

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 2014 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>THE HILLSHIRE BRANDS COMPANY 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	<u>401</u>	
	1c Effective date of plan	<u>01/01/1988</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE HILLSHIRE BRANDS COMPANY</u> <u>400 S. JEFFERSON STREET</u> <u>CHICAGO, IL 60607</u>	2b Employer Identification Number (EIN)	<u>36-2089049</u>	
	2c Plan Sponsor's telephone number	<u>312-614-6000</u>	
	2d Business code (see instructions)	<u>311900</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2015	JOSEPH MEAD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2015	JOSEPH MEAD
	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) <u>GRANT THORNTON LLP</u> <u>175 W. JACKSON BLVD., 20TH FLOOR</u> <u>CHICAGO, IL 60604</u>			Preparer's telephone number (optional) <u>312-856-0200</u>

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	18823
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	8712
a(2) Total number of active participants at the end of the plan year		6a(2)	7190
b Retired or separated participants receiving benefits		6b	1
c Other retired or separated participants entitled to future benefits.....		6c	11114
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	18305
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	338
f Total. Add lines 6d and 6e		6f	18643
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	17314
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	67
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: 2E 2F 2H 2I 2J 2K 2P 2T 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)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	0
		(4) ☐ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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

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
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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> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>THE HILLSHIRE BRANDS COMPANY 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>401</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE HILLSHIRE BRANDS COMPANY</u>		D Employer Identification Number (EIN) <u>36-2089049</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(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)	16977205	28576917
	(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)	694864449	785764229
	(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	711841654	814341146

Liabilities

g Benefit claims payable	1g	126898	1823227
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	126898	1823227

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	711714756	812517919
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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)	59191557	
(B) Participants	2a(1)(B)	17019957	
(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)		76211514
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)	576724	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		576724
(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)		160514662
(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		237302900

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	132086936	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	1014028	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		133100964
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		1603059
i Administrative expenses: (1) Professional fees.....	2i(1)	127625	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	476731	
(4) Other.....	2i(4)	1191358	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1795714
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		136499737

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		100803163
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: CROWE HORWATH LLP

(2) EIN: 35-0921680

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		25000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan THE HILLSHIRE BRANDS COMPANY 401(K) PLAN				B Three-digit plan number (PN) ▶	401
C Plan sponsor's name as shown on line 2a of Form 5500 THE HILLSHIRE BRANDS COMPANY				D Employer Identification Number (EIN) 36-2089049	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
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): 36-3046063					
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	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☒ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☒ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☒ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☒ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2014 v. 140124					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT
THE HILLSHIRE BRANDS COMPANY 401(K) PLAN
December 31, 2014 and 2013**

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INDEPENDENT AUDITOR'S REPORT

The Plan Administrator
The Hillshire Brands Company 401(k) Plan
Chicago, Illinois

Report on Financial Statements in Year of Adoption of Liquidation Basis

We were engaged to audit the accompanying financial statements of The Hillshire Brands Company 401(k) Plan ("the Plan"), which comprise the statement of net assets in liquidation as of December 31, 2014, and the related statement of changes in net assets in liquidation for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these 2014 financial statements based on our audit. We conducted our audit 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 on the 2014 Financial Statements paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Plan's 2014 financial statements.

Basis for Disclaimer of Opinion on the 2014 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note K, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2014 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 certification from the trustee as of December 31, 2014 and for the year then ended that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2014 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2014 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2014 financial statements. Accordingly, we do not express an opinion on these 2014 financial statements.

Emphasis of Matter

As described in Note B of the financial statements, the Plan sponsor elected to terminate the Plan effective August 27, 2014. As a result, the Plan administrator determined that liquidation is imminent, and the Plan changed its basis of accounting for periods subsequent to December 31, 2013 from the modified cash basis of accounting for a going concern described in Note B to a liquidation basis. Our opinion is not modified with respect to this matter.

Other Matter 2014

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes of additional analysis and is not a required part of the 2014 financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2014 Financial Statements paragraph, we do not express an opinion on the 2014 supplemental schedule.

Other Matters 2013

We have audited the statement of net assets available for benefits (modified cash basis) of the Plan as of December 31, 2013 (ongoing), and in our report dated June 20, 2014, we expressed our opinion that such 2013 financial statement presents fairly, in all material respects, the net assets available for benefits (modified cash basis) as of December 31, 2013, in accordance with the modified cash basis of accounting described in Note B.

As described in Note B of the financial statements, the 2013 financial statement is prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our 2013 opinion is not modified with respect to this matter.

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

The form and content of the information included in the 2014 financial statements and supplemental schedule, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.


Crowe Horwath LLP

Oak Brook, Illinois
October 14, 2015

The Hillshire Brands Company 401(k) Plan
STATEMENT OF NET ASSETS IN LIQUIDATION
December 31, 2014

	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
Assets			
Plan interest in investments of The Hillshire Brands Company Master Investment Trust for Defined Contribution Plans, at fair value (Note E)	<u>\$ 786,023,713</u>	<u>\$ -</u>	<u>\$ 786,023,713</u>
Plan interest in notes receivable, notes payable and other assets and liabilities of The Hillshire Brands Company Master Investment Trust for Defined Contribution Plans (Note E)	<u>28,317,433</u>	<u>-</u>	<u>28,317,433</u>
Net assets in liquidation	<u><u>\$ 814,341,146</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 814,341,146</u></u>

The accompanying notes are an integral part of this statement.

The Hillshire Brands Company 401(k) Plan
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
December 31, 2013 (ongoing)

	Allocated	Unallocated	Total
Assets			
Plan interest in investments of The Hillshire Brands Company Master Investment Trust for Defined Contribution Plans, at fair value (Note E)	\$ 661,518,091	\$ 83,724,372	\$ 745,242,463
Plan interest in notes receivable, notes payable and other assets and liabilities of The Hillshire Brands Company Master Investment Trust for Defined Contribution Plans (Note E)	17,028,825	(50,429,634)	(33,400,809)
Net assets reflecting all investments at fair value	678,546,916	33,294,738	711,841,654
Adjustment from fair value to contract value for fully benefit-responsive contracts	(3,647,765)	-	(3,647,765)
Net assets available for benefits (ongoing)	\$ 674,899,151	\$ 33,294,738	\$ 708,193,889

The accompanying notes are an integral part of this statement.

The Hillshire Brands Company 401(k) Plan
STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION
For the year ended December 31, 2014

	Allocated	Unallocated	Total
Additions			
Contributions			
Company	\$ 7,548,371	\$ 51,643,186	\$ 59,191,557
Participant	17,019,957	-	17,019,957
Investment income			
Plan interest in The Hillshire Brands Company			
Master Investment Trust for Defined			
Contribution Plans' net investment gain (Note E)	91,402,881	73,336,270	164,739,151
Total additions	115,971,209	124,979,456	240,950,665
Deductions			
Benefits paid to participants	130,390,607	-	130,390,607
Interest expense	-	1,603,059	1,603,059
Other activity	91,798	922,230	1,014,028
Administrative expenses	1,795,586	128	1,795,714
Total deductions	132,277,991	2,525,417	134,803,408
Allocation of shares (net of dividends)			
of The Hillshire Brands Company stock, at fair value (Note D)	52,930,574	(52,930,574)	-
Allocation of final excess cash following liquidation			
of The Hillshire Brands Company stock, and full repayment	102,818,203	(102,818,203)	-
of the notes payable (Note D)			
Total allocation	155,748,777	(155,748,777)	-
Net increase (decrease)	139,441,995	(33,294,738)	106,147,257
Beginning of the year			
(net assets available for benefits ongoing)	674,899,151	33,294,738	708,193,889
End of the year (net assets in liquidation)	\$ 814,341,146	\$ -	\$ 814,341,146

The accompanying notes are an integral part of this statement.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE A – DESCRIPTION OF PLAN

The following description of The Hillshire Brands Company 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the applicable summary plan description for a more complete description of the Plan’s provisions. Participants in former plans sponsored by certain divisions or subsidiaries of The Hillshire Brands Company (the “Company”) should refer to the Supplements section of the Plan document for additional information about such plans.

General

The Plan is a defined contribution plan that covered U.S. employees who were members of a participating division or subsidiary of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as subsequently amended.

On July 1, 2014, Tyson Foods, Inc. (“Tyson”), HMB Holdings, Inc. (a wholly owned subsidiary of Tyson), and the Company entered into a definitive agreement under which Tyson would acquire all outstanding shares of the Company for \$63 per share. Pursuant to the agreement, Tyson commenced a cash tender offer for such shares on July 16, 2014.

On July 21, 2014, the Investment Committee of the Company appointed Evercore Trust Company, N.A. (“Evercore”) to serve as an investment manager and independent fiduciary on behalf of the Plan in connection with the cash tender offer for common shares of the Company. This cash tender offer included shares held by The Northern Trust Company (“Northern”), as the Plan’s trustee, including unallocated shares held within the Plan’s employee stock ownership plan (“ESOP”) component. Evercore conducted an independent review and determined that tendering shares of the Company held by the Plan was prudent, reasonable, and in the best interest of the Plan’s participants and beneficiaries, and directed Northern to tender the shares.

The cash tender offer was extended through 12:00 midnight, New York City time, on Wednesday, August 27, 2014). The merger between Tyson and the Company was subsequently completed on August 28, 2014, and shares of Company common stock were delisted and ceased to be traded on the New York Stock Exchange and Chicago Stock Exchange before the opening of the respective markets on August 29, 2014. All shares that were validly tendered and not validly withdrawn, including those held by the Plan tendered by Northern, were accepted for payment.

Pursuant to the terms of the merger agreement, the Plan, including the ESOP component of the Plan, was terminated on August 27, 2014, one day prior to the acquisition of the Company by Tyson. Effective August 27, 2014, all participant and employer contributions to the Plan were stopped; only loan repayments continued to be processed. On February 2, 2015, the Company filed a Form 5310, Application for Determination for Terminating Plan, with the Internal Revenue Service (IRS). Pending a favorable determination letter from the IRS, final wind-up activities for the Plan will begin and all participants will be required to take distributions from the Plan. Plan participants will have the option to roll over their balance into an individual retirement account or another eligible retirement plan, including the Tyson Retirement Savings Plan, if they are eligible to make contributions to such plan.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE A – DESCRIPTION OF PLAN – Continued

Contributions

Prior to the termination of the Plan, eligible employees could contribute a percentage of their pretax compensation, as defined in the Plan, subject to limitations under Plan rules and the Internal Revenue Code (“IRC”). Certain employees who became eligible to participate in the Plan on or after July 1, 2005 were automatically enrolled in the Plan. Effective January 1, 2012, the automatic contribution rate was increased from 4% to 5%. Participants who had attained age 50 and over were eligible to make an additional “catch-up” contribution, in accordance with the Plan. In addition, certain groups of participants were eligible for Company contributions as defined in the Plan. Effective January 1, 2008, the Plan adopted an amendment that provided for a contribution escalation clause. This provision assumed that each participant who was contributing less than 15% of compensation to the Plan on September 15 of each year shall be deemed to have elected to increase his or her deferral percentage by one percent (1%) on and after, until the maximum percentage was reached. Notwithstanding the foregoing, the maximum percentage of compensation a Participant who was a Highly Compensated Employee could elect to defer and contribute to the Plan for each Plan Year commencing on or after January 1, 2008 was seven percent (7%).

In 2014, salaried employees and nonunion hourly employees were eligible to receive employer contributions under the “Current Program,” as defined below. Employees who were subject to a collective bargaining agreement may have received employer contributions in accordance with the applicable provisions of the Plan and the collective bargaining agreement.

Annual Company Contribution (“ACC”)	2.5% of eligible pay
Additional Annual Company Contribution (“AACC”)	up to 2.5% of eligible pay
Company Matching Contribution	100% of the first 5% of eligible pay contributed

The amount to be contributed for the AACC, if any, was determined by the Company in its discretion based on the Company’s performance for the fiscal year ending within the applicable Plan Year for which the contribution is made. The AACC could have been zero under Plan rules.

The Company may have made the ACC and/or the matching contribution by (i) making a cash contribution which the trustee shall use to partially prepay a loan to release from the suspense account additional shares of stock as of the applicable valuation date, (ii) contributing cash which the trustee shall use to buy shares of stock for allocation as of the applicable valuation date, (iii) contributing stock for allocation as of the applicable valuation date, or (iv) any combination of the foregoing.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

Rollovers

Prior to the termination of the Plan, participants were also permitted to contribute amounts representing distributions from other eligible retirement plans or individual retirement accounts.

Participant Accounts

Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions and related Company contributions, any withdrawals, as well as the participant's share of the Plan's income, losses and certain related administrative expenses. Allocations of income, losses and certain related administrative expenses are made based on the proportion that each participant's account balance has to the total of all participants' account balances.

Vesting

All participants are fully vested in their deferral contributions and earnings thereon. Specific vesting schedules applied to those certain groups of employees eligible to receive Company contributions. In connection with the termination of the Plan, all eligible Plan participants automatically became 100% vested in all Company contributions as of August 27, 2014 – regardless of their years of service. This is true for current employees as well as former employees who had fewer than five continuous “break in service” years, provided they had a current account balance under the Plan. If a participant had taken a complete distribution from his or her account before the Plan terminated, any unvested balances at the time such distribution was taken were forfeited at that time and were not restored.

Forfeitures

If a participant who was eligible to receive Company contributions leaves the Company for reasons other than death, disability or retirement (after reaching age 65) before the Company contribution portion of his/her account was fully vested, the portion of his/her account that was not fully vested was forfeited. Forfeited amounts were allocated to reemployed participants as defined in the Plan applicable to those certain groups of participants if those participants repaid to the Trustee any amounts previously distributed to them. Remaining forfeited accounts were then used to reduce Company matching contributions or administrative expenses determined by the Plan Administrator. At December 31, 2013, forfeited accounts totaled \$101,219, which were available to be allocated to eligible participants and to reduce future Company contributions or administrative expenses. Following the termination of the Plan and cessation of all employer contributions to the Plan, the remaining forfeiture balance of \$4,256,605 was allocated to the accounts of eligible Plan participants who were eligible for ACC for calendar year 2014 on a per capita basis, subject to the annual dollar limit applicable to each participant.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE A – DESCRIPTION OF PLAN – Continued

Investment Options

Participants may direct their total account balance among various investment options currently available to the Plan through The Hillshire Brands Company Master Investment Trust for Defined Contribution Plans (the “HBC Investment Trust”) in 1% increments. Participants may change their investment elections daily, subject to trading restrictions on certain funds.

Notes Receivable from Participants

Participants who are employed by the Company may borrow from their account balances the lesser of 50% of their vested account balances or \$50,000, with a minimum loan of \$500. Loans will bear interest at a fixed rate based on the prevailing prime rate as published in *The Wall Street Journal*. As of January 1, 2003, loans must be repaid within five years, unless the loan is to purchase a primary residence, in which case it must be paid back within ten years. Participants may now have up to two loans outstanding at one time; however, one must be a loan for a principal residence and the other must be a general-purpose loan.

Benefit Payments

Upon attainment of age 59½, termination of service due to death, disability, retirement or resignation/dismissal, distribution of the vested balance in the participant’s account will be made to the participant or, in the case of the participant’s death, to his/her beneficiary in a lump-sum payment in cash (or, prior to August 28, 2014, stock, if elected, for amounts that were invested in the Company Stock Fund of the HBC Investment Trust). In lieu of the lump-sum cash payment option, certain groups of participants may elect to receive a series of installment payments as defined in the Plan applicable to those certain groups of participants.

Hardship Withdrawals

Participants who have immediate and substantial financial need may take a hardship withdrawal from their account balance, subject to certain limitations defined in the Plan.

Voting Rights

Each participant was entitled to exercise voting rights attributable to the shares allocated to his or her account and was notified prior to the time that such rights were to be exercised. The Trustee voted any remaining non-voted allocated shares and the unallocated shares based on the percentage of voted allocated shares.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements as of December 31, 2013 have been prepared using the modified cash basis of accounting, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles. Under the modified cash basis of accounting, investments are recorded at fair value, investment income is recorded as earned, and administrative expenses, benefit payments, and contributions are recorded as the cash is paid or received. In addition, purchases and sales of securities are recorded on a trade-date basis. The Plan was terminated effective August 27, 2014. Accordingly, the Plan's basis of accounting was changed to the liquidation basis of accounting from the modified cash basis. There was no effect on the financial statements as a result of the change in basis of accounting from the modified cash basis to the liquidation basis.

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Valuation of Investments

The Plan's interest in the investments of the HBC Investment Trust is based on the Plan's relative aggregate contributions, benefit payments and other relevant factors. The Plan's interest in the HBC Investment Trust is stated at estimated fair value based upon the fair values of the underlying investments held in the master trust.

Fully Benefit-Responsive Investment Contracts

While the Plan's interest in the investments of the HBC Investment Trust is presented at fair value in the statement of net assets available for benefits, any material difference between the fair value of the HBC Investment Trust's interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statement of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer all of or a portion of their investments at contract value. The HBC Investment Trust held direct interests in fully benefit-responsive contracts through its investment in the Interest Income Fund (see Notes C and E). These holdings were liquidated during 2014.

Risks and Uncertainties

In general, the investments provided by the Plan are exposed to various risks, such as interest rate, credit, liquidity and overall market volatility risks. Due to the level of risk associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is reasonably possible that changes in the fair values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participants' individual account balances.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Fair Value of Long-Term Debt

The fair value of the Plan's interest in the long-term debt held within the HBC Investment Trust is estimated based on the current rates available to the Plan for debt of the same remaining maturities (Level 2 inputs). The Plan's long-term debt had a fair value of approximately \$60,600,000 at December 31, 2013. The Plan's long-term debt was repaid in full during 2014.

Administrative Expenses

Administrative expenses associated with the Plan are paid by the Plan unless paid by the Company at its discretion. Investment management fees and operating expenses charged to the Plan for investments in the collective trusts are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

NOTE C – INVESTMENT CONTRACTS

The HBC Investment Trust invests in the Interest Income Fund, a short-term investment vehicle that was previously a unitized fund established solely for the investment of the assets of the HBC Investment Trust. The interest income fund was maintained by Invesco Group Trust ("Invesco") and consisted of investments in several fully benefit responsive guaranteed investment contracts, synthetic guaranteed investment contracts, a pooled separate account and collective funds. Invesco maintained the contributions in a pooled account. The account was credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by Invesco. At December 31, 2013, the contracts are included in the financial statements at fair value, with a corresponding adjustment to contract value (see Note B).

Due to the Plan's termination, Invesco unwound the investment contracts and terminated the investment management agreement on November 23, 2014. The Interest Income Fund termination created a net realized gain of \$3,688,212 that was distributed to participants who held balances in the Interest Income Fund as of September 18, 2014, the date Invesco notified the Company that the wrap contracts would be liquidated.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE C – INVESTMENT CONTRACTS - Continued

The crediting interest rates of the contracts are based on an agreed-upon formula with the issuer, as defined in the contract agreements, but cannot be less than zero. The interest rates are reviewed on a monthly basis for resetting. The key factors that influence future interest crediting rates could include the following: the level of market interest rates; the amount and timing of participant contributions; transfers and withdrawals into/out of the contracts; and the duration of the underlying investments backing the contracts. The Plan's allocable share of the resulting gains and losses in the fair value of the investment contracts relative to the contract value, if any, is reflected in the statement of net assets available for benefits as *Adjustment from fair value to contract value for fully benefit-responsive contracts*.

	<u>2013</u>
Average contract yield, in the aggregate for all contracts:	
Based on annualized earnings ⁽¹⁾	1.92%
Based on interest rate credited to participants ⁽²⁾	1.95%

(1) Computed by dividing the annualized one-day actual earnings of the contracts on the last day of the Plan year by the fair value of the contracts' investments on the same date.

(2) Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the contracts' investments on the same date.

NOTE D – NOTES PAYABLE

The Sara Lee Corporation Employee Stock Ownership Plan and The Earthgrains Company Employee Stock Ownership 401(k) Plan (the "Merged ESOPs") merged into the Plan effective December 31, 2002. The Merged ESOPs were leveraged plans; therefore, causing the Plan financial statement presentation to change. Activities related to the unallocated accounts are reported separate from allocated account information. The allocated accounts of the Plan represent assets that did not serve as collateral for the notes payable and that participants have vested rights in. The unallocated account represents Company stock that served as collateral for the notes payable. As the debt was paid down, shares were released and allocated to eligible participants. The balance of the notes payable was considered part of the HBC Investment Trust and, therefore, is reflected as a liability of the HBC Investment Trust and as part of the Plan's interest in the HBC Investment Trust in the statements of net assets available for benefits.

Pursuant to an engagement letter dated July 6, 1998, the Company duly appointed State Street Bank and Trust Company ("SSB"), the trustee at the time, as the independent fiduciary to make an independent fiduciary decision with respect to the extension of the financing available to the ESOP portion of the plan, which financing was to be available from the Company, and the extension of the release of shares under the ESOP portion of the Plan through the year 2029. In connection with that decision, an ESOP Note Agreement dated December 15, 1998, was signed by and between the Company and SSB, as independent fiduciary and trustee of the Plan, in the amount of \$22,401,012 at the rate of 5%.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE D – NOTES PAYABLE - Continued

On June 15, 1999, the ESOP Note Agreement dated December 15, 1998, was amended and restated to provide for the Plan to borrow from the Company a series of loans in the aggregate principal amount of \$212,582,457 (“New ESOP Note”) to be issued in series (semiannually on June 15 and December 15), as set forth in the related note agreement, with a final issuance of the series on June 15, 2004. The loan originally made on December 15, 1998, was designated as the initial loan under the June 15, 1999 amendment. The agreement provided for the New ESOP Note to be repaid (semiannually on June 15 and December 15) over the next twenty-five years following the December 15, 2004 payment.

Effective June 15, 1999, the New ESOP Note outstanding principal bore an interest rate of 6.3%, payable semiannually commencing December 15, 1999.

An Implementation Agreement was also signed, dated June 15, 1999, by and between the Company and SSB to effectuate the amended and restated ESOP Note Agreement above. The Implementation Agreement includes, among other things, the Company’s agreement to contribute to the ESOP on or before December 15, 2029, the amount of \$36.5 million (the “Incremental Contribution”) plus or minus any adjustments as set forth in the Implementation Agreement. The Company, at its sole discretion, had the right to make the Incremental Contribution in the form of cash or shares of the Company’s common stock, or a combination thereof. On June 15, 2002, the Company made a cash contribution (deemed to be a 2001 ESOP plan year contribution), to the ESOP to fully satisfy the Incremental Contribution due. The trustee used the contribution to purchase the Company’s common stock. The shares were allocated to the participants in accordance with refinancing agreements.

On August 27, 2014, the Company made a contribution to the Plan in an amount necessary for the Plan to repay the ESOP loan in full. A number of shares in an amount equal to the contribution were released from the Plan’s unallocated shares and liquidated. A cash amount equal to the contribution was then allocated to eligible Plan participants as an ACC for Fiscal Year 2014 (the “Final ACC”). The Final ACC was deposited to the Plan accounts of ACC participants who were Eligible Employees in the Plan at any time in calendar year 2014 before the Plan terminated, on a per capita basis. Then, on September 2, 2014, the remaining funds in the ESOP fund resulting from the liquidation of the Company common stock, which represented the appreciation in the value of the shares, were allocated to the same participants who had received the Final ACC in proportion to each participant’s eligible compensation under the terms of the Plan paid during the period January 1, 2014 through August 27, 2014.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE E – INTEREST IN HBC INVESTMENT TRUST

The Plan's investments are in the HBC Investment Trust, which was established for the investment of the assets of the Plan and several other defined contribution plans sponsored by the Company. As of July 24, 2006, the Plan became the sole plan in the HBC Investment Trust. Northern held and continues to hold the net assets of the HBC Investment Trust.

The following investments individually represent 5% or more of net assets available for benefits as of December 31, 2014 and 2013:

	2014	2013
Common collective trusts		
BlackRock Russell 2000	\$ 50,020,194	\$ 60,412,681
BlackRock S&P 500	122,957,564	111,162,108
BlackRock LifePath Retirement Fund	84,505,312	37,305,700
BlackRock Lifepath 2020 Fund	39,172,140	8,814,247*
BlackRock LifePath 2025 Fund	82,160,210	48,191,417
BlackRock LifePath 2035 Fund	50,749,687	34,031,610
BlackRock LifePath 2045 Fund	39,668,503	28,934,689*
Northern Trust short-term investment fund	159,315,784	8,966,451*
Non participant directed common stock		
HSH stock-allocated	-	65,574,736
HSH stock-unallocated	-	83,724,363
Underlying investments of the Interest Income Fund		
Common collective trusts		
Invesco multi manager		
intermediate gov/credit fund	-	35,539,580
Invesco short-term bond fund	-	43,757,991

*Amounts were not 5% or more of net assets available for benefits but were presented for comparison purposes.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE E – INTEREST IN HBC INVESTMENT TRUST - Continued

At December 31, 2014 and 2013, the Plan's interest in the net assets of the HBC Investment Trust was 100% in allocated net assets and 100% in unallocated net assets.

The Plan's interest in the net assets of the HBC Investment Trust is included in the accompanying statements of net assets available for benefits. A summary of the net assets of the HBC Investment Trust as of December 31, 2014 and 2013 is as follows:

	December 31, 2014		
	Allocated	Unallocated	Total
Investments, at fair value			
Investment in collective trusts	\$ 786,023,713	\$ -	\$ 786,023,713
Total investments	786,023,713	-	786,023,713
Notes receivable from participants	28,576,917	-	28,576,917
Other receivables	5,647	-	5,647
Total assets	814,606,277	-	814,606,277
Liabilities	(265,131)	-	(265,131)
Net assets of HBC Investment Trust	<u>\$ 814,341,146</u>	<u>\$ -</u>	<u>\$ 814,341,146</u>

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE E – INTEREST IN HBC INVESTMENT TRUST – Continued

	December 31, 2013		
	Allocated	Unallocated	Total
Investments, at fair value			
Corporate stocks – common	\$ 65,576,409	\$ 83,724,363	\$ 149,300,772
Investment in collective trusts	569,474,227	9	569,474,236
Investment in separate account	22,255,977	-	22,255,977
Investment and wrap contracts	4,211,478	-	4,211,478
Total investments	661,518,091	83,724,372	745,242,463
Notes receivable from participants	16,977,205	-	16,977,205
Other receivables	321,375	461,120	782,495
Total assets	678,816,671	84,185,492	763,002,163
Liabilities	(269,755)	-	(269,755)
Notes payable	-	(50,890,754)	(50,890,754)
Net assets reflecting all investments at fair value	678,546,916	33,294,738	711,841,654
Adjustment from fair value to contract value for fully benefit-responsive contracts	(3,647,765)	-	(3,647,765)
Net assets of HBC Investment Trust	\$ 674,899,151	\$ 33,294,738	\$ 708,193,889

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE E – INTEREST IN HBC INVESTMENT TRUST - Continued

HBC Investment Trust gains allocated 100% to the Plan for the year ended December 31, 2014 is as follows:

	Year ended December 31, 2014		
	Allocated	Unallocated	Total
Interest and dividend income	\$ 4,268,772	\$ 389,641	\$ 4,658,413
Net appreciation in fair value of investments			
Corporate stocks – common	55,234,012	72,946,629	128,180,641
Investment in separate account	193,884	-	193,884
Investment in collective trusts	31,706,213	-	31,706,213
Net investment gains	<u>\$ 91,402,881</u>	<u>\$ 73,336,270</u>	<u>\$ 164,739,151</u>

At December 31, 2014, the HBC Investment Trust held 0 shares of Company common stock. At December 31, 2013, the HBC Investment Trust held 4,464,686 shares of Company common stock. These shares had a fair value of \$149,300,772 as of December 31, 2013. During 2014, the HBC Investment Trust earned \$2,314,907 of dividends on Company common stock. Due to the acquisition of the Company by Tyson, all remaining shares of Company common stock held in the Plan as of August 27, 2014 were purchased by Tyson at \$63 per share. Each participant's interest in the Company Stock Fund was then automatically transferred to the Plan's default investment fund, which is the BlackRock LifePath Fund that corresponds to the participant's date of birth and assumes a normal retirement age of 65.

Valuation of Investments in the HBC Investment Trust

Fair value is defined as the price that would be received by the HBC Investment Trust for an asset or paid by the HBC Investment Trust to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the HBC Investment Trust's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the HBC Investment Trust has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the HBC Investment Trust's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE E – INTEREST IN HBC INVESTMENT TRUST - Continued

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held as underlying investments of the HBC Investment Trust.

The fair values of publicly traded common stocks held by the HBC Investment Trust are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs). The fair values of participation units held by the HBC Investment Trust in collective trusts and the pooled separate account are based on their net asset values, as reported by the managers of the collective trusts and pooled separate account and as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date (Level 2 inputs). The investment objectives and underlying investments of the collective trusts and pooled separate account vary. The short-term investment fund holds short-term investments for principal preservation. The BlackRock collective funds held by the Plan outside of the Interest Income Fund are designed to match the performance of their respective benchmarks: S&P 500 Index, Russell 2000 Index, S&P MidCap 400 Index, Barclays Capital U.S. Aggregate Index, MSCI All Country World ex U.S. Investable Market Index, and BlackRock custom benchmarks. Accordingly, these funds are reported in the fair value hierarchy table under a variety of descriptions based upon their strategy. Each collective trust and the pooled separate account provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

The fair values of the fixed rate traditional guaranteed investment contracts held in the Interest Income Fund in the HBC Investment Trust have been estimated with a discounted cash flows methodology. Based on its duration, the estimated cash flow of each contract was discounted using a yield curve interpolated from swap rates and adjusted for liquidity and credit quality (Level 3 inputs). The fair value of a security-backed synthetic investment contract and the separate account is the sum of the fair values of the underlying collective trusts (Level 2 inputs). The fair values of wrap contracts associated with synthetic investment contracts within the HBC Investment Trust have been based upon the estimated replacement costs of the wrap contracts using current re-bid prices for similar wrapper contracts as of the financial statement dates (Level 3 inputs). The fair values of the wrapper contracts were \$0 and \$55,282 as of December 31, 2014 and 2013, respectively.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE E – INTEREST IN HBC INVESTMENT TRUST - Continued

Investments measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements at December 31, 2014 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Underlying investments held by the HBC Investment Trust			
Collective trust – U.S. equity large-cap	\$ -	\$ 122,957,564	\$ -
Collective trust – U.S. equity mid-cap	-	34,990,069	-
Collective trust – U.S. equity small-cap	-	50,020,194	-
Collective trust – Lifepath funds	-	364,874,537	-
Collective trust – Real assets	-	4,777,231	-
Collective trust – Bonds	-	25,668,847	-
Collective trust – International	-	23,419,487	-
Collective trust – Short-term investment fund	-	159,315,784	-
	<u>\$ -</u>	<u>\$ 786,023,713</u>	<u>\$ -</u>

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE E – INTEREST IN HBC INVESTMENT TRUST - Continued

	Fair Value Measurements at December 31, 2013 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Underlying investments held by the HBC Investment Trust			
Collective trust – U.S. equity large-cap	\$ -	\$ 111,162,108	\$ -
Collective trust – U.S. equity mid-cap	-	31,461,120	-
Collective trust – U.S. equity small-cap	-	60,412,681	-
Collective trust – Balanced	-	21,335,130	-
Collective trust – Lifepath funds	-	193,333,863	-
Collective trust – Real assets	-	1,036,416	-
Collective trust – Bonds	-	114,653,874	-
Collective trust – International	-	27,112,593	-
Collective trust – Short-term investment fund	-	8,966,451	-
Pooled separate account	-	22,255,977	-
Company common stock	149,300,772	-	-
Investment and wrap contracts	-	-	4,211,478
	<u>\$ 149,300,772</u>	<u>\$ 591,730,213</u>	<u>\$ 4,211,478</u>

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE E – INTEREST IN HBC INVESTMENT TRUST - Continued

The table below presents a reconciliation of all investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31, 2014, including the reporting classifications for the applicable gains and losses included in the 2014 statement of changes in net assets available for benefits:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
Beginning balance, January 1, 2014	\$ 4,211,478
Included in change in net assets available for benefits:	
Interest income on investment contracts held through November 13, 2014	107,286
Net realized loss in fair value of guaranteed investment and wrapper contracts held until termination	(111,574)
Purchases	-
Settlements	<u>(4,207,190)</u>
Ending balance, December 31, 2014	<u>\$ -</u>

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE F – NON-PARTICIPANT-DIRECTED INVESTMENTS

The Company Stock Fund, as well as the Company stock related to the Merged ESOPs, contained both participant-directed and non-participant-directed activity. Information about the net assets as of December 31, 2013 and the significant components of the changes in net assets relating to the Company Stock Fund and the Company stock related activity (including associated debt) related to the Merged ESOPs for the year ended December 31, 2014 is included below. All non-participant-directed investments were liquidated during 2014 in connection with the termination of the Plan.

		December 31, 2013		
		Allocated	Unallocated	Total
Assets				
Investments at fair value				
The Hillshire Brands Company common stock		\$ 65,574,736	\$ 83,724,363	\$ 149,299,099
Investment in collective trust - short-term investment fund		1,579,047	9	1,579,056
Total investments		67,153,783	83,724,372	150,878,155
Dividends receivables		293,985	461,115	755,100
Other receivables		48	5	53
Total assets		67,447,816	84,185,492	151,633,308
Liabilities		(15,522)	(50,890,754)	(50,906,276)
Net assets		\$ 67,432,294	\$ 33,294,738	\$ 100,727,032

		Year ended December 31, 2014		
		Allocated	Unallocated	Total
Changes in net assets				
Investment income		\$ 55,948,351	\$ 73,336,270	\$ 129,284,621
Participant contributions		955,855	-	955,855
Company contributions		442,748	51,643,185	52,085,933
Distribution to participants		(6,961,876)	-	(6,961,876)
Transfers to other funds		(273,577,051)	(922,229)	(274,499,280)
Allocation of shares		155,748,777	(155,748,777)	-
Interest expense		-	(1,603,059)	(1,603,059)
Other		10,902	(128)	10,774
Total		\$ (67,432,294)	\$ (33,294,738)	\$ (100,727,032)

At December 31, 2014 and 2013, approximately 0% and 21%, respectively, of the Plan's net assets were invested in Company common stock through investment in the HBC Investment Trust.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE G – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan assets, which are in the HBC Investment Trust, are held in notes receivable from participants; investments managed by Northern, the trustee of the Plan; and investments managed by Invesco Group Trust, the investment manager of the Interest Income Fund; therefore, these transactions qualify as party in interest. A portion of the Plan's assets was invested in Company common stock (see Note F). The notes payable to the Company also constituted party-in-interest transactions. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. The Plan pays certain administrative costs of the Plan; these transactions qualify as party- in- interest.

NOTE H – PLAN TERMINATION

The Plan, including the ESOP portion of the Plan, was terminated on August 27, 2014, one day prior to the acquisition of the Company by Tyson. The Company continues to reserve the right to amend or modify the Plan from time to time to the extent permitted by applicable law.

NOTE I – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2014	2013
	<hr/>	<hr/>
Net assets available for benefits per the financial statements	\$ 814,341,146	\$ 708,193,889
Amounts due to participants	(1,823,227)	(126,898)
Adjustment between contract value and fair value of benefit responsive investment contracts	<hr/> -	<hr/> 3,647,765
Net assets available for benefits per the Form 5500	<hr/> <hr/> \$ 812,517,919	<hr/> <hr/> \$ 711,714,756

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE I – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 - Continued

The following is a reconciliation of the net increase per the financial statements to net income per the Form 5500 for the year ended December 31, 2014:

	Year ended December 31, 2014
Increase in net assets available for benefits per the financial statements	\$ 106,147,257
Amounts allocated to withdrawing participants at end of year	(1,823,227)
Amounts allocated to withdrawing participants at beginning of year	126,898
Change in difference between contract value and fair value of benefit responsive investment contracts	<u>(3,647,765)</u>
Net gain per the Form 5500	<u><u>\$ 100,803,163</u></u>

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to year end but not yet paid as of that date.

The Hillshire Brands Company 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE J – TAX STATUS

The IRS has determined and informed the Company by a letter dated September 17, 2013, that the Plan is designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. On February 2, 2015, the Company filed a Form 5310, Application for Determination for Terminating Plan, with the IRS to confirm the tax qualified status of the Plan before final wind-up activities for the Plan are commenced.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Under the modified cash basis of accounting, the Plan would disclose, rather than recognize, the liability. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. Additionally, the Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

**NOTE K - CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS -
UNAUDITED INFORMATION**

Substantially all information pertaining to the Plan's investments and notes receivable from participants included in the 2014 financial statements, including the associated investment income and interest earned on notes receivable from participants, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by The Northern Trust Company, the trustee of the Plan. This 2014 information has not been audited by independent accountants.

NOTE L – SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 14, 2015, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

The Hillshire Brands Company 401(k) Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

Name of plan sponsor: Hillshire Brands Company

Employer identification number: 36-2089049

Three-digit plan number: 401

(a)	(b) Identity of issuer	(c) Description of investment	(d)** Cost	(e) Current value
*	Participant loans	Interest rates ranging from 3.25% - 9.50%	\$ -	\$ 28,576,917
			<u>\$ -</u>	<u>\$ 28,576,917</u>

* Party-in-interest as defined by ERISA Section 3(14).

** Cost information not required for participant directed investments.

The Hillshire Brands Company 401(k) Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

Name of plan sponsor: Hillshire Brands Company

Employer identification number: 36-2089049

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(a)	(b) Identity of issuer	(c) Description of investment	(d)** Cost	(e) Current value
*	Participant loans	Interest rates ranging from 3.25% - 9.50%	\$ -	\$ 28,576,917
			<u>\$ -</u>	<u>\$ 28,576,917</u>

* Party-in-interest as defined by ERISA Section 3(14).

** Cost information not required for participant directed investments.