

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
---	--	---

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>FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>002</u>
		1c	Effective date of plan <u>01/01/1961</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>FRESH MARK, INC.</u> <u>1888 SOUTHWAY STREET SE</u> <u>MASSILLON, OH 44646</u>	2b	Employer Identification Number (EIN) <u>34-0565220</u>
		2c	Plan Sponsor's telephone number <u>330-834-3602</u>
		2d	Business code (see instructions) <u>311610</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.	10/17/2017	DAVID COCHENOUR
	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)			Preparer's telephone number

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	5 360
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) 151 6a(2) 143 6b 145 6c 32 6d 320 6e 19 6f 339 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 1I 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) ☐ 0 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
--	--	---

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>FRESH MARK, INC. SALARIED EMPLOYEES' 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>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</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>40238305</u>
b Actuarial value	2b <u>40238305</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>176</u> <u>12144369</u> <u>12144369</u>
b For terminated vested participants.....	<u>33</u> <u>1573384</u> <u>1573384</u>
c For active participants.....	<u>151</u> <u>20160899</u> <u>20564835</u>
d Total.....	<u>360</u> <u>33878652</u> <u>34282588</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>6.11</u> %
6 Target normal cost.....	6 <u>1290648</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>10/09/2017</u>
Signature of actuary		Date
<u>KEITH J OKRESS</u>		<u>17-06965</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>		<u>216-937-4000</u>
Firm name		Telephone number (including area code)
<u>1001 LAKESIDE AVENUE, SUITE 1500</u> <u>CLEVELAND, OH 44114-1172</u>		
Address of the firm		

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

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

**Schedule SB (Form 5500) 2016
v. 160205**

Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	6507008
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	6507008
10	Interest on line 9 using prior year's actual return of <u>-0.98</u> %	0	-63769
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		2756523
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>6.30</u> %		173661
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		2930184
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	1800000
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	4643239

Part III		Funding Percentages	
14	Funding target attainment percentage	14	103.82%
15	Adjusted funding target attainment percentage	15	117.37%
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	104.89%
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	
01/20/2017	330000	0	
02/20/2017	330000	0	
03/20/2017	330000	0	
04/20/2017	330000	0	
05/19/2017	440000	0	
06/20/2017	440000	0	
Totals ►		18(b)	3560000
		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 3274908
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
b	Applicable month (enter code)	21b	4			
22	Weighted average retirement age	22	64			
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	1290648			
b	Excess assets, if applicable, but not greater than line 31a	31b	1290648			
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	0			
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0			
		Carryover balance	Prefunding balance			
35	Balances elected for use to offset funding requirement	0	0			
36	Additional cash requirement (line 34 minus line 35)	36	0			
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	3274908			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	3274908			
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	0			
43	Excess installment acceleration amount to be carried over to future plan years	43	0			

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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	
A Name of plan FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 FRESH MARK, INC.	D Employer Identification Number (EIN) 34-0565220

Part I	Service Provider Information (see instructions)
---------------	--

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

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

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

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

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

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

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

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

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

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

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

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

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

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

TOWERS WATSON DELAWARE INC.

23-1159360

(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?
11 50	NONE	33600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIFTH THIRD BANK RETIREMENT SERVICE

31-1051736

(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?
25 50	NONE	6167	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

JPMORGAN CHASE BANK, N.A.

13-4994650

(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?
27 50	NONE	5051	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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 H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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		
A Name of plan FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 FRESH MARK, INC.	D Employer Identification Number (EIN) 34-0565220	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	2
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3000000	3560000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	4778	5915
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2700330	1898545
(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)	3102767	3051053
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	31500245	35751025
(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	40308120	44266540

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	2193	1018
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2193	1018

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	40305927	44265522
---	-----------	----------	----------

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)	3560000	
(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)		3560000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2958	
(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)		2958
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	93800	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1293817	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1387617
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	5162067	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5149501	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		12566
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	380475	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		380475

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		649894
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5993510

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2764228	
(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)		2764228
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)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	18583	
(4) Other	2i(4)	101104	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		119687
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2883915

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3109595
l Transfers of assets:			
(1) To this plan.....	2l(1)		850000
(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: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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		1000000
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 4001236. (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.
---	---	--

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

A Name of plan <u>FRESH MARK, INC. SALARIED EMPLOYEES' 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>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-6902950</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>7</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

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

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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

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

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
----------------	---

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

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
SUPPLEMENTAL SCHEDULES

Fresh Mark, Inc. Salaried Employees' Pension Plan
Years Ended December 31, 2016 and 2015
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2016 and 2015

Contents

Report of Independent Auditors.....	1
Financial Statements	
Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements.....	5
Supplemental Schedules	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	13
Schedule H, Line 4j – Schedule of Reportable Transactions.....	21

Report of Independent Auditors

The Plan Administrator
Fresh Mark, Inc. Salaried Employees' Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fresh Mark, Inc. Salaried Employees' Pension 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 conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of 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 audits in accordance with auditing standards generally accepted in the United States. 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 investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2016 and 2015, and for the years then ended, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

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.

Disclaimer of Opinion on Supplemental Schedules

The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2016, and reportable transactions for the year then ended, 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 referred to above.

Report on Compliance of Form and Content With Department of Labor's 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 investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 16, 2017

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2016	2015
Assets		
Investments, at fair value	\$ 40,700,625	\$ 37,303,342
Receivables:		
Employer contributions	3,560,000	3,000,000
Accrued income	5,915	4,778
Total receivables	3,565,915	3,004,778
Total assets	44,266,540	40,308,120
Liabilities		
Accrued administrative expenses	1,018	2,193
Net assets available for benefits	\$ 44,265,522	\$ 40,305,927

See accompanying notes.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2016	2015
Additions		
Net appreciation (depreciation) in fair value of investments	\$ 1,042,935	\$ (2,319,970)
Interest and dividends	1,390,575	1,778,660
Contributions from Fresh Mark, Inc.	3,560,000	3,000,000
Transfers from Fresh Mark, Inc. Hourly Employees' Plan	850,000	—
Total additions	<u>6,843,510</u>	<u>2,458,690</u>
Deductions		
Benefits paid directly to participants	2,764,228	1,975,236
Administrative expenses	119,687	106,547
Total deductions	<u>2,883,915</u>	<u>2,081,783</u>
Net increase	<u>3,959,595</u>	<u>376,907</u>
Net assets available for benefits:		
Beginning of year	40,305,927	39,929,020
End of year	<u><u>\$ 44,265,522</u></u>	<u><u>\$ 40,305,927</u></u>

See accompanying notes.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

1. Description of the Plan

The Plan is a noncontributory defined benefit plan established for employees of Fresh Mark, Inc. (Company and Plan Sponsor) who are not covered by a collective bargaining agreement, have attained age 21, and have completed one year of credited service. Effective January 1, 2007, the Plan was amended to preclude any employee hired by the Company on or after that date from participating in the Plan. Effective June 1, 2007, the Plan was further amended to preclude the participation of an employee transferred from a division not previously eligible for participating in the Plan who would have otherwise become eligible upon such transfer.

The Company has agreed to voluntarily contribute such additional amounts as are necessary to provide assets sufficient to meet the benefits to be paid to plan members. The Company's present intention is to make annual contributions in amounts sufficient to fund the Plan's current year's service cost and the initial past service cost plus interest over a period of 30 years. The Plan has met the Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements for 2016 and 2015.

Although it has not expressed an intention to do so, the Company reserves the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination, the net assets of the Plan will be allocated for payment to the participants in an order of priority as prescribed by ERISA and its related regulations and the plan document.

Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

Information about the plan agreement, the vesting and benefit provisions, and the PBGC's benefit guarantee is contained in the *Summary Plan Description*. Copies of this document are available from the plan administrator.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies

Investment Valuation

At December 31, 2016 and 2015, the investments of the Fresh Mark, Inc. Salaried Employees' Pension Plan (the Plan) were collectively held in the Fresh Mark, Inc. Salaried Employees' Pension Plan Trust, sponsored by the trustee. Effective September 1, 2016, the Trustee for the Plan was changed from JP Morgan Chase Bank, N.A. to Fifth Third Bank. Investments held by the Plan are stated at fair value. Refer to Note 5 for further discussion of fair value measurements.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 3) are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of deceased employees, and (c) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on each individual's average total compensation during the highest five consecutive years of the ten years preceding retirement. The accumulated plan benefits for active employees are based on their average total compensation during the highest five consecutive years of the ten years preceding the valuation date. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Basis of Accounting

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid. Effective January 1, 2013, the Plan was amended to define the criteria for participants to be eligible to receive a single lump-sum payment option. Participants eligible for normal, early or disability retirement benefit, a participant eligible for a deferred vested pension, or a spouse who is entitled to a benefit under the Plan are eligible to elect a lump-sum payment option upon commencement of benefits. There was approximately \$1,502,000 in lump-sum payments paid during 2016 and \$649,000 paid during 2015 specific to the Salaried Employees' Pension Plan.

Subsequent Events

On May 4, 2017, the Company entered into an agreement with an insurance company to annuitize certain obligations of the Salaried Pension Plan. As a result of the agreement, the Company will be annuitizing approximately 27% of the Salaried Pension Plan projected benefit obligation.

Management evaluated all other activity of the Plan through October 16, 2017, the date the financial statements were available for issuance.

3. Accumulated Plan Benefits

The Plan's actuary, Willis Towers Watson, estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants 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.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The accumulated plan benefit information as of December 31, 2015, is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 11,959,053
Other participants	20,698,522
Total vested benefits	<u>32,657,575</u>
Nonvested benefits	285,828
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 32,943,403</u>

The changes in accumulated plan benefits for the year ended December 31, 2015, are as follows:

Actuarial present value of accumulated plan benefits at beginning of year	\$ 31,287,859
Increase (decrease) during the year attributed to:	
Change in actuarial assumption	(359,887)
Benefits accumulated	1,354,021
Actuarial losses	499,983
Increase for interest due to the decrease in the discount period	2,136,663
Benefits paid	<u>(1,975,236)</u>
Net increase	1,655,544
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 32,943,403</u>

The significant assumptions underlying the actuarial computations are as follows:

Retirement rate	Various rates ranging from 1% at age 55 to 100% at age 65
Rate of return on investments	6.75% (6.75% in the prior year)
Mortality	RP-2014 Mortality Table for sex-distinct rates for employees and annuitants, projected generationally with Scale MP-2015

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

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

4. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2016 and 2015, and net appreciation (depreciation) in fair value of investments and interest and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fifth Third Bank and JP Morgan Chase Bank, N.A., the trustees.

5. Fair Value Measurements

Fair value is defined under ASC 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy in ASC 820 are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible to the Plan at the measurement date for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:
 - Quoted prices for similar assets or liabilities in active markets
 - Quoted prices for identical or similar assets or liabilities in markets that are not active
 - Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

- Inputs that are derived principally from or corroborated by observable market data by correlation or other means
- Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015:

Common stocks – Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds – Valued at quoted market prices, which represent the net asset values of the shares held by the Plan on the last business day of the plan year.

Money market fund – Valued at net asset value of units held by the Plan at year-end.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016:

	Level 1	Level 2	Level 3	Total
Common Stocks	\$ 3,051,053	\$ –	\$ –	\$ 3,051,053
Mutual Equity Funds	21,530,226	–	–	21,530,226
Mutual Bond Funds	12,890,655	–	–	12,890,655
Money Market Funds	3,228,691	–	–	3,228,691
Total assets at fair value	<u>\$ 40,700,625</u>	<u>\$ –</u>	<u>\$ –</u>	<u>\$ 40,700,625</u>

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Common Stocks	\$ 6,123,078	\$ —	\$ —	\$ 6,123,078
Mutual Equity Funds	17,467,510	—	—	17,467,510
Mutual Bond Funds	11,012,424	—	—	11,012,424
Money Market Funds	2,700,330	—	—	2,700,330
Total assets at fair value	\$ 37,303,342	\$ —	\$ —	\$ 37,303,342

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

6. Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

7. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated March 31, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of the determination letter, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Party in Interest Transactions

Certain of the Plan's assets are invested in funds managed by the trustee of the Plan. Also, certain legal and accounting fees and certain administrative expenses relating to the maintenance of participant eligibility records were paid by the Company. Fees paid during the year for other services rendered by parties in interest were based on customary and reasonable rates for such services. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

Supplemental Schedules

Fresh Mark, Inc.
Salaried Employees' Pension Plan

EIN #34-0565220 Plan #002

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

December 31, 2016

SCHEDULE OF ASSETS HELD AT END OF PLAN YEAR 12/31/16

SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
<u>CASH</u>						
MONEY MARKET INVESTMENTS						
1330,143.870	FIDELITY US TREASURY MONEY MARKET FUND	\$1,330,143.87	\$1,330,143.87	\$1,330,143.87		
18,308	GOLDMAN SACHS FINANCIAL SQUARE GOVERNMENT INSTITUTIONAL (INCOME INVESTMENT)	18,308.00	18,308.00	18,308.00		\$5.49
1880,237	GOLDMAN SACHS FINANCIAL SQUARE GOVERNMENT INSTITUTIONAL	1,880,237.00	1,880,237.00	1,880,237.00		628.01
	TOTAL MONEY MARKET INVESTMENTS	<u>\$3,228,688.87</u>	<u>\$3,228,688.87</u>	<u>\$3,228,688.87</u>	<u>0.00</u>	<u>\$633.50</u>
<u>BOND FUNDS</u>						
MUTUAL BOND FUNDS						
90,776.717	BLACKROCK FDS II INFLPRO BD SVC	1,005,779.31	953,155.53	1,005,779.31	\$52,623.78-	
41,215.313	AMERICAN FUNDS CAPITAL WORLD BOND R6	824,014.38	781,442.33	824,014.38	42,572.05-	
81,561.462	DODGE & COX INCOME FD	1,086,425.27	1,108,420.27	1,086,425.27	21,995.00	
36,686.009	DOUBLELINE TOTAL RETURN BOND I	413,261.39	389,605.42	413,261.39	23,655.97-	
103,589.049	FIDELITY FLTG RATE HIGH INCOME F	1,023,727.87	998,598.43	1,023,727.87	25,129.44-	
154,012.733	FIDELITY SPARTAN HIGH INCOME FD	1,226,870.14	1,341,450.90	1,226,870.14	114,580.76	
144,229.208	FIDELITY FIXED INCOME TR INFL PROTEC BD	1,717,332.16	1,720,654.45	1,717,332.16	3,322.29	
87,600.983	FIDELITY STRATEGIC INCOME FD	952,139.12	933,826.48	952,139.12	18,312.64-	
56,020.401	JPMORGAN CORE BOND FUND-A	645,806.54	643,674.41	645,806.54	2,132.13-	
171,367.610	JPMORGAN CORE PLUS BOND FD-A	1,384,528.57	1,398,359.70	1,384,528.57	13,831.13	
5,981.969	JPMORGAN LIMITED DURATION BOND A	54,679.14	59,700.05	54,679.14	5,020.91	
132,751.107	T ROWE PRICE INFLATION PROTECTED	1,609,026.52	1,558,498.00	1,609,026.52	50,528.52-	

SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
83,885.397	TEMPLETON GLOBAL BOND FD-ADV	\$1,088,505.20	\$1,003,269.35	\$1,088,505.20	\$85,235.85-	
	TOTAL MUTUAL BOND FUNDS	<u>\$13,032,095.61</u>	<u>\$12,890,655.32</u>	<u>\$13,032,095.61</u>	<u>\$141,440.29-</u>	<u>0.00</u>
COMMON STOCK						
	PROFESSIONAL SERVICES					
2,400	ROBERT HALF INTL INC	76,022.56	117,072.00	76,022.56	41,049.44	
	TOTAL PROFESSIONAL SERVICES	<u>\$76,022.56</u>	<u>\$117,072.00</u>	<u>\$76,022.56</u>	<u>\$41,049.44</u>	<u>0.00</u>
	DIVERSIFIED CONSUMER SERVICES					
3,900	BLOCK H & R INC	59,053.06	89,661.00	59,053.06	30,607.94	\$858.00
	TOTAL DIVERSIFIED CONSUMER SERVICES	<u>\$59,053.06</u>	<u>\$89,661.00</u>	<u>\$59,053.06</u>	<u>\$30,607.94</u>	<u>\$858.00</u>
	MEDIA					
1,200	OMNICOM GROUP INC	50,142.29	102,132.00	50,142.29	51,989.71	660.00
1,500	VIACOM INC-B	53,744.35	52,650.00	53,744.35	1,094.35-	300.00
	TOTAL MEDIA	<u>\$103,886.64</u>	<u>\$154,782.00</u>	<u>\$103,886.64</u>	<u>\$50,895.36</u>	<u>\$960.00</u>
	TEXTILES APPAREL & LUXURY GOODS					
1,300	COACH INC	61,036.47	45,526.00	61,036.47	15,510.47-	438.75
	TOTAL TEXTILES APPAREL & LUXURY GOODS	<u>\$61,036.47</u>	<u>\$45,526.00</u>	<u>\$61,036.47</u>	<u>\$15,510.47-</u>	<u>\$438.75</u>
	FOOD & STAPLES RETAILING					
2,600	CVS HEALTH CORPORATION	33,228.00	205,166.00	33,228.00	171,938.00	
	TOTAL FOOD & STAPLES RETAILING	<u>\$33,228.00</u>	<u>\$205,166.00</u>	<u>\$33,228.00</u>	<u>\$171,938.00</u>	<u>0.00</u>
	HOUSEHOLD PRODUCTS					
2,200	RECKITT BENCKISER GROUP PLC	33,196.41	187,191.25	33,196.41	153,994.84	
	TOTAL HOUSEHOLD PRODUCTS	<u>\$33,196.41</u>	<u>\$187,191.25</u>	<u>\$33,196.41</u>	<u>\$153,994.84</u>	<u>0.00</u>

SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
TOBACCO						
1,900	PHILIP MORRIS INTL INC	\$155,295.66	\$173,831.00	\$155,295.66	\$18,535.34	\$1,976.00
1,628	REYNOLDS AMERICAN INC	58,730.10	91,233.12	58,730.10	32,503.02	748.88
	TOTAL TOBACCO	<u>\$214,025.76</u>	<u>\$265,064.12</u>	<u>\$214,025.76</u>	<u>\$51,038.36</u>	<u>\$2,724.88</u>
OIL, GAS & CONSUMABLE FUELS						
800	ENSCO PLC SHS CLASS A	33,740.00	7,776.00	33,740.00	25,964.00-	
	TOTAL OIL, GAS & CONSUMABLE FUELS	<u>\$33,740.00</u>	<u>\$7,776.00</u>	<u>\$33,740.00</u>	<u>\$25,964.00-</u>	<u>0.00</u>
HEALTH CARE PROVIDERS & SERVICES						
2,000	AMERISOURCEBERGEN CORP	43,185.00	156,380.00	43,185.00	113,195.00	
1,144	UNITEDHEALTH GROUP INC	36,513.62	183,085.76	36,513.62	146,572.14	
	TOTAL HEALTH CARE PROVIDERS & SERVICES	<u>\$79,698.62</u>	<u>\$339,465.76</u>	<u>\$79,698.62</u>	<u>\$259,767.14</u>	<u>0.00</u>
BIOTECHNOLOGY						
98	AMGEN INC	6,799.39	14,328.58	6,799.39	7,529.19	
1,700	GILEAD SCIENCES INC	126,290.63	121,737.00	126,290.63	4,553.63-	
	TOTAL BIOTECHNOLOGY	<u>\$133,090.02</u>	<u>\$136,065.58</u>	<u>\$133,090.02</u>	<u>\$2,975.56</u>	<u>0.00</u>
LIFE SCIENCES TOOLS & SERVICES						
2,200	INDIVIOR PLC ORD ISD2	840.23	7,810.00	840.23	6,969.77	
	TOTAL LIFE SCIENCES TOOLS & SERVICES	<u>\$840.23</u>	<u>\$7,810.00</u>	<u>\$840.23</u>	<u>\$6,969.77</u>	<u>0.00</u>
PHARMACEUTICALS						
600	ABBVIE INC	11,119.02	37,572.00	11,119.02	26,452.98	
400	NOVARTIS A G	20,940.56	29,136.00	20,940.56	8,195.44	
821	PFIZER INC	14,379.81	26,666.08	14,379.81	12,286.27	

SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
2,300	TEVA PHARMACEUTICAL INDUSTRIES ADR	\$71,821.57	\$83,375.00	\$71,821.57	\$11,553.43	
	TOTAL PHARMACEUTICALS	<u>\$118,260.96</u>	<u>\$176,749.08</u>	<u>\$118,260.96</u>	<u>\$58,488.12</u>	<u>0.00</u>
	INSURANCE					
900	BERKSHIRE HATHAWAY INC DEL CL B NEW	49,037.06	146,682.00	49,037.06	97,644.94	
	TOTAL INSURANCE	<u>\$49,037.06</u>	<u>\$146,682.00</u>	<u>\$49,037.06</u>	<u>\$97,644.94</u>	<u>0.00</u>
	CAPITAL MARKETS					
1,500	FRANKLIN RES INC	48,130.00	59,370.00	48,130.00	11,240.00	\$300.00
	TOTAL CAPITAL MARKETS	<u>\$48,130.00</u>	<u>\$59,370.00</u>	<u>\$48,130.00</u>	<u>\$11,240.00</u>	<u>\$300.00</u>
	DIVERSIFIED FINANCIAL SERVICES					
1,400	MOODYS CORP	55,211.74	131,978.00	55,211.74	76,766.26	
	TOTAL DIVERSIFIED FINANCIAL SERVICES	<u>\$55,211.74</u>	<u>\$131,978.00</u>	<u>\$55,211.74</u>	<u>\$76,766.26</u>	<u>0.00</u>
	DIVERSIFIED TELECOM SERVICES					
3,189	AT&T INC	45,199.43	135,628.17	45,199.43	90,428.74	
	TOTAL DIVERSIFIED TELECOM SERVICES	<u>\$45,199.43</u>	<u>\$135,628.17</u>	<u>\$45,199.43</u>	<u>\$90,428.74</u>	<u>0.00</u>
	COMMUNICATIONS EQUIPMENT					
2,700	CISCO SYSTEMS INC	46,520.69	81,594.00	46,520.69	35,073.31	
	TOTAL COMMUNICATIONS EQUIPMENT	<u>\$46,520.69</u>	<u>\$81,594.00</u>	<u>\$46,520.69</u>	<u>\$35,073.31</u>	<u>0.00</u>
	COMPUTERS & PERIPHERALS					
1,400	APPLE INC	66,161.52	162,148.00	66,161.52	95,986.48	
	TOTAL COMPUTERS & PERIPHERALS	<u>\$66,161.52</u>	<u>\$162,148.00</u>	<u>\$66,161.52</u>	<u>\$95,986.48</u>	<u>0.00</u>
	SOFTWARE					

SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
2,200	MICROSOFT CORP	\$56,226.42	\$136,708.00	\$56,226.42	\$80,481.58	
	TOTAL SOFTWARE	<u>\$56,226.42</u>	<u>\$136,708.00</u>	<u>\$56,226.42</u>	<u>\$80,481.58</u>	<u>0.00</u>
	IT SERVICES					
1,200	ACCENTURE PLC CLASS A	43,840.00	140,556.00	43,840.00	96,716.00	
4,600	WESTERN UNION CO	73,883.90	99,912.00	73,883.90	26,028.10	
	TOTAL IT SERVICES	<u>\$117,723.90</u>	<u>\$240,468.00</u>	<u>\$117,723.90</u>	<u>\$122,744.10</u>	<u>0.00</u>
	MISCELLANEOUS					
5,000	ALLY FINL INC	91,934.50	95,100.00	91,934.50	3,165.50	
1,200	S&P GLOBAL INC	50,857.00	129,048.00	50,857.00	78,191.00	
	TOTAL MISCELLANEOUS	<u>\$142,791.50</u>	<u>\$224,148.00</u>	<u>\$142,791.50</u>	<u>\$81,356.50</u>	<u>0.00</u>

EQUITY FUNDS

	MUTUAL EQUITY FUNDS					
38,465.900	INVESCO SHORT DURATION INFLATION PROTECTED Y	404,272.88	405,045.93	404,272.88	773.05	
29,307.146	AMERICAN FDS CAPITAL INCOME BLDR R6 SHARES	1,423,313.08	1,688,970.82	1,423,313.08	265,657.74	
4,844.760	EURO PACIFIC GROWTH FUND CLASS R-6	194,018.70	218,207.99	194,018.70	24,189.29	
15,425.144	FIDELITY CHINA REGION FUND	375,548.32	366,809.92	375,548.32	8,738.40-	
17,084.544	FIDELITY EMERGING MKTS FD	412,994.25	381,156.18	412,994.25	31,838.07-	
46,539.798	FIDELITY SMALL CAP STOCK FUND# 340	809,171.55	876,809.79	809,171.55	67,638.24	
66,948.749	FIDELITY ADVISOR UTILITIES CLASS I	1,352,798.14	1,748,701.32	1,352,798.14	395,903.18	
15,343.119	FIDELITY ADVISOR VALUE STRATEGIES-CLASS I	383,572.57	552,198.85	383,572.57	168,626.28	

SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
54,434.398	FIDELITY ADVISOR NEW INSIGHTS- CLASS I	\$1,170,794.01	\$1,467,007.03	\$1,170,794.01	\$296,213.02	
14,416.263	FIDELITY LEVERAGED CO STK FUND	376,887.34	479,917.40	376,887.34	103,030.06	
13,302.098	FIDELITY SELECT CONSUMER STAPLES	1,163,938.65	1,195,459.55	1,163,938.65	31,520.90	
100,868.194	FRANKLIN STRATEGIC INCOME R6- \$1M MIN, WAIVED FOR EMPLOYER SPONSORED RETIREMENT PLANS	1,051,019.67	972,369.39	1,051,019.67	78,650.28-	
10,598.763	JPMORGAN MID CAP EQUITY A - CLOSED TO NEW INVESTORS 1/3/14	310,494.29	464,755.76	310,494.29	154,261.47	
32,702.876	JPMORGAN SMALL CAP GROWTH FD A	328,409.15	404,207.55	328,409.15	75,798.40	
48,199.276	JPMORGAN EQUITY INDEX FUND-SEL	1,443,306.68	1,665,766.98	1,443,306.68	222,460.30	
14,630.305	LORD ABBETT MID-CAP VALUE FUND CL A	203,705.64	419,743.45	203,705.64	216,037.81	
20,266.658	LORD ABBETT VAL OPPOR FD - A	363,875.93	393,173.17	363,875.93	29,297.24	
38,270.493	MATTHEWS ASIAN FDS CHINA DIVID FD INV CL	499,194.87	539,231.25	499,194.87	40,036.38	
24,802.784	OPPENHEIMER VALUE Y	545,072.35	860,160.55	545,072.35	315,088.20	
17,650.909	OPPENHEIMER GLOBAL FD - CL Y	1,211,241.05	1,319,758.47	1,211,241.05	108,517.42	
49,591.755	T ROWE PRICE CAPITL APPRECIATION	1,053,053.70	1,298,808.06	1,053,053.70	245,754.36	
5,698.928	T ROWE PRICE NEW ERA FD	227,622.15	191,825.92	227,622.15	35,796.23-	
88,776.976	ROYCE SMALL-CAP VALUE FUND #270 INVESTMENT CLASS	953,907.29	890,433.07	953,907.29	63,474.22-	
65,791.553	TEMPLETON GLOBAL INVNT TR EMERGING MKTS SMALL CAP FD	780,352.61	763,839.93	780,352.61	16,512.68-	
15,900.997	VANGUARD WELLESLEY INCOME-AD	986,371.25	981,091.51	986,371.25	5,279.74-	
20,541.536	VANGUARD INTL EXPLORER FUND	292,122.74	335,443.28	292,122.74	43,320.54	
5,933.950	VANGUARD CONSUMER STAPLES INDEX FUND	325,062.58	391,996.74	325,062.58	66,934.16	
7,857.577	VICTORY PORTFOLIOS RS PARTNERS	231,771.88	257,335.65	231,771.88	25,563.77	

SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
	TOTAL MUTUAL EQUITY FUNDS	<u>\$18,873,893.32</u>	<u>\$21,530,225.51</u>	<u>\$18,873,893.32</u>	<u>\$2,656,332.19</u>	<u>0.00</u>
	TOTAL INVESTMENTS	<u>\$36,707,758.79</u>	<u>\$40,700,622.66</u>	<u>\$36,707,758.79</u>	<u>\$3,992,863.87</u>	<u>\$5,915.13</u>
	TOTAL CASH		\$2.54			
	CURRENT PERIOD ACCRUED INCOME		\$5,915.13			
	TOTAL ASSETS		\$40,706,540.33			

Fresh Mark, Inc.
Salaried Employees' Pension Plan

EIN #34-0565220 Plan #002

Schedule H, Line 4j – Schedule of Reportable Transactions

January 1, 2016 through December 31, 2016

Description of Asset (Include Interest Rate and	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category 1 – Individual transactions in excess of 5% of plan assets					
Fidelity Investments Money Market Fund	\$ 2,046,958	\$ –	\$ 2,046,958	\$ 2,046,958	\$ –
Fidelity Investments Money Market Fund	–	2,050,615	2,050,615	2,050,615	–
Category 3 – Series of transactions in excess of 5% of plan assets					
JPMorgan Liquid Asset Money Market Fund	4,900,795	–	4,900,795	4,900,795	–
JPMorgan Liquid Asset Money Market Fund	–	7,601,125	7,601,125	7,601,125	–
JPMorgan 100% US Treasury Money Market Fund	2,066,847	–	2,066,847	2,066,847	–
JPMorgan 100% US Treasury Money Market Fund	–	2,066,847	2,066,847	2,066,847	–
Fidelity Investments Money Market Fund	4,942,692	–	4,942,692	4,942,692	–
Fidelity Investments Money Market Fund	–	4,942,692	4,942,692	4,942,692	–

There were no category 2 or 4 reportable transactions during 2016.

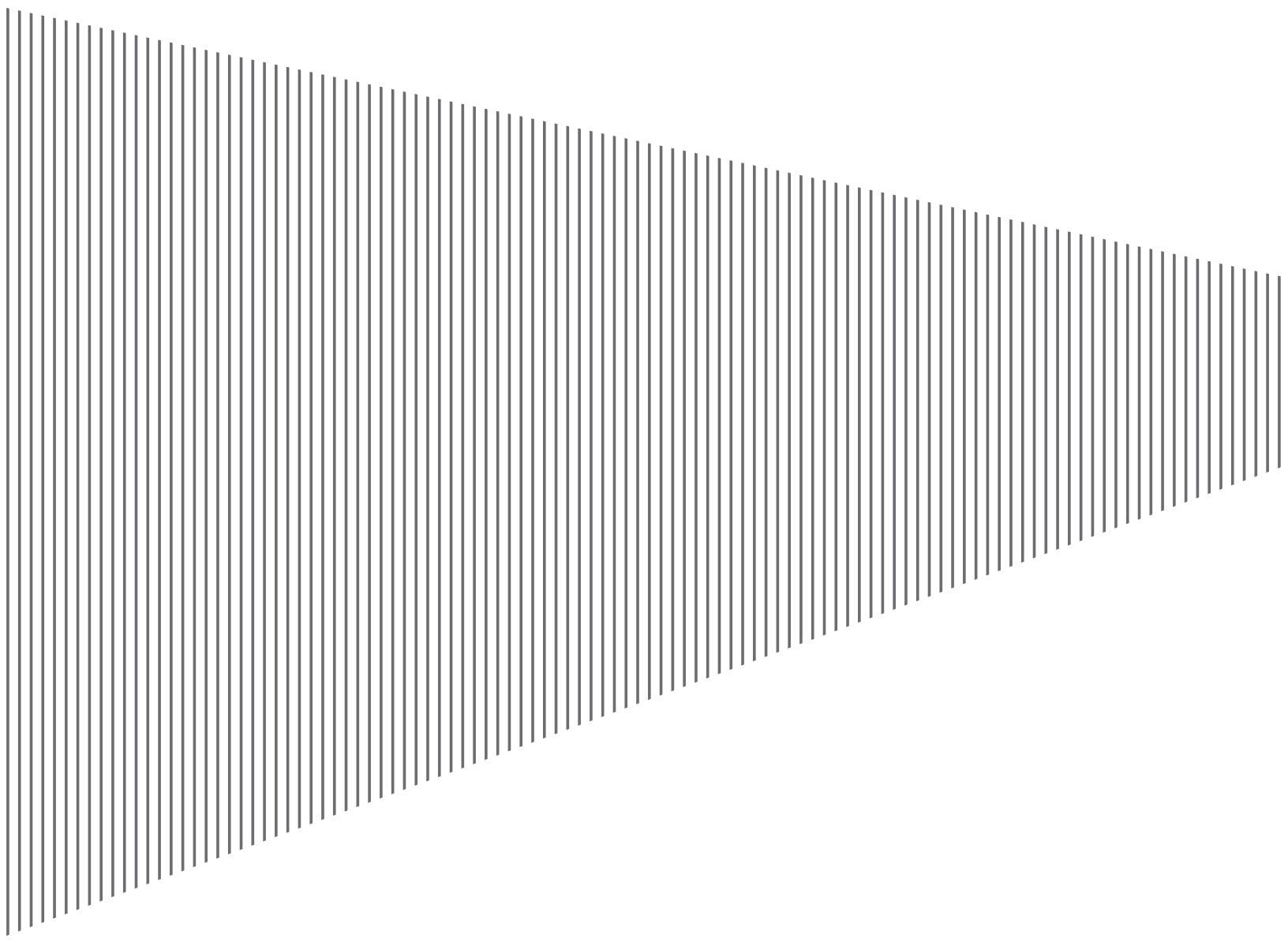
About EY

EY is a global leader in assurance, tax, transaction and advisory services. The insights and quality services we deliver help build trust and confidence in the capital markets and in economies the world over. We develop outstanding leaders who team to deliver on our promises to all of our stakeholders. In so doing, we play a critical role in building a better working world for our people, for our clients and for our communities.

EY refers to the global organization, and may refer to one or more, of the member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. For more information about our organization, please visit ey.com.

© 2017 Ernst & Young LLP.
All Rights Reserved.

ey.com



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	0		0		2		3		0		0		0		0		0		0	
35 - 39	0		0		0		2		1		1		0		0		0		0	
40 - 44	0		0		1		4		10		4		0		0		0		0	
45 - 49	0		0		1		9		5		4		2		1		0		0	
50 - 54	0		0		0		5		5		7		2		4		1		0	
55 - 59	0		0		1		10		1		3		3		9		8		0	
60 - 64	0		0		1		5		6		3		5		4		8		2	
65 - 69	0		0		0		1		1		1		1		0		1		2	
70 & Over	0		0		0		0		0		0		0		0		0		1	

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
 EIN / PN: 34-0565220 / 002
 Plan Sponsor: Fresh Mark, Inc.
 Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods

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	6.11%	4.36%

Annual rates of increase

■ 2016 Compensation:	4.00% times 2015 compensation
■ Future Social Security wage bases	4.00%
■ Statutory limits on compensation	None

Administrative "and investment" expenses	\$45,812
---	-----------------

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220 / 002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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** For non-disabled participants: The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants. For lump sums the unisex mortality version is used.
- **Disabled** For purposes of determining Target Liability, mortality rates in accordance with Revenue Ruling 96-7 were used.

Termination The following rates are illustrative of the annual probability of withdrawal per 1,000 employees.

Representative Termination Rates

Percentage leaving during the year		
Attained Age	Males	Females
20	149	250
30	69	99
40	28	49
50	4	17
55	0	4

Disability Wyatt 1985 Disability Study Class 1 male and female rates. Below is a sample of assumed rates of disablement at selected age per 1,000 employees:

Attained Age	Males	Females
20	0.29	0.30
30	0.48	0.80
40	1.17	2.11
50	3.58	5.33
55	7.22	9.52

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
 EIN / PN: 34-0565220 / 002
 Plan Sponsor: Fresh Mark, Inc.
 Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Retirement

The rates at which participants retire by age are shown below.

Age	Percentage retiring during the year
55 - 61	1% per year
62 - 64	20% per year
65	100% per year

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 and five years of service.
- Deferred vested benefit For the annuity, the later of age 65 or termination of employment. For the lump sum option, immediately after termination.
- Disability benefit Upon disablement with at least 10 years of service.

Form of payment

80% of current employees are assumed to elect a lump sum at termination/retirement. All other participants are assumed to elect a straight life annuity.

Percent married

It was assumed that 85% of males and 50% of females are married.

Spouse age

Females are assumed to be three years younger than males.

Covered pay

Compensation assumed paid in the current year beginning on the valuation date equals the actual plan compensation paid in the prior year increased by 4%.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month.

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220 / 002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

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 plan the year plus plan-related expenses expected to be paid from plan assets during plan year as required by regulations under IRC §430.
Actuarial value of assets	The actuarial value of assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for the prior plan year, discounted using the effective interest rate for the prior plan year.
Benefits not valued	The employee contributions in the Plan have been excluded from the valuation.
Change in assumptions and methods since prior valuation	Other than the prescribed changes in the discount rate and mortality assumption no other changes were made.

Assumptions Rationale - Significant Economic Assumptions

Interest 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.
Lump sum conversion rate	For funding purposes, lump sums were valued using the substitution of annuity form under IRS Regulation 1.430(d)-1(f)(4) without application of generational mortality.
Rates of increase in compensation, National Average Wages (NAW) CPI	Assumed increases were chosen by the plan sponsor and, as required by U.S. GAAP they represent an estimate of future experience.
Administrative expenses	Administrative expenses are estimated by determining the actual expenses paid from the trust the preceding year.

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220 / 002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Assumptions Rationale - Significant Demographic Assumptions

Healthy and Disabled Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	Assumed termination rates differ by age and gender because of observed and expected differences in termination rates by gender.
Disability	Assumed disability rates differ by gender because of observed and expected differences in disability rates by gender.
Retirement	Assumed retirement rates differ by age because of observed and expected differences in retirement rates by age.
Benefit commencement date for deferred benefits:	
Preretirement death benefit	Surviving spouses are assumed to begin benefits at the earliest permitted commencement date because ERISA requires benefits to start then unless the spouse elects to defer. If the spouse elects to defer, actuarial increases from the earliest commencement date must be given, so that a later commencement date is expected to be of approximately equal value, and experience indicates that most spouses do take the benefit as soon as it is available.
Deferred vested benefit	Deferred vested participants are assumed to begin benefits at age 65 (or current age if later) because the plan's experience is not considered to be credible, but deferred vested early commencement factors are not subsidized so that the difference between this approach and using assumed commencement rates at earlier ages is not expected to be significant.
Form of payment	The percentage of retiring participants assumed to take lump sums is based on observed experience over the period 2012-2014.
Marital Assumptions:	
Percent married	The assumed percentage married is based on general population statistics on the marital status of individuals of retirement age.
Spouse age	The assumed age difference for spouses is based on general population statistics of the age difference for married individuals of retirement age.

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220 / 002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220 / 002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2016

See

Audited Financial

Statements

For

Schedule of Reportable Transactions

(Schedule H 4j)

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
---	--	---

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 Fresh Mark, Inc. Salaried Employees' 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 Fresh Mark, Inc.	D Employer Identification Number (EIN) 34-0565220	
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	40,238,305	
	b Actuarial value.....	2b	40,238,305	
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	176	12,144,369	12,144,369
	b For terminated vested participants	33	1,573,384	1,573,384
	c For active participants	151	20,160,899	20,564,835
	d Total.....	360	33,878,652	34,282,588
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	6.11%	
6	Target normal cost	6	1,290,648	

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	Keith J. Okress <i>KJO</i> Signature of actuary Keith J Okress Type or print name of actuary Towers Watson Delaware Inc. Firm name 1001 Lakeside Avenue, Suite 1500 Cleveland OH 44114-1172 Address of the firm	<div style="text-align: right; font-size: 1.2em;">10/9/2017</div> Date 1706965 Most recent enrollment number 216-937-4000 Telephone number (including area code)
------------------	---	--

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

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

Schedule SB (Form 5500) 2016 v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	6,507,008
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	6,507,008
10	Interest on line 9 using prior year's actual return of <u>0.98%</u>	0	-63,769
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year).....		2,756,523
	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>6.30%</u>		173,661
	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.....		2,930,184
	d Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections.....	0	1,800,000
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	0	4,643,239

Part III Funding Percentages	
14 Funding target attainment percentage	14 103.82%
15 Adjusted funding target attainment percentage.....	15 117.37%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16 104.89%
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
01/20/2017	330,000				
02/20/2017	330,000				
03/20/2017	330,000				
04/20/2017	330,000				
05/19/2017	440,000				
06/20/2017	440,000				
07/13/2017	440,000				
08/21/2017	440,000				
09/08/2017	480,000				
Totals ▶			18(b)	3,560,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:			
a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0	
b Contributions made to avoid restrictions adjusted to valuation date	19b	0	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	3,274,908	
20 Quarterly contributions and liquidity shortfalls:			
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No			
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No			
c If line 20a is "Yes," see instructions and complete the following table as applicable:			
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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

21 Discount rate:				
a Segment rates:	1st segment: 4.43 %	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 64
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	1,290,648	
b Excess assets, if applicable, but not greater than line 31a	31b	1,290,648	
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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	3,274,908	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3,274,908	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE SB ATTACHMENTS

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

See Schedule SB, Part V, Statement of Actuarial Assumptions and Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Age of Retirement	Rates of Retirement	% Retiring	Weighted Ages
(A)	(B)	(C)	(A)*(C)
55	1.00%	1.00%	0.5500
56	1.00%	0.99%	0.5544
57	1.00%	0.98%	0.5587
58	1.00%	0.97%	0.5628
59	1.00%	0.96%	0.5668
60	1.00%	0.95%	0.5706
61	1.00%	0.94%	0.5743
62	20.00%	18.64%	11.5576
63	20.00%	14.91%	9.3952
64	20.00%	11.93%	7.6355
65	100.00%	47.72%	31.0191
Average Retirement Age			64

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220 / 002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

Fresh Mark, Inc.

Plan

Fresh Mark, Inc. Salaried Employees' Pension Plan

Effective Date and Most Recent Amendment

August 1, 1988 as merger of Superior's Brand Meats, Inc. Salaried Plan (originally effective date January 1, 1971) and Sugardale Foods Inc. Salaried Plan (originally effective January 1, 1961), and Amended and Restated effective January 1, 2010. Further, the plan was amended effective July 31, 2012 to include additional lump sum provisions. The plan was further amended effective April 1, 2013.

Plan Year

The twelve-month period ending December 31st.

Coverage and Participation

Each salaried employee and hourly-paid employee hired prior to January 1, 2007, and not represented by a union, working or expected to work 1,000 or more hours a year, becomes a participant on the first January 1 or July 1 following attainment of age 21 and one year of service. Effective December 30, 1993, certain designated active Carriage Hill employees were no longer covered under this Plan.

Credited Service

One year is credited for each year of employment after January 1, 1976 computed on an elapsed time basis; service prior to January 1, 1976 is computed based upon the provisions of the Plan then in effect.

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220 / 002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Final Average Compensation/Salary

1/60th of the average of the highest 5 consecutive calendar years of aggregate compensation received during the 10 years prior to retirement or termination. Compensation is total compensation for services inclusive of any bonuses, commissions, overtime pay, and premiums for insurance protection which are treated as taxable income to the Participant for the year. Compensation is limited to \$265,000 effective January 1, 2015, and is subject to future indexing.

Normal Retirement Benefit

Eligible at age 65.

The normal retirement benefit, if paid on a straight-life basis, is equal to 45% of Final Average Monthly Compensation less 50% of the Primary Insurance Amount, with such difference proportionately reduced for less than 30 years of Credited Service.

Primary Insurance Amount

The monthly benefit under the Federal Social Security Act in effect at retirement or termination (but not beyond the Normal Retirement Date) assuming the Participant continues to earn compensation at the rate in effect at the time of his termination for the period between his date of retirement or termination and his attainment of age 65.

Accrued Benefits

The accrued pension is calculated on the basis of Credited Service projected to the Participant's normal retirement date and Final Average Compensation at the date of determination (such as early retirement or termination) and then multiplying by a ratio of Credited Service at termination to Credited Service at the normal retirement date.

Early Retirement Benefit

Eligible at age 55 with 10 years of Credited Service.

The early retirement benefit is the Accrued Benefit payable at age 65 or, alternatively, a reduced pension payable immediately. Below is an excerpt of the factors:

Age at Benefit Commencement	Factor
55	0.50
60	0.70
62	0.82

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220 / 002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Disability Benefit

Eligible upon total and permanent disability after 10 years of Credited Service.

After a 26-week waiting period, the disability retirement benefit is the Accrued Benefit at disability without actuarial reduction for early commencement of benefits. Payments made prior to age 65 are reduced for benefits receivable under Workmen's Compensation, Company provided group insurance plans or any other Federal, state or local legislation (excluding Social Security).

Vested Benefits Upon Termination of Service

Eligible at any age and 5 years of Credited Service.

The deferred vested termination is the Accrued Benefit payable at age 65 or, alternatively, if the employee has at least 10 years of Credited Service, an actuarially reduced pension payable as early as age 55.

Pre-Retirement Spouse's Benefit

Eligible upon death of an active or terminated vested Participant after completion of 5 years of Credited Service.

The surviving spouse will receive the benefit which would have been paid if the Participant had retired on the day prior to his death and had elected a 50% Joint and Survivor Annuity. If the employee dies prior to meeting the eligibility requirements for Normal or Early Retirement, benefits to the spouse will be deferred until the earliest date the decedent would have been so eligible.

One-Time Lump Sum Window

Former employees were given the option through a one-time window to receive their accrued benefit as a single lump sum payment with a payout date of November 1, 2012. The value of their benefit had to be \$250,000 or less.

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220 / 002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Optional Forms of Retirement Income in Lieu of Normal Form

The amount of pension as determined according to the applicable formula for retirement benefits is payable on a straight-life annuity basis. A Participant retiring under the provisions for Normal or Early Retirement may elect to receive his benefit on a straight-life basis or on an actuarially equivalent 50% Joint and Survivor basis, 75%, 100% Joint and Survivor basis or 10 or 20 year certain and life basis. For participants whose benefit has a present value of \$350,000, the benefit is payable as a lump sum if paid within six months following termination of employment.

Unless otherwise elected, any benefit payable under the Plan shall be paid:

- (1) on a reduced 50% Joint and Survivor annuity basis, if the Participant has been married at least one year; or
- (2) on a straight-life annuity basis otherwise.

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220 / 002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date:	January 1, 2016

See

Audited Financial

Statements

For

Schedule of Assets Held

(Schedule H 4i)