

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2017</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>	
A	This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div>
	☒ a single-employer plan <div style="margin-left: 150px;">☐ a DFE (specify) _____</div>
B	This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☐ the first return/report ☐ an amended return/report </div> <div> ☐ the final return/report ☐ a short plan year return/report (less than 12 months) </div> </div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☒ Form 5558 ☐ special extension (enter description) </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div>

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF SHOP-RITE, INC.</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>01/01/1976</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>SHOP-RITE, INC.</u> <div style="display: flex; justify-content: space-between;"> <div><u>875 E WISCONSIN AVE</u> <u>MILWAUKEE, WI 53202-5404</u></div> <div><u>875 E WISCONSIN AVE</u> <u>MILWAUKEE, WI 53202-5404</u></div> </div>	2b	Employer Identification Number (EIN) <u>39-1134847</u>
		2c	Plan Sponsor's telephone number <u>877-373-3397</u>
		2d	Business code (see instructions) <u>445120</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.	10/15/2018	ANN DEMBOWSKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2018	ANN DEMBOWSKI
	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

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

Form 5500 (2017)
v. 170203

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 or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 589
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 126
a(2) Total number of active participants at the end of the plan year	6a(2) 109
b Retired or separated participants receiving benefits	6b 230
c Other retired or separated participants entitled to future benefits	6c 218
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 557
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 21
f Total. Add lines 6d and 6e	6f 578
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 0
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

1B 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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 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 2017 This Form is Open to Public Inspection
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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **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>RETIREMENT PLAN FOR EMPLOYEES OF SHOP-RITE, INC.</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>SHOP-RITE, INC.</u>	D Employer Identification Number (EIN) <u>39-1134847</u>

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500
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Part I Basic Information

1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2017</u>			
2 Assets:			
a Market value	2a	<u>17426527</u>	
b Actuarial value	2b	<u>17744386</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>231</u>	<u>6565765</u>	<u>6565765</u>
b For terminated vested participants	<u>233</u>	<u>3777658</u>	<u>3777658</u>
c For active participants	<u>126</u>	<u>3524216</u>	<u>3530958</u>
d Total	<u>590</u>	<u>13867639</u>	<u>13874381</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	<u>5.97 %</u>	
6 Target normal cost	6	<u>66000</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>10/09/2018</u>
Signature of actuary		Date
<u>DAREN L. ANDERSON</u>		<u>17-06530</u>
Type or print name of actuary		Most recent enrollment number
<u>MERCER</u>		<u>612-642-8600</u>
Firm name		Telephone number (including area code)
<u>333 SOUTH 7TH STREET, SUITE 1400</u> <u>MINNEAPOLIS, MN 55402-2427</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 ☐

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	300730
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	300730
10 Interest on line 9 using prior year's actual return of <u>5.73</u> %	0	17232
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3610860
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>6.19</u> %		223512
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		3834372
d Portion of (c) to be added to prefunding balance		3429262
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3747224

Part III Funding Percentages

14 Funding target attainment percentage	14	100.88%
15 Adjusted funding target attainment percentage	15	127.89%
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	104.86%
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
09/14/2018	1000000				
Totals ▶			18(b)	1000000	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	906055

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: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute	

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	66000	
b Excess assets, if applicable, but not greater than line 31a	31b	66000	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
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	906055	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	906055	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

SCHEDULE 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
		2017
		This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF SHOP-RITE, INC.	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SHOP-RITE, INC.	D Employer Identification Number (EIN) 39-1134847	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☐ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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:	STEPHEN CHYKIRDA	b EIN:	04-1590850
c Position:	ACTUARY		
d Address:	100 BRIGHT MEADOW BLVD. ENFIELD, CT 06082	e Telephone:	860-562-3119

Explanation: DUE TO A CHANGE IN SERVICE PROVIDER, THE NEW ENROLLED ACTUARY FOR THE PLAN IS DAREN L. ANDERSON (EA #14-06530), AN EMPLOYEE OF MERCER.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection.
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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF SHOP-RITE, INC.</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SHOP-RITE, INC.</u>	D Employer Identification Number (EIN) <u>39-1134847</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: THE KROGER CO. MASTER RETIREMENT TR

b Name of sponsor of entity listed in (a): THE KROGER CO.

c EIN-PN <u>31-0345740-008</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18179688</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
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For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>		
A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF SHOP-RITE, INC.</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SHOP-RITE, INC.</u>	D Employer Identification Number (EIN) <u>39-1134847</u>	

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4000000	1000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		18179688
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	13591524	108642

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	17591524	19288330

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	17591524	19288330
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1000000	
(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)		1000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	14	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	1750	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1750

		(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)		1534091
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2535855

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	704236	
(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)		704236
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)		
(4) Other	2i(4)	134813	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		134813
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		839049

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1696806
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: WIPFLI LLP

(2) EIN: 39-0758449

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.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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 4098933. (See instructions.)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF SHOP-RITE, INC.		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SHOP-RITE, INC.		D Employer Identification Number (EIN) 39-1134847
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
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): 31-0345740		
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 1
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) 2017 v. 170203		

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: 6.5% Investment-Grade Debt: 46.4% High-Yield Debt: 3.3% Real Estate: 2.9% Other: 40.9%

- 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):

Retirement Plan for Employees of
Shop-Rite, Inc.

Milwaukee, Wisconsin

Financial Statements and Supplemental Schedules

Years Ended December 31, 2017 and 2016





Independent Auditor's Report

Plan Administrative Committee
Retirement Plan for Employees of Shop-Rite, Inc.
Milwaukee, Wisconsin

Report on the Financ

Retirement Plan for Employees of
Shop-Rite, Inc.

Milwaukee, Wisconsin

Financial Statements and Supplemental Schedules

Years Ended December 31, 2017 and 2016





Independent Auditor's Report

Plan Administrative Committee
Retirement Plan for Employees of Shop-Rite, Inc.
Milwaukee, Wisconsin

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Retirement Plan for Employees of Shop-Rite, Inc. (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 2520.103-5(c) 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 information summarized in Note 9, which was certified by Massachusetts Mutual Life Insurance Company and The Bank of New York Mellon, the custodians of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Massachusetts Mutual Life Insurance Company holds the Plan's investment assets and executes investment transactions from January 1, 2016 to December 31, 2017 and that The Bank of New York Mellon holds Plan investment assets as of December 31, 2017, and for the period January 3, 2017, to December 31, 2017. The plan administrator has obtained certifications from the custodians as of and for the years ended December 31, 2017 and 2016, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

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



Other Matter

The supplemental schedules Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4j - Schedule of Reportable Transactions as of or for the year ended December 31, 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. 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 Form and Content in Compliance with DOL Rules and Regulations

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

Wipfli LLP

Wipfli LLP
Milwaukee, Wisconsin

October 12, 2018

Retirement Plan for Employees of Shop-Rite, Inc.

Statements of Net Assets Available for Benefits

<i>As of December 31,</i>	2017	2016
Plan interest in master trust, at fair value	\$ 18,179,688	\$ -
Investments, at fair value	108,642	13,591,524
Sponsor contributions receivable	1,000,000	4,000,000
Net assets available for benefits	\$ 19,288,330	\$ 17,591,524

See accompanying notes to financial statements.

Retirement Plan for Employees of Shop-Rite, Inc.

Statements of Changes in Net Assets Available for Benefits

<i>Years Ended December 31,</i>	2017	2016
Additions:		
Contributions:		
Sponsor contributions	\$ 1,000,000	\$ 4,000,000
Investment income:		
Plan interest in master trust investment income	1,534,091	-
Interest and dividend income	14	8,338
Net appreciation in fair value of investments	1,750	720,066
Total investment income	1,535,855	728,404
Total additions	2,535,855	4,728,404
Deductions:		
Benefits paid to participants	704,236	639,126
Administrative expenses	134,813	124,618
Total deductions	839,049	763,744
Net increase in net assets available for benefits	1,696,806	3,964,660
Net assets available for benefits at beginning of year	17,591,524	13,626,864
Net assets available for benefits at end of year	\$ 19,288,330	\$ 17,591,524

See accompanying notes to financial statements.

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 1: Description of Plan

The Retirement Plan for the Employees of Shop-Rite, Inc. (the "Plan") is a noncontributory defined benefit plan sponsored by Shop-Rite, Inc. (the "Company") and electing participating subsidiaries (collectively the "Sponsor"). Shop-Rite, Inc. is a wholly owned subsidiary of Roundy's Supermarkets, Inc. Roundy's Supermarkets, Inc. is a wholly owned subsidiary of the Kroger Co. The following description of the Plan provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Massachusetts Mutual Life Insurance Company ("Mass Mutual") is plan administrator, plan recordkeeper, makes distributions and holds a portion of the Plan's investment assets. Effective January 3, 2017, The Bank of New York Mellon ("BNY") is the plan Custodian and holds a portion of the Plan's investment assets.

Effective January 3, 2017, a portion of the Plan assets were transferred to The Kroger Co. Master Retirement Trust ("Master Trust").

Eligibility and Participation

Substantially all full-time employees of the Sponsor were eligible to participate in the Plan. The Plan is frozen to new participants and benefit accruals.

Contributions

The Sponsor contributes to the Plan based upon actuarial determinations.

Vesting

Participants vested according to the following schedule of service:

<i>Years of Service</i>	<i>Vesting %</i>
Less than 5 years	0 %
5 or more	100 %

Retirement Benefits

Participants receive monthly pension benefits beginning at age 65 equal to the participant's benefit rate, multiplied by a year of credited service factor as of the retirement date. Participants age 55 with 10 or more years of vested service may elect early retirement payments at reduced benefit as defined by the Plan. Participants may elect various annuity options.

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 1: Description of Plan (Continued)

Death and Disability Benefits

If an active participant with five years of vested service dies prior to their actual retirement date, unless an election to the contrary has been made, the participant's surviving spouse is entitled to a reduced benefit as defined by the Plan. The Plan does not provide for disability benefits.

Interest in The Kroger Co. Master Retirement Trust

A portion of the Plan's investment assets are in the Master Trust, which was established for the investment assets of Kroger Co. sponsored retirement plans. The investment income and expenses of the Master Trust are allocated to each plan based on the relationship of the Plan's investment balances to the total Master Trust investment balances.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Estimates

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts of net assets available for benefits, benefit obligations, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Accordingly, actual results may differ from those estimates and are subject to change in the near term.

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. The net appreciation in fair value of investments includes gains and losses on investments bought and sold, as well as held during the year.

Fair Value Measurements

GAAP has established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include Level 1, defined as observable inputs such as quoted market prices in active markets; Level 2, defined as inputs other than quoted market prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore, requiring an entity to develop its own assumptions. The asset's or liability's fair value measurement level within the hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 2: Summary of Significant Accounting Policies (Continued)

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Plan Expenses

Substantially all Plan expenses incurred are paid by the Plan.

Subsequent Events

Subsequent events have been evaluated through October 12, 2018, which is the date the financial statements were available to be issued.

Note 3: Funding Policy

The Plan is solely funded by Sponsor contributions. The Sponsor's policy is to make annual contributions to the Plan which meet or exceed the annual ERISA minimum funding requirements. The Company met the minimum funding requirements of ERISA for its 2017 and 2016 plan years.

Note 4: Interest in Master Trust

The following table presents the net assets of the Master Trust as of December 31, 2017. At December 31, 2017, the Plan's interest in the net assets of the Master Trust was approximately 0.60%.

	2017
Cash and cash equivalents	\$ 262,366,668
Investments, at fair value	2,845,840,443
Total investments	3,108,207,111
Receivables - Net	58,989,774
Payables - Net	(131,354,589)
Total net assets of the Master Trust	\$ 3,035,842,296
Plan interest in Master Trust	\$ 18,179,688

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 4: Interest in Master Trust (Continued)

The following are the changes in net assets for the Master Trust for the year ended December 31:

	2017
Additions:	
Sponsor contributions	\$ 1,000,000,000
Transfers from other plans	421,754,771
Investment income:	
Interest and dividend income	34,880,063
Gain realized on disposition of assets	353,605,755
Net depreciation in fair value of investments	(86,984,051)
Total investment income	301,501,767
Total additions	1,723,256,538
Deductions:	
Benefits paid to participants	1,396,126,463
Administrative expenses	22,184,595
Total deductions	1,418,311,058
Increase in net assets	304,945,480
Net assets available for benefits:	
Balance at beginning of year	2,730,896,816
Balance at end of year	\$ 3,035,842,296

Note 5: Fair Value Measurements

The following is a description of the valuation methodology used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Cash and cash equivalents: The carrying value approximates fair value.

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

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 5: Fair Value Measurements (Continued)

Corporate bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

U.S. government securities: Valued using pricing models maximizing the use of observable inputs for similar securities.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Hedge funds: Hedge funds are private investment vehicles valued using a NAV provided by the manager of each fund. The NAV is based on the underlying net assets owned by the fund, divided by the number of shares outstanding. The NAV's unit price is quoted on a private market that is not active. The NAV is based on the fair value of the underlying securities within the fund, which are typically traded on an active market, and valued at the closing price reported on the active market on which those individual securities are traded. For investments not traded on an active market, or for which a quoted price is not publicly available, a variety of unobservable valuation methodologies, including discounted cash flow, market multiple and cost valuation approaches, are employed by the fund manager to value investments.

Real estate: Real estate investments include investments in real estate funds managed by a fund manager. These investments are valued using a variety of unobservable valuation methodologies, including discounted cash flow, market multiple and cost valuation approaches, by the fund manager to value investments.

Other investments: Other investments includes various individual investments which are valued based on the underlying investments as determined by the fund managers.

Pooled separate accounts/common collective trust funds: The fair value of pooled separate accounts represents the NAV of the fund shares. The NAV is based on the value of the underlying assets owed by the funds, reinvestment of all dividends and capital gains received, any revenue sharing the custodian expects to receive from the fund company, fees calculated on a daily basis and based on the underlying assets in the Plan and then divided by the number of units outstanding as determined by the custodians.

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 5: Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments at fair value as of December 31:

<i>December 31, 2017</i>	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$262,366,668	\$ -	\$ -	\$ 262,366,668
Corporate stocks	58,015,706	-	-	58,015,706
Corporate bonds	-	647,881,643	-	647,881,643
U.S. government securities	-	219,726,300	-	219,726,300
Mutual funds	263,222,988	-	-	263,222,988
Hedge funds	-	-	64,680,546	64,680,546
Real estate	-	-	68,008,404	68,008,404
Other investments	-	86,607,203	-	86,607,203
Total investment assets in fair value hierarchy	583,605,362	954,215,146	132,688,950	1,670,509,458
Investments measured at NAV	-	-	-	1,437,697,653
Total investments at fair value	\$583,605,362	\$ 954,215,146	\$ 132,688,950	\$3,108,207,111

The following table sets forth a summary of changes in fair value of the Level 3 asset held by the Master Trust for the year ended December 31, 2017 (in thousands):

	Hedge Funds	Real Estate
Beginning balance, January 1, 2017	\$ 71,810	\$ 65,510
Contributions into fund	12,890	10,331
Realized gains	6,151	6,581
Unrealized losses	1,212	4,350
Sales	(27,011)	(18,736)
Other	(372)	(28)
Ending balance, December 31, 2017	\$ 64,680	\$ 68,008

The following table sets forth additional disclosures of the Master Trust's investments whose fair values are estimated using NAV as of December 31, 2017:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trust funds	\$ 489,839,219	N/A	Daily - Monthly	1 to 60 Days
Hedge funds	643,796,828	\$ 40,699,854	Monthly - 2 Years	2 to 180 Days
Private equity funds	283,948,569	97,309,036	N/A	N/A
Real estate	20,086,571	6,925,991	N/A	N/A
Other investments	26,466	N/A	Monthly	10 Days
Total	\$1,437,697,653	\$ 144,934,881		

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 5: Fair Value Measurements (Continued)

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

	Level 1	Level 2	Level 3	Total
Investments measured at NAV - 2017	\$ -	\$ -	\$ -	108,642
Investments measured at NAV - 2016	\$ -	\$ -	\$ -	13,591,524

Note 6: Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits represent the estimated future periodic payments, including lump-sum payments, attributable under the Plan's provisions, to participants for services rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated participants and beneficiaries, (b) beneficiaries of participants who have died, and (c) active participants or their beneficiaries.

The actuarial present value of accumulated plan benefits information was determined by the Plan's actuary, Mercer, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. Benefits payable under all circumstances - retirement, death, disability, and termination of employment are included, to the extent they are deemed attributable to employee services rendered to the valuation date.

Significant actuarial assumptions included in the valuations as of January 1, 2017 and 2016, are as follows:

(a) Assumed Rate of Interest (Discount Rate): 7.5% per annum

(b) Retirement age: Age 65

(c) Preretirement Mortality: The MRP-2007 (RP-2014 adjusted to remove post-2007 improvement projections), blue collar, employee, with generational projection using MMP-2016 scale and;

Postretirement Mortality: The MILES-CGFD (Mercer Industry Longevity Experience Study 2010 rates for Consumer Goods, Food and Drink Industry group), blue collar, annuitant, with generational projection using the MMP-2016 in 2017

Preretirement Mortality: The Mercer MRP-2007 Mortality Tables for Males and Females, weighted 82% Blue Collar and 18% White Collar, fully generational with the Mercer MMP-2007 and;

Postretirement Mortality: The Mercer MILES-CGFD Mortality Tables for Males and Females, weighted 82% Blue Collar and 18% White Collar, fully generational with the Mercer MMP-2007 in 2016.

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 6: Actuarial Present Value of Accumulated Plan Benefits (Continued)

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

The following are the actuarial present value of accumulated plan benefits as of January 1:

	2017	2016
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving benefits	\$ 5,520,369	\$ 5,177,287
Other participants	5,792,073	5,886,536
Total vested benefits	11,312,442	11,063,823
Nonvested benefits	6,576	671
Total actuarial present value of accumulated plan benefits	\$ 11,319,018	\$ 11,064,494

The changes in the present value of accumulated plan benefits for the year beginning January 1, 2017, is as follows:

Actuarial present value of accumulated benefits at January 1, 2016	\$ 11,064,494
Increase (decrease) attributable to:	
Increase due to passage of time	803,875
Other	123,020
Benefits paid	(639,061)
Assumption change	(33,310)
Total increase in actuarial present value of accumulated benefits	254,524
Actuarial present value of accumulated plan benefits at January 1, 2017	\$ 11,319,018

Note 7: Income Tax Status

The Plan has received a favorable determination letter from the Internal Revenue Service dated August 16, 2012, stating that the Plan and the related trust were designed in accordance with the IRC. The Plan has been amended since receipt of the determination letter. The plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC and therefore believes the Plan is qualified and the related trust is tax exempt.

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 7: Income Tax Status (Continued)

The plan administrator has analyzed the tax positions taken by the Plan and concluded there are no uncertain tax positions taken by the Plan. No provision for income taxes has been included in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions and there are currently no audits in progress.

Note 8: Party-In-Interest Transactions

Investments in the pooled separate accounts are managed by Mass Mutual and qualify as party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA regulations.

BNY is the custodian of the Plan as well as the Master Trust. The Plan pays custodian fees through the Master Trust to BNY. The Plan paid certain expenses related to operation and investment activity to various service providers. These transactions are party-in-interest transactions under ERISA.

Note 9: Information Certified by the Custodians

Certain information related to the Plan's investments disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2017 and 2016, and net appreciation in fair value of investments, plan interest in master trust investment income, interest and dividend income for the years ended December 31, 2017 and 2016, was obtained or derived from information certified as complete and accurate by Mass Mutual Life Insurance Company from January 1, 2016 to December 31, 2017 and Bank of New York Mellon from January 3, 2017 to December 31, 2017, custodians of the Plan.

Note 10: Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan at any time. If the Plan is terminated, the net assets of the Plan will be distributed to the participants in order of priority determined in accordance with ERISA, its applicable regulations and with the Plan document.

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

- (a) Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- (b) Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") up to the applicable limitations (discussed below).
- (c) All other vested benefits (that is, vested benefits not insured by the PBGC).
- (d) All nonvested benefits.

Retirement Plan for Employees of Shop-Rite, Inc.

Notes to Financial Statements

Note 10: Plan Termination (Continued)

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

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

Note 11: 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 participants' account balances and the amounts reported in the statements of net assets available for benefits.

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

Retirement Plan for Employees of Shop-Rite, Inc.

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

EIN: 39-1134847 Plan: 001

December 31, 2017

(a) (b) Identity of Issue	Investment	(d) Cost	Value
* Mass Mutual Short Term Bond Index Fd (Vanguard)	Pooled separate account	\$ 108,158	\$ 108,027
* Mass Mutual SAGIC Core Bond II	Pooled separate account	615	615
Total assets (held at end of year)		\$ 108,773	\$ 108,642

* Denotes party-in-interest.

This schedule has been derived from the information certified as complete and accurate by Massachusetts Mutual Life Insurance Company, the Plan's custodian.

See Independent Auditor's Report.

Retirement Plan for Employees of Shop-Rite, Inc.

Schedule H, Line 4j - Schedule of Reportable Transactions

EIN: 39-1134847 Plan: 001

Year Ended December 31, 2017

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction date	(i) Net Gain or Loss
* MassMutual	Short Term Bond Index Fd (Vanguard)	\$ 691,692	\$ -	n/a	\$ -	\$ 691,692	691,692	-

* Denotes party-in-interest

This schedule has been derived from information certified as complete and accurate by Massachusetts Mutual Life Insurance Company, the Plan's custodian.

See Independent Auditor's Report.

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 2017 This Form is Open to Public Inspection
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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ 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 RETIREMENT PLAN FOR EMPLOYEES OF SHOP-RITE, INC.	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF SHOP-RITE, INC.	D Employer Identification Number (EIN) 39-1134847	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other		
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>2017</u>			
2 Assets:			
a Market value.....	2a	17,426,527	
b Actuarial value.....	2b	17,744,386	
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	231	6,565,765	6,565,765
b For terminated vested participants	233	3,777,658	3,777,658
c For active participants	126	3,524,216	3,530,958
d Total	590	13,867,639	13,874,381
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	5.97%	
6 Target normal cost	6	66,000	

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>DAREN L. ANDERSON Jh4</u> Signature of actuary	<u>10/09/2018</u> Date
	DAREN L. ANDERSON Type or print name of actuary	1706530 Most recent enrollment number
	MERCER Firm name	612-642-8600 Telephone number (including area code)
	333 SOUTH 7TH STREET, SUITE 1400 MINNEAPOLIS MN 55402-2427 Address of the firm	

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

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	300,730
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	300,730
10 Interest on line 9 using prior year's actual return of 5.73%	0	17,232
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		3,610,860
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 6.19%		223,512
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.....		3,834,372
d Portion of (c) to be added to prefunding balance.....		3,429,262
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	3,747,224

Part III Funding Percentages

14 Funding target attainment percentage	14	100.88%
15 Adjusted funding target attainment percentage.....	15	127.89%
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	104.86%
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
09/14/2018	1,000,000				
Totals ▶			18(b)	1,000,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 906,055
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:
4.16 %2nd segment:
5.72 %3rd segment:
6.48 %☐ N/A, full yield curve used**b Applicable month (enter code).....** **21b** 0**22 Weighted average retirement age** **22** 65**23 Mortality table(s) (see instructions)** ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute**Part VI Miscellaneous Items****24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.** ☒ Yes ☐ No**25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.** ☒ Yes ☐ No**26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.** ☒ Yes ☐ No**27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment** **27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28 Unpaid minimum required contributions for all prior years** **28** 0**29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)** **29** 0**30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)** **30** 0**Part VIII Minimum Required Contribution For Current Year****31 Target normal cost and excess assets (see instructions):****a Target normal cost (line 6)** **31a** 66,000**b Excess assets, if applicable, but not greater than line 31a** **31b** 66,000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment.....	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33****34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....** **34** 0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0

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** 906,055**38 Present value of excess contributions for current year (see instructions)****a Total (excess, if any, of line 37 over line 36)** **38a** 906,055**b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances** **38b** 0**39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....** **39** 0**40 Unpaid minimum required contributions for all years** **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41 If an election was made to use PRA 2010 funding relief for this plan:****a Schedule elected** ☐ 2 plus 7 years ☐ 15 years**b Eligible plan year(s) for which the election in line 41a was made** ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42 Amount of acceleration adjustment** **42****43 Excess installment acceleration amount to be carried over to future plan years** **43**

Schedule SB, line 26 — Schedule of Active Participant Data

ATTAINED AGE	YEARS OF CREDITED SERVICE										TOTAL
	UNDER 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & UP	
Under 25											0
25-29	1	2	2								5
30-34		2	12	3							17
35-39		2	4	4	1						11
40-44		1	2	2	3	1					9
45-49		3	8	3		3					17
50-54		3	5	3	3	2	4				20
55-59		3	1	1	8	2	2				17
60-64	1	2	5	2	2		3	1			16
65-69		2	4		1	3					10
70 & up		1	1	2							4
Total	2	21	44	20	18	11	9	1	0	0	126

In each cell, the number shown is the count of active participants for each age/service combination.

*Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***ACTUARIAL ASSUMPTIONS FOR JANUARY 1, 2017 FUNDING VALUATION**

DISCOUNT RATE SPONSOR ELECTIONS			
• Segment rates or full yield curve	Segment		
• Look-back months	0		
	Stabilized	Nonstabilized	
• First 5 years	4.16%	1.57%	
• Next 15 years	5.72%	3.77%	
• Over 20 years	6.48%	4.73%	
MORTALITY SPONSOR ELECTIONS			
• Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.		
OTHER ECONOMIC ASSUMPTIONS			
• Expected investment return	6.00% per year for years 2015 and 2016 and 7.04% for 2017		
• Expenses	Expected administrative expenses (\$66,000) added to current year normal cost		
DEMOGRAPHIC ASSUMPTIONS			
• Withdrawal	See table of sample rates.		
• Disability incidence	See table of sample rates.		
• Retirement age	Attained age	Percentage	
	Under 65	0%	
	65 and above	100%	
• Benefit commencement age for			
– Future vested deferred	65		
– Current vested deferred	65, or attained age if later		

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

• Spouse assumptions	<u>MALE PARTICIPANTS</u>	<u>FEMALE PARTICIPANTS</u>
– Percentage married	80%	65%
– Spouse age difference	3 years younger	3 years older
FORM OF PAYMENT – MALES	<u>SINGLE LIFE</u>	<u>50% J&S</u>
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	100%	0%
• Future deaths	0%	100%
• Current vested deferred	100%	0%
UNPREDICTABLE CONTINGENT EVENT ASSUMPTIONS	Not applicable	

Table of Sample Rates

ATTAINED AGE	PERCENTAGE			
	WITHDRAWAL		DISABILITY INCIDENCE	
	MALE	FEMALE	MALE	FEMALE
25	8.88%	18.99%	0.08%	0.10%
30	6.89%	16.09%	0.08%	0.11%
35	4.00%	7.94%	0.10%	0.12%
40	1.65%	3.50%	0.12%	0.15%
45	0.73%	1.68%	0.16%	0.22%
50	0.29%	0.71%	0.24%	0.33%
55	0.00%	0.15%	0.40%	0.58%
60	0.00%	0.00%	0.84%	1.18%
65	0.00%	0.00%	0.00%	0.00%

*Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Rationale for Significant Economic Assumptions**

- **Funding segment rates** – These are IRS prescribed rates. The plan sponsor elected this methodology (segment rates with no look-back months) from alternative IRS prescribed options.
- **Expected investment return (funding)** – The expected rate of return on plan assets is based on the median simulated investment return using capital market assumptions published in Mercer Investment Consulting's Capital Market Outlook for the Plan's target asset mix, net of an adjustment of 20 basis points for expenses assumed to be paid from plan assets.
- **Funding expense load** – Expected 2017 expenses based on prior year expenses adjusted for expected change in PBGC premium, rounded to the nearest thousand.

Rationale for Significant Demographic Assumptions

- **Funding mortality** – Prescribed by the IRS and based on The Kroger Co.'s election.
- All other demographic assumptions remain unchanged from those used by the prior actuary. Please refer to MassMutual Financial Group's actuarial reports titled Actuarial Valuation Report for Retirement Plan for Employees of Shop-Rite, Inc., Plan Year: January 1, 2017 through December 31, 2017, Measurement Date: January 1, 2017, Contract Number: SA 12842-02, dated October 12, 2016 and Financial Accounting Standards Board ASC 715 January 30, 2016 Expense and Disclosure Report for Shop-Rite, Inc. Retirement Plan Fiscal year: December 19, 2015 through January 30, 2016 Measurement Date: January 30, 2016, dated February 5, 2016 for summaries of the rationale documented by the prior actuary.

ACTUARIAL METHODS FOR FUNDING**Asset Methods**

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

The characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

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

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** We have relied upon the data provided by the plan sponsor regarding which participants should be included in our calculations.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, line 24 — Change in Actuarial Assumptions

ACTUARIAL ASSUMPTION CHANGES SINCE PRIOR VALUATION

- The expense component of normal cost decreased from \$136,818 to \$66,000 to reflect our expectations for the current plan year.
- The expected investment return was updated from 6.00% to 7.04%.

*Schedule SB, Part V — Summary of Plan Provisions***SUMMARY OF MAJOR PLAN PROVISIONS**

Effective date and plan year	Original plan: January 1, 1976 Restated plan: January 1, 2012 Plan year: January 1 – December 31
Status of the plan	Plan participation was closed on August 13, 2007. Any Participant on that date will continue as a Participant. No other person shall become a Participant after that date. Benefit accruals were frozen effective December 31, 2012.
Significant events that occurred during the year	None
DEFINITIONS	
• Covered employees	Any employee who is not an officer or manager of Shop-Rite, Inc. and is hired on or before August 13, 2007
• Participation	Each eligible employee shall become a Participant on the first January 1 worked; provided he is 21 or his 21st birthday will be reached by the next July 1. Shop-Rite employees hired after August 13, 2007 shall not be eligible to participate in the Plan.
• Employee contributions	None
• Vesting service	Years of employment with Shop-Rite, Inc during which an employee is compensated for 500 or more hours.
• Credited service	Calendar years of employment in which the employee is credited with 1,800 or more hours. If the participant is credited with fewer than 1,800 hours but at least 900 hours, one-half year of credited service is given. If the participant is credited for fewer than 900 hours but at least 500 hours, one-quarter year of credited service is given. No credit is given for fewer than 500 hours. For Employees at the Monroe, Wisconsin facility, no credited service after September 1, 2012 will be granted. For Employees at a facility other than Monroe, Wisconsin, no credited service after December 31, 2012 will be granted.
• Accrued benefit	The Normal Retirement Benefit as calculated using Credited Service to the earlier of the date of determination and freeze date. The accrued benefits for employees at the Monroe, Wisconsin facility were frozen as of September 1, 2012. The accrued benefits for other employees were frozen as of December 31, 2012.
NORMAL RETIREMENT	
• Eligibility	The first day of the calendar month coincident with or next following the later of age 65 and 5 years of participation.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> Benefit 	<p>A monthly benefit equal to:</p> <p><u>Shop-Rite Employees</u></p> <p>\$10.50 times credited service to December 31, 1986 plus</p> <p>\$12.00 times credited service from January 1, 1987 to December 31, 1987 plus</p> <p>\$13.50 times credited service from January 1, 1988 to December 31, 1988 plus</p> <p>\$15.00 times credited service from January 1, 1989 to December 31, 1989 plus</p> <p>\$17.00 times credited service from January 1, 1990 to December 31, 1990 plus</p> <p>\$18.50 times credited service from January 1, 1991 to December 31, 1991 plus</p> <p>\$20.00 times credited service from January 1, 1992 to December 31, 1992 plus</p> <p>\$21.00 times credited service from January 1, 1993 to December 31, 1993 plus</p> <p>\$22.00 times credited service from January 1, 1994 to December 31, 1994 plus</p> <p>\$23.00 times credited service from January 1, 1995 to December 31, 1995 plus</p> <p>\$24.00 times credited service from January 1, 1996 to December 31, 1996 plus</p> <p>\$25.00 times credited service from January 1, 1997 to December 31, 1997 plus</p> <p>\$26.00 times credited service from January 1, 1998 to December 31, 1998 plus</p> <p>\$28.00 times credited service from January 1, 1999 to December 31, 1999 plus</p> <p>\$30.00 times credited service from January 1, 2000 to December 31, 2000 plus</p> <p>\$32.00 times credited service from January 1, 2001 to December 31, 2001 plus</p> <p>\$34.00 times credited service after January 1, 2002 to December 31, 2004 plus</p> <p>\$36.00 times credited service after January 1, 2005 to December 31, 2005 plus</p> <p>\$38.00 times credited service after January 1, 2006 to December 31, 2006 plus</p> <p>\$40.00 times credited service after January 1, 2007 to December 31, 2007 plus</p> <p>\$43.00 times credited service after January 1, 2008.</p>
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Schedule SB, Part V — Summary of Plan Provisions

	<u>Monroe Employees</u> \$23.00 times credited service from January 1, 1991 to December 31, 1998 plus \$25.00 times credited service from January 1, 1999 to December 31, 200 plus \$28.00 times credited service from January 1, 2002 to December 31, 2002, plus \$30.00 times credited service from January 1, 2003 to December 31, 2003, plus \$32.00 times credited service after January 1, 2004.
EARLY RETIREMENT	
• Eligibility	The first day of the calendar month coincident with or next following the later of attainment of age 55, and completion of 10 years of vesting service.
• Benefit	Accrued Benefit reduced $\frac{1}{2}$ of one-percent for each month of the first 60 months by which the early retirement date precedes normal retirement date and reduced $\frac{1}{3}$ of one-percent for each month in excess of 60 months that early retirement date precedes normal retirement date.
LATE RETIREMENT	
• Eligibility	Termination of employment after having reached normal retirement.
• Benefit	Greater of accrued benefit on late retirement date and the accrued benefit on normal retirement date actuarially increased to late retirement date.
DEFERRED VESTED	
• Eligibility	100% vested after five years of vesting service
• Benefit	Accrued Benefit payable as early as age 55 based on the early retirement reduction schedule.
DISABILITY	
• Eligibility	No special provisions
PRE-RETIREMENT DEATH	
• Eligibility	Five years of vesting service
• Benefit before retirement	The surviving spouse receives a survivor annuity as if participant separated from service on date of death, survived to the earliest retirement age, commenced payments under the 50% joint and survivor annuity and died on the day after benefits commenced.
• Benefit after retirement	None except as provided by the annuity form elected.

Schedule SB, Part V — Summary of Plan Provisions

FORM OF BENEFITS	
<ul style="list-style-type: none"> Automatic form for unmarried participants 	Single Life Annuity
<ul style="list-style-type: none"> Automatic form for married participants 	Actuarially equivalent Joint and 50% Survivor Annuity
<ul style="list-style-type: none"> Optional forms 	100%, 75%, or 50% contingent annuity options, certain and continuous options, annuity certain options, or life annuity.
<ul style="list-style-type: none"> Actuarial equivalence basis 	<ul style="list-style-type: none"> - Mortality: 1971 Group Annuity table, blended 50% male and 50% female - Interest rate: 6.0%
MISCELLANEOUS	
<ul style="list-style-type: none"> Maximum benefits 	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2017, the limit is \$215,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Fourth Amendment, are included in this valuation:

- **Plan amendments excluded:** None
- **Late retirement increases:**
 - *Active participants:* The plan applies late retirement actuarial increases for all participants who defer retirement beyond their normal retirement date and this valuation includes those increases.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions

- **IRC Section 436 benefit restrictions:**

- *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
- *Plan amendments:* See above.
- *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
- *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.

- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

PLAN PROVISION CHANGES SINCE PRIOR VALUATION

Maximum benefit amounts under IRS rules were updated from 2016 to 2017.

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

The weighted average retirement age is equal to the normal retirement age of 65.

*Schedule SB, line 25 — Change in Method***METHOD CHANGES SINCE PRIOR VALUATION**

Effective January 1, 2017 there was a change in Enrolled Actuary and Business Organization providing actuarial services to the Plan. This is considered a change in funding method. IRS approval of this change is automatic under IRS announcement 2010-3 because:

- The new method is substantially the same as the method used by the prior enrolled actuary and is consistent with the description of the method contained in the prior actuarial valuation report, and
- The funding target, target normal cost and actuarial value of plan assets as determined by Mercer as of January 1, 2016 are within 5% of those values as determined by the prior enrolled actuary.

Schedule H, line 4i - Schedule of Assets (Held At End Of Year): 12/31/17

Plan Sponsor: SGIC 012842-02

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower, lessor or similar party	Description of investment including maturity date, interest rate, collateral, par or maturity value	Cost	Current Value
*	MassMutual	(SAGIC Core Bond II)	615	615
*	MassMutual	Vanguard Short Term BdIndex	108,158	108,027

Schedule H, line 4j - Schedule of Reportable Transactions: 12/31/17

Plan Sponsor: SGIC 012842-02

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of party involved	Description of asset (include interest rate and maturity in case of a loan)	Purchase Price	Selling Price	Lease Rental	Expense incurred with trans	Cost of asset	Current Value of asset on transaction date	Net gain or loss
MassMutual	Vanguard Short Term BdInde	691,692	0	N/A	0	691,692	691,692	0

* This schedule was completed considering assets held under a MassMutual group annuity contract only

Schedule H, line 4i - Schedule of Assets (Held At End Of Year): 12/31/17

Plan Sponsor: SGIC 012842-02

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower, lessor or similar party	Description of investment including maturity date, interest rate, collateral, par or maturity value	Cost	Current Value
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Schedule H, line 4j - Schedule of Reportable Transactions: 12/31/17

Plan Sponsor: SGIC 012842-02

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of party involved	Description of asset (include interest rate and maturity in case of a loan)	Purchase Price	Selling Price	Lease Rental	Expense incurred with trans	Cost of asset	Current Value of asset on transaction date	Net gain or loss
MassMutual	Vanguard Short Term BdInde	691,692	0	N/A	0	691,692	691,692	0

* This schedule was completed considering assets held under a MassMutual group annuity contract only