

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>BIG HEART PET BRANDS RETIREMENT PLAN</u>		1b Three-digit plan number (PN) ▶	<u>202</u>
			1c Effective date of plan	<u>01/01/1990</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>BIG HEART PET BRANDS</u> <u>P.O. BOX 193575</u> <u>SAN FRANCISCO, CA 94119-3575</u>		2b Employer Identification Number (EIN)	<u>75-3064217</u>
			2c Plan Sponsor's telephone number	<u>415-247-3000</u>
			2d Business code (see instructions)	<u>311400</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/18/2016	JOCELYN CHONGKIT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/18/2016	JOCELYN CHONGKIT
	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)			Preparer's telephone number
<u>GRANT THORNTON LLP</u> <u>171 N. CLARK ST., SUITE 200</u> <u>CHICAGO, IL 60601</u>			<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 BIG HEART PET BRANDS BENEFITS ADMINISTRATION - RET P.O. BOX 193575 SAN FRANCISCO, CA 94119-3575	3b Administrator's EIN 58-1964739
	3c Administrator's telephone number 415-247-3000
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 1988
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) 875
a(2) Total number of active participants at the end of the plan year	6a(2) 864
b Retired or separated participants receiving benefits.....	6b 546
c Other retired or separated participants entitled to future benefits.....	6c 528
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 1938
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 44
f Total. Add lines 6d and 6e	6f 1982
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 44
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 1C 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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 _____

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 BIG HEART PET BRANDS RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 202
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BIG HEART PET BRANDS	D Employer Identification Number (EIN) 75-3064217
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	138179631	
b	Actuarial value	2b	129183577	
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	581	49011707	49011707
b	For terminated vested participants	532	13208944	13208944
c	For active participants	875	44590583	47171450
d	Total	1988	106811234	109392101
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	6.18%	
6	Target normal cost	6	6624639	

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		10/12/2016
Signature of actuary		Date
JOHN COATES		14-04116
Type or print name of actuary		Most recent enrollment number
TOWERS WATSON DELAWARE INC.		415-733-4100
Firm name		Telephone number (including area code)
345 CALIFORNIA ST. SUITE 2000 SAN FRANCISCO, CA 94104		
Address of the firm		

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	17471915
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	17471915
10 Interest on line 9 using prior year's actual return of <u>10.19</u> %	0	1780388
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1850046
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>6.38</u> %		118033
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		1968079
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	19252303

Part III Funding Percentages		
14 Funding target attainment percentage	14	100.49 %
15 Adjusted funding target attainment percentage	15	118.09 %
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	86.01 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ►	18(b)	18(c)
				0	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
(4) 4th	0	

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

21 Discount rate:				
a Segment rates:	1st segment: 4.72 %	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 63
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	6624639	
b Excess assets, if applicable, but not greater than line 31a	31b	539173	
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	6085466	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	6085466	6085466
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 BIG HEART PET BRANDS RETIREMENT PLAN	B Three-digit plan number (PN) ▶	202
C Plan sponsor's name as shown on line 2a of Form 5500 BIG HEART PET BRANDS	D Employer Identification Number (EIN) 75-3064217	

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

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

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

TOWERS WATSON

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 28 50 51	NONE	105472	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PYRAMIS GROUP - FMR

04-3532603

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	96118	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CALLAN CONSULTANTS

94-2192581

(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?
16 50	NONE	69120	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)

CAPITAL GUARDIAN

95-2553868

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	68927	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MELLON CAPITAL

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	40508	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FISHER INVESTMENTS

94-9029777

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	28463	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)

BANK OF NY MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	22212	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TIMESQUARE CAPITAL

20-1665304

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	20337	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACKROCK

94-6052285

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	16663	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 BIG HEART PET BRANDS RETIREMENT PLAN	B Three-digit plan number (PN) ►	202
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BIG HEART PET BRANDS	D Employer Identification Number (EIN) 75-3064217	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
--------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: BGI EQUITY INDEX FUND A			
b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO, NA			
c EIN-PN 94-6052285-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26378173	
a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV GLOBAL ALPHA I FUND			
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON			
c EIN-PN 25-6078093-126	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6750038	
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL GROUP INT'L FIXED INCOME TR			
b Name of sponsor of entity listed in (a): CAPITAL BANK AND TRUST COMPANY			
c EIN-PN 95-6597294-004	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL GROUP INT'L EQUITY TRUST US			
b Name of sponsor of entity listed in (a): CAPITAL BANK AND TRUST COMPANY			
c EIN-PN 95-6597294-053	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS GROUP TR FOR EE CORE PLUS			
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST CO.			
c EIN-PN 20-4659714-052	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 BIG HEART PET BRANDS RETIREMENT PLAN	B Three-digit plan number (PN) ►	202
C Plan sponsor's name as shown on line 2a of Form 5500 BIG HEART PET BRANDS	D Employer Identification Number (EIN) 75-3064217	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	9882	87224431
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	3796281
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	3225
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	0	3032
	(5) Partnership/joint venture interests	1c(5)	0	3353522
	(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)	157532714	33128211
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	7247294	0
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	16739384	0

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	181529274	127508702

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	144307	0
i Acquisition indebtedness	1i		
j Other liabilities	1j	42822213	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	42966520	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	138562754	127508702
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	896068	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		896068
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	93147	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	222265	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		315412
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	51006102	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	60288713	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-9282611
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	17719871	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		17719871

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-9796651
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-606838
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		-754749

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8555352	
(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)		8555352
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)	86767	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	358841	
(4) Other	2i(4)	126577	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		572185
j Total expenses. Add all expense amounts in column (b) and enter total	2j		9127537

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-9882286
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		1171766

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:

	Yes	No	N/A	Amount
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.)		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.)		X		

	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			15000000
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)
DEL MONTE FOODS, INC. RETIREMENT PLAN	46-3991361	001

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 BIG HEART PET BRANDS RETIREMENT PLAN	B Three-digit plan number (PN) ► 202
C Plan sponsor's name as shown on line 2a of Form 5500 BIG HEART PET BRANDS	D Employer Identification Number (EIN) 75-3064217

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	0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 25-1926855		
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	77

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.
---------	--

10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2015
v. 150123

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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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>37.0</u> % Investment-Grade Debt: <u>0.0</u> % High-Yield Debt: <u>0.0</u> % Real Estate: <u>0.0</u> % Other: <u>63.0</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

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Financial Statements and Supplemental Schedules

December 31, 2015 and 2014

(With Report of Independent Certified Public Accountants Thereon)

**BIG HEART PET BRANDS
RETIREMENT PLAN**

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Grant Thornton

Grant Thornton LLP
1375 East 9th Street, Suite 1500
Cleveland, OH 44114-1718

T 216.771.1400
F 216.771.1409
GrantThornton.com
linkd.in/GrantThorntonUS
twitter.com/GrantThorntonUS

Report of Independent Certified Public Accountants

Big Heart Pet Brands Retirement Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Big Heart Pet Brands Retirement Plan (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

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 6, 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 a certification from this entity as of December 31, 2015 and 2014 and for the years then ended, 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 the financial statements.

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 31, 2015 and the supplemental schedule of reportable transactions for the year ended December 31, 2015 are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note 6, 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.



Cleveland, Ohio
October 14, 2016

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Assets:		
Investments, at fair value:		
Interest-bearing cash	\$ 3,796,281	\$ 3,877,054
Mutual funds	-	7,247,294
Corporate stock	3,032	8,408,969
Corporate debt securities	3,225	4,838
Limited partnership interests	3,353,522	4,448,523
Collective trust funds	33,128,211	157,532,714
Total investments	<u>40,284,271</u>	<u>181,519,392</u>
Interest and dividend receivable	7,973	9,882
Due from brokers for pending trades	87,216,458	-
Total assets	<u>127,508,702</u>	<u>181,529,274</u>
Liabilities:		
Accrued administrative expenses	-	144,307
Due to other plan	-	42,817,907
Due to brokers for pending trades	-	4,306
Total liabilities	<u>-</u>	<u>42,966,520</u>
Net assets available for benefits	<u>\$ 127,508,702</u>	<u>\$ 138,562,754</u>

See accompanying notes to financial statements.

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Additions to net assets attributed to:		
Investment income (loss):		
Interest	\$ 898,544	\$ 650,986
Dividends	315,412	414,045
Net (depreciation) appreciation in fair value of investments	<u>(1,968,705)</u>	<u>22,518,528</u>
Net investment income (loss)	<u>(754,749)</u>	<u>23,583,559</u>
Employer contributions	-	10,000,000
Net additions	<u>(754,749)</u>	<u>33,583,559</u>
Deductions from net assets attributed to:		
Benefit payments to participants	8,555,352	13,480,152
Administrative expenses	<u>572,185</u>	<u>1,111,973</u>
Total deductions	<u>9,127,537</u>	<u>14,592,125</u>
Net (decrease) increase	(9,882,286)	18,991,434
Transfer to other plan	1,171,766	359,388,940
Net assets available for benefits:		
Beginning of year	<u>138,562,754</u>	<u>478,960,260</u>
End of year	<u><u>\$ 127,508,702</u></u>	<u><u>\$ 138,562,754</u></u>

See accompanying notes to financial statements.

BIG HEART PET BRANDS RETIREMENT PLAN

Notes to the Financial Statements

December 31, 2015 and 2014

(1) Description of the Plan

The Big Heart Pet Brands Retirement Plan (formerly Del Monte Corporation Retirement Plan) (the “Plan”), is a noncontributory defined benefit plan sponsored by Big Heart Pet Brands (the “Company,” a wholly-owned subsidiary of Blue Acquisition Group, Inc.). The Plan provides benefits for eligible salaried and hourly employees of the Company and other companies who are in designated Participating Units, as defined in the Plan document. Additional information about the Plan, including the benefit provisions of the Plan, is described in the Plan document, which is available from the Big Heart Pet Brands Plan Administrative Committee and the Plan Administrator. The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974, as amended (“ERISA”).

The Plan was created when the Company amended its three former defined benefit retirement plans by merging the Del Monte Corporation Retirement Plan for Hourly Employees (“Hourly Plan”) and the Del Monte Corporation Retirement System for Hourly Employees (“Retirement System Hourly Plan”) into the Del Monte Corporation Retirement Plan for Salaried Employees (“Salaried Plan”) effective with the close of business on December 31, 2009. The surviving plan, the Del Monte Corporation Retirement Plan for Salaried Employees, was amended to change its name to the Del Monte Corporation Retirement Plan effective January 1, 2010. Effective with the mergers into the Plan, the benefit features and rights available to participants covered by the three plans in effect immediately prior to the time of the mergers continued to be in effect immediately on and following the merger.

Effective January 1, 1996, the Hourly Plan was amended to cease participation and accruals for new hires and rehired employees. In addition, certain nonunion hourly participants in the Hourly Plan ceased participation and accruals unless the participant had attained age 40 or 20 years of service by December 31, 1995.

Plan participants that were formerly participants in the Retirement System Hourly Plan include current and former hourly employees at the Company’s Terminal Island facility and employees at the former American Samoa and former Pittsburgh facilities. Terminal Island employees who participate in the Plan are represented by the following bargaining agents: the United Industrial Workers, Service, Transportation, Professional and Government of North America, affiliated with the Seafarers International Union of North America – Atlantic, Gulf, Lakes and Inland Water District, affiliated with the Seafarers International Union of North America and the AFL-CIO, and its Local 24, and also the American Federation of Guards. Pittsburgh factory employees who participate in the Plan are represented by the following bargaining agents: the United Food & Commercial Workers International Union, AFL-CIO & CLC, on behalf of and in conjunction with its Local 325. American Samoa employees who participated in the Plan are not represented by a collective bargaining unit and included employees of Star-Kist Samoa, Inc.

On February 18, 2014 the Company completed the sale of its former Consumer Products Business to Del Monte Pacific Limited (“DMPL”). Following the sale, the Company changed its name from Del Monte Corporation to Big Heart Pet Brands and the name of the Plan was changed from the Del Monte Corporation Retirement Plan to the Big Heart Pet Brands Retirement Plan. As part of the sale agreement, DMPL established the Del Monte Foods Inc. Retirement Plan (the “DMPL Plan”) to accept the transfer of pension assets and obligations attributable to applicable Plan participants from the Consumer Products Business. Plan assets were allocated in accordance with Internal Revenue Code (“IRC”) Section 414(1), ERISA Section 4044 and the sale agreement between the Company and DMPL. As a result, the Plan transferred approximately \$359.4 million (\$316.6 million of which was transferred in 2014) of Plan assets associated

BIG HEART PET BRANDS RETIREMENT PLAN

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

with transferred employees and retirees of the Consumer Products Business to the DMPL Plan. The final transfer amount of \$42.8 million was made in February 2015 and is reflected as a liability at December 31, 2014. The final transfer amount was adjusted to reflect actual investment income and losses less pension payments made by the Plan on behalf of the DMPL Plan, from the sale date to the actual asset transfer date.

The related present value of accumulated plan benefits attributed to the Consumer Products Business participants transferred from the Plan to the DMPL Plan was approximately \$295.8 million on February 18, 2014.

On March 23, 2015, Blue Acquisition Group, Inc. was acquired by The J.M. Smucker Company (“Smucker”) based on the terms and conditions set forth in the purchase agreement and plan of merger. In connection with the acquisition, the investment line-up of the Plan was modified to align with the investment line-up of the Smucker defined benefit plan. This resulted in \$87,216,458 due from brokers for pending trades as of December 31, 2015.

(a) Funding Policy

It has been the Company’s policy to fund the Plan in amounts equal to or in excess of the Plan’s minimum funding requirements set forth by ERISA and the Pension Protection Act of 2006 (“PPA”). Contributions in excess of the minimum funding requirement will only be made to the extent they are deductible for federal income tax purposes under IRC Section 404. No contributions were required to be made by the Company for the year ended December 31, 2015. For the year ended December 31, 2014, the Company made contributions of \$10,000,000.

(b) Employee Contributions

The Retirement System Hourly Plan was amended in December 2003 and August 2004 such that active participation by Terminal Island participants has ceased. Depending on the date negotiated with the applicable union, these provisions were effective November 1, 2003; January 1, 2004; or June 1, 2004. Previous to this amendment, pursuant to the applicable collective bargaining agreement, participants contributed fourteen cents for each hour of service as defined in the Plan document. At December 31, 2015 and 2014, the accumulated contributions of active employees were approximately \$210,500 and \$206,200, respectively, including interest at 120% of the Federal mid-term rate. Participants who terminate employment for reasons other than death prior to completion of at least five years of continuous service and prior to retirement, shall be paid in a lump sum payment the total of their accumulated contributions as soon as practicable following six months after termination of employment.

(c) Benefit Provision and Vesting

If the lump-sum value of the retired participant’s nonforfeitable benefit is less than \$1,000, the entire benefit shall be paid in a lump-sum without the written consent of the participant’s spouse and neither the retired participant or the retired participant’s spouse shall have any further rights under the Plan. For distributions where the lump-sum value is between \$1,000 and \$5,000, the benefit may be paid in a lump sum without the written consent of the participant’s spouse within 90 days of notice of such election by the participants of the Hourly Plan or the Retirement System Hourly Plan, and within 180 days of notice of such election for the Salaried Plan.

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

Salaried Plan

Employees who have completed one year of service are eligible to participate in the Plan. Participant benefit accruals are expressed as a cash balance (the "Credit Balance"). Participant Credit Balances are increased each month with compensation credits and interest credits. Compensation credits are calculated as a percentage, based on age, of eligible compensation according to the following schedule:

<u>Participant age on last day of the month</u>	<u>All eligible compensation</u>
Below 30	3.0%
30 but below 35	4.0%
35 but below 40	5.0%
40 but below 45	6.0%
45 but below 50	8.0%
50 but below 55	10.0%
55 but below 60	11.0%
60 but below 65	12.0%
65 and over	13.0%

Interest credits are calculated by multiplying the prior month's Credit Balance by the monthly interest factor. The monthly interest factor is based on the annual yield on the six-month Treasury Bill plus 1.5%, converted to a monthly amount. Effective January 1, 2008, the Plan was amended to provide for a minimum annual effective interest factor of no less than 4.5%. Participants become 100% vested in their accrued benefit after completing three years of vesting service.

Upon termination of employment, participants may receive their vested accrued benefit in the form of an immediate lump sum or as an immediate monthly annuity. In addition, participants who have not yet attained normal retirement age (age 65) may elect to receive a deferred monthly annuity. If a participant dies prior to commencing payments under the Plan, his or her beneficiary would be entitled to receive a lump-sum death benefit equal to his or her Credit Balance.

Hourly Plan

Participant accrued benefits are calculated as 1.75% of average final compensation multiplied by credit service (maximum 40 years), reduced by 0.75% of the estimated Social Security benefit multiplied by credit service (maximum 35 years). Certain plan participants may have a portion of their benefit calculated under a prior plan formula. Participants become 100% vested in their accrued benefit upon completion of five years of vesting service.

BIG HEART PET BRANDS RETIREMENT PLAN

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

Benefits are payable as a single life annuity, or a joint and 50% or 100% survivor annuity, commencing at normal retirement age (age 65). Participants, who terminate after 20 years of service, may be entitled to commence benefits as early as age 55, subject to appropriate reduction. Certain participants who retire after attaining age 55 and 30 years of service may be entitled to commence benefits immediately with no reduction for early commencement. If a vested married participant dies prior to commencing payments under the Plan, his or her surviving spouse would be entitled to a survivor's benefit.

Retirement System Hourly Plan

Employees with five or more years of service are entitled to an annual pension benefit at normal retirement age (age 65). The Plan permits early retirement. Generally, benefits are calculated as follows:

Pittsburgh factory employees' annual service retirement benefit is calculated as follows:

1. Effective for retirements occurring prior to March 1, 2003, an annual benefit for credited service rendered as a participant on or after January 1, 1967, equal to 1.10% of the participant's earnable compensation earned during such period; or
2. Effective for retirements occurring on or after March 1, 2003, an annual benefit for credited service rendered as a participant on or after January 1, 1967 equal to 1.20% of the participant's earnable compensation earned during such period; plus
3. The amount, if any, required in addition to the benefit set forth above for retirements occurring prior to March 1, 2003, to make the participant's annual retirement benefit equal to \$456 per year for each year of credited service rendered on and after January 1, 1967 and for retirements occurring on or after March 1, 2003, the amount, if any, to make the participant's annual retirement benefit equal to \$504 per year for each year of credited service rendered on and after January 1, 1967.
4. If a participant has credited service prior to January 1, 1967, certain additional provisions may apply.
5. Participants who have attained age 55 with 30 or more years of continuous service are eligible to receive an annual "special service supplement" benefit equal to \$156 for each completed year of credited service in addition to the benefit described above. This benefit is payable only to the earlier of age 62 or the date the participant becomes eligible for a Social Security disability benefit. These same participants are eligible to receive their age 65 benefit in the form of an immediate unreduced benefit as of their retirement date.

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

Star-Kist Samoa, Inc. employees' annual service retirement benefit is calculated as follows:

1. 1.25% of the participant's compensation earned on or after June 1, 1973; plus
2. The amount, if any, required in addition to 1.25% of the participant's compensation earned on or after June 1, 1973 to make the annual service retirement benefit equal to \$96 per year for each year of credited service rendered on or after June 1, 1973.
3. In addition to the benefit set forth above, an annual benefit for uninterrupted service rendered as an employee of Star-Kist Samoa, Inc. prior to June 1, 1973 equal to 0.5% of the first \$3,000 and 1% of the excess of earnable compensation received during 1972, or if greater, \$84 per year for each year of credited service rendered prior to June 1, 1973.

Terminal Island employees' annual service retirement benefit is determined as follows:

1. \$132 multiplied by the participant's credited service earned on or after January 1, 1986, but prior to January 1, 1989;
2. \$156 multiplied by the participant's credited service earned on and after January 1, 1989, but prior to November 1, 2003, January 1, 2004, and June 1, 2004, depending on the date negotiated with the applicable union; and
3. The participant's annual normal pension as determined under a certain multi-employer pension plan known as the Fish Cannery-United Industrial Workers Pension Plan as existing on December 31, 1985 and as to which, prior to January 1, 1986, Star-Kist Foods Inc. was a contributing employer, plus any additional amounts to which the participant would be entitled under that plan.

Benefits are generally payable for life and are in the form of a single life annuity or joint and survivor annuity if the participant is married. For certain Pittsburgh participants, a special retirement supplement benefit may also be paid as a lump sum in the amount of \$6,500. If a participant dies prior to commencing payments under the Plan, his or her beneficiary would be entitled to receive a survivor's benefit. Generally, an active employee with 10 or more years of continuous service who becomes disabled, is retired from service and receives a disability retirement benefit commencing on the disability retirement date. With respect to Terminal Island employees, the participant must be disabled for at least five consecutive months before being retired from service.

(d) Plan Termination

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

1. Benefits attributable to employee contributions, taking into account those paid out before termination (applicable only for the Retirement System Hourly Plan);
2. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination;

3. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") up to the applicable limitations, as discussed below;
4. All other vested benefits (that is, vested benefits not insured by the PBGC); and
5. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during the Plan years ended December 31, 2015 and 2014, the ceiling was \$5,011 and \$4,943 per month, each year, respectively. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement. For younger annuitants or for those who elect to receive their benefit in some form more valuable than a single-life annuity, the corresponding ceilings are adjusted downward.

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

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

(b) *Use of Estimates*

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

(c) *Valuation of Investments and Income Recognition*

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 7 for a discussion of fair value measurements.

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

The Plan has purchased annuity contracts from John Hancock Life Insurance Company ("John Hancock") to pay benefits to named employees or their beneficiaries. The annuity contracts provide for the possibility of periodic dividends at John Hancock's discretion on the basis of its experience under the contracts. The Plan received dividends of \$48,851 and \$159,156 in 2015 and 2014, respectively. These dividends represent income to the Plan. As of February 18, 2014, the John Hancock annuity contracts were transferred to the DMPL Plan as part of the sale of the Consumer Products Business.

(d) *Administrative Expenses*

The Plan pays substantially all expenses reasonably incurred in administering the Plan to the extent such expenses are incurred in connection with activities necessary to operate the Plan for the benefit of its participants. Certain administrative expenses are paid by the Company, including audit fees and costs associated with plan design.

(e) *Payment of Benefits*

Benefit payments to participants are recorded when paid.

(f) *Risks and Uncertainties*

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions

BIG HEART PET BRANDS RETIREMENT PLAN

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

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.

(3) Income Tax Status

The Internal Revenue Service (“IRS”) has issued a favorable determination letter dated October 15, 2008 for the Salaried Plan and September 25, 2009 for the Hourly Plan and Retirement System Hourly Plan. The Company intends that the Plan be qualified under Sections 401(a) and 501(a) of the IRC and, therefore, is not subject to tax under present federal income tax law. Therefore, no provision for income taxes has been included in the Plan’s financial statements. Although the Plan has been amended since receiving the determination letters, the Company believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the 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; however, there are currently no audits for any tax periods in progress.

(4) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan’s provisions for service accrued by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (i) retired or terminated employees or their beneficiaries, and (ii) present employees or their beneficiaries.

(a) Salaried Plan

Benefits for retired or terminated employees or their beneficiaries are based on a cash balance plan formula using credits made monthly to participant hypothetical accounts consisting of a percentage (based on age) of that month’s eligible compensation plus interest credits on the previous month’s balance. Certain grandfathered participants are eligible to receive benefits under an alternative formula based on an employee’s highest average compensation for any five consecutive years during the last ten Years of Credited Service, as defined in the Plan document. The Plan was amended April 30, 1992 to cease recognition of any future credited service or average final compensation under this alternative retirement form. At retirement, a participant who is eligible for the alternative benefit will have the option to receive a benefit under the cash balance formula or under the alternative benefit based on compensation and credited service to April 30, 1992, if it is greater than the benefit under the cash balance formula. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service accrued to the valuation date.

(b) Hourly Plan

Benefits for retired or terminated employees or their beneficiaries are based on the employees’ highest average compensation for any five consecutive years during the last ten Years of Credited Service, as

BIG HEART PET BRANDS RETIREMENT PLAN

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

defined in the Plan document. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service accrued to the valuation date.

(c) Retirement System Hourly Plan

Benefits for retired or terminated employees or their beneficiaries are based on the employees' career compensation during the Years of Credited Service, as defined in the Plan document. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service accrued to the valuation date.

(d) Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is determined by an independent actuary, 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 (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of December 31, 2014 is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving benefits	\$ 48,803,563
Other participants	<u>58,060,222</u>
Total vested benefits	106,863,785
Nonvested benefits	<u>2,557,287</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 109,421,072</u>

Changes in the actuarial present value of accumulated plan benefits for the 2014 plan year are as follows:

Actuarial present value of accumulated plan benefits at beginning of year \$ 397,415,225

Increase (decrease) attributable to:

Benefits accumulated	6,799,746
Actuarial losses	1,453,174
Decrease in the discount period	9,332,534
Benefits paid	(13,480,152)
Change in discount rate assumption	<u>3,662,264</u>
Net increase	7,767,566

Transfer to other plan	<u>(295,761,719)</u>
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Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 109,421,072</u></u>
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BIG HEART PET BRANDS RETIREMENT PLAN

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

Significant assumptions used in the valuations as of December 31, 2014 and 2013 are:

Interest discount rate 6.2% and 6.6% for December 31, 2014 and 2013, respectively
Mortality basis 2014 - RP-2014 Mortality table with separate gender-distinct rates
 for annuitants and non-annuitants
 2013 - RP-2014 Mortality table with separate gender-distinct rates
 for annuitants and non-annuitants

Retirement age – Salaried Plan	Age	Rates			
	60	15.0%			
	62	30.0%			
	65	50.0%			
	68	100.0%			
Retirement age – Hourly Plan		Early retirement	Unreduced early retirement	Normal retirement	
	Regular age				
	55	9.0%	30.0%	—	
	60	9.0%	16.5%	—	
	62	52.5%	75.0%	—	
	64	30.0%	60.0%	—	
	65	—	—	100.0%	
Retirement age – Retirement System Hourly Plan		Regular early retirement for Samoa	Unreduced early retirement for Samoa	Regular early retirement for Terminal Island	Normal retirement
	Age				
	55	10.0%	—	10.0%	—
	60	12.0%	—	7.5%	—
	62	40.0%	40.0%	25.0%	—
	64	20.0%	40.0%	15.0%	—
	65	—	—	—	100.0%

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

(5) Transactions with Related Parties

During 2015 and 2014, the Plan's investments include certain funds that are managed by The Bank of New York Mellon ("Mellon"). These transactions with Mellon qualify as party-in-interest transactions.

BIG HEART PET BRANDS RETIREMENT PLAN

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

(6) Trustee Certification

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator has obtained a certification as of and for the years ended December 31, 2015 and 2014 from Mellon that the fair value of investments, (except the fair value of the Huff Alternative Fund, L.P. of \$3,353,522 and \$4,448,523 at December 31, 2015 and 2014, respectively) all interest and dividend income, and net appreciation (depreciation) in the fair value of investments included in the accompanying financial statements and supplemental schedules is complete and accurate. 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 and supplemental schedules.

(7) Fair Value Measurements

A three-tier fair value hierarchy is utilized to prioritize the inputs used in measuring fair value. The hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*, are defined as follows:

- Level 1 Inputs – unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 Inputs – quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument; and
- Level 3 Inputs – unobservable inputs reflecting the Company's own assumptions in measuring the asset or liability at fair value.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methods used for the years ended December 31, 2015 and 2014:

Interest-bearing cash: valued based on cost, which approximates fair value

Collective trust funds: valued at the net asset value ("NAV") of the funds based on the fair value of the underlying investments

Mutual funds: valued at quoted market prices on the last business day of the benefit plan year

Corporate stock: valued at the quoted last reported sales price on the last business day of the benefit plan year

Corporate debt securities: valued based on yields currently available on comparable securities of issuers with similar credit ratings

Limited partnership interests: valued at the NAV of the partnership.

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

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

The following table sets forth the Plan's assets at fair value as of December 31, 2015:

	Investments at fair value			Total
	Level 1	Level 2	Level 3	
Plan investments:				
Interest-bearing cash	\$3,796,281	\$ -	\$ -	\$ 3,796,281
Corporate stock	3,032	-	-	3,032
Corporate debt securities	-	3,225	-	3,225
Total assets in the fair value hierarchy	<u>\$ 3,799,313</u>	<u>\$ 3,225</u>	<u>\$ -</u>	<u>3,802,538</u>
Investments measured at NAV ⁽¹⁾				36,481,733
Investments at fair value				<u>\$ 40,284,271</u>

The following table sets forth the Plan's assets at fair value as of December 31, 2014:

	Investments at fair value			Total
	Level 1	Level 2	Level 3	
Plan investments:				
Interest-bearing cash	\$ 3,877,054	\$ -	\$ -	\$ 3,877,054
Mutual funds	7,247,294	-	-	7,247,294
Corporate stock	8,408,969	-	-	8,408,969
Corporate debt securities	-	4,838	-	4,838
Total assets in the fair value hierarchy	<u>\$ 19,533,317</u>	<u>\$ 4,838</u>	<u>\$ -</u>	<u>19,538,155</u>
Investments measured at NAV ⁽¹⁾				161,981,237
Investments at fair value				<u>\$ 181,519,392</u>

⁽¹⁾ Collective trust funds and limited partnership interests are measured at fair value using the NAV per share (or its equivalent) practical expedient, and therefore have not been classified in the fair value hierarchy.

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Notes to the Financial Statements (Continued)

December 31, 2015 and 2014

The table below presents additional information for investments whose fair value is estimated using NAV per share as of December 31, 2015 and 2014:

	Fair Value at December 31,		Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
	2015	2014				
Collective trust funds	\$33,128,211	\$157,532,714	\$ -	Daily	None	None
Limited partnership interests	<u>3,353,522</u>	<u>4,448,523</u>	-	(a)	(a)	(a)
	<u>\$36,481,733</u>	<u>\$161,981,237</u>				

(a) Cannot be redeemed prior to the termination of the partnership as provided for in the partnership agreement.

(8) Subsequent Event

The Company has evaluated subsequent events from the Statement of Net Assets Available for Benefits date through October 14, 2016, the date at which the financial statements were available to be issued.

In July 2016, The J.M. Smucker Company Benefit Plans Design Committee approved a resolution to amend the Plan, effective December 31, 2016, to freeze benefit accruals.

**BIG HEART PET BRANDS
RETIREMENT PLAN**

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

December 31, 2015

Issuer	Description of investment including maturity date and rate of interest	Cost	Fair value
Interest-bearing cash:			
* MELLON EB TEMP INV FD VAR RT 12/31/49 FEE CL 15		\$ 3,796,161	\$ 3,796,161
BGT BARCLAYS MONEY MARKET FUND		120	120
Total interest-bearing cash		<u>3,796,281</u>	<u>3,796,281</u>
Collective trust funds:			
BGI EQUITY INDEX FUND A		14,441,558	26,378,173
* EB DV GLOBAL ALPHA I FUND		4,595,207	6,750,038
Total collective trust funds		<u>19,036,765</u>	<u>33,128,211</u>
Corporate stock:			
ADELPHIA RECOVERY TRUST		2,568	513
ADELPHIA RECOVERY TRUST		1,260	2,519
Total corporate stock		<u>3,828</u>	<u>3,032</u>
Corporate debt securities:			
ADELPHIA COM ESCROW	7/15/2008 0.0000%	1,500	1,000
ESCROW ADELPHIA COM CORP	9/21/2016 0.0000%	750	500
ESCROW CB ADELPHIA COM	9/21/2016 0.0000%	1,875	1,250
ESCROW CB ADELPHIA COM	5/1/2013 7.8800%	713	475
Total corporate debt securities		<u>4,838</u>	<u>3,225</u>
Limited partnership interest:			
HUFF ALTERNATIVE FUND LP		3,584,879	3,353,522
Total limited partnership interest		<u>3,584,879</u>	<u>3,353,522</u>
Total investments		<u>\$ 26,426,591</u>	<u>\$ 40,284,271</u>

* Party in interest

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2015

(a) Description of asset	(b) Purchase price	(c) Sales proceeds	(d) Cost of assets	(e) Net gain (loss)
Single transactions:				
TEMPLETON FOREIGN EQ	\$ -	\$ 9,262,721	\$ 9,375,057	\$ (112,336)
CAP GUARDIAN INTL EQUITY FUND	-	9,141,440	5,955,958	3,185,482
PYRAMIS CORE PLUS FIXED INCOME FUND	-	21,359,115	14,969,379	6,389,736
PYRAMIS FIXED INCOME LONG DURATION FUND	-	39,848,282	23,181,627	16,666,655
Series of transactions:				
TEMPLETON FOREIGN EQ	-	9,262,721	9,375,057	(112,336)
TEMPLETON FOREIGN EQ	2,622,265	-	2,622,265	-
MELLON EB TEMPORARY INVESTMENT FUND	12,029,238	-	12,029,238	-
MELLON EB TEMPORARY INVESTMENT FUND	-	12,110,030	12,110,030	-
CAP GUARDIAN INTL EQUITY FUND	-	11,541,440	7,360,898	4,180,542
PYRAMIS CORE PLUS FIXED INCOME FUND	-	21,359,115	14,969,379	6,389,736
PYRAMIS FIXED INCOME LONG DURATION FUND	-	39,848,282	23,181,627	16,666,655

See accompanying report of independent certified public accountants.

SCHEDULE SB ATTACHMENTS

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

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		6		0		0		0		0		0		0		0		0	
25 - 29	0		45		7		0		0		0		0		0		0		0	
30 - 34	0		66		35		2		0		0		0		0		0		0	
35 - 39	1		81		51		20		0		0		0		0		0		0	
40 - 44	1		37		54		18		1		0		0		0		0		0	
45 - 49	2		43		47		33		3		3		0		0		0		0	
50 - 54	0		33		47		39		3		1		0		0		0		0	
55 - 59	0		20		36		30		3		5		1		6		1		0	
60 - 64	1		9		21		32		0		0		0		2		4		1	
65 - 69	0		1		3		11		1		0		0		0		0		3	
70 & Over	0		1		1		1		0		0		0		1		0		1	

Plan Name: Big Heart Pet Brands Retirement Plan
 EIN / PN: 75-3064217 / 202
 Plan Sponsor: Big Heart Pet Brands
 Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions

Economic Assumptions

Interest rate basis:

- | | |
|-----------------------|-----------------|
| ▪ Applicable month | September |
| ▪ Interest rate basis | 3-Segment Rates |

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
▪ First segment rate	4.72%	1.15%
▪ Second segment rate	6.11%	4.06%
▪ Third segment rate	6.81%	5.15%
▪ Effective interest rate	6.18%	4.21%

Annual rates of increase

Compensation:	4.0% for PRA and 3.0% for Milk-Bone
Future Social Security wage bases	4.0% for PRA and 3.0% for Milk-Bone
Statutory limits on compensation	Limited to the maximum presently allowed under IRS §401(a)(17).
Cash Balance account crediting rate	4.50% per annum

Plan-related expenses

The amount included this year for plan-related expenses is \$400,000.

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
New or rehired employees	It was assumed there will be no new or rehired employees.

Plan Name:	Big Heart Pet Brands Retirement Plan
EIN / PN:	75-3064217 / 202
Plan Sponsor:	Big Heart Pet Brands
Valuation Date:	January 1, 2015

SCHEDULE SB ATTACHMENTS

Mortality

- Healthy

The prescribed mortality assumption under Section 403(h)(3)(a) of the Internal Revenue code using status tables with separate mortality rates for annuitants and non-annuitants.

Termination

Representative rates are shown below.

Attained Age	Participants in PRA Only	SERP Participants in PRA	Milk-Bone Employees
25	12.00%	6.00%	8.36%
35	10.09%	5.05%	4.77%
45	7.36%	3.68%	3.00%
55	6.00%	20.00%	3.30%
59	10.00%	10.00%	N/A

Disability

The rates at which participants become disabled by age and gender are shown below:

Age	PRA	Milk-Bone
25	N/A	0.03%
35	N/A	0.03%
45	N/A	0.08%
55	N/A	0.45%

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Salaried Employees (PRA):

Age	Rates
60	15%
62	30%
65	50%
68	100%

Plan Name:
EIN / PN:
Plan Sponsor:
Valuation Date:

Big Heart Pet Brands Retirement Plan
75-3064217 / 202
Big Heart Pet Brands
January 1, 2015

SCHEDULE SB ATTACHMENTS

Milk-Bone Employees:

Age	Regular Early	Unreduced Early	Normal
55	9.0%	30.0%	0%
60	9.0%	16.5%	0%
62	52.5%	75.0%	0%
64	30.0%	60.0%	0%
65	0%	0%	100%

Form of payment	Active participants in PRA are assumed to elect a lump sum benefit. Milk-Bone, System Hourly and deferred vested participants are assumed to elect an annuity.
Percent married	For purposes of valuing the pre-retirement surviving spouse's benefit, the following assumptions were made: PRA: 80% of eligible participants are assumed to be married. Milk-Bone: 95% of eligible male participants and 85% of eligible female participants are assumed to be married. System Hourly: 100% of eligible participants are assumed to be married.
Spouse age	Female spouse three years younger than male spouse
Covered pay	Assumed plan compensation for the year beginning on the valuation date is the prior year's total pay, increased by the salary assumption for one year.
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.

Plan Name:	Big Heart Pet Brands Retirement Plan
EIN / PN:	75-3064217 / 202
Plan Sponsor:	Big Heart Pet Brands
Valuation Date:	January 1, 2015

SCHEDULE SB ATTACHMENTS

Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.
Actuarial value of assets	Valuation assets are determined by the asset smoothing method outlined in IRS Notice 2009 – 22, which reflects changes made by the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA). Under this method, the valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date. The three values used to develop the average value are: the market value of assets as of the current valuation date, the adjusted market value of assets as of the prior valuation date and the adjusted market value of assets as of the second prior valuation date.
Benefits not valued	Willis Towers Watson has reviewed the plan provisions with Big Heart Pet Brands and, based on that review, is not aware of any other significant benefits required to be valued that were not.

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Cash Balance Interest crediting rate	Cash balance accounts are assumed to increase at a long term rate of 4.50% per annum. Given current and recent levels of 6-month Treasury bill yields, even after adding the 1.5%, the plan's minimum interest crediting rate of 4.50% is expected to apply in the future.
Rates of increase in:	
• Compensation and National average wages (NAW) (e.g., Social Security wage bases)	Assumed increases were chosen by the plan sponsor and are based on the plan sponsor's best estimate expectations for the future.

Plan Name:	Big Heart Pet Brands Retirement Plan
EIN / PN:	75-3064217 / 202
Plan Sponsor:	Big Heart Pet Brands
Valuation Date:	January 1, 2015

SCHEDULE SB ATTACHMENTS

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Disabled Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	Termination rates reflect the most recent experience analysis, conducted in 2008.
Retirement	Retirement rates reflect the most recent experience analysis, conducted in 2008.

Source of Prescribed Methods

Funding methods	The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.
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Changes in Assumptions and Methods

Change in assumptions since prior valuation	The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2013 to September 2014. The segment interest rates used to determine minimum funding requirements were revised by applying the corridors of HATFA, but as required by HATFA, such rates have not reflected in Section 2.6: Calculation of estimated maximum deductible contribution. The mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvement, as required by IRC 430. The amount assumed for plan related expenses was changed from \$1,000,000 (pre-spinoff) in 2014 to \$400,000 in 2015.
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Plan Name:	Big Heart Pet Brands Retirement Plan
EIN / PN:	75-3064217 / 202
Plan Sponsor:	Big Heart Pet Brands
Valuation Date:	January 1, 2015

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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**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.

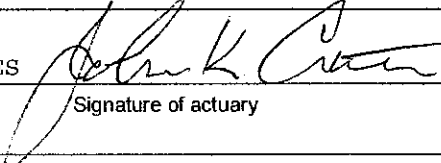
A Name of plan BIG HEART PET BRANDS RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 202
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BIG HEART PET BRANDS		D Employer Identification Number (EIN) 75-3064217
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2015</u>			
2 Assets:			
a Market value.....		2a	138,179,631
b Actuarial value.....		2b	129,183,577
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.....	581	49,011,707	49,011,707
b For terminated vested participants.....	532	13,208,944	13,208,944
c For active participants.....	875	44,590,583	47,171,450
d Total.....	1,988	106,811,234	109,392,101
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	6.18%	
6 Target normal cost.....	6	6,624,639	

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	JOHN COATES		<u>10/12/16</u> Date
JOHN COATES Type or print name of actuary			1404116 Most recent enrollment number
TOWERS WATSON DELAWARE INC. Firm name			415-733-4100 Telephone number (including area code)
345 CALIFORNIA ST. SUITE 2000 SAN FRANCISCO CA 94104 Address of the firm			

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2015
v. 150123

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	17,471,915
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	17,471,915
10 Interest on line 9 using prior year's actual return of <u>10.19</u> %	0	1,780,388
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		1,850,046
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>6.38</u> %		118,033
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		1,968,079
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	19,252,303

Part III Funding Percentages

14 Funding target attainment percentage	14	100.49%
15 Adjusted funding target attainment percentage	15	118.09%
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	86.01%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.72%	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 63
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	6,624,639										
b Excess assets, if applicable, but not greater than line 31a	31b	539,173										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	0	0	b Waiver amortization installment	0	0
	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	6,085,466										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement		0	6,085,466									
36 Additional cash requirement (line 34 minus line 35)	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b											
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 7 Explanation of Prefunding balance

Line 7(b) – prefunding balance at the beginning of the prior year does not match line 13 (b) from the prior year because a portion of the prefunding balance was spunoff to Del Monte Foods, Inc. Retirement Plan.

Background

On February 18, 2014 Del Monte Corporation sold its Consumer Products business to Del Monte Pacific Ltd. to focus on the Pet Food business and changed its name to Big Heart Pet Brands. Del Monte Pacific Ltd. named its new subsidiary as Del Monte Foods Inc. As part of the sale agreement, Del Monte Pacific Ltd established the Del Monte Foods Inc. Retirement Plan (EIN: 46-3991361 / PN: 001) to accept the transfer of pension assets and liabilities attributable to participants in the Consumer Products business of Del Monte Corporation.

Prefunding Balance Transferred

The determination of the portion of the funding balance allocated to the Del Monte Foods Inc. Retirement Plan followed the approach described in Revenue Ruling 1981-212. Under such approach the funding balance allocated to each plan is the difference between:

1. The actual market value of assets allocated to each plan, and
2. The allocation of the market value of assets minus the credit balance by PBGC Priority Categories (as described under ERISA Section 4044).

1 Funding balance as of 1/1/2014 (line 13 from prior year Schedule SB)	47,395,976
2 Amount of funding balance transferred to the Del Monte Foods, Inc. Retirement Plan	29,924,061
3 Funding balance as of 1/1/2014 (excluding transfer to Del Monte Foods, Inc.)	17,471,915

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 16 Explanation of Prior Year's Funding Percentage

Line 16 prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement does not match line 14 from the prior year because of the spin-off of a portion of the assets and liabilities to the Del Monte Foods, Inc. on February 18, 2014.

The prior year line 14 was based on pre-spinoff asset and liabilities and the current year line 16 is based on post-spinoff liabilities and assets.

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Big Heart Pet Brands
EIN/PN	75-3064217/202
Plan Name	Big Heart Pet Brands Retirement Plan
Valuation Date	January 1, 2015
Enrolled Actuary	John Coates
Enrollment Number	14-04116

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

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

Plan Name:	Big Heart Pet Brands Retirement Plan
EIN / PN:	75-3064217 / 202
Plan Sponsor:	Big Heart Pet Brands
Valuation Date:	January 1, 2015

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2015

See Schedule SB attachment for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provision

PRA Plan

Covered Groups and Effective Date

Salaried non-seasonal employees (actively at work) who are on a U.S. payroll and pay FICA tax, including part-time employees but excluding leased employees of:

- (a) Del Monte Foods Company from January 1, 1990.
- (b) Oak Grove Trucking Company from January 1, 1990.
- (c) Paddison Truck Lines, Inc. from January 1, 1990.
- (d) Shippers Imperial, Inc. from January 1, 1990.

Coverage and Participation

Covered Employees who have completed 12 months of continuous employment or 12 months of total employment measured from the date of employment. Eligibility retroactive to date of employment.

Eligibility Service

A year of Eligibility Service is earned for each Plan Year in which an eligible employee works at least 1,000 hours beginning on date of hire. Fractional years are prorated.

Vesting Service

From January 1, 2008, full vesting after 3 years of service (previously 5 years). The accrued benefit is payable commencing at age 65 or earlier in an actuarial reduced amount based on interest rates specified in IRC Section 417(e)(3).

Retirement Dates

- (a) Normal: First day of the month coincident with or next following 65th birthday.
- (b) Postponed: After age 65.
- (c) Disability: If eligible for LTD benefits.

Plan Name:	Big Heart Pet Brands Retirement Plan
EIN / PN:	75-3064217 / 202
Plan Sponsor:	Big Heart Pet Brands
Valuation Date:	January 1, 2015

SCHEDULE SB ATTACHMENTS

Annual Retirement Benefits

- (a) Normal: Credit Balance payable as a lump sum. Credit Balance determined by formula prior to effective date of plan. After effective date credits determined by following formula:

Attained Age on Date of Allocation	All Pay
Below age 30	3%
Age 30 but below age 35	4%
Age 35 but below age 40	5%
Age 40 but below age 45	6%
Age 45 but below age 50	8%
Age 50 but below age 55	10%
Age 55 but below age 60	11%
Age 60 but below age 65	12%
Age 65 and over	13%

These amounts would be determined and credited at the end of each month, based on compensation (including salary continuation) paid in the month.

Interest accrues each month on the basis of plan interest divided by 12 applied to the balance at the end of the previous month. After June 1, 2001, plan interest is the annual rate of the 6-month Treasury bill for that month plus 1.5%. The interest is subject to a minimum of 4.5% per annum.

If an employee retires early but defers receipt of his pension, his Credit Balance will continue to accrue interest until benefit commencement date. At that time, the Credit Balance will be divided by the appropriate factor according to age at benefit commencement to determine the annual life annuity payable.

Minimum benefit payable to employees over age 40 with 10 years of service or after 55 with 5 years of service on 1/1/88 equal to benefit payable under prior plan (with minor changes) based on compensation and credited service accrued to April 30, 1992.

At the time of retirement, the employee can elect to receive payment in the form of a life annuity equal to the credit balance divided by the Annuity Conversion Factor based on the mortality table determined in accordance with Section 417(e)(3)(A)(ii)(I) of the Internal Revenue Code (IRC).

The annuity cannot be less than an annuity calculated based on the participant's Credit Balance as of December 31, 1997, increased by interest credits using the rate in effect for December 1997 and an annuity factor which is the smallest of 8.2 and an annuity factor based on the PBGC immediate rate as of December 31, 1997.

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

- (b) Early: Annual life annuity payable equal to credit balance at retirement divided by the Annuity Conversion Factor, calculated as described above, for participant's age at retirement.

The annuity cannot be less than an annuity based on the participant's Credit Balance as of December 31, 1997, increased by Interest Credits using the rate in effect for December 1997, divided by the factor from the following table:

Age	Factor
55 or over	8.2
54	8.3
53	8.4
52	8.6
51	8.8
50	9.0

- (c) Postponed: Benefit accrued to actual retirement date.
- (d) Disability: Credits continue to accumulate until the date LTD benefits cease or earlier retirement election based on compensation immediately prior to disability.

Death Benefits for Participants in Active Service

Before Early Retirement Age: In the event of death after completing 3 years of service, the surviving spouse, if any, will receive a benefit equal to 50% of the benefit payable to the employee as if the employee left service on date of death, survived to earliest retirement age and then retired on the next day with a 50% joint and survivor annuity. Benefit payable from the date employee would have retired under this assumption. The survivor benefit also applies to employees who terminated service with a deferred vested benefit. In no event will value be less than full credit balance or annual benefit equal in value to credit balance.

After Early Retirement Age: In the event of death after attaining early retirement age, the surviving spouse, if any, will receive a benefit equal to 50% of the benefit payable to the employee as if retirement had occurred on date of death and the employee had elected a 50% joint and survivor annuity. In no event will value be less than full credit balance or annual benefit equal in value to credit balance.

After Retirement: Benefits are payable for life only for unmarried participants and participants who do not elect a survivor annuity (with spousal consent). For married participants benefits are actuarially reduced to provide the spouse with a benefit equal to 50% of the employee's benefit payable for life upon the employee's death.

Employee Contributions

None.

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

Milk-Bone Plan

Effective Date

January 1, 1990, amended through December 31, 2009.

Eligibility

Effective January 1, 1996 the plan was closed to new participants with the exception of certain union Milk-Bone employees who became participants on July 2, 2006.

Retirement Dates

Normal: First day of the month following 65th birthday.

Early:

- (i) Age 55 with 20 years of eligibility service.
- (ii) Age 55 with 30 years of eligibility service and an eligible employee as of May 1, 1992 (unreduced retirement benefit).
- (iii) Age 55 with 30 years of eligibility service and an in a participating unit covered by a collective bargaining agreement which provides for an unreduced early retirement benefit (unreduced retirement benefit).

Postponed: After age 65.

Disability: If totally and permanently disabled.

Monthly Retirement Benefits:

Normal: Greater of (i) and (ii) less (iii)

- (i) 1.5% of highest consecutive 60 months of earnings (within the last 10 calendar years of credited service) multiplied by years of credited service (not greater than 25) plus 1.25% of highest consecutive 60 months of earnings (within the last 10 calendar years of credited service) multiplied by years of credited service greater than 25 less 1.25% of Social Security benefit times years of credited service . Maximum of 40 years on total credited service
- (ii) \$288 times years of credited service (maximum of 25 years) plus \$144 times years of credited service over 25 years.

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

(iii) Frozen accrued benefit from Kraft employment as at July 2, 2006.

Early: Accrued benefit to early retirement date reduced by 5% per year early retirement precedes age 62.

There is no social security offset for benefits before age 62.

Postponed: Benefit accrued to actual retirement date.

Vesting

In event of termination of employment other than by death or retirement, an eligible employee who had attained age 65 or upon completion of 5 years of service on termination date will be eligible for a vested benefit of 100% of the employee's accrued benefit under the Plan. Any vested benefit will be payable commencing at age 65, or after early retirement age in an actuarially reduced amount.

Employee Contributions

None.

Benefit Accruals

Non-union employees who were less than age 40 and did not have 20 years at January 1, 1996 do not accrue benefits under this plan on or after that date.

A year of Credited Service is a Plan Year in which a participant completes at least 1,000 Hours of Service as an active Participant.

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

System Hourly Plan

Effective Date:

December 19, 2002, amended through December 31, 2009.

Eligibility:

The plan is closed to new participants. Current participants will no longer be earning benefits and their accrued benefit will remain in the Plan.

Retirement Dates:

Normal: First day of the month following 65th birthday.

Early (applicable for participants retiring from active status):

Pittsburgh:

- (i) Age 55 with 30 years of continuous service – unreduced.
- (ii) Age 62 with 28 years of continuous service – unreduced.
- (iii) Age 55 – reduced.

Samoa:

- (i) Age 62 with 25 years of continuous service – unreduced.
- (ii) Age 55 – reduced.

Terminal Island: Age 55 with 10 years of service - reduced.

Early (applicable for participants retiring from terminated deferred status):

Pittsburgh: Age 55 – reduced.

Samoa: Age 55 – reduced.

Terminal Island: Age 55 with 10 years of service - reduced.

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

Postponed: After age 65.

Disability:

Pittsburgh: 10 years of continuous service.

Samoa: 15 years of continuous service.

Terminal Island: 10 years of continuous service.

Annual Retirement Benefits for Pittsburgh:

Normal:

Eligibility: Age 65.

Benefits: Frozen benefit at April 24, 2006, due to the Tree House acquisition.

Early:

Eligibility: Unreduced Benefits (applicable for participants retiring from active status)

- (i) Age 55 and 30 years of continuous service or age 62 and 25 years of continuous service, at date of sale April 24, 2006.
- (ii) In case of disability – 10 years of continuous service.

Eligibility: Reduced Benefits

- (iii) Age 55.

For benefits under paragraphs (i) and (ii), accrued benefit payable immediately, plus under paragraph (i) an additional temporary (single life basis) annual benefit of \$156 multiplied by full years of credited service; such temporary benefit ceases when the participant attains age 62 or, if earlier, when the participant receives a Social Security disability award.

For benefits under paragraph (iii), accrued benefit, reduced in accordance with the following schedule, and payable immediately:

Plan Name:	Big Heart Pet Brands Retirement Plan
EIN / PN:	75-3064217 / 202
Plan Sponsor:	Big Heart Pet Brands
Valuation Date:	January 1, 2015

SCHEDULE SB ATTACHMENTS

Applicable for participants retiring from Active status

Age at Retirement	Percentage of Accrued Benefit
64	98%
63	96%
62	94%
61	90%
60	86%
59	82%
58	78%
57	74%
56	70%
55	66%

Applicable for Participants retiring from Terminated Deferred status

Age at Retirement	Percentage of Accrued Benefit
64	94%
63	88%
62	82%
61	76%
60	70%
59	64%
58	58%
57	52%
56	46%
55	40%

In the event of plant closing, the eligibility requirements for an unreduced benefit are more liberal

Postponed: Benefit accrued to actual retirement date.

Disability: See early retirement benefit.

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

Annual Retirement Benefits for Samoa:

Normal:

Eligibility: Age 65.

Benefits: The annual retirement benefit consists of:

- (i) For credited service rendered on and after June 1, 1973:

1-1/4% of earnable compensation received in such period.

Minimum annual benefit - \$96 multiplied by years of credited service in such period; plus

- (ii) For credited service rendered prior to June 1, 1973:

1/2% of the first \$3,000 of 1972 compensation and 1% of such compensation in excess of \$3,000, multiplied by years of credited service in such period.

Minimum annual benefit - \$84 multiplied by years of credited service in such period.

Early

Eligibility: Unreduced Benefits (for participants retiring from active status)

- (i) Age 62 and 25 years of continuous service.

- (ii) In case of disability – 15 years of continuous service.

Eligibility: Reduced Benefits

- (iii) Age 55.

For benefits under paragraphs (i) and (ii), accrued benefit payable immediately.

For benefits under paragraph (iii), accrued benefit deferred to age 65 or accrued benefit, reduced in accordance with the following schedule, and payable immediately:

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

Applicable for participants retiring from Active status

Age at Retirement	Percentage of Accrued Benefit
64	98%
63	96%
62	94%
61	90%
60	86%
59	82%
58	78%
57	74%
56	70%
55	66%

Applicable for participants retiring from terminated deferred status

Age at Retirement	Percentage of Accrued Benefit
64	94%
63	88%
62	82%
61	76%
60	70%
59	64%
58	58%
57	52%
56	46%
55	40%

Postponed: Benefit accrued to actual retirement date.

Annual Retirement Benefits for Terminal Island:

Normal:

Eligibility: Age 65.

Benefits: Annual retirement benefit is the sum of:

- (i) \$132 multiplied by Credited Service on or after 1/1/86 and prior to 1/1/89

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

(ii) \$156 multiplied by Credited Service on or after 1/1/89.

(iii) Participant's annual "Normal Pension" as determined under the Fish Cannery Plan, plus any additional amounts to which the participant would be entitled under that plan.

Early:

Eligibility: Age 55 and 10 Years of Service.

Accrued benefit deferred to age 65 or an immediate benefit equal to the accrued benefit reduced by

(i) $\frac{1}{2}$ of 1% for each of the first 60 months Participant's commencement date precedes his Normal Retirement Date, and

(ii) $\frac{3}{10}$ of 1% for each additional month by which the date the Participant's Retirement Benefit commences precedes his Normal Retirement Date.

Postponed: Benefit accrued to actual retirement date.

Benefit accruals cease for cannery employees as of November 1, 2003 and cease for distribution center employees as of January 1, 2004.

Vesting

Vested Retirement Benefit for Pittsburgh

All Pittsburgh participants are vested.

Vested Retirement Benefit for Samoa

Eligibility: Employees will be vested upon completion of 5 years of continuous service or an eligible participant who was active on the Sale Date, October 5, 2008.

Vested Retirement Benefit for Terminal Island

Eligibility: Employees will be vested upon completion of 5 years of vesting service.

Employee Contributions

Contributions will no longer be required or allowed for Terminal Island cannery employees as of October 1, 2003 and for Terminal Island distribution center employees as of January 1, 2004.

Plan Name: Big Heart Pet Brands Retirement Plan
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Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

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Future Plan Changes

Willis Towers Watson is not aware of any future plan changes that are required to be reflected.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Plan Name: Big Heart Pet Brands Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Big Heart Pet Brands
Valuation Date: January 1, 2015

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

The following changes to the actuarial assumptions were made as part of this valuation to better reflect current expectations.

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2013 to September 2014.
- The segment interest rates used to determine minimum funding requirements were revised by applying the corridors of HATFA, but as required by HATFA, such rates have not reflected in Section 2.6: Calculation of estimated maximum deductible contribution.
- The mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvement, as required by IRC 430.
- The amount assumed for plan related expenses was changed from \$1,000,000 (pre-spinoff) in 2014 to \$400,000 in 2015.

Plan Name:	Big Heart Pet Brands Retirement Plan
EIN / PN:	75-3064217 / 202
Plan Sponsor:	Big Heart Pet Brands
Valuation Date:	January 1, 2015

**BIG HEART PET BRANDS
RETIREMENT PLAN**

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

December 31, 2015

Issuer	Description of investment including maturity date and rate of interest	Cost	Fair value
Interest-bearing cash:			
* MELLON EB TEMP INV FD VAR RT 12/31/49 FEE CL 15		\$ 3,796,161	\$ 3,796,161
BGT BARCLAYS MONEY MARKET FUND		120	120
Total interest-bearing cash		<u>3,796,281</u>	<u>3,796,281</u>
Collective trust funds:			
BGI EQUITY INDEX FUND A		14,441,558	26,378,173
* EB DV GLOBAL ALPHA I FUND		4,595,207	6,750,038
Total collective trust funds		<u>19,036,765</u>	<u>33,128,211</u>
Corporate stock:			
ADELPHIA RECOVERY TRUST		2,568	513
ADELPHIA RECOVERY TRUST		1,260	2,519
Total corporate stock		<u>3,828</u>	<u>3,032</u>
Corporate debt securities:			
ADELPHIA COM ESCROW	7/15/2008 0.0000%	1,500	1,000
ESCROW ADELPHIA COM CORP	9/21/2016 0.0000%	750	500
ESCROW CB ADELPHIA COM	9/21/2016 0.0000%	1,875	1,250
ESCROW CB ADELPHIA COM	5/1/2013 7.8800%	713	475
Total corporate debt securities		<u>4,838</u>	<u>3,225</u>
Limited partnership interest:			
HUFF ALTERNATIVE FUND LP		3,584,879	3,353,522
Total limited partnership interest		<u>3,584,879</u>	<u>3,353,522</u>
Total investments		<u>\$ 26,426,591</u>	<u>\$ 40,284,271</u>

* Party in interest

**BIG HEART PET BRANDS
RETIREMENT PLAN**

Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2015

(a) Description of asset	(b) Purchase price	(c) Sales proceeds	(d) Cost of assets	(e) Net gain (loss)
Single transactions:				
TEMPLETON FOREIGN EQ	\$ -	\$ 9,262,721	\$ 9,375,057	\$ (112,336)
CAP GUARDIAN INTL EQUITY FUND	-	9,141,440	5,955,958	3,185,482
PYRAMIS CORE PLUS FIXED INCOME FUND	-	21,359,115	14,969,379	6,389,736
PYRAMIS FIXED INCOME LONG DURATION FUND	-	39,848,282	23,181,627	16,666,655
Series of transactions:				
TEMPLETON FOREIGN EQ	-	9,262,721	9,375,057	(112,336)
TEMPLETON FOREIGN EQ	2,622,265	-	2,622,265	-
MELLON EB TEMPORARY INVESTMENT FUND	12,029,238	-	12,029,238	-
MELLON EB TEMPORARY INVESTMENT FUND	-	12,110,030	12,110,030	-
CAP GUARDIAN INTL EQUITY FUND	-	11,541,440	7,360,898	4,180,542
PYRAMIS CORE PLUS FIXED INCOME FUND	-	21,359,115	14,969,379	6,389,736
PYRAMIS FIXED INCOME LONG DURATION FUND	-	39,848,282	23,181,627	16,666,655

See accompanying report of independent certified public accountants.