

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.) ☒ 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>BEAM PENSION PLAN</u>	1b	Three-digit plan number (PN) ► <u>002</u>
		1c	Effective date of plan <u>07/01/1965</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>BEAM GLOBAL SPIRITS & WINE, INC.</u> <u>510 LAKE COOK RD</u> <u>DEERFIELD, IL 60015</u>	2b	Employer Identification Number (EIN) <u>36-4054676</u>
		2c	Plan Sponsor's telephone number <u>847-484-4400</u>
		2d	Business code (see instructions) <u>312140</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.	10/12/2017	FRANK J CORTESE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) <u>DELOITTE TAX LLP</u> <u>111 S. WACKER DRIVE</u> <u>CHICAGO, IL 60606</u>			Preparer's telephone number <u>312-486-1000</u>

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3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 3064
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..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 572 6a(2) 502 6b 1195 6c 709 6d 2406 6e 186 6f 2592 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 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>BEAM PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BEAM GLOBAL SPIRITS & WINE, INC.</u>	D Employer Identification Number (EIN) <u>36-4054676</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>273081751</u>
b Actuarial value	2b <u>289676314</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>1366</u> <u>158327754</u> <u>158327754</u>
b For terminated vested participants	<u>1126</u> <u>69868587</u> <u>69868587</u>
c For active participants	<u>572</u> <u>40980522</u> <u>43502628</u>
d Total	<u>3064</u> <u>269176863</u> <u>271698969</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.14 %</u>
6 Target normal cost	6 <u>2917134</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>10/06/2017</u>
	Signature of actuary	Date
<u>NATHAN CRUM</u>	Type or print name of actuary	<u>17-07983</u>
		Most recent enrollment number
<u>WILLIS TOWERS WATSON</u>	Firm name	<u>312-288-7700</u>
<u>233 SOUTH WACKER DRIVE SUITE 1800</u> <u>CHICAGO, IL 60606</u>	Address of the firm	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 ☐

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Schedule SB (Form 5500) 2016
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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	3694343
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	3694343
10	Interest on line 9 using prior year's actual return of <u>-3.81</u> %	0	-140754
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		13793444
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>6.33</u> %		873125
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		14666569
d	Portion of (c) to be added to prefunding balance		14000000
12	Other reductions in balances due to elections or deemed elections	0	
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	17553589

Part III Funding Percentages			
14	Funding target attainment percentage	14	100.15%
15	Adjusted funding target attainment percentage	15	106.61%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	103.75%
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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	<div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">1st segment: 4.43%</div> <div style="text-align: center;">2nd segment: 5.91%</div> <div style="text-align: center;">3rd segment: 6.65%</div> </div>	☐ N/A, full yield curve used
b	Applicable month (enter code)	21b	4
22	Weighted average retirement age	22	60
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		
Part VI	Miscellaneous Items		
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No		
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27	
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28	Unpaid minimum required contributions for all prior years	28	0
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0
Part VIII	Minimum Required Contribution For Current Year		
31	Target normal cost and excess assets (see instructions):		
a	Target normal cost (line 6)	31a	2917134
b	Excess assets, if applicable, but not greater than line 31a	31b	423756
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 style="text-align: center;">2493378
		Carryover balance	Prefunding balance
35	Balances elected for use to offset funding requirement	0	2493378
36	Additional cash requirement (line 34 minus line 35)		36 style="text-align: center;">0
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37 style="text-align: center;">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	0
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39 style="text-align: center;">0
40	Unpaid minimum required contributions for all years		40 style="text-align: center;">0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41	If an election was made to use PRA 2010 funding relief for this plan:		
a	Schedule elected ☐ 2 plus 7 years ☐ 15 years		
b	Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42	Amount of acceleration adjustment	42	
43	Excess installment acceleration amount to be carried over to future plan years	43	

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

<div>A</div> <div>Name of plan</div> <div>BEAM PENSION PLAN</div>	<div>B</div> <div>Three-digit plan number (PN)</div> <div>▶</div> <div>002</div>
<div>C</div> <div>Plan sponsor's name as shown on line 2a of Form 5500</div> <div>BEAM GLOBAL SPIRITS & WINE, INC.</div>	<div>D</div> <div>Employer Identification Number (EIN)</div> <div>36-4054676</div>

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a

Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).....

☐ Yes ☒ No
- b

If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 50	NONE	467498	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON DELAWARE, INC.

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 50	NONE	311177	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SASCO CAPITAL INC.

41-0007957

(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	NONE	163461	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)

JPMORGAN INVESTMENT ADVISORS

13-3795042

(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	NONE	115242	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHERN TRUST COMPANY

36-1561860

(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	81655	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DELOITTE TAX LLP

86-1065772

(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?
10 50	NONE	10680	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
(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
(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
(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
(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
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; display: inline-block;"> 2016 </div> 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

A Name of plan <u>BEAM PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BEAM GLOBAL SPIRITS & WINE, INC.</u>	D Employer Identification Number (EIN) <u>36-4054676</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB STRATEGIC PROPERTY FUND

b Name of sponsor of entity listed in (a): JP MORGAN

c EIN-PN <u>13-6038770-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12128571</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL AND MID-CAP EQUITY FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN <u>27-2436452-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>15967850</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: NON-U.S. ACTIVE EQUITY FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN <u>27-2436452-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP EQUITY INDEX FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN <u>27-2436452-006</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>33229408</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: LONG CREDIT BOND FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN <u>27-2436452-007</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3427482</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTERMEDIATE CREDIT BOND FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN <u>27-2436452-008</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>504901</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: COLTV SHORT TERM INVT FD

b Name of sponsor of entity listed in (a): NORTHERN TRUST COMPANY

c EIN-PN <u>36-6036794-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4859775</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: THE MID DURATION LONG CREDIT FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN 27-2436452-013	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135016349
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a Name of MTIA, CCT, PSA, or 103-12 IE: NON-U.S. EQUITY INDEX FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN 27-2436452-010	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29997672
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a Name of MTIA, CCT, PSA, or 103-12 IE: ACWI-EX PASSIVE EQUITY

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN 27-2436452-000	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16752625
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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		
A Name of plan BEAM PENSION PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BEAM GLOBAL SPIRITS & WINE, INC.	D Employer Identification Number (EIN) 36-4054676	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	6625	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	15300000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	554	6196
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1857	10202
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	5703	4864
(5) Partnership/joint venture interests	1c(5)	11551390	11926727
(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)	246849053	251884633
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	273715182	263832622

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	191822	300722
k Total liabilities (add all amounts in lines 1g through 1j)	1k	191822	300722

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	273523360	263531900
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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)	44	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		44
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	66829	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	-409	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		67238
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	374497	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		374497

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		22033957
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		22475736

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	29477939	
(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)		29477939
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)	794256	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	278703	
(4) Other	2i(4)	1916298	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2989257
j Total expenses. Add all expense amounts in column (b) and enter total	2j		32467196

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-9991460
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3996757. (See instructions.)

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 sections 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 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

A Name of plan <u>BEAM PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BEAM GLOBAL SPIRITS & WINE, INC.</u>	D Employer Identification Number (EIN) <u>36-4054676</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-3364868</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>412</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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Schedule R (Form 5500) 2016
v. 160205

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>36</u> % Investment-Grade Debt: <u>53</u> % High-Yield Debt: <u>2</u> % Real Estate: <u>4</u> % Other: <u>5</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
-----------------	---------------------------------

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b 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
21a 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
21b 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
22a 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 .	
22b 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 / / .	

**FINANCIAL STATEMENTS AND REPORT OF
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS
BEAM PENSION PLAN
DECEMBER 31, 2016 AND 2015**

**PLAN NUMBER: 002
EIN: 36-4054676**

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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Participants and Retirement Committee
Beam Pension Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of the Beam Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, 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 D, 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 and for the years ended

December 31, 2016 and 2015, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

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

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 31, 2016, and of reportable transactions for the year ended December 31, 2016, 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 D, 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.

Grant Thornton LLP

Chicago, Illinois
October 12, 2017

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****December 31, 2016 and 2015**

	<u>2016</u>	<u>2015</u>
Assets		
Cash - non interest bearing	\$ -	\$ 6,625
Investments	263,826,426	258,408,003
Company contribution receivable	-	15,300,000
Accrued interest and dividend income	<u>6,196</u>	<u>554</u>
Total assets	263,832,622	273,715,182
Liabilities		
Accrued administrative expenses	<u>300,722</u>	<u>191,822</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 263,531,900</u></u>	<u><u>\$ 273,523,360</u></u>

The accompanying notes are an integral part of these statements.

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****Years ended December 31, 2016 and 2015**

	<u>2016</u>	<u>2015</u>
Additions		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 21,920,801	\$ (11,174,837)
Interest and dividends	<u>554,935</u>	<u>558,985</u>
Net investment income (loss)	22,475,736	(10,615,852)
Company contributions	<u>-</u>	<u>15,300,000</u>
Total net additions	22,475,736	4,684,148
Deductions		
Benefit payments	29,477,939	15,442,071
Administrative expenses	<u>2,989,257</u>	<u>2,368,812</u>
Total deductions	<u>32,467,196</u>	<u>17,810,883</u>
NET DECREASE	(9,991,460)	(13,126,735)
Net assets available for benefits		
Beginning of year	<u>273,523,360</u>	<u>286,650,095</u>
End of year	<u><u>\$ 263,531,900</u></u>	<u><u>\$ 273,523,360</u></u>

The accompanying notes are an integral part of these statements.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS
December 31, 2016 and 2015

NOTE A - DESCRIPTION OF PLAN

The following is a brief description of the Beam Pension Plan (the “Plan”). Participants should refer to the Plan document for a more complete description of the Plan’s provisions, which is available from the Plan administrator.

General

The Plan is a non-contributory defined benefit plan for the salaried (non-union) employees of Beam Global Spirits & Wine, Inc. (the “Company”). The Company is a wholly-owned indirect subsidiary of Beam Suntory Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

Effective January 1, 2008, the Plan closed to new entrants with the exception of special rules that apply to certain transferred employees as outlined in the Plan document. Effective December 31, 2011 the Plan was frozen for non-union employees and no additional benefits shall accrue under the Plan on behalf of any non-union participant; provided, however, that each non-union participant on the freeze date shall continue to be credited with vesting service on and after December 31, 2011 in accordance with the terms of the Plan.

Pension Benefits

Employees become fully vested after five years of vesting service. Participants are eligible for monthly pension benefit payments beginning at the normal retirement age (the later of age 65 or after five years of vesting service in the Plan if their employment is terminated with all Beam entities). Benefits are calculated according to an integrated benefit formula based upon total years and months of credited service multiplied by a percentage of final average monthly earnings. Effective January 1, 2008, the benefits formula used to calculate benefits for participants with less than 15 years of credited service, was reduced.

The normal form of pension benefit for a participant with no eligible spouse is an annuity payable for the participant’s lifetime only. The normal form of pension benefit for a participant with an eligible spouse is an annuity payable at an actuarially reduced amount for the participant’s lifetime and, thereafter, at a specific percentage of such amount for the eligible spouse’s lifetime.

A participant may elect to modify the normal form of pension benefit by exercising one of several options, including a single-life annuity, various joint and survivor annuities or various period-certain annuity options. Reduced benefits are payable upon early retirement after attaining age 55 with a minimum of ten years of vesting service.

A participant is eligible for a deferred vested pension if his or her employment is terminated with the Company before death or retirement after completing at least five years of vesting service.

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2016 and 2015**

NOTE A - DESCRIPTION OF PLAN - Continued***Pension Benefits - continued***

The Plan also provides for disability and deferred pension benefits. A participant is considered disabled as long as he or she meets the definition of totally and permanently disabled in the Plan. During the period of disability, participants continue to earn both vesting service and benefit service to the retirement date.

During 2016, the Plan offered a special program, called the 2016 Beam Suntory Lump Sum Window, which offers certain eligible terminated vested participants, beneficiaries and alternate payees a one-time opportunity to elect a lump sum payment of accrued pension benefits payable under the Plan at the time of the offer, rather than taking it as an annuity. A special election period for this offering was open from October 4, 2016 through November 7, 2016 during which time eligible participants could elect to receive their benefit as a one-time lump sum payment. In December 2016 the Plan paid lump sum benefits totaling approximately \$13,305,000 to those who elected the one-time lump payment.

Contributions

The Company contributes such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. The minimum funding requirements of ERISA were satisfied in 2016 and 2015.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan's provisions to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, participants will become fully vested in their accrued benefits, and the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations. In addition, the Pension Benefit Guaranty Corporation ("PBGC") insures certain benefits for beneficiaries and vested participants under the Plan if the Plan terminates.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency of the Plan's net assets at the termination date to provide these benefits and may also depend on the financial condition of the Plan Sponsor and on the level of benefits guaranteed by the PBGC.

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2016 and 2015**

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***Basis of Accounting***

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Adoption of New Accounting Rules

On May 1, 2015 the Financial Accounting Standards Board ("FASB") issued updated guidance related to fair value measurement and the disclosures for investments in certain entities that calculate net asset value ("NAV") per share (or its equivalent). The updated guidance applies to reporting entities that elect to measure the fair value of certain investments using the NAV per share (or its equivalent) of the investment as a practical expedient. Prior to the updated guidance, investments valued using the practical expedient were categorized within the fair value hierarchy on the basis of when the investment is redeemable with the investee at NAV. The amendments remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the NAV per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient.

The amendments are effective for the Plan for fiscal years beginning after December 15, 2016 and shall apply retrospectively to all periods presented. Earlier application is permitted. The Plan's administrator elected to adopt the amendments for the year ended December 31, 2016. Accordingly, the amendment was retrospectively applied resulting in the removal of investments for which fair value is measured using the NAV per share practical expedient from the levels in the fair value tables in the Investment Valuation Recognition note. The total amount of the investments measured at NAV is disclosed so that total investments in the fair value tables can be reconciled to total investments at fair value on the statements of net assets available for benefits. In addition, previously only investments measured using the NAV per share practical expedient were included in the level 3 column (assets measured using significant unobservable inputs) of the fair value table. As a result of the adoption of the amendments, there are no longer assets included in the level 3 column of the fair value table and accordingly the rollforward table for level 3 assets has been removed.

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2016 and 2015**

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated Plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation

The Plan's investments are reflected at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date in the principal or most advantageous market for the asset or liability. Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk.

The Plan's management established a three-tiered hierarchy of inputs to establish a classification of fair value measurements for disclosure purposes. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are as follows:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

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

1. Quoted prices for similar assets or liabilities in active markets.
2. Quoted prices for identical or similar assets or liabilities in inactive markets.
3. Inputs other than quoted prices that are observable for the assets or liabilities (including volatilities).

Beam Pension Plan

PLAN NUMBER: 002, EIN: 36-4054676

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2016 and 2015

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation - Continued

4. Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3 inputs are unobservable for the asset or liability (including the entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability) and significant to the fair value measurement.

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

Plan management uses the following valuation methods and significant assumptions to estimate fair value of investments held by the Plan. There have been no changes in the methodologies used at December 31, 2016 and 2015.

The investments held by the Plan are valued as follows:

Collective funds: Valued at the NAV of units of each bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient and is based on the fair value of the underlying investments held by the funds less their liabilities. Were the Plan to initiate a full redemption of a collective trust, the investment advisor generally reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Partnership/joint venture interests: Valued at the NAV as reported to the Plan from the respective partnership, or joint venture's manager. The NAV is used as a practical expedient and is calculated based on the Plan's share of the respective entity's total net assets at fair value.

Interest bearing cash: Valued at the holding amount.

Other: Valued at the closing price reported on the active market on which the security is traded.

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2016 and 2015****NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued*****Investment Valuation - Continued***

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

The following tables present the Plan's investments by level within the fair value hierarchy as of December 31:

2016				
	Level 1	Level 2	Level 3	Total
Interest bearing cash	\$ 10,202	\$ -	\$ -	\$ 10,202
Other	4,864	-	-	4,864
Total investments in the fair value hierarchy	<u>\$ 15,066</u>	<u>\$ -</u>	<u>\$ -</u>	15,066
Investments measured at NAV:				
Collective funds				251,884,633
Partnership / joint venture interest				11,926,727
Total investments at fair value				<u>\$ 263,826,426</u>

2015				
	Level 1	Level 2	Level 3	Total
Interest bearing cash	\$ 1,857	\$ -	\$ -	\$ 1,857
Other	5,703	-	-	5,703
Total investments in the fair value hierarchy	<u>\$ 7,560</u>	<u>\$ -</u>	<u>\$ -</u>	7,560
Investments measured at NAV:				
Collective funds				246,849,053
Partnership / joint venture interest				11,551,390
Total investments at fair value				<u>\$ 258,408,003</u>

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2016 and 2015****NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued*****Investment Valuation - Continued***

Certain investments valued at NAV as a practical expedient have redemption requirements and in some cases restrictions. The following tables provide the redemption requirements and restrictions, if any, for those investments as of December 31, 2016 and 2015. In addition, the tables provide the investment strategies for certain investments measured at NAV, if that investment is a fund that does not file an annual report on Form 5500 as a direct-filing entity.

2016				
	Fair value (NAV)	Redemption frequency	Redemption notice period	Restrictions
Funds filing as direct filing entity:				
Collective trusts	\$ 234,896,287	Daily	15 days	--
Collective trust	12,128,571	Quarterly	45 days	--
Collective trust	4,859,775	Daily	n/a	--
Funds not filing as direct filing entity:				
Partnership / joint venture interest				
Multi-strategy fund	11,926,727	--	--	(a)
2015				
	Fair value (NAV)	Redemption frequency	Redemption notice period	Restrictions
Funds filing as direct filing entity:				
Collective trusts	\$ 232,300,595	Daily	15 days	--
Collective trust	11,191,096	Quarterly	45 days	--
Collective trust	3,357,362	Daily	n/a	--
Funds not filing as direct filing entity:				
Partnership / joint venture interest				
Multi-strategy fund	11,551,390	--	--	(a)

(a) This fund is a multi-strategy fund of hedge funds investing in multiple strategies and asset classes to provide investment returns uncorrelated to other asset classes. Liquidity is gated and subject to approval by the fund manager.

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2016 and 2015**

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued***Investment Valuation - Continued***

Purchases and sales of securities are reflected on a trade-date basis. Gain or loss on sales of securities is based on average cost. Dividend income is recorded on the ex-dividend date. Interest and other income are recorded as earned on an accrual basis. Net realized and unrealized appreciation (depreciation) is recorded in the accompanying financial statements as net appreciation (depreciation) in fair value of investments.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Administrative Expenses

The Plan provides for payment of certain administrative expenses from Plan assets, including fees paid to the Trustee, investment managers, the actuary, the PBGC and other various Plan-related expenses. Such expenses are reflected as administrative expenses in the accompanying statements of changes in net assets available for benefits.

NOTE C - TAX STATUS

The Plan obtained its latest determination letter on March 29, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance, in all material respects, with the applicable requirements of the IRC.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2016 and 2015**

NOTE D - INFORMATION CERTIFIED BY TRUSTEE

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

- Cash, investments, and accrued interest and dividend income, as shown in the statements of net assets available for benefits as of December 31, 2016 and 2015.
- Investment income (loss) as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2016 and 2015.
- Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2016.
- Schedule H, line 4j – schedule of reportable transactions for the year ended December 31, 2016.

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.

NOTE E - ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits are those future periodic payments that are attributable under the Plan's provisions to service employees have rendered. The actuarial present value of accumulated Plan benefits is determined by the Plan's 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.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2016 and 2015

NOTE E - ACCUMULATED PLAN BENEFITS - Continued

Accumulated Plan benefits as of December 31, 2015, are as follows:

Actuarial present value of accumulated Plan benefits	
Vested benefits	
Participants currently receiving payments	\$158,657,332
Other participants	<u>112,062,640</u>
Total vested benefits	270,719,972
Non-vested benefits	<u>2,273,670</u>
Total actuarial present value of accumulated Plan benefits	<u>\$272,993,642</u>

Changes in the present value of accumulated Plan benefits for the year ended December 31, 2015, were as follows:

Present value of accumulated Plan benefits, December 31, 2014	\$281,001,066
Increase (decrease) during the year attributable to	
Interest accumulation	17,664,348
Benefits paid	(15,442,071)
Changes in actuarial assumptions	(10,107,933)
Benefits accumulated	585,828
Actuarial (gains)/losses	<u>(707,596)</u>
Present value of accumulated Plan benefits, December 31, 2015	<u>\$272,993,642</u>

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2016 and 2015**

NOTE E - ACCUMULATED PLAN BENEFITS - Continued

The significant actuarial assumptions used in the valuations as of December 31, 2015, were as follows:

Life expectancy of the participants	RP-2014 collar adjusted mortality with MP-2014 generational mortality improvement scale backed out to 2006 and projected forward with MP-2015 generational mortality improvement scale.
Retirement age assumptions	The age at which current active employees are assumed to retire varies between ages 55 and 70 and the average age is 60. All employees age 70 are assumed to retire.
Discount rate	6.65% (2014 – 6.45%)

The foregoing 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.

NOTE 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 reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated Plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Beam Pension Plan

PLAN NUMBER: 002, EIN: 36-4054676

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2016 and 2015

NOTE G - RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are collective trusts managed by The Northern Trust Company and Aon Hewitt. The Northern Trust Company is the Trustee as defined by the Plan, Aon Hewitt served as the Plan's actuary until the Plan transitioned to Towers Watson during 2014 and continues to provide benefit payment processing services and plan data administration; therefore, these transactions qualify as party-in-interest transactions.

NOTE H – SUBSEQUENT EVENT

Management of the Plan has evaluated subsequent events from December 31, 2016 through October 12, 2017, the date these financial statements were available to be issued. There were no subsequent events that require recognition or additional disclosure in these financial statements.

SUPPLEMENTAL SCHEDULES

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)****December 31, 2016**

(a)	(b) Identity of issuer/ (c) description of investment	(d) Cost	(e) Current value
	<i>Interest bearing cash</i>	\$ 10,202	\$ 10,202
	<i>Collective Funds</i>		
*	Aon Hewitt		
	The ACWI-Ex Passive Equity Fund	17,475,974	16,752,625
	The Non-U.S. Equity Index Fund	23,137,717	29,997,672
	The Mid Duration Long Credit Fund	127,632,689	135,016,349
	The Small & Mid-Cap Equity Fund	9,202,463	15,967,850
	The Intermediate Credit Bond Fund	418,169	504,901
	The Large Cap Equity Index Fund	17,476,021	33,229,408
	The Long Credit Bond Fund	3,322,799	3,427,482
	JPMorgan Chase		
	Strategic Property Fund	9,825,261	12,128,571
*	Northern Trust Company		
	Collective Short Term Investment Fund	4,859,775	4,859,775
	<i>Partnership/joint venture interests</i>		
	Blackstone Alternative Asset Management Associates LLC		
	BPIF Non-Taxable L.P.	8,186,400	11,926,727
	<i>Other</i>		
	FNMA Remic Trust Series 1992-207	1	1
	Nortel Networks Corp	3,335	-
	Huron Consulting Group Inc.	5,895	4,863
		<u>\$ 221,556,701</u>	<u>\$ 263,826,426</u>

*Represents a party-in-interest to the Plan.

Beam Pension Plan**PLAN NUMBER: 002, EIN: 36-4054676****SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS****Year Ended December 31, 2016**

Identity of party involved/ description of asset	Purchases		Sales			
	Number of transactions	Purchase price (a)	Number of transactions	Selling price (a)	Cost of asset	Net gain (loss)
Series transactions						
Aon Hewitt The Mid Duration Long Credit Fund	2	\$ 11,000,000	4	\$ 20,600,000	\$ 19,642,383	\$ 957,617
Northern Trust Company Collective Short Term Investment Fund	56	72,255,174	83	70,752,760	70,752,760	-

(a) Represents current value of asset on transaction date.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of plan provisions

Effective Date July 1, 1965. Last restated effective January 1, 2012. Last amended December 7, 2012.

Plan Year Calendar Year

Beam Salaried

Covered employees Certain former participants in the Jim Beam Salaried Employees' Pension Plan ("Prior Plan"), and all salaried or clerical employees of the company not covered by a union contract.

Participation date Beam transferred employees who were participants as of May 31, 2001 (prior plan participants) continue as participants. Each other employee becomes a participant on the first day of the month following the first anniversary of the date of hire if 1,000 hours of employment are completed, otherwise on the first day of the month following the first calendar year in which 1,000 hours of employment are completed.

Effective January 1, 2008, the plan is closed to new hires.

Definitions

Vesting service Total service from the date of hire to date of termination using elapsed time, less any breaks in service.

Benefit service Service credited prior to the effective date, determined under the plan as in effect on December 31, 1975, plus service credited after the effective date and prior to January 1, 1994, determined under the plan as in effect prior to January 1, 1994, plus the sum of the number of plan years on or after January 1, 1994 in which 1,000 hours of employment are completed. Benefit service is limited to 35 years. Effective December 31, 2011, benefit service is frozen.

Pensionable pay Compensation paid after December 31, 2011 is not taken into account.

Average earnings Monthly average of a participant's compensation for the period of the five consecutive calendar years during which was received the largest total amount of compensation within the 10 complete calendar years preceding termination of employment.

Normal retirement date (NRD) Later of (i) age 65, and (ii) earlier of five years of service or the fifth anniversary of plan participation.

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Valuation Date: January 1, 2016

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Monthly pension benefit

- (1) 2% final average pay times benefit service as of December 31, 2007 (max 15 years); plus
- (2) 1% final average pay times benefit service as of December 31, 2007 after 15 years (max 20 years); plus
- (3) 1% final average pay times benefit service accrued on or after January 1, 2008.

Minimum benefit: \$5 per month times benefit service (maximum 10 years).

As of January 1, 2004, sales individuals for Peak Wine International will no longer receive service increases to their pension benefits. They will continue to receive pay increases.

Former Allied Domecq participants shall receive the greater of an all-service benefit under this plan's formula offset by the frozen Allied Domecq benefit, and a benefit based on service after the January 1, 2006 acquisition date.

Prior plan participants who were participants in the pension plan for eligible salaried employees of National Distillers and Chemical Corporation on May 25, 1987 shall have the benefit payable in this plan reduced by the accrued benefit payable under the Distillers plan.

Prior plan participants covered under the Geyser Peak Winery Employees' Retirement Plan have a minimum benefit equal to the Geyser Peak accrued benefit as of August 25, 1998.

Effective December 31, 2011, benefit accruals are frozen.

Monthly preretirement death benefit

For participants with less than 10 years of vesting service: 50% of the amount that would have been payable if the participant had terminated employment on the date of death (if not already terminated), deferred payment to age 65, and then elected 50% joint and survivor form of payment.

For participants with 10 years of vesting service: 50% of the amount that would have been payable if the employee had terminated employment on the date of death (if not already terminated), survived to his or her earliest retirement age (if not already eligible for retirement), and then begun to receive a 50% joint and survivor annuity.

Minimum benefits also apply for participants with a Geyser Peak benefit.

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Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Age 55 and 10 years of vesting service.
Postponed retirement	Retirement after NRD
Vested termination	Five years of vesting service
Disability	Participants entitled to benefits under the company's long-term disability plan.
Preretirement death benefit	Vested plan participant who dies before commencing plan benefits and married throughout the one-year period ending on the date of the participant's death.

Benefits Paid Upon the Following Events

Normal retirement	The monthly pension benefit determined as of NRD
Early retirement	Normal retirement benefit reduced for early retirement. The reduction for early commencement is 0.5% for each month by which the commencement date precedes age 62.
Postponed retirement	The monthly pension benefit determined as of the retirement date
Vested termination	Normal retirement benefit reduced for early retirement. The reduction for early commencement is 0.5% for each month by which the commencement date precedes age 65.
Disablement	Normal retirement benefit based on compensation at date of disability and service projected to normal retirement
Preretirement death	Monthly preretirement death benefit defined above

Other Plan Provisions

Forms of payment	<p>Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of a 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan.</p> <p>Optional forms are a 50%, 75%, or 100% joint and survivor annuity, a ten-year or fifteen-year certain and life annuity, or (for married participants) a life annuity. Actuarial equivalence is based on 6.00% interest rate and the RP-2000 Combined Healthy</p>
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Mortality Table blended 50% male and 50% female with no age setbacks.

Geyser Peak Plan Benefits may be paid as a lump sum.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

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

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Fortune Brands Salaried

Covered employees	All salaried and clerical employees of Jim Beam Brand Co. not covered by a union contract, who did not transfer employment to Fortune Brands Home & Security Inc. upon the close of business on October 3, 2011. Beneficiaries of an employee grantor trust with contributions provided by the employer are not covered.
Participation date	<p>Employees become a participant on the first day of the month following the first anniversary of the date of hire if 1,000 hours of employment are completed, otherwise on the first day of the month following the first calendar year in which 1,000 hours of employment are completed.</p> <p>No employee who participated in the Fortune Brands Plan who first completes an hour of service or who is rehired on or after January 1, 2008 shall become a plan participant.</p>

Definitions

Vesting service	Service determined in full years and fractions of years beginning on the employee's date of hire.
Benefit service	Service determined in full years and fractions of years beginning on the employee's date of hire. Rehires on or after January 1, 2008 are not credited with additional benefit service following rehire. Benefit service limited to 35 years.
Pensionable pay	Compensation paid after December 31, 2011 is not taken into account.
Average earnings	Average of highest five consecutive calendar years within the last 10 years of service.
Normal retirement date (NRD)	Later of (i) age 65, and (ii) earlier of five years of service or the fifth anniversary of plan participation.
Monthly pension benefit	<p>The greater of (1) and (2) below:</p> <p>(1) Standard formula up until December 31, 2007:</p> <ul style="list-style-type: none">a. 1.75% final average monthly compensation times benefit service (maximum 15 years) as of December 31, 2007; plusb. 1.00% final average monthly compensation times benefit service in excess of 15 years as of December 31, 2007 plusc. 1.00% of final average monthly compensation multiplied by benefit service after December 31, 2007.

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(2) Minimum formula. The prior plan accrued benefit plus the sum of (a), (b), and (c):

- a. 1.75% final average monthly compensation times benefit service between December 31, 2001 and December 31, 2007, maximum 15 years minus benefit service earned prior to 2002
- b. 1.00% final average monthly compensation times benefit service between December 31, 2001 and December 31, 2007 in excess of 15 years minus benefit service earned prior to 2002
- c. 1.00% of final average monthly compensation multiplied by benefit service after December 31, 2007

Effective December 31, 2011, benefit accruals are frozen.

Monthly preretirement death benefit

For participants with less than 10 years of vesting service: 50% of the amount that would have been payable if the participant had terminated employment on the date of death (if not already terminated), deferred payment to age 65, and then elected 50% joint and survivor form of payment.

For participants with 10 (but less than 12) years of vesting service: 50% of the amount that would have been payable if the employee had terminated employment on the date of death (if not already terminated), survived to his or her earliest retirement age (if not already eligible for retirement), and then begun to receive a 50% joint and survivor annuity.

For participants with 12 or more years of vesting service: the amount determined as for participants with 10 years of vesting service except that the prior plan accrued benefit will be payable as 100% joint and survivor annuity.

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Age 55 and 10 years of vesting service.
Postponed retirement	Retirement after NRD
Vested termination	Five years of vesting service.
Disability	Participants entitled to benefits under the company's long-term disability plan.

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Preretirement death benefit Vested plan participant who dies before commencing plan benefits and married throughout the one-year period ending on the date of the participant's death.

Benefits Paid Upon the Following Events

Normal retirement The monthly pension benefit determined as of NRD

Early retirement The greater of (1) or (2) below:

- (1) The standard formula normal retirement benefit reduced $\frac{1}{2}$ of 1% for each month by which the commencement date precedes age 62.
- (2) The minimum formula attributed to Benefit Service after December 31, 2001 reduced $\frac{1}{2}$ of 1% for each month by which the commencement date precedes age 62. For participants who retire with 12 or more years of vesting service, the prior plan accrued benefit is reduced $\frac{7}{12}$ of 1% for each month by which the commencement date precedes age 60; the prior plan accrued benefit is unreduced at 30 years of vesting.

Postponed retirement The monthly pension benefit determined as of the retirement date

Vested termination The accrued benefit payable at normal retirement, or if the participant had completed 10 or more years of service, the accrued benefit payable as early as age 55, reduced $\frac{1}{2}$ of 1% for each month by which the commencement date precedes age 65.

Disablement The retirement benefit is the normal retirement benefit based on compensation at date of disability and service projected to normal retirement date.

Preretirement death Monthly preretirement death benefit defined above

Other Plan Provisions

Forms of payment Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of a 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan.

Optional forms are a 50%, 75%, or 100% joint and survivor annuity, a ten-year or fifteen-year certain and life annuity, or (for married participants) a life annuity. Actuarial equivalence is based on 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age

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setbacks.

The plan provides age 62 and age 65 Social Security level income options for the prior plan accrued benefit.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

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

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Clermont

Covered employees All hourly employees in Clermont, Kentucky or Beam, Kentucky, represented by Local No. III-D of United Food and Commercial Workers' International Union CLC.

Participation date Date of hire.

Effective January 1, 2007 the plan is closed to new hires.

Definitions

Vesting service Total service from the date of hire to date of termination using elapsed time, less any breaks in service.

Benefit service Service prior to the effective date is determined under the plan as in effect at December 31, 1975.

Service from January 1, 1976 through August 16, 1981 is credited according to the following table:

Hours Worked	Service Credit
1801 or more	1.00
1601 – 1800	0.90
1350 – 1600	0.80
1201 – 1349	0.70
1001 – 1200	0.60
900 – 1000	0.50
450 – 899	0.25
0 – 449	0.00

Service after August 16, 1981 is credited according to the following table:

Hours Worked	Service Credit
1600 or more	1.00
1350 – 1599	0.80
1201 – 1349	0.70
1001 – 1200	0.60
900 – 1000	0.50
450 – 899	0.25
0 – 449	0.00

Pensionable pay N/A

Average earnings N/A

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Normal retirement date (NRD) Age 65.

Monthly pension benefit

For Retirement On or After	A Monthly Benefit of
August 16, 1989	\$17.00 times credited Service
August 16, 1990	\$18.50 times credited Service
August 16, 1991	\$19.50 times credited Service
August 16, 1992	\$20.50 times credited Service
August 16, 1993	\$22.50 times credited Service
August 16, 1994	\$24.50 times credited Service
August 16, 1995	\$26.50 times credited Service
August 16, 1996	\$29.00 times credited Service
August 16, 1997	\$30.00 times credited Service
August 16, 1998	\$31.00 times credited Service
August 16, 2001	\$34.00 times credited Service
August 16, 2002	\$36.00 times credited Service
August 16, 2003	\$37.00 times credited Service
August 16, 2004	\$38.00 times credited Service
August 16, 2005	\$39.00 times credited Service
August 16, 2006	\$42.00 times credited Service
August 16, 2007	\$44.00 times credited Service
August 16, 2011	\$47.00 times credited Service

Monthly preretirement death benefit

50% of the actuarially equivalent benefit to which the participant would be entitled had the participant retired on the day immediately preceding death and deferred payment to Normal Retirement Date.

For participants with 10 or more years of vesting service: 50% of the actuarially equivalent amount that would have been payable if the employee had terminated employment on the date of death, survived to his or her earliest retirement, reduced for early commencement.

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Age 56 and 10 years of vesting service.
Postponed retirement	Retirement after NRD
Vested termination	Five years of vesting service or attained normal retirement age

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Disability	Age 40 and 10 years of service and receiving benefits under a long-term disability income plan maintained by the union or receiving disability benefits under the Social Security Act.
Preretirement death benefit	Vested plan participant who dies before commencing plan benefits and married throughout the one-year period ending on the date of the participant's death.

Benefits Paid Upon the Following Events

Normal retirement	The monthly pension benefit determined as of NRD
Early retirement	Normal retirement benefit reduced for early retirement. The reduction for early commencement is 0.5% for each month by which the commencement date precedes age 62.
Postponed retirement	The monthly pension benefit determined as of the retirement date
Vested termination	Normal retirement benefit reduced for early commencement. The reduction for early commencement is 0.5% for each month by which the commencement date precedes age 62.
Disablement	Normal retirement benefit accrued to date of disability.
Preretirement death	Monthly preretirement death benefit defined above.

Other Plan Provisions

Forms of payment	<p>Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse. Otherwise, benefits are paid in the form of a 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan.</p> <p>Optional forms are a 50%, 75%, or 100% joint and survivor annuity, a ten-year or fifteen-year certain and life annuity, or (for married participants) a life annuity. Actuarial equivalence is based on 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.</p>
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Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

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

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Plan Sponsor:	Beam Global Spirits & Wine, Inc.
Valuation Date:	January 1, 2016

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UFCW

Covered employees All hourly employees in Frankfort, Kentucky and Cincinnati, Ohio, represented by the United Food and Commercial Workers' Union Distillery, Wine, and Allied Workers' Division Local 227 or 32D, respectively. Employees who elected to accrue benefits under the 401(k) plan starting January 1, 2008, January 1, 2009 or January 1, 2011 stopped accruing benefits under this plan on those dates.

Participation date Date of hire.

Effective January 1, 2008 the plan is closed to new hires.

Definitions

Vesting service Total service from the date of hire to date of termination using elapsed time, including leaves of absence approved by an employer.

Benefit service Calendar year during which compensation is earned for 1,600 or more hours of service.

Pensionable pay Compensation at the regular basic rate, including shift differential, pre-tax contributions, and cost of living adjustments and excluding overtime and bonuses.

Average earnings Monthly average of a participant's compensation for the period of the five consecutive calendar years during which was received the largest total amount of compensation within the 10 complete calendar years preceding termination of employment.

Normal retirement date (NRD) Age 65.

Monthly pension benefit

- (1) 1.25% of pensionable pay received during each year of benefit service. For participants who were members of the NDPC plan as of May 25, 1987, if greater, 1.25% of the average of the highest earnings through December 31, 2008 per year of benefit service; or
- (2) The applicable monthly dollar rate, as in effect at the date of retirement, multiplied by the number of years of creditable service (fractional years granted based upon actual hours of service); see the following page:

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Monthly pension benefit (continued)	Date of Retirement	Applicable Dollar Rate
	Before 5/1/1998	\$23.00
	5/1/1998 – 4/30/1999	\$24.00
	5/1/1999 – 4/30/2000	\$25.00
	5/1/2000 – 4/30/2001	\$27.00
	5/1/2001 – 4/30/2002	\$28.00
	5/1/2002 – 4/30/2003	\$31.00
	5/1/2003 – 4/30/2004	\$33.00
	5/1/2004 – 4/30/2005	\$34.00
	5/1/2005 – 4/30/2006	\$35.00
	5/1/2006 – 4/30/2007	\$37.00
	5/1/2007 – 4/30/2008	\$40.00
	5/1/2008 – 4/30/2012	\$42.00
	On or after 5/1/2012	\$44.00

Monthly preretirement death benefit 50% of the actuarially equivalent benefit had the participant retired on the day immediately preceding death, reduced using early retirement commencement factors.

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Age 55 and 10 years of vesting service.
Postponed retirement	Retirement after NRD
Vested termination	Five years of vesting service or attained normal retirement age
Disability	Ten years of vesting service and receiving disability benefits under the Social Security Act.
Preretirement death benefit	Participant's death after five years of vesting service and married throughout the one year period ending on the date of death.
Separation Benefit	Age 50 and 20 years of vesting service and involuntary termination as a result of permanent plant shutdown or job elimination

Benefits Paid Upon the Following Events

Normal retirement	The monthly pension benefit determined as of NRD
Early retirement	Normal retirement benefit reduced for early retirement. The reduction for early commencement is 0.25% for each month by which the commencement date precedes age 62.

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Postponed retirement	The monthly pension benefit determined as of the retirement date								
Vested termination	Normal retirement benefit reduced for early retirement. The reduction for early commencement is an actuarial reduction for each month by which the commencement date precedes age 62.								
Disablement	Normal retirement benefit accrued to date of disability								
Preretirement death	Monthly preretirement death benefit defined above								
Postretirement death	\$10,000 lump sum payment, if retired before May 1, 2012; \$15,000, if retired on or after May 1, 2012.								
Separation Benefit	Normal retirement benefit reduced for commencement before age 62 as follows: <table><tr><td>Age 50 and 20 years of vesting service</td><td>0.25% per month</td></tr><tr><td>Age 55 and 25 years of vesting service</td><td>0.1667% per month</td></tr><tr><td>Age 60 and 30 years of vesting service</td><td>0.0833% per month</td></tr><tr><td>Age 60 and 40 years of vesting service</td><td>0% per month</td></tr></table>	Age 50 and 20 years of vesting service	0.25% per month	Age 55 and 25 years of vesting service	0.1667% per month	Age 60 and 30 years of vesting service	0.0833% per month	Age 60 and 40 years of vesting service	0% per month
Age 50 and 20 years of vesting service	0.25% per month								
Age 55 and 25 years of vesting service	0.1667% per month								
Age 60 and 30 years of vesting service	0.0833% per month								
Age 60 and 40 years of vesting service	0% per month								

Other Plan Provisions

Forms of payment	<p>Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of a 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan.</p> <p>Optional forms are a 50%, 75%, or 100% joint and survivor annuity, a ten-year or twenty-year certain and life annuity, Social Security level income option, or (for married participants) a life annuity. Actuarial equivalence is based on 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.</p>
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Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

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

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Non-UFCW

Covered employees All hourly employees in Frankfort, Kentucky and Cincinnati, Ohio not represented by the United Food and Commercial Workers Union. Employees who elected to accrue future benefits under the 401(k) plan starting January 1, 2008, January 1, 2009, or January 1, 2011 stopped accruing benefits under this plan on those dates.

Participation date Date of hire.

Effective January 1, 2008 the plan is closed to new hires.

Definitions

Vesting service Total service from the date of hire to date of termination using elapsed time, less any absence in excess of 12 months that is excluded from creditable service.

Benefit service Calendar year during which compensation is earned for 1,600 or more hours of service.

Pensionable pay Compensation at the regular basic rate, including shift differential, pre-tax contributions, and cost of living adjustments and excluding overtime and bonuses.

Average earnings Monthly average of a participant's compensation for the period of the five consecutive calendar years during which was received the largest total amount of compensation within the 10 complete calendar years preceding termination of employment.

Normal retirement date (NRD) Age 65.

Monthly pension benefit For employees represented by the International Guards Union of America, Region No. 7, Local No. 78, the sum of (1) and (2) but no less than (3) below:

1.25% of pensionable pay received during each year of benefit service on or after January 1, 1988 for participants who were members of the NDPC plan as of May 25, 1987, or, if not a participant in the NDPC plan, for benefit service on or after May 25, 1987.

For NDPC plan participants only, 1.25% of the average of the highest earnings through December 31, 1987 multiplied by benefit service through December 31, 1987.

\$240 multiplied by benefit service (\$120 for Guards hired on or after July 15, 1991).

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Valuation Date: January 1, 2016

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For employees represented by the Journeyman Pipefitters Local No. 502, the sum of (1) and (2) but no less than (3) below:

- (1) 1.25% of pensionable pay received during each year of benefit service on or after the Applicable Date defined below for participants in the NDPC plan on May 25, 1987, or if not a participant in the NDPC plan, for benefit service on or after May 25, 1987.
- (2) For NDPC plan participants only, 1.25% of the average of the highest earnings through the Applicable Date multiplied by benefit service through the Applicable Date.
- (3) Benefit service multiplied by the Applicable Benefit Rate defined below.

Applicable Date

For employees who were members of the NDPC plan on May 25, 1987:

- January 1, 1997, if employment ends after July 1, 1997 but before July 1, 2002
- December 31, 1999, if employment ends after July 1, 2002 but before May 1, 2006
- January 1, 2006, if employment ends after May 1, 2006 but before July 1, 2009
- January 1, 2009, if employment ends after July 1, 2009
- January 1, 1988, for all other employees

Applicable Benefit Rate

For Employment Ending	A Monthly Benefit of
July 1, 1997 to June 30, 1998	\$23 times benefit service
July 1, 1998 to June 30, 1999	\$24 times benefit service
July 1, 1999 to June 30, 2000	\$25 times benefit service
July 1, 2000 to June 30, 2001	\$27 times benefit service
July 1, 2001 to June 30, 2002	\$28 times benefit service
July 1, 2002 to June 30, 2003	\$31 times benefit service
July 1, 2003 to June 30, 2004	\$33 times benefit service
July 1, 2004 to June 30, 2005	\$34 times benefit service
July 1, 2005 to June 30, 2006	\$35 times benefit service

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July 1, 2006 to June 30, 2007	\$37 times benefit service
July 1, 2007 to June 30, 2008	\$40 times benefit service
July 1, 2008 to June 30, 2012	\$42 times benefit service
\$20 multiplied by benefit service for all other employees	

Monthly preretirement death benefit

The greater of (1), (2) and (3):

- (1) 1.5 times compensation in effect immediately prior to death reduced by any worker's compensation payable prior to death. If 401(k) benefits were elected, compensation is frozen as of the effective date of such election.
- (2) 50% of actuarially equivalent benefit to which the participant would have been entitled had the participant retired on Normal Retirement Date and elected the qualified joint and survivor annuity
- (3) For death on or after age 55 only, 85% of the participant's early retirement or deferred vested retirement benefit as of the first day of the month preceding death, reduced by any worker's compensation payable prior to death.

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Age 55 and 10 years of vesting service
Postponed retirement	Retirement after NRD
Vested termination	Five years of vesting service or attained normal retirement age
Disability	Ten years of service and receiving disability benefits under the Social Security Act
Preretirement death benefit	Participant having spouse to whom married throughout the one year period ending on the date of death, or having designated beneficiary, and dying before commencement of retirement benefit. Must be vested if death before age 55.
Separation Benefit	Age 50 and 20 years of vesting service and involuntary termination as a result of permanent plant shutdown or job elimination

Benefits Paid Upon the Following Events

Normal retirement	The monthly pension benefit determined as of NRD
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Plan Name: Beam Pension Plan
EIN / PN: 36-4054676 / 002
Plan Sponsor: Beam Global Spirits & Wine, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Early retirement	Normal retirement benefit reduced for early retirement. The reduction for early commencement is 0.25% for each month by which the commencement date precedes age 62.
Postponed retirement	The monthly pension benefit determined as of the retirement date
Vested termination	Normal retirement benefit reduced for early retirement. The reduction for early commencement is an actuarial reduction for each month by which the commencement date precedes age 62.
Disablement	Greater of normal retirement benefit accrued to date of disability or \$96 multiplied by benefit service
Preretirement death	Monthly preretirement death benefit defined above
Postretirement death	A lump sum of \$3,000 for guards and \$10,000 for non-guards (\$12,000 for non-guards retired before May 1, 2002) is paid to the beneficiary upon the death of the retiree.
Separation Benefit	Normal retirement benefit reduced for commencement before age 62 as follows: Age 50 and 20 years of vesting service 0.25% per month Age 55 and 25 years of vesting service 0.1667% per month Age 60 and 30 years of vesting service 0.0833% per month Age 60 and 40 years of vesting service 0% per month

Other Plan Provisions

Forms of payment	<p>Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of a 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan.</p> <p>Optional forms are a 50%, 75%, or 100% joint and survivor annuity, a ten-year or twenty-year certain and life annuity, Social Security level income option, or (for married participants) a life annuity. Actuarial equivalence is based on 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.</p> <p>The preretirement death benefit is payable as a lump sum.</p>
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Future Plan Changes

Plan Name:	Beam Pension Plan
EIN / PN:	36-4054676 / 002
Plan Sponsor:	Beam Global Spirits & Wine, Inc.
Valuation Date:	January 1, 2016

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No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

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

Plan Name: Beam Pension Plan
EIN / PN: 36-4054676 / 002
Plan Sponsor: Beam Global Spirits & Wine, Inc.
Valuation Date: January 1, 2016

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Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Beam Global Spirits and Wine, Inc.
EIN/PN	36-4054676/002
Plan Name	Beam Pension Plan
Valuation Date	January 1, 2016
Enrolled Actuary	Nathan Crum
Enrollment Number	17-07983

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:	Beam Pension Plan
EIN / PN:	36-4054676 / 002
Plan Sponsor:	Beam Global Spirits & Wine, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2016

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation.

Clermont

(a) Age	(b) Rate	(c) Weight	(a) x (b) x (c) Product
55.5	0.00%	1.0000	0.00
56.5	5.00%	1.0000	2.83
57.5	5.00%	0.9500	2.73
58.5	5.00%	0.9025	2.64
59.5	5.00%	0.8574	2.55
60.5	5.00%	0.8145	2.46
61.5	30.00%	0.7738	14.28
62.5	50.00%	0.5416	16.93
63.5	30.00%	0.2708	5.16
64.5	30.00%	0.1896	3.67
65.5	50.00%	0.1327	4.35
66.5	50.00%	0.0664	2.21
67.5	40.00%	0.0332	0.90
68.5	30.00%	0.0199	0.41
69.5	30.00%	0.0139	0.29
70	100.00%	0.0098	0.69
Weighted Average			62.07

Beam Salaried and Fortune Brands Salaried

(a) Age	(b) Rate	(c) Weight	(a) x (b) x (c) Product
55.5	20.00%	1.0000	11.10
56.5	10.00%	0.8000	4.52
57.5	10.00%	0.7200	4.14
58.5	10.00%	0.6480	3.79
59.5	20.00%	0.5832	6.94
60.5	30.00%	0.4666	8.47
61.5	30.00%	0.3266	6.03
62.5	50.00%	0.2286	7.14
63.5	30.00%	0.1143	2.18
64.5	30.00%	0.0800	1.55
65.5	50.00%	0.0560	1.83
66.5	50.00%	0.0280	0.93
67.5	40.00%	0.0140	0.38
68.5	30.00%	0.0084	0.17
69.5	30.00%	0.0059	0.12
70	100.00%	0.0041	0.29
Weighted Average			59.58

UFCW and NonUFCW

(a) Age	(b) Rate	(c) Weight	(a) x (b) x (c) Product
55.5	5.00%	1.0000	2.78
56.5	5.00%	0.9500	2.68
57.5	5.00%	0.9025	2.59
58.5	10.00%	0.8574	5.02
59.5	10.00%	0.7716	4.59
60.5	10.00%	0.6945	4.20
61.5	30.00%	0.6250	11.53
62.5	50.00%	0.4375	13.67
63.5	30.00%	0.2188	4.17
64.5	30.00%	0.1531	2.96
65.5	50.00%	0.1072	3.51
66.5	50.00%	0.0536	1.78
67.5	40.00%	0.0268	0.72
68.5	30.00%	0.0161	0.33
69.5	30.00%	0.0113	0.24
70	100.00%	0.0079	0.55
Weighted Average			61.33

Based on personnel distribution (23% Clermont, 57% Salaried and 20% UFCW/NonUFCW), the average weighted retirement age in total is $23\% \times 62.07 + 57\% \times 59.58 + 20\% \times 61.33 = 60.50$.

Plan Name: Beam Pension Plan
 EIN / PN: 36-4054676 / 002
 Plan Sponsor: Beam Global Spirits & Wine, Inc.
 Valuation Date: January 1, 2016

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	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 BEAM PENSION PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BEAM GLOBAL SPIRITS & WINE, INC.	D Employer Identification Number (EIN) 36-4054676	
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	273,081,751		
b Actuarial value	2b	289,676,314		
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	1,366	158,327,754	158,327,754	
b For terminated vested participants	1,126	69,868,587	69,868,587	
c For active participants	572	40,980,522	43,502,628	
d Total	3,064	269,176,863	271,698,969	
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	6.14%		
6 Target normal cost	6	2,917,134		

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	Nathan Crum NC Signature of actuary NATHAN CRUM Type or print name of actuary WILLIS TOWERS WATSON Firm name 233 South Wacker Drive Suite 1800 Chicago IL 60606 Address of the firm	10/6/2017 Date 1707983 Most recent enrollment number 312-288-7700 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	3,694,343
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	3,694,343
10	Interest on line 9 using prior year's actual return of <u>-3.81%</u>	0	-140,754
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		13,793,444
	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>6.33%</u>		873,125
	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.....		14,666,569
	d Portion of (c) to be added to prefunding balance.....		14,000,000
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	17,553,589

Part III		Funding Percentages	
14	Funding target attainment percentage	14	100.15%
15	Adjusted funding target attainment percentage.....	15	106.61%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	103.75%
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	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?			
c If line 20a is "Yes," see instructions and complete the following table as applicable:			
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	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 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	2,917,134
b Excess assets, if applicable, but not greater than line 31a		31b	423,756
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	2,493,378
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	2,493,378	2,493,378
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	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Statement of actuarial assumptions and methods

Plan sponsor

Beam Global Spirits & Wine, Inc.

EIN/PN

36-4054676/002

Economic Assumptions

Interest rate basis

■ Applicable month	September
■ Interest rate basis	3-Segment Rates

Interest rates

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	4.43%	1.34%
■ Second segment rate	5.91%	4.03%
■ Third segment rate	6.65%	5.06%
■ Effective interest rate	6.14%	4.40%

ASC 960 interest rate

6.65%

Annual rates of increase

■ Compensation:	3.00%
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Administrative expenses

The amount included this year for administrative expenses is \$2,397,352, which is the actual administrative expenses for the prior plan year excluding investment management fees.

Plan Name: Beam Pension Plan
EIN / PN: 36-4054676 / 002
Plan Sponsor: Beam Global Spirits & Wine, Inc.
Valuation Date: January 1, 2016

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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.

Mortality

■ **Healthy** Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2031 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2023 using Scale AA.)

■ **Disabled** Same as healthy lives

Termination

Representative Termination Rates

Clermont

Percentage leaving during the year						Years of Service
Attained Age	0	1	2	3	4	5+
20	19.20	19.20	19.20	19.20	19.20	5.70
25	15.20	15.20	15.20	15.20	15.20	4.60
30	11.60	11.20	11.20	11.20	11.20	3.60
35	11.60	11.20	10.40	10.00	9.60	2.50
40	11.60	11.20	10.40	10.00	9.60	1.90
45+	11.60	11.20	10.40	10.00	9.60	1.50

Beam Salaried and Fortune Brands Salaried

Percentage leaving during the year						Years of Service
Attained Age	0	1	2	3	4	5+
20	21.88	21.88	21.88	21.88	35.00	30.20
25	17.88	17.88	17.88	17.88	28.60	24.40
30	15.88	14.88	13.75	13.50	21.60	18.90
35	15.88	14.88	13.75	12.75	19.00	13.70
40	15.88	14.88	13.75	12.75	19.00	9.70
45+	15.88	14.88	13.75	12.75	19.00	6.80

Plan Name: Beam Pension Plan
 EIN / PN: 36-4054676 / 002
 Plan Sponsor: Beam Global Spirits & Wine, Inc.
 Valuation Date: January 1, 2016

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UFCW and Non-UFCW

Percentage leaving during the year						Years of Service
Attained Age	0	1	2	3	4	5+
20	14.40	14.40	14.40	14.40	14.40	15.60
25	11.40	11.40	11.40	11.40	11.40	12.20
30	8.70	8.40	8.40	8.40	8.40	10.00
35	8.70	8.40	7.80	7.50	7.20	6.60
40	8.70	8.40	7.80	7.50	7.20	5.00
45	8.70	8.40	7.80	7.50	7.20	4.10
50+	8.70	8.40	7.80	7.50	7.20	4.00

Disability

Representative rates at which participants become disabled by age are shown below:

Percentage becoming disabled during the year			
Age	Rate	Age	Rate
25	0.030	50	0.358
30	0.034	55	0.670
35	0.052	60	1.050
40	0.100	65	0.000
45	0.192		

Plan Name: Beam Pension Plan
EIN / PN: 36-4054676 / 002
Plan Sponsor: Beam Global Spirits & Wine, Inc.
Valuation Date: January 1, 2016

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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. The average age based on the table below is 60.

Percentage retiring during the year			
Age	Clermont	Beam Salaried and Fortune Brands Salaried	UFCW and NonUFCW
55	N/A	20.0	5.0
56	5.0	10.0	5.0
57	5.0	10.0	5.0
58	5.0	10.0	10.0
59	5.0	20.0	10.0
60	5.0	30.0	10.0
61	30.0	30.0	30.0
62	50.0	50.0	50.0
63	30.0	30.0	30.0
64	30.0	30.0	30.0
65	50.0	50.0	50.0
66	50.0	50.0	50.0
67	40.0	40.0	40.0
68	30.0	30.0	30.0
69	30.0	30.0	30.0
70+	100.0	100.0	100.0

Benefit commencement date:

Preretirement death benefit	The later of the death of the active participant or the date the participant would have attained age 55
Deferred vested benefit	For Beam Salaried and Fortune Brands Salaried, age 64 if not early retirement eligible at the time of termination, or age 62 if early retirement eligible at the time of termination (i.e. age 55 with 10 years of service) Age 62 for other groups
Disability benefit	Upon disablement
Retirement benefit	Upon termination of employment

Form of payment

Participants are assumed to elect the normal form.

Percent married

80% of males; 80% of females. Used to value pre-retirement surviving spouse benefits and in determining the optional forms expected to be elected at commencement

Spouse age

Wife three years younger than husband

Plan Name: Beam Pension Plan
 EIN / PN: 36-4054676 / 002
 Plan Sponsor: Beam Global Spirits & Wine, Inc.
 Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Covered pay	Assumed plan compensation for the year beginning on the valuation date was determined as actual pensionable earnings provided by the employer for the prior year adjusted at the assumed compensation increase rate.
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan.
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.
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 for determining minimum required contributions	Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings of 6.45% for 2015 and 7.15% for 2014 (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2014 plan year.)

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Plan Name:	Beam Pension Plan
EIN / PN:	36-4054676 / 002
Plan Sponsor:	Beam Global Spirits & Wine, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Beam Suntory, Inc. and, based on that review, is not aware of any 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.
Expected return on plan assets	We understand that the expected return on assets assumption reflects the plan sponsor's estimate of future experience for trust asset returns, reflecting the plan's current asset allocation and any expected changes during the current plan year, current market conditions and the plan sponsor's expectations for future market conditions.
Rate of Compensation Increase	The negotiated increase for certain union groups is 3%. While salaried retirement plan participants have frozen accrued benefits so that this assumption is not needed for this group, the assumption is needed for certain union participants whose pension benefit formula is based upon the greater of an hourly multiplier and a pay-based formula.

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 were based on an experience study conducted in 2011, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. Rates vary by salaried, Clermont union, and other union participants because of the differences in behavior observed among the groups.
Retirement	Retirement rates were based on an experience study conducted in 2011, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. Rates vary by salaried, Clermont union, and other union participants because of the differences in behavior observed among the groups.

Plan Name:	Beam Pension Plan
EIN / PN:	36-4054676 / 002
Plan Sponsor:	Beam Global Spirits & Wine, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Benefit commencement date for deferred benefits:

Deferred vested benefit This assumption is based in part upon an experience study from 2011. Terminated vested pension participants are assumed to retire (i.e. elect to have their benefit payments commence) at age 62 if a union participant, at age 64 if a salaried participant who was not early retirement eligible at the time of termination, or at age 62 if a salaried participant who was early retirement eligible at the time of termination (i.e. age 55 with 10 years of service). The earlier commencement age for early retirement eligible salaried pension plan participants was introduced for 2014 due to the greater level of subsidy such participants receive.

Form of payment

All participants are assumed to take their benefit in the normal form of payment (a single life annuity if the participant has no spouse as of the date payments commence, otherwise a 50% joint & survivor annuity). This assumption is based upon anticipated future plan experience.

Marital Assumptions:

Percent married The assumed percentage married is based on anticipated future experience.

Spouse age The assumed age difference for spouses is based general population statistics of the age difference for married individuals of retirement age.

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.

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 to the current valuation date as required by IRC 430.

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 assumed plan-related expenses added to the target normal cost were changed from \$1,451,987 for the prior valuation to \$2,397,352 for the current valuation.

The ASC 960 discount rate changed from 6.45% to 6.65%.

Plan Name: Beam Pension Plan
EIN / PN: 36-4054676 / 002
Plan Sponsor: Beam Global Spirits & Wine, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2016

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		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	3		17		14		1		0		0		0		0		0		0	
35 - 39	2		16		25		14		1		0		0		0		0		0	
40 - 44	5		19		40		17		10		2		0		0		0		0	
45 - 49	4		15		30		29		17		11		0		0		0		0	
50 - 54	2		8		25		24		26		19		2		2		0		0	
55 - 59	0		6		14		8		16		24		11		9		13		0	
60 - 64	2		2		11		9		7		11		2		7		6		0	
65 - 69	0		0		3		0		0		1		0		1		4		1	
70 & Over	0		0		0		1		0		2		0		0		0		1	

[Type here]

Plan Name: Beam Pension Plan
 EIN / PN: 36-4054676 / 002
 Plan Sponsor: Beam Global Spirits & Wine, Inc.
 Valuation Date: January 1, 2016

Plan Name	BEAM PENSION PLAN
Plan Sponsor EIN	36-4054676
ERISA Plan #	002
Plan Year Ending	December 31, 2016

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the DFE’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	BEAM PENSION PLAN
Plan Sponsor EIN	36-4054676
ERISA Plan #	002
Plan Year Ending	December 31, 2016

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the DFE’s Independent Qualified Public Accountant (IQPA).

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5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	BEAM PENSION PLAN
Plan Sponsor EIN	36-4054676
ERISA Plan #	002
Plan Year Ending	December 31, 2016

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5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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 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**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 multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
☒ 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 BEAM PENSION PLAN	1b Three-digit plan number (PN) ▶ 002
	1c Effective date of plan 07/01/1965
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) BEAM GLOBAL SPIRITS & WINE, INC. 510 LAKE COOK RD DEERFIELD IL 60015	2b Employer Identification Number (EIN) 36-4054676 2c Plan Sponsor's telephone number (847) 484-4400 2d Business code (see instructions) 312140

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	<i>F. J. Cortese</i>	<u>10/12/17</u>	FRANK J CORTESE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<i>F. J. Cortese</i>	<u>10/12/17</u>	FRANK J CORTESE
	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) DELOITTE TAX LLP 111 S. WACKER DRIVE CHICAGO IL 60606			Preparer's telephone number (312) 486-1000

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 3,064
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 572 6a(2) 502 6b 1,195 6c 709 6d 2,406 6e 186 6f 2,592 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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

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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 _____