

Form 5500-SF Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Short Form Annual Return/Report of Small Employee Benefit Plan This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500-SF.		OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection	
Part I Annual Report Identification Information					
For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016					
A This return/report is for:		☒ a single-employer plan ☐ a multiple-employer plan (not multiemployer) (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ a one-participant plan ☐ a foreign plan			
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 Check box if filing under:		☒ Form 5558 ☐ automatic extension ☐ DFVC program ☐ special extension (enter description)			
Part II Basic Plan Information —enter all requested information					
1a Name of plan RCAC, LLC GENERAL RETIREMENT PLAN		1b Three-digit plan number (PN) ▶		003	
		1c Effective date of plan		12/01/1952	
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) RCAC, LLC C/O THE WENDY'S COMPANY, ONE DAVE THOMAS BOULEVARD DUBLIN, OH 43017		2b Employer Identification Number (EIN)		38-0471180	
		2c Sponsor's telephone number		614-764-3100	
		2d Business code (see instructions)		551112	
3a Plan administrator's name and address ☐ Same as Plan Sponsor. RETIREMENT BOARD OF THE WENDY'S COMPANY C/O THE WENDY'S COMPANY ONE DAVE THOMAS BOULEVARD DUBLIN, OH 43017		3b Administrator's EIN		38-0471180	
		3c Administrator's telephone number		614-764-3100	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN, and the plan number from the last return/report.		4b EIN			
a Sponsor's name		4c PN			
5a Total number of participants at the beginning of the plan year		5a		85	
b Total number of participants at the end of the plan year		5b		85	
c Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		5c			
d(1) Total number of active participants at the beginning of the plan year		5d(1)		0	
d(2) Total number of active participants at the end of the plan year		5d(2)		0	
e Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		5e		0	
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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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.	10/06/2017	SCOTT WEISBERG		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator		
SIGN HERE	Filed with authorized/valid electronic signature.	10/06/2017	SCOTT WEISBERG		
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor		
Preparer's name (including firm name, if applicable) and address (include room or suite number)				Preparer's telephone number	

- 6a** Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) ☒ Yes ☐ No
- b** Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.) ☒ Yes ☐ No
- If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.**
- c** 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 III Financial Information

7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a Total plan assets	7a	1819870	1832816
b Total plan liabilities	7b		
c Net plan assets (subtract line 7b from line 7a)	7c	1819870	1832816
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a Contributions received or receivable from:			
(1) Employers	8a(1)	127674	
(2) Participants	8a(2)		
(3) Others (including rollovers)	8a(3)		
b Other income (loss)	8b	134533	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		262207
d Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d	174166	
e Certain deemed and/or corrective distributions (see instructions) ..	8e		
f Administrative service providers (salaries, fees, commissions)	8f	61235	
g Other expenses	8g	13860	
h Total expenses (add lines 8d, 8e, 8f, and 8g)	8h		249261
i Net income (loss) (subtract line 8h from line 8c)	8i		12946
j Transfers to (from) the plan (see instructions)	8j		

Part IV Plan Characteristics

- 9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1I 3H
- b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Part V Compliance Questions

10 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? (See instructions and DOL's Voluntary Fiduciary Correction Program)	10a		X		
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)	10b		X		
c Was the plan covered by a fidelity bond?	10c	X			20000000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	10d		X		
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service, or other organization that provides some or all of the benefits under the plan? (See instructions.)	10e		X		
f Has the plan failed to provide any benefit when due under the plan?	10f		X		
g Did the plan have any participant loans? (If "Yes," enter amount as of year-end.)	10g		X		
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	10h				
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	10i				

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and line 11a below)	☒ Yes ☐ No
11a Enter the unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40	11a 0
12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA?	☐ Yes ☒ No
(If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.)	
a 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 letter ruling granting the waiver. Month Day Year 	
If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.	
b Enter the minimum required contribution for this plan year	12b
c Enter the amount contributed by the employer to the plan for this plan year	12c
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount)	12d
e Will the minimum funding amount reported on line 12d be met by the funding deadline?	☐ Yes ☐ No ☐ N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year?	☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year	13a
b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☐ Yes ☒ No
c 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.)	
13c(1) Name of plan(s):	13c(2) EIN(s)
	13c(3) PN(s)

Part VIII Trust Information

14a Name of trust	14b Trust's EIN
14c Name of trustee or custodian	14d Trustee's or custodian's telephone number

Part IX IRS Compliance Questions

15a Is the plan a 401(k) plan? If "No," skip b.	☐ Yes	☐ No
15b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor	☐ "Prior year" ADP test
	☐ "Current year" ADP test	☐ N/A
16a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test	☐ Average benefit test ☐ N/A
16b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes	☐ No
17a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .		
17b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .		
18 Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	☐ Yes	☐ No
19 Was any plan participant a 5% owner who had attained at least age 70 ½ during the prior plan year?	☐ Yes	☐ No

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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

A Name of plan <u>RCAC, LLC GENERAL RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>RCAC, LLC</u>	D Employer Identification Number (EIN) <u>38-0471180</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☒ 100 or fewer ☐ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>1819829</u>
b Actuarial value	2b <u>1939250</u>
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.....	<u>68</u> <u>1684040</u> <u>1684040</u>
b For terminated vested participants.....	<u>17</u> <u>289003</u> <u>289003</u>
c For active participants.....	<u>0</u> <u>0</u> <u>0</u>
d Total.....	<u>85</u> <u>1973043</u> <u>1973043</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>5.86 %</u>
6 Target normal cost.....	6 <u>68035</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/03/2017</u>
	Signature of actuary	Date
<u>RICHARD L. GORDON, FSA</u>	Type or print name of actuary	<u>17-07018</u>
<u>MILLIMAN, INC.</u>	Firm name	Most recent enrollment number
<u>1550 LIBERTY RIDGE DRIVE, SUITE 200</u> <u>WAYNE, PA 19087-5572</u>	Address of the firm	<u>610-975-8968</u>
		Telephone number (including area code)

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, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

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	0
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	0
10	Interest on line 9 using prior year's actual return of <u>-3.05</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		16
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>6.07</u> %		1
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		17
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	98.28%
15	Adjusted funding target attainment percentage	15	98.28%
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	96.06%
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
04/20/2016	7174		01/09/2017	32289	
04/20/2016	24621				
06/30/2016	7174				
06/30/2016	24621				
09/29/2016	7174				
09/29/2016	24621				
Totals ►			18(b)	127674	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 123092
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: 4.43%	2nd segment: 5.91%
		3rd segment: 6.65%	☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 65
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 68035
b Excess assets, if applicable, but not greater than line 31a			31b 0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		33793	55028
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 123063
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)			36 123063
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)			37 123092
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)			38a 29
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances			38b 0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)			39 0
40 Unpaid minimum required contributions for all years			40 0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected ☐ 2 plus 7 years ☐ 15 years			
b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011			
42 Amount of acceleration adjustment			42
43 Excess installment acceleration amount to be carried over to future plan years			43

RCAC, LLC General Retirement Plan
EIN/PN: 38-0471180/003
Attachment to 2016 Form 5500
Schedule SB, Line 19 - Discounted Employer Contributions

Line 19a. - Contribution Allocated Toward Unpaid Minimum Required Contribution from Prior Plan Years

None

Line 19b. - Contributions Made To Avoid Benefit Restrictions

Date	Plan Year to Apply Contribution	Effective Interest Rate	Contribution Amount	Discounted Value as of 1/1/2016
None				
Total			0	0

Line 19c. - Contributions Allocated Toward Minimum Required Contribution for Current Year

Date	Plan Year to Apply Contribution	Effective Interest Rate	Late Quarterly Interest Rate	Contribution Amount	Discounted Value as of 1/1/2016
4/20/2016	2016	5.86%	10.86%	7,174	7,048
4/20/2016	2016	5.86%	10.86%	24,621	24,190
6/30/2016	2016	5.86%		7,174	6,975
6/30/2016	2016	5.86%		24,621	23,937
9/29/2016	2016	5.86%		7,174	6,877
9/29/2016	2016	5.86%		24,621	23,601
1/9/2017	2016	5.86%		32,289	30,464
Total				127,674	123,092

The ultimate cost of a pension plan is the excess of actual benefits and administrative expenses paid over actual net investment return on plan assets during the plan's existence until the last payment has been made to the last participant. The plan's "actuarial cost method" determines the expected incidence of actuarial costs by allocating portions of the ultimate cost to each plan year. The cost method is thus a budgeting tool to help ensure that the plan will be adequately and systematically funded and accounted for. Annual contributions and accounting expense also are affected by the "asset valuation method" (as well as the plan provisions, actuarial assumptions, and actual plan demographic and investment experience each year).

Actuarial Cost Method

The actuarial cost method used for determining the plan's ERISA funding requirements is the unit credit method, as required by the Pension Protection Act of 2006. Under this method, an accrued benefit is determined at each active participant's assumed retirement age based on compensation and service at both the beginning and the end of the current year. The plan's normal cost is the sum of the present value of the excess of each active participant's accrued benefit at the end of the current year over that at the beginning of the current year. The plan's accrued liability is the sum of (a) the present value of each active participant's accrued benefit at the beginning of the current year plus (b) the present value of each inactive participant's future benefits.

The actuarial cost method used for determining the plan sponsor's accounting requirements also is the unit credit method, as required by FASB ASC Topic 715.

Asset Valuation Method

The Actuarial Value of Assets used for determining the plan's ERISA funding requirements is equal to the Adjusted Market Value of Assets minus a decreasing fraction of the investment gain or loss for each of the two immediately preceding plan years, but it cannot be less than 90% nor more than 110% of the Adjusted Market Value of Assets. The expected investment return for a plan year is based on the lesser of the expected rate of return on plan assets (6.5% per year effective January 1, 2016; previously 7% per year) or the applicable statutory interest rate for the year. The expected rate of return on plan assets is based on the plan's investment policy, target asset allocation, and Milliman's capital market expectations.

The Market-Related Value of Plan Assets used for determining the plan sponsor's accounting requirements is equal to the Fair Value of Plan Assets (without inclusion of any contributions receivable).

Changes in Actuarial Methods Since Prior Valuation

None.

Interest Rates

For minimum contribution purposes: Segment rates (based on statutory rates in effect four months prior to beginning of plan year, limited by interest rate stabilization) of 4.43% per year for first 5 years, 5.91% per year for next 15 years, and 6.65% per year thereafter. The equivalent Effective Interest Rate is 5.86% per year.

For maximum deductible contribution purposes: Segment rates (based on statutory rates in effect four months prior to beginning of plan year, not limited by interest rate stabilization) of 1.34% per year for first 5 years, 4.03% per year for next 15 years, and 5.06% per year thereafter. The equivalent Effective Interest Rate is 3.96% per year.

For FASB ASC Topic 715 purposes: Discount rate of 3.66% per year (based on Citigroup Pension Discount Curve and expected benefit payments) and expected long-term rate of return on plan assets of 6.5% per year (based on plan's investment policy, target asset allocation, and Milliman's capital market expectations).

For FASB ASC Topic 960 purposes: Discount rate of 3.66% per (based on Citigroup Pension Discount Curve and expected benefit payments).

Mortality

For contribution purposes: Statutory static tables for 2016 based on RP-2000 Mortality Table projected to anticipate greater future longevity, with separate rates for non-annuitants and annuitants.

For FASB ASC Topics 715 and 960 purposes: RP-2014 Mortality Tables adjusted to reflect Mortality Improvement Scale MP-2015 from 2006 base year and projected forward on a generational basis (based on recommendation of Society of Actuaries' Retirement Plans Experience Committee), with employee rates before benefit commencement and healthy annuitant rates after benefit commencement, and reflecting mortality improvements both before and after the valuation date.

Retirement

The later of Normal Retirement Date or attained age on valuation date (based on actuary's judgment, continual review of experience, and lack of early retirement subsidy).

Form of Payment

Life annuity, with Postretirement Death Benefit if married.

Marital Characteristics

For participants not in pay status: 100% of participants are assumed to be married, with males 3 years older than females.

For participants in pay status: Actual birth dates of spouses are included in the census data, where relevant.

Expenses

Expected administrative expenses payable from the trust are explicitly loaded to the normal cost. For the current valuation, the loading for expenses (assumed to be payable mid-year) is \$70,000 (based on actuary's judgment and continual review of experience).

Benefits Not Valued

The 40% Preretirement Death Benefit is not valued because it is assumed to have insignificant cost.

Special Data Adjustments

None.

Changes in Actuarial Assumptions Since Prior Valuation

Minimum contribution interest rates: From 4.72%, 6.11%, and 6.81% per year to 4.43%, 5.91%, and 6.65% per year, respectively, as required by statute.

Maximum deductible contribution interest rates: From 1.15%, 4.06%, and 5.15% per year to 1.34%, 4.03%, and 5.06% per year, respectively, as required by statute.

Contribution mortality: From statutory tables for 2015 to statutory tables for 2016.

FASB ASC Topics 715 and 960 discount rate: From 3.42% per year to 3.66% per year (based on Citigroup Pension Discount Curve and expected benefit payments).

Actuarial Value of Assets expected rate of return on plan assets: From 7% per year to 6.5% per year (based on plan's investment policy, target asset allocation, and Milliman's capital market expectations).

FASB ASC Topics 715 and 960 mortality: From RP-2014 Mortality Tables projected with Scale MP-2014 to RP-2014 Mortality Tables projected with Scale MP-2015 (based on recommendation of Society of Actuaries' Retirement Plans Experience Committee).

This summary of plan provisions is intended to only describe the essential features of the plan. All eligibility requirements and benefit amounts shall be determined in strict accordance with the plan document itself.

Definitions

Accrued Benefit: The accrued benefit determined under the provisions of the plan as of the earlier of the date of termination of employment or December 31, 1988. A portion of the Accrued Benefit for some participants is provided outside of the plan by annuity contracts with Principal Financial Group. The Accrued Benefit is payable in monthly installments.

Actuarially Equivalent: Equality in value such that the present value of the amount under any form of payment is essentially the same as the present value of the amount under the normal form of annuity payment for single participants. For purposes other than determining lump sum amounts, Actuarially Equivalent factors are based on the 1984 Unisex Pensioners Mortality Table and an 8% interest rate. For purposes of determining lump sum amounts, Actuarially Equivalent factors are based on the applicable mortality table specified in IRS Notice 2015-53 for the Plan Year of distribution and the statutory three-tier segment interest rates in effect for the November prior to the Plan Year of distribution.

Plan Effective Date: December 1, 1952; the plan was last amended effective January 1, 2008.

Plan Year: The 12-month period beginning January 1 and ending December 31.

Normal Retirement

Normal Retirement Date: The first day of the month coincident with or next following attainment of age 65.

Normal Retirement Benefit: The Accrued Benefit.

Early Retirement

Early Retirement Date: The first day of any month coincident with or next following attainment of age 55 and completion of 15 years of service.

Early Retirement Benefit: The Accrued Benefit, reduced by 0.5% for each of the first 60 months and by 0.333% for each of the next 60 months by which the Early Retirement Date precedes the Normal Retirement Date.

Deferred Retirement

Deferred Retirement Date: The first day of the month coincident with or next following the date of termination of service if it occurs after the Normal Retirement Date.

Deferred Retirement Benefit: The Accrued Benefit determined as of the Deferred Retirement Date.

Termination

Termination Date: The date of termination of service other than for reasons of retirement or death.

Termination Benefit: The Accrued Benefit, multiplied by the Vested Percentage below, payable at the Normal Retirement Date, or payable as of the first day of any month coincident with or next following attainment of age 55 if at least 15 years of service have been completed (reduced by 0.5% for each of the first 60 months and by 0.333% for each of the next 60 months by which the benefit commencement date precedes the Normal Retirement Date).

Years of Service	Vested Percentage
Less than 5	0%
5 or more	100

Preretirement Death

Preretirement Death Benefit Eligibility: Surviving spouses of participants with a vested Accrued Benefit who die before commencement of payments or disabled participants in pay status who die before attainment of age 65.

Preretirement Death Benefit: For surviving spouses of disabled participants in pay status whose age plus service equals 40 or more, 40% of the Accrued Benefit, reduced by 5% for each complete year in excess of five by which the surviving spouse is younger than the participant, payable commencing one year after the participant's death until the earlier of the surviving spouse's remarriage or death. To the extent that it provides a greater benefit for such surviving spouses, or for surviving spouses of other participants, 50% of the Early Retirement Benefit which would have been payable had the deceased participant instead terminated service on the date of death, survived to his earliest possible benefit commencement date, and died on that same date.

Postretirement Death Benefit

Postretirement Death Benefit Eligibility: Surviving spouses of participants in pay status (other than disabled participants under age 65) who are married to the participant for at least one year immediately before the participant's benefit commencement date.

Postretirement Death Benefit: The greater of (i) 40% of the Accrued Benefit, reduced by 5% for each complete year in excess of five by which the surviving spouse is younger than the participant, or (ii) 50% of the benefit which would have been payable had the deceased participant elected an Actuarially Equivalent joint and 50% survivor annuity as of the participant's benefit commencement date.

Postretirement Lump Sum Death Benefit

Postretirement Lump Sum Death Benefit Eligibility: Beneficiaries of retired and disabled participants in pay status who have attained age 65, provided that such participants are former Citrus employees (but excluding participants who retired or became disabled before 1976 or who terminated employment before their Early Retirement Date).

Postretirement Lump Sum Death Benefit: \$2,500.

Forms of Payment

Normal Forms: Life annuity if single; Actuarially Equivalent joint and 50% survivor annuity if married (without form of payment reduction until after participant's death).

Optional Forms: Actuarially Equivalent joint and 75% survivor annuity.

Small Lump Sum: Payable if the Actuarially Equivalent present value of the vested Accrued Benefit is \$5,000 or less.

2016 Schedule SB, Part V - Summary of Plan Provisions
RCAC, LLC General Retirement Plan
EIN/PN: 38-0471180/003

Changes in Principal Plan Provisions Since Prior Valuation

None.

Shortfall Amortization

The amount needed to amortize the Funding Shortfall to the Applicable Funding Target for the plan year beginning January 1, 2016 is determined below. The net Funding Shortfall for a plan year is amortized in seven level payments. The present value and amortization factors shown below are based on the interest rates for determining the Applicable Funding Target for the current plan year.

1. Present value of remaining prior Shortfall Amortizations

	Date Established	Amortization Amount	Years Remaining	Present Value Factor	Present Value
a.	January 1, 2010	\$43,289	1	1.00000	\$43,289
b.	January 1, 2011	40,714	2	1.95758	79,701
c.	January 1, 2012	(35,910)	3	2.87454	(103,225)
d.	January 1, 2013	16,992	4	3.75260	63,764
e.	January 1, 2014	(3,208)	5	4.59341	(14,736)
f.	January 1, 2015	<u>(9,110)</u>	6	5.34385	<u>(48,682)</u>
g.	Total	52,767			20,111

2. Shortfall Amortization for current plan year

a.	Applicable Funding Target	1,973,043
b.	Actuarial Value of Assets less Prefunding Balance	1,939,250
c.	Funding Shortfall	
	[(a) - (b), but not < \$0]	33,793
d.	Net Funding Shortfall	
	[if (c) > \$0, (c) - (1g); otherwise, \$0]	13,682
e.	Amortization factor	6.05241
f.	Shortfall Amortization for current plan year	
	[(d) / (e)]	2,261

3. Total Shortfall Amortizations

	[(1g) + (2f), but not < \$0]	\$55,028
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Schedule SB, line 22 - Description of Weighted-Average Retirement Age

Plan Name: RCAC, LLC General Retirement Plan

Plan Number: 003

Plan Sponsor's Name: RCAC, LLC

Employer Identification Number: 38-0471180

Participants are all assumed to retire at age 65 (or attained age on valuation date if later).

Changes in Actuarial Assumptions Since Prior Valuation

Minimum contribution interest rates: From 4.72%, 6.11%, and 6.81% per year to 4.43%, 5.91%, and 6.65% per year, respectively, as required by statute.

Maximum deductible contribution interest rates: From 1.15%, 4.06%, and 5.15% per year to 1.34%, 4.03%, and 5.06% per year, respectively, as required by statute.

Contribution mortality: From statutory tables for 2015 to statutory tables for 2016.

FASB ASC Topics 715 and 960 discount rate: From 3.42% per year to 3.66% per year (based on Citigroup Pension Discount Curve and expected benefit payments).

Actuarial Value of Assets expected rate of return on plan assets: From 7% per year to 6.5% per year (based on plan's investment policy, target asset allocation, and Milliman's capital market expectations).

FASB ASC Topics 715 and 960 mortality: From RP-2014 Mortality Tables projected with Scale MP-2014 to RP-2014 Mortality Tables projected with Scale MP-2015 (based on recommendation of Society of Actuaries' Retirement Plans Experience Committee).

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning	01/01/2016	and ending	12/31/2016
▶ 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 RCAC, LLC General Retirement Plan	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF RCAC, LLC	D Employer Identification Number (EIN) 38-0471180
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☒ 100 or fewer ☐ 101-500 ☐ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2016</u>			
2 Assets:			
a Market value.....		2a	1,819,829
b Actuarial value		2b	1,939,250
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	68	1,684,040	1,684,040
b For terminated vested participants	17	289,003	289,003
c For active participants	0	0	0
d Total	85	1,973,043	1,973,043
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	5.86 %	
6 Target normal cost	6	68,035	

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		10/03/2017
Signature of actuary		Date
Richard L. Gordon, FSA		17-07018
Type or print name of actuary		Most recent enrollment number
Milliman, Inc.		(610) 975-8968
Firm name		Telephone number (including area code)
1550 Liberty Ridge Drive, Suite 200		
Wayne		PA 19087-5572
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, see the Instructions for Form 5500 or 5500-SF. **Schedule SB (Form 5500) 2016 v. 160205**

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	0
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	0
10 Interest on line 9 using prior year's actual return of <u>-3.05%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		16
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>6.07%</u>		1
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		17
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	98.28%
15 Adjusted funding target attainment percentage	15	98.28%
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	96.06%
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
04/20/2016	7,174		01/09/2017	32,289	
04/20/2016	24,621				
06/30/2016	7,174				
06/30/2016	24,621				
09/29/2016	7,174				
09/29/2016	24,621				
Totals ▶			18(b)	127,674	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 123,092
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: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 65
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	68,035										
b Excess assets, if applicable, but not greater than line 31a	31b	0										
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>33,793</td> <td>55,028</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	33,793	55,028	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment	33,793	55,028										
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	123,063										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement		0	0									
36 Additional cash requirement (line 34 minus line 35)	36	123,063										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	123,092										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	29										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

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

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