

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2015 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</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 SALARIED PENSION PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u>
	1c Effective date of plan <u>07/01/1954</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>THE HILLSHIRE BRANDS COMPANY</u> <u>C/O TYSON FOODS, INC.</u> <u>P.O. BOX 2020</u> <u>SPRINGDALE, AR 72765</u>	2b Employer Identification Number (EIN) <u>36-2089049</u> 2c Plan Sponsor's telephone number <u>479-290-7305</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/07/2016</u>	<u>LEE KIDD</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/07/2016</u>	<u>LEE KIDD</u>
	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) <u>GRANT THORNTON LLP</u> <u>171 N. CLARK ST., SUITE 200</u> <u>CHICAGO, IL 60601</u>			Preparer's telephone number <u>312-856-0200</u>

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

Form 5500 (2015)
v. 150123

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 18843
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) 867
a(2) Total number of active participants at the end of the plan year	6a(2) 762
b Retired or separated participants receiving benefits.....	6b 7353
c Other retired or separated participants entitled to future benefits.....	6c 4861
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 12976
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 1029
f Total. Add lines 6d and 6e	6f 14005
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1I 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) ☐ A (Insurance Information) (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)
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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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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 _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2015</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

▶ 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 THE HILLSHIRE BRANDS COMPANY SALARIED PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF THE HILLSHIRE BRANDS COMPANY	D Employer Identification Number (EIN) 36-2089049

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 01 Day 01 Year 2015			
2 Assets:			
a Market value	2a	1255506088	
b Actuarial value	2b	1252909452	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	8066	527287099	527287099
b For terminated vested participants	9922	380464139	380464139
c For active participants	867	57630399	57630399
d Total	18855	965381637	965381637
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐		
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.28 %	
6 Target normal cost	6	2534275	

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		09/19/2016
Signature of actuary		Date
JAMES M DERENGOWSKI		14-06555
Type or print name of actuary		Most recent enrollment number
HEWITT ASSOCIATES LLC		847-771-2000
Firm name		Telephone number (including area code)
4 OVERLOOK POINT LINCOLNSHIRE, IL 60069-4302		
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 ☐

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)	38460008	135372062
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	6075986	0
9 Amount remaining (line 7 minus line 8)	32384022	135372062
10 Interest on line 9 using prior year's actual return of <u>18.90</u> %	6120580	25585320
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.49</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	38504602	160957382

Part III Funding Percentages		
14 Funding target attainment percentage	14	109.12 %
15 Adjusted funding target attainment percentage	15	129.78 %
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	103.79 %
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
10/05/2015	20000000	0			
01/28/2016	5000000	0			
04/04/2016	5000000	0			
07/06/2016	5000000	0			
			Totals ►	18(b)	35000000
				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	32971349
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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.72 %	2nd segment: 6.11 %	3rd segment: 6.81 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	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	2534275	
b Excess assets, if applicable, but not greater than line 31a	31b	2534275	
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	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	32971349	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	32971349	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan THE HILLSHIRE BRANDS COMPANY SALARIED PENSION PLAN	B Three-digit plan number (PN) ▶	001
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	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)

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: JUDY M KRUSE	b EIN: 23-1159360
c Position: ENROLLED ACTUARY	
d Address: 191 NORTH WACKER DR., SUITE 2100 CHICAGO, IL 60606	e Telephone: 312-525-2500

Explanation: THE PLAN SPONSOR HAS CONSOLIDATED ACTUARIAL SERVICES FOR THEIR BENEFIT PLANS AND THEREFORE TERMINATED THEIR PRIOR ENROLLED ACTUARY.

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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2015</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan THE HILLSHIRE BRANDS COMPANY SALARIED PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE HILLSHIRE BRANDS COMPANY	D Employer Identification Number (EIN) 36-2089049	

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: HBC MASTER INV. TRUST FOR DB PLANS

b Name of sponsor of entity listed in (a): THE HILLSHIRE BRANDS COMPANY

c EIN-PN 36-2089049-100	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 970402440
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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)
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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)
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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)
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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> 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan THE HILLSHIRE BRANDS COMPANY SALARIED PENSION PLAN	B Three-digit plan number (PN) ►	001
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	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)	1255506087		970402440
	(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	1255506087	970402440

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1255506087	970402440
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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)	20000000	
(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)		20000000
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)		-35806196
(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		-15806196

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	274127393	
(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)		274127393
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)	71215	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	2251286	
(4) Other	2i(4)	1918434	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4240935
j Total expenses. Add all expense amounts in column (b) and enter total	2j		278368328

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-294174524
l Transfers of assets:			
(1) To this plan	2l(1)		9070877
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	N/A	Amount
4a		X		
4b		X		

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	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X		
e Was this plan covered by a fidelity bond?	X			5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)				
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.				
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>THE HILLSHIRE BRANDS COMPANY SALARIED PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</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	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>36-3046063</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>4514</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)
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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:		14a	
	a The current year		14b	
	b The plan year immediately preceding the current plan year		14c	
	c The second preceding plan year			
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
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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: <u>12.0</u> % Investment-Grade Debt: <u>79.0</u> % High-Yield Debt: <u>4.0</u> % Real Estate: <u>2.0</u> % Other: <u>3.0</u> %
	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):

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No



Financial Statements and Report of Independent
Certified Public Accountants

The Hillshire Brands Company
Salaried Pension Plan

December 31, 2015 and 2014

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Grant Thornton

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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The Hillshire Brands Company
Salaried Pension Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of The Hillshire Brands Company Salaried Pension Plan (the Plan), which comprise the statements of net assets available for benefits - modified cash basis as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits - modified cash basis 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 the modified cash basis of accounting described in note B; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in note H, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The

Plan administrator obtained certifications from this entity as of and for the years ended December 31, 2015 and 2014, stating that the certified information provided to the Plan administrator 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.

Basis of accounting

We draw attention to note B of the financial statements, which describes the basis of accounting. The financial statements are 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 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 financial statements, other than that derived from the certified information described in note H, 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.



Chicago, Illinois
September 30, 2016

The Hillshire Brands Company
Salaried Pension Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Assets		
Investments (notes C and D)		
Plan interest in The Hillshire Brands Company Master		
Investment Trust for Defined Benefit Plans	<u>\$ 970,402,440</u>	<u>\$ 1,255,506,087</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 970,402,440</u></u>	<u><u>\$ 1,255,506,087</u></u>

The accompanying notes are an integral part of these statements.

The Hillshire Brands Company
Salaried Pension Plan
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
Years ended December 31, 2015 and 2014

	2015	2014
Plan interest in The Hillshire Brands Company Master Investment Trust for Defined Benefit Plans net investment (loss) income	\$ (35,806,196)	\$ 206,160,996
Sponsor contributions	20,000,000	-
Benefits paid to participants	(275,201,444)	(56,166,655)
Plan expenses	(3,166,884)	(4,548,875)
Transfer from hourly plan	9,070,877	-
NET (DECREASE) INCREASE	(285,103,647)	145,445,466
Net assets available for benefits		
Beginning of year	1,255,506,087	1,110,060,621
End of year	<u>\$ 970,402,440</u>	<u>\$ 1,255,506,087</u>

The accompanying notes are an integral part of these statements.

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2015 and 2014

NOTE A - DESCRIPTION OF PLAN

The following brief description of The Hillshire Brands Company Salaried Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the applicable summary plan description for the Plan 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) that merged into the Plan should refer to the Supplements section of the Plan for additional information.

On August 28, 2014, the Company was acquired by Tyson Foods, Inc. (Tyson) and became a wholly owned subsidiary of Tyson.

General

The Plan is a defined benefit pension plan covering eligible employees of the Company who are members of a group or class of employees to which the Plan has been and continues to be extended. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Effective April 30, 2010, the Plan was frozen with respect to all employees such that no additional benefits were accrued under the Plan on or after May 1, 2010, and no employee became eligible to be a participant in the Plan on or after such date. Notwithstanding the foregoing sentence, a Supplement AC Participant was eligible to accrue benefits under the Plan through June 30, 2010. Effective July 1, 2010, Supplement AC Participants were reclassified as hourly paid employees and became eligible to accrue benefits under the Sara Lee Corporation Consolidated Hourly Pension Plan. No additional benefits were accrued under the Plan on or after July 1, 2010.

The Plan has two separate benefit components - one for selected groups of employees in the branded apparel businesses of the Company (the SLBA Benefits Part) and one for selected groups of employees in various businesses of the Company (the SLC Benefits Part).

The Plan was amended effective September 28, 2015, to allow any vested participant who had been terminated as of December 31, 2014 (including deferred beneficiaries), to make an election for a lump-sum distribution between September 28, 2015 and November 25, 2015. This option did not apply to those over the age of 65, those with linked non-qualified benefits, and those with qualified domestic relations orders and their alternate payees. Participants electing for lump-sum distribution received benefits between December 1, 2015 and December 31, 2015.

Effective April 27, 2015, the Investment Committee of the Plan directed a restructure of the investment structure for The Hillshire Brands Company Consolidated Hourly Pension Plan and the Plan. Prior to the restructure, both The Hillshire Brands Company Consolidated Hourly Pension Plan and the Plan shared ownership of a single investment pool. After the directed restructure, each plan owned its own pool of assets; however, the structure of the trust remained a master trust.

Contributions

The funding policy for the Plan is to make the necessary contributions to meet minimum funding requirements, as determined by the Plan's independent actuary. No voluntary employee contributions are permitted. The Plan was in compliance with applicable ERISA minimum funding requirements for the years ended December 31, 2015 and 2014.

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

Eligibility

Eligible employees begin participation as follows:

SLC Benefits Part - Either attainment of age 30 or attainment of age 21 and completion of one year of service. Effective July 1, 2005, newly hired or rehired employees are not eligible to participate in the Plan.

SLBA Benefits Part - If an SLBA Participant becomes eligible to receive a monthly pension under the SLC Plan on account of retirement before normal Retirement Date, such pension will include the amount of such Participant's SLBA Benefit.

Retirement Benefits

Benefits provided under the SLC Benefits Part are as follows:

Normal Retirement Benefits - Normal retirement is at age 65. Monthly benefits are determined based on the following formula: 1.75% of final average monthly compensation per year of credited service, up to 35 years, minus Social Security allowance, times credited service up to 35 years. A participant's benefits shall include the amount of any benefits accrued under a plan that merged into the Plan.

Early Retirement Benefits - An eligible participant who is at least age 55 and has completed 10 years of service may receive a pension calculated in the same way as the pension at the normal retirement date, but based on service and compensation as of the early retirement date. However, if benefits commence before age 62, this amount is reduced to take into account the participant's younger age and earlier commencement of the participant's pension.

Disability Retirement Benefits - An employee who is eligible for Social Security disability benefits may receive a pension equal to a monthly pension determined by assuming continued compensation at the disability pension and assuming continued compensation at the same rate as in effect immediately preceding the date active employment ceased on account of disability. A disabled participant may select the commencement date, but not earlier than age 55 and not later than age 70.

Deferred Retirement Benefits - 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. If a participant continues to work, benefit payments will commence on April 1 of the calendar year immediately following the calendar year in which the participant attains age 70-1/2.

Termination Benefits - A vested participant who terminates employment prior to normal retirement age may receive a deferred monthly benefit payment calculated in the same way as the pension at normal retirement, but based on final average monthly compensation, covered compensation and credited service as of the date employment terminates.

Preretirement Death Benefits - A participant who has completed five years of credited service or attained age 65 is eligible to have his or her spouse receive 50% of the amount of the monthly benefit calculated at the time of his or her death. Employees who die in active employment are immediately vested for this purpose, and the surviving spouse receives an unreduced survivor benefit immediately of 50% of the participant's accrued benefit.

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

Benefits provided under the SLBA Benefits Part are as follows:

Normal Retirement Benefits - Normal retirement age is 65. The benefit earned for credited service before July 1, 1995, is calculated using the formula in effect at the time the credited service was earned. Beginning July 1, 1995, the formula for the credit earned for each year of credited service is determined as follows: (1) 1.25% of career average pay times (2) the number of months of credited service for the current year, divided by 12.

Early Retirement Benefits - An eligible participant who is at least age 55 and has completed 10 years of service may receive a pension calculated in the same way as the pension at the normal retirement date, but based on service and compensation as of the early retirement date. However, if benefits commence before age 65, this amount is reduced to take into account the participant's younger age and earlier commencement of the participant's pension.

Deferred Retirement Benefits - Benefits provided are the same as the deferred retirement benefits under the SLC Benefits Part.

Termination Benefits - A vested participant who terminates employment with the Company prior to normal retirement age may receive a deferred benefit equal to the sum of the participant's retirement credits as of the date employment terminates.

Preretirement Death Benefits - A participant who has completed five to ten years of service or who has attained age 65 is eligible to have his or her spouse receive 50% of the amount of the monthly benefit calculated at the time of his or her death.

Benefits under the Plan are subject to certain minimum and maximum amounts. In addition, benefit reductions may apply depending on the form of payment chosen.

Vesting

Participants are fully vested upon completion of five years of service or, if earlier, at age 65, provided he or she is still working for the Company.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America (U.S. GAAP). Under the modified cash basis of accounting, investments are recorded at fair value, income is recorded as earned, and payments and contributions are recorded as the cash is paid or received.

If the Plan's financial statements had been prepared using the accrual basis of accounting in accordance with U.S. GAAP, an administrative expense payable of \$308,956 and \$795,838 would have been recorded in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014, respectively.

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

Use of Estimates

The preparation of financial statements on the modified cash basis of accounting conformity requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and 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. Actual results could differ from these estimates.

Valuation of Investments

The Plan's interest in The Hillshire Brands Company Master Investment Trust for Defined Benefit Plans (the Master Investment Trust) is based on the Plan's relative aggregate contributions, benefit payments and other relevant factors. See note D for discussion of fair value measurements.

The Plan may use various financial instruments, particularly options, futures, interest rate swaps and credit default swaps, commonly referred to as derivatives, to manage risk. No investments are engaged in market making or other speculative activities. Established practices require that derivative financial instruments relate to specific asset, liability or equity transactions, or to currency exposure.

Derivative investments are valued according to an established pricing hierarchy using current prices obtained from independent external pricing sources or determined according to approved pricing policies and procedures for fair values in circumstances where independent sources are not available. For exchange-traded futures, a one-sided profit and loss entry is entered each day based on futures prices from Bloomberg that are reconciled against the statements of the clearing broker. All over-the-counter (OTC) derivative transactions are priced on one of the following four bases:

- Prices supplied by a recognized third-party price vendor.
- Prices determined through a mark-to-model methodology.
- Prices supplied by the OTC trade counterparty (or broker).
- Prices reviewed and confirmed by the client.

In order to ensure integrity and robustness in the pricing process, OTC derivative prices are compared with prices determined through at least one of the remaining three bases. Any inconsistencies between the pricing bases are investigated and, where these are in excess of agreed tolerance triggers, will be escalated to appropriate resolution.

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.

Risks and Uncertainties

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

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

Plan contributions are made and the actuarial present value of accumulated Plan benefits is 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 process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Plan Expenses

Plan expenses are paid by the Plan unless paid by the Company at its discretion. Plan expenses include fees related to actuary, audit, investing and administration costs, and are included in Plan expenses on the accompanying statements of changes in net assets available for benefits.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Recent Accounting Standards

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent)*. The FASB-issued guidance is intended to address the diversity in practice related to how certain investments measured at net asset value (NAV) with future redemption dates are categorized. The guidance removes the requirement to categorize all investments within the fair value hierarchy for which fair values are measured using the NAV per share practical expedient. The guidance is effective for annual reporting periods beginning after December 15, 2016, with retrospective application to all periods presented. Early adoption is permitted. The Plan adopted this amendment during the year ended December 31, 2015. The revised disclosures are included in note D.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practice Expedient*. This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures, and provides for measure-date practical expedient. Part I and Part II are effective for fiscal years beginning after December 15, 2015, and should be applied retrospectively, with early application permitted. Part III is effective for fiscal years beginning after December 15, 2015, and should be applied prospectively, with early application permitted. Management has elected to adopt Part II early and, as a result, certain 2014 disclosure information has been changed to conform to the presentation required by the new standard. Part II amends all of the Plan accounting guidance as described below for Plan investment disclosures:

- No disclosure is required for individual investments greater than 5% of net assets.
- Net appreciation/depreciation must be disclosed only in aggregate, not by investment type.
- Plan investments must be disaggregated only by general type on the statement of net assets available for benefits or in the footnotes.

The revised disclosures are included in note D. Part I and Part III are not applicable to the Plan.

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

NOTE C - PLAN INTEREST IN MASTER INVESTMENT TRUST

The Plan's investments are in the Master Investment Trust, which was established for the investment of assets of the Plan and several other defined benefit plans sponsored by the Company. Each participating plan has an undivided interest in the Master Investment Trust. The assets of the Master Investment Trust are held by The Northern Trust Company (the Trustee). At December 31, 2015 and 2014, the Plan's interest in the net assets of the Master Investment Trust was approximately 77.2% and 78.3%, respectively. Investment income relating to the Master Investment Trust is allocated to the individual plans based on average balances invested by each plan.

The Plan's interest in the net assets of the Master Investment Trust is included in the accompanying statements of net assets available for benefits. A summary of the net assets of the Master Investment Trust as of December 31, 2015 and 2014, is as follows:

	2015	2014
Investments		
Cash and cash equivalents	\$ 59,980	\$ 70,132,305
U.S. government securities	-	164,669,706
Corporate debt instruments - preferred	-	407,062,434
Corporate debt instruments - other	-	309,750,071
Real estate - income producing	45,379,070	-
Derivatives and other debt instruments	-	103,257,057
Corporate stock - preferred	-	647,580
Interest in collective trusts	1,211,059,027	383,479,011
Interest in registered investment companies	<u>-</u>	<u>173,886,619</u>
Total investments	1,256,498,077	1,612,884,783
Receivables	19,983	110,370,523
Liabilities	<u>(70)</u>	<u>(120,012,658)</u>
Net assets of Master Investment Trust	<u>\$1,256,517,990</u>	<u>\$1,603,242,648</u>

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

Master Investment Trust (loss) income allocated to the participating plans for the years ended December 31, 2015 and 2014, is as follows:

	2015	2014
Net appreciation (depreciation)		
Cash and cash equivalents	\$ 2,017,153	\$ 2,440,359
U.S. government securities	9,154,870	59,843,101
Corporate debt instruments - preferred	3,673,935	37,646,005
Corporate debt instruments - other	17,486,312	21,683,033
Corporate stocks - common	137,822	70,491
Corporate stocks - preferred	23,464	12,620
Real estate - income producing	(3,700,035)	-
Interest in collective trusts	(88,581,699)	28,442,214
Interest in registered investment companies	7,364,299	15,592,180
Other income from derivative activity	<u>8,188,072</u>	<u>47,668,739</u>
Net (depreciation) appreciation in fair value of investments	(44,235,807)	213,398,742
Interest and dividends	<u>4,573,294</u>	<u>49,521,977</u>
Net investment (loss) income	<u>\$(39,662,513)</u>	<u>\$262,920,719</u>

NOTE D - VALUATION OF INVESTMENTS IN THE MASTER INVESTMENT TRUST

Accounting guidance defines fair value as the price that would be received by the Master Investment Trust for an asset or paid by the Master Investment Trust to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Master Investment Trust's principal or most advantageous market for the asset or liability. The guidance establishes a fair value hierarchy that requires the Master Investment Trust to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The fair value 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 Master Investment Trust has the ability to access as of the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including the following:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

- Inputs other than quoted prices that are observable for the assets or liabilities (including volatilities).
- 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 - Significant unobservable inputs for the asset or liability (including the Master Investment Trust's own assumptions about the assumptions that market participants would use in pricing an asset or liability) and significant to the fair value measurement.

The asset's 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.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair value of investments apply to investments held as underlying investments of the Master Investment Trust:

U.S. government securities - Valued at the closing price reported in the active market in which the security is traded.

Corporate debt instruments - Valued at the closing price reported for identical or similar assets in inactive markets.

Real estate funds - Based on the NAV provided by the administrator of the fund. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Collective trusts - Based on the NAV provided by the administrator of the fund. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. Investments in units of collective trust funds and short-term investment funds are valued at their respective NAVs as reported by the funds daily.

Registered investment companies - Valued at the published market price per unit multiplied by the number of units held.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the 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
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

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

	2015			
	Level 1	Level 2	Level 3	Total
Investments, at fair value				
Real estate - income producing ⁽¹⁾	\$ -	\$ -	\$ -	\$ 45,379,070
Interest in common/collective trusts ⁽¹⁾	-	-	-	<u>1,211,059,027</u>
Total investments	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$1,256,438,097</u>
	2014			
	Level 1	Level 2	Level 3	Total
Investments, at fair value				
Corporate stock	\$ 647,580	\$ -	\$ -	\$ 647,580
U.S. government securities	164,669,706	-	-	164,669,706
Corporate debt instruments	-	716,812,505	-	716,812,505
Derivatives and other debt instruments	-	103,257,057	-	103,257,057
Interest in common/collective trusts ⁽¹⁾	-	-	-	383,479,011
Interest in registered investment companies				
Bond funds	-	<u>173,886,619</u>	-	<u>173,886,619</u>
Total investments	<u>\$165,317,286</u>	<u>\$993,956,181</u>	<u>\$ -</u>	<u>\$1,542,752,478</u>

⁽¹⁾ Common collective trusts and real estate funds that are measured at fair value using the NAV per share practical expedient have not been categorized in the fair value hierarchy. The amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in note C.

NOTE E - FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

In accordance with the investment strategy of the managed accounts, the Plan's investment managers can execute transactions in various financial instruments that may give rise to varying degrees of off-balance sheet market and credit risk. These instruments can be executed on an exchange or negotiated in the OTC market. These financial instruments include futures, forward settlement contracts, swaps and option contracts.

Market risk arises from the potential for changes in value of financial instrument resulting from fluctuations in interest and foreign exchange rates, and in prices of debt and equity securities. The gross notional (or contractual) amounts used to express the volume of these transactions do not necessarily represent the amounts potentially subject to market risk. In many cases, these financial instruments serve to reduce, rather than increase, the Plan's exposure to losses from market or other risks. In addition, the measurement of market risk is meaningful only when all related and offsetting transactions are identified. The investment managers generally limit the Plan's market risk by holding or purchasing offsetting positions.

In 2015, the separately managed accounts dedicated to these types of financial instruments were liquidated. The 2014 assets and liabilities are included in the derivatives and other debt instruments line item within note D.

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

Statement of net assets	2014			
	Asset derivative		Liability derivative	
	Fair value	Appreciation (depreciation)	Fair value	Appreciation (depreciation)
Type of exposure				
Exchange cleared swap liabilities	\$ 378,453	\$ 45,459	\$ (1,006,251)	\$ (589,904)
Fixed income options	-	-	(258,324)	(65,474)
Fixed income futures	303,248,537	6,634,227	(302,796,244)	(6,634,227)
Cash collateral holding	6,254,614	-	(564,744)	-
Other options	332,588	(1,840,787)	(777,992)	1,713,085
Swap liabilities	<u>1,562,120</u>	<u>232,612</u>	<u>(1,365,129)</u>	<u>(328,149)</u>
Total	<u>\$311,776,312</u>	<u>\$ 5,071,511</u>	<u>\$(306,768,684)</u>	<u>\$(5,904,669)</u>

NOTE F - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits represent the estimated future periodic payments, including lump-sum distributions, under the Plan's provisions that are attributable to services rendered by employees through the valuation date. Accumulated Plan benefits include benefits expected to be paid to the following: (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries. Benefits payable under all circumstances are included to the extent that they are deemed attributable to employee service rendered through the valuation date.

The actuarial present value of accumulated Plan benefits is determined by the Plan's actuary, which changed to Aon Hewitt during the year, and is the amount that 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 between the valuation date and the expected date of payment. Significant actuarial assumptions used in the valuations as of December 31, 2014 and 2013, are as follows:

	2014	2013
Interest rate	4.75%	6.47%
Mortality	RP- 2014 Aggregate Mortality Table with Scale MP-2015 (adjusted from 2006)	2014 Static Mortality Table
Normal retirement age	65	65

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

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

The actuarial present value of accumulated Plan benefits as of December 31, 2014 and 2013, is as follows:

	<u>2014</u>	<u>2013</u>
Actuarial present value of accumulated Plan benefits		
Vested benefits		
Participants currently receiving payments	\$ 618,481,190	\$495,915,167
Other participants	<u>600,528,845</u>	<u>450,814,723</u>
Total actuarial present value of accumulated Plan benefits	<u>\$1,219,010,035</u>	<u>\$946,729,890</u>

The change in the actuarial present value of accumulated Plan benefits for the year ended December 31, 2014, consists of the following:

Actuarial present value of accumulated Plan benefits as of December 31, 2013	\$ 946,729,890
Change during the year attributed to	
Interest accumulation	59,464,908
Benefits paid	(56,166,655)
Assumption changes ⁽¹⁾	272,858,764
Other changes ⁽²⁾	<u>(3,876,872)</u>
Net change	<u>272,280,145</u>
Actuarial present value of accumulated Plan benefits as of December 31, 2014	<u>\$1,219,010,035</u>

⁽¹⁾ The changes in actuarial assumptions are due to a decrease in the interest rate from 6.47% to 4.75%.

⁽²⁾ The other changes component represents the normal operation of the pension Plan. It consists primarily of the increase due to ongoing benefit accruals (if any) and those items of Plan experience that are not associated with Plan asset performance.

NOTE G - PLAN TERMINATION AND PENSION BENEFIT GUARANTY CORPORATION MATTERS

The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, distribution of the Plan assets shall be made to the participants according to the provisions for such distribution in the Plan. In addition, the Company reserves the right to amend or modify the Plan from time to time to the extent permitted by applicable law.

If the Plan terminates, a portion of the benefits under the Plan is insured by the Pension Benefit Guaranty Corporation (PBGC), a U.S. government agency. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to

The Hillshire Brands Company
Salaried Pension Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

certain limitations. 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 those benefits and may also depend on the level of benefits guaranteed by the PBGC.

NOTE H - INFORMATION CERTIFIED BY TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2015 and 2014.
- Plan interest in The Hillshire Brands Company Master Investment Trust for Defined Benefit Plans net investment (loss) income, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2015 and 2014.
- Master Investment Trust investment information, as shown in note C.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

NOTE I - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated December 11, 2015, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by applicable taxing authorities. The Plan administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2015 and 2014, there are no uncertain 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. In late 2013, the IRS informed the Company that it would be conducting an examination of the Plan, as well as two other qualified retirement plans sponsored by the Company, The Hillshire Brands Company 401(k) Plan and The Hillshire Brands Company Consolidated Hourly Pension Plan, to determine whether the plans were operated in accordance with the qualification provisions of the IRC during the 2011 and 2012 plan years. The Company met with IRS agents and responded

The Hillshire Brands Company
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NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

to multiple information document requests. As of September 30, 2015, the IRS closed the examination and issued “No Change” letters. There are currently no other audits for any tax periods in progress.

NOTE J - RELATED-PARTY TRANSACTIONS

Certain assets of the Master Investment Trust are invested in investments managed by the Trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan during 2015 and 2014 for legal, accounting and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

NOTE K - SUBSEQUENT EVENTS

Subsequent events have been evaluated through September 30, 2016, the date these financial statements were available for issuance. The Plan is not aware of any subsequent events that would require recognition or disclosure in the financial statements.

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
EIN: 36-2089049 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2015

Number of Participants and Average Accrued Benefit

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34	6	12	8							
35-39	6	31 \$193	32 \$368	5						
40-44	1	21 \$168	29 \$462	32 \$720	4					
45-49	4	23 \$211	69 \$499	32 \$858	22 \$1,102	12				
50-54	7	24 \$138	54 \$464	52 \$909	31 \$1,500	43 \$1,873	2			
55-59	3	18	44 \$535	38 \$834	31 \$1,240	30 \$1,733	23 \$2,502	1		
60-64	2	7	22 \$403	16	16	13	7	11		
65-69		1	5	7	2	2	1	2		
70+			1	1	1					

N-867

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
EIN: 36-2089049 PN: 001

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2014), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA
1st Segment Rate	4.72%
2nd Segment Rate	6.11%
3rd Segment Rate	6.81%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2014), without regard to interest rate stabilization
1st Segment Rate	1.15%
2nd Segment Rate	4.06%
3rd Segment Rate	5.15%
Retirement Age	
Active Participants	See Tables 1
Terminated Vested Participants	Age 65
Mortality Rates	
Healthy and Disabled	2015 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Optional Payment Form Election Percentage	100% life annuity if single 100% joint and 50% annuity if married 100% lump sum for Earthgrains and those with the option available in the plan
Optional Payment Form Conversion Interest Rate	8.50% Same as funding interest rates above for lump sums
Optional Payment Form Conversion Mortality	1984 Unisex Pension Table as pub (80% males) Current IRC section 417(e) table for lump sums
Withdrawal Rates	See Tables 2–3
Disability Rates	See Table 4–5
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
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Surviving Spouse Benefit	It is assumed that 80% of males and 60% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$210,000.
Valuation of Plan Assets	<p>Smoothed fair market value of assets over the current and prior one month, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Trust Expenses Included in Target Normal Cost	\$2,534,275; prior year's administrative expenses adjusted for current year PBGC premiums
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2015

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 2015 This Form is Open to Public Inspection
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

▶ **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 THE HILLSHIRE BRANDS COMPANY SALARIED PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF THE HILLSHIRE BRANDS COMPANY	D Employer Identification Number (EIN) 36-2089049
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 01 Day 01 Year 2015			
2 Assets:			
a Market value.....		2a	1,255,506,088
b Actuarial value.....		2b	1,252,909,452
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	8,066	527,287,099	527,287,099
b For terminated vested participants.....	9,922	380,464,139	380,464,139
c For active participants.....	867	57,630,399	57,630,399
d Total.....	18,855	965,381,637	965,381,637
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....		4b	
5 Effective interest rate.....		5	6.28%
6 Target normal cost.....		6	2,534,275

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	James M Derengowski <i>JD</i>	09/19/2016
JAMES M DERENGOWSKI		Date
Type or print name of actuary		1406555
HEWITT ASSOCIATES LLC		Most recent enrollment number
Firm name		847-771-2000
4 OVERLOOK POINT		Telephone number (including area code)
LINCOLNSHIRE IL 60069-4302		
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 ☐

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).....	38,460,008	135,372,062
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	6,075,986	0
9 Amount remaining (line 7 minus line 8)	32,384,022	135,372,062
10 Interest on line 9 using prior year's actual return of <u>18.90%</u>	6,120,580	25,585,320
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.49%</u>		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	38,504,602	160,957,382

Part III Funding Percentages

14 Funding target attainment percentage	14	109.12%
15 Adjusted funding target attainment percentage	15	129.78%
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	103.79%
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
10/05/2015	20,000,000	0			
01/28/2016	5,000,000	0			
04/04/2016	5,000,000	0			
07/06/2016	5,000,000	0			
Totals ▶			18(b)	35,000,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	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	32,971,349

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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

21 Discount rate:				
a Segment rates:	1st segment: 4.72%	2nd segment: 6.11%	3rd segment: 6.81%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	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	2,534,275	
b Excess assets, if applicable, but not greater than line 31a	31b	2,534,275	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	32,971,349	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	32,971,349	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
EIN: 36-2089049 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2015

Date	Amount	Days to Discount to 1/1/2015 at 6.28%	Interest Adjusted Contribution
October 5, 2015	\$ 20,000,000	277	\$ 19,096,589
January 28, 2016	5,000,000	392	4,683,406
April 4, 2016	5,000,000	459	4,631,336
July 6, 2016	5,000,000	552	4,560,018
Total Contribution	\$ 35,000,000		\$ 32,971,349

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
EIN: 36-2089049 PN: 001

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	15.00%	1.0000	8.33
56.5	15.00%	0.8500	7.20
57.5	15.00%	0.7225	6.23
58.5	15.00%	0.6141	5.39
59.5	20.00%	0.5220	6.21
60.5	20.00%	0.4176	5.05
61.5	20.00%	0.3341	4.11
62.5	33.00%	0.2673	5.51
63.5	33.00%	0.1791	3.75
64.5	33.00%	0.1200	2.55
65.5	33.00%	0.0804	1.74
66.5	20.00%	0.0539	0.72
67.5	20.00%	0.0431	0.58
68.5	20.00%	0.0345	0.47
69.5	20.00%	0.0276	0.38
70	100.00%	0.0221	1.54
Weighted Average			59.76

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
EIN: 36-2089049 PN: 001

Schedule SB, Part V—Summary of Plan Provisions
The Hillshire Brands Company Salaried Pension Plan

Effective Date Effective July 1, 1954. Amended and restated effective January 1, 2015.

Eligibility for Participation No employee shall become a participant after April 30, 2010.

Normal Retirement
Eligibility Age 65.

Benefit A monthly amount equal to (a) minus (b), where

- (a) Is equal to 1.75% of final monthly compensation multiplied by years of credited service up to a maximum of 35 years;
- (b) Is equal to the applicable percentage of the final three-year monthly compensation not in excess of the covered compensation multiplied by years of credited service up to a maximum of 35 years.

The applicable percentage is:

0.60% for Social Security retirement age of 65;
0.55% for Social Security retirement age of 66;
0.50% for Social Security retirement age of 67.

Employees who were not Choice-Eligible or who were Choice-Eligible but choose not to continue to participate in the plan had their accrued benefit determined as of December 31, 2005 based on credited service and compensation as of that date.

Except for Supplement AC participants, no benefits shall accrue under the plan after April 30, 2010. Supplement AC participants are eligible to accrue benefits through June 30, 2010. No additional benefit shall accrue under the plan on or after July 1, 2010.

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
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Early Retirement
Eligibility

Age 55 and 10 years of service.

Benefit

A monthly benefit equal to the normal retirement benefit except (a) and (b) are each reduced as follows:

- (a) Is reduced by 5/12 of 1% for each month early retirement preceding age 62; and
- (b) Is reduced according to the following table:

Months Priors to Normal Retirement	Social Security Retirement Age		
	65	66	67
1–36	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%

Late Retirement
Eligibility

First day of the month following the participant's termination after normal retirement date.

Benefit

The actuarial equivalent of the normal retirement benefit payable at the late retirement date. Actuarial equivalence is based on the single interest rates that is equivalent to the adjusted first, second, and third segment rates under Section 417(e)(3) for the month of October preceding the plan year in which payment is made.

Vested Termination
Eligibility

Five years of service.

Benefit

The accrued benefit as of the earlier of termination date and the applicable plan freeze. Reduced payments may begin any time after age 55. The benefit will be actuarially reduced at the early commencement age.

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
EIN: 36-2089049 PN: 001

Disability Eligibility	Condition resulting from injury or illness which results in: <ul style="list-style-type: none">▪ Receipt of monthly disability insurance benefit under the Federal Social Security Act; or▪ Receipt of benefits under The Hillshire Brands Company's disability income plan.
Benefit	The disability benefit will be equal to the normal retirement benefit, determined by assuming continued credited service up to the freeze date and continued compensation at the same rate that was in effect immediately preceding disability.
Surviving Spouse Eligibility	Five years of service.
Benefit	A monthly benefit payable to the surviving spouse beginning at the employee's earliest retirement age equal to 50% of the amount payable if the participant had retired early with a 50% joint and survivor benefit.
Postretirement Death Benefit Eligibility	Age 65 or age 55 and 10 years of service.
Benefit	A participant may elect a lump sum benefit of \$1,000, \$2,000 or \$3,000 to be paid upon death after retirement to a designated beneficiary. The participant's monthly benefit shall be reduced by \$4 for \$1,000 elected. This election cannot be made if it would reduce the monthly benefit below \$20.
Normal Form of Annuity	Single life annuity or, if married, a reduced 50% joint and survivor annuity.
Optional Forms of Annuity	Single life annuity; 50%, 66⅔%, or 75% joint and survivor annuity; 5, 10 or 15 year certain and life annuity; Social Security level income annuity.
Actuarial Equivalence	8.5% and the 1984 Unisex Pension Mortality Table.

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
EIN: 36-2089049 PN: 001

Definitions

Credited Service

The number of years and completed calendar months of employment beginning at participation and ending on the last day of the calendar month which the participant separates from service (but not after June 30, 2010).

Final Monthly Compensation

The monthly average of a participant's earnings for the five consecutive years during the 10 year period preceding the plan freeze.

Final Three-Year Monthly Compensation

The monthly average of a participant's earnings for the three consecutive years that immediately precedes the plan freeze, with compensation for each year not to exceed the maximum taxable wage base for that year.

Preservation of Prior Plan Benefits

Benefits earned by certain classes of participants for past service maintained by an employer prior to being designated as a covered group are preserved under this plan. The provisions of these benefits are defined in the supplements of the plan and are valued using the accrued benefit provide by the plan's administrator.

The following is a list of the coverage groups that have supplements adopted under the plan:

Booth Fisheries	Gibbon Packing
Peck Meat Packing	Bryan Packing
Hi-Brand Foods	PYA Monarch
Chock Full O'Nuts	Hygrade Food
Rudy's Farm	Design Foods
Kahn	Seitz Foods
Earthgrains	King Cotton
Smoky Hollow	Fleming
Kiwi Brands	Superior Coffee
Foodservice	McGarvey Coffee
Gallo Salame	Pearce-Young-Angel

Plan Changes Since the Prior Year

The funding and plan reporting valuations do not reflect any plan changes.

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
EIN: 36-2089049 PN: 001

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2015 Plan Year
The Hillshire Brands Company Salaried Pension Plan
EIN: 36-2089049 PN: 001

Schedule SB, line 25—Change in Method

Due to the change in the firm providing actuarial services, the enrolled actuary has changed from Judy M. Kruse to James M. Derengowski.

The valuation software used to develop the funding results was changed as of January 1, 2015. Per IRS requirements, this change in software was considered a funding method change. This change in software satisfies the automatic approval requirements as described in Revenue Procedure 2000-40. Any difference in liabilities that resulted from this change in software was treated as an actuarial experience item.