 65 if the participant's year of birth is 1937 or earlier; age 66 if the year of birth is between 1938 and 1954, inclusive; age 67 if the year of birth is 1955 or later.

Schedule SB, Part V — Summary of Plan Provisions

• Applicable percentage	0.60% if Social Security Retirement Age is 65; 0.55% if Social Security Retirement Age is 66; 0.50% if Social Security Retirement Age is 67.
• Covered compensation	The 35-year average of the Social Security Taxable Wage Bases ending in the year of an individual's Social Security Retirement Age. For individuals younger than their Social Security Retirement Age, no increases in future Social Security Wage Bases are assumed.
• SERP threshold participant	A participant whose base pay exceeds \$150,000 for any calendar year on or after January 1, 2005. Base pay is the annual rate of salary or wages determined as of September 1 of each year, excluding bonuses.
Normal retirement	
• Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
• Benefit	<p><u>Amount of Monthly Single Life Annuity Pension</u> (A) minus (B) below:</p> <p>(A) 1.75% of Final Monthly Compensation per year of credited service up to 35 years (B) The Applicable Percentage of Final Three-year Monthly Compensation, not greater than Covered Compensation, per year of credited service up to 35 years.</p> <p>For those participants who were not Choice-eligible or who chose not to continue participating in the plan effective January 1, 2006, their accrued benefit as of December 31, 2005 was determined based on Credited Service, Compensation, Final Monthly Compensation, Final Three-year Monthly Compensation, and Covered Compensation as of December 31, 2005.</p> <p>Effective June 30, 2010, there will be no future benefit accruals. For all participants other than certain Salaried Nonexempt employees listed in Supplement AC of Amendment #4, benefit accruals were frozen effective April 30, 2010.</p> <p>Additionally, past service benefits earned by certain classes of participants from other plans maintained by an employer prior to the date of their designation as a Covered Group are preserved under this Plan. The terms of their preservation are defined in supplements to the Plan. Supplemental benefits are valued using accrued benefits provided by the plan administrator.</p>

Schedule SB, Part V — Summary of Plan Provisions**Early retirement**

- **Eligibility** A participant is eligible for early retirement on or after the attainment of age 55 and 10 years of service
- **Benefit** The benefit calculated for normal retirement, using final monthly compensation, Covered Compensation and credited service as of the early retirement date, where amount (A) is reduced by 5/12 of 1% for each month that date of commencement precedes age 62, and amount (B) is adjusted according to the following table of “applicable percentages”:

Number of months prior to NRD at Date of Commencement	Social Security Retirement Date		
	65	66	67
1 through 36	0.600%	0.550%	0.500%
48	0.550	0.500	0.475
60	0.500	0.475	0.450
72	0.475	0.450	0.425
84	0.450	0.425	0.400
96	0.425	0.400	0.375
108	0.400	0.375	0.344
120	0.375	0.344	0.316

For former Earthgrains employees, the preserved benefit is reduced for each year that date of commencement precedes age 65 (4/12 of 1% for each month from age 65 to 60 and 5/12 of 1% for each month prior to 60).

For former Metz employees, the preserved benefit is unreduced for early commencement at age 62 or later. For commencement prior to age 62 the preserved benefit is reduced as follows:

- For participants with 20 years of service at commencement: 0.25% for each month that commencement precedes normal retirement.
- For participants that do not have 20 years of service at commencement: 1/180 for each of the first 60 months and 1/360 for each of the next 60 months prior to normal retirement.

Disability retirement

- **Eligibility** A participant who becomes totally disabled while employed is eligible to receive a pension under the plan. A participant is totally disabled if he is:
 - receiving benefits under Sara Lee Corporation’s disability income plan; or
 - receiving Social Security disability benefits.
- **Benefit** A monthly pension commencing on the normal retirement date determined by assuming continued credited service until commencement and assuming continued compensation at the same rate as in effect immediately preceding the date active employment ceased due to disability.

Schedule SB, Part V — Summary of Plan Provisions

Vested pension	
• Eligibility	A participant is eligible for a vested pension after completion of five years of service or attainment of age 65.
• Benefit	A monthly pension commencing on the normal retirement date, determined using final monthly compensation, Covered Compensation and credited service as of the termination date. Commencements prior to age 65 are actuarially reduced using the UP-84 Mortality Table and 8.50% interest.
Pre-retirement spouse's pension	
• Eligibility	A participant's spouse is eligible for pension benefits if the participant had attained the right to a vested pension and died before any payments commenced.
• Benefit	The amount that would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Postretirement death benefit	
• Eligibility	A participant is eligible for a postretirement death benefit if he has attained eligibility for early or normal retirement.
• Benefit	A participant may elect at his early, normal or postponed retirement that a lump sum benefit of \$1,000, \$2,000, or \$3,000 be paid upon death after retirement to a beneficiary designated by the participant. The participant's monthly benefit is reduced by \$4.00 for each \$1,000 of death benefit elected. Such an election may not reduce the monthly pension below \$20.
Form of benefits	
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Schedule SB, Part V — Summary of Plan Provisions

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