

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2018 This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
B This return/report is:	☒ a single-employer plan ☐ a DFE (specify) ____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. ☐	
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN</u>	1b Three-digit plan number (PN) ▶	<u>002</u>	
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FRESH MARK, INC.</u> <u>1888 SOUTHWAY STREET SE</u> <u>MASSILLON, OH 44646</u>	1c Effective date of plan <u>01/01/1961</u>	2b Employer Identification Number (EIN) <u>34-0565220</u>	
		2c Plan Sponsor's telephone number <u>330-830-3150</u>	
		2d Business code (see instructions) <u>311610</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2019	DAVID COCHENOUR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2018)
v. 171027

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	5 172
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) 131
a(2) Total number of active participants at the end of the plan year	6a(2) 117
b Retired or separated participants receiving benefits.....	6b 13
c Other retired or separated participants entitled to future benefits	6c 31
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 161
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 161
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

1A 11

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

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

a Pension Schedules

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

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ 0 **A** (Insurance Information)
- (4)** ☐ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 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 2018 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>	
▶ Round off amounts to nearest dollar.	
▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan <u>FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2018</u>	
2 Assets:	
a Market value.....	2a <u>40133917</u>
b Actuarial value	2b <u>40133917</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants <u>9</u> (2) Vested Funding Target <u>4815532</u> (3) Total Funding Target <u>4815532</u>
b For terminated vested participants	<u>32</u> <u>918238</u> <u>918238</u>
c For active participants	<u>131</u> <u>21792232</u> <u>22038442</u>
d Total	<u>172</u> <u>27526002</u> <u>27772212</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>5.81 %</u>
6 Target normal cost	6 <u>1388819</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	
Signature of actuary	<u>10/14/2019</u>
<u>KEITH J. OKRESS</u>	Date <u>17-06965</u>
Type or print name of actuary	Most recent enrollment number <u>216-937-4000</u>
<u>WILLIS TOWERS WATSON US LLC</u>	Telephone number (including area code)
Firm name	
<u>1001 LAKESIDE AVENUE</u> <u>SUITE 1500</u> <u>CLEVELAND, OH 44114-1172</u>	
Address of the firm	

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	6749058
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	6749058
10 Interest on line 9 using prior year's actual return of <u>13.63</u> %	0	919897
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		7343707
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>5.92</u> %		434747
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		7778454
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	7668955

Part III Funding Percentages

14 Funding target attainment percentage	14	116.89%
15 Adjusted funding target attainment percentage	15	144.51%
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	104.52%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

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

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

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

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

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

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

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

21 Discount rate:				
a Segment rates:	1st segment: 3.92%	2nd segment: 5.52%	3rd segment: 6.29%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate	☐ Substitute
	Current regulation:	☐ 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	1388819	
b Excess assets, if applicable, but not greater than line 31a	31b	1388819	
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	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:				
a Schedule elected	☐ 2 plus 7 years	☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 FRESH MARK, INC.	D Employer Identification Number (EIN) 34-0565220

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	3	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	8000000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	2027	15986
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2146644	8554663
(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)	4201421	4169050
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	26007398	24122963
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	40357493	36862662

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	28	212
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	28	212

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	40357465	36862450
---	-----------	----------	----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	95858	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		95858
(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)	2394223	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2394223
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1199981	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1199981	
(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)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-4311030
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-1820949

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1671776	
(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)		1671776
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)	-9000	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	11290	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2290
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1674066

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3495015
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: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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 4162240. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
---	---	--

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>FRESH MARK, INC. SALARIED EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FRESH MARK, INC.</u>	D Employer Identification Number (EIN) <u>34-0565220</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>31-1051736</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>10</u>

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

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

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

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

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

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

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

Schedule R (Form 5500) 2018
v. 171027

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**16b**

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____ % Investment-Grade Debt: _____ % High-Yield Debt: _____ % Real Estate: _____ % Other: _____ %

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Fresh Mark, Inc. Salaried Employees' Pension Plan
Years Ended December 31, 2018 and 2017
With Report of Independent Auditors

Ernst & Young LLP



Fresh Mark, Inc.
Salaried Employees' Pension Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2018 and 2017

Contents

Report of Independent Auditors.....	1
Financial Statements	
Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements.....	5
Supplemental Schedules	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	13
Schedule H, Line 4j – Schedule of Reportable Transactions.....	17

Report of Independent Auditors

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fresh Mark, Inc. Salaried Employees' Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2018 and 2017, and for the years then ended, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

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

Disclaimer of Opinion on Supplemental Schedules

The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2018, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

October 15, 2019

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2018	2017
Assets		
Investments, at fair value	\$ 36,846,676	\$ 32,355,466
Receivables:		
Employer contributions	—	8,000,000
Accrued income	15,986	2,027
Total receivables	15,986	8,002,027
Total assets	36,862,662	40,357,493
Liabilities		
Accrued administrative expenses	212	28
Net assets available for benefits	<u>\$ 36,862,450</u>	<u>\$ 40,357,465</u>

See accompanying notes.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2018	2017
Additions		
Net appreciation in fair value of investments	\$ —	\$ 2,837,601
Interest and dividends	2,490,081	1,521,424
Contributions from Fresh Mark, Inc.	—	8,000,000
Total additions	2,490,081	12,359,025
Deductions		
Net depreciation in fair value of investments	4,311,030	—
Benefits paid directly to participants	1,671,776	16,135,740
Administrative expenses	2,290	131,342
Total deductions	5,985,096	16,267,082
Net decrease	(3,495,015)	(3,908,057)
Net assets available for benefits:		
Beginning of year	40,357,465	44,265,522
End of year	<u>\$ 36,862,450</u>	<u>\$ 40,357,465</u>

See accompanying notes.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements

December 31, 2018 and 2017

1. Description of the Plan

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

The Company has agreed to voluntarily contribute such additional amounts as are necessary to provide assets sufficient to meet the benefits to be paid to plan members. The Company's present intention is to make annual contributions in amounts sufficient to fund the Plan's current year's service cost and the initial past service cost plus interest over a period of 30 years. The Plan has met the Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements for 2018 and 2017.

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

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

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies

Basis of Accounting

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

Payment of Benefits

Benefits are recorded when paid. Effective January 1, 2013, the Plan was amended to define the criteria for participants to be eligible to receive a single lump-sum payment option. Participants eligible for normal, early or disability retirement benefit, a participant eligible for a deferred vested pension, or a spouse who is entitled to a benefit under the Plan are eligible to elect a lump-sum payment option upon commencement of benefits. There was approximately \$1,400,000 in lump-sum payments paid during 2018 and \$778,000 paid during 2017 specific to the Salaried Employees' Pension Plan.

Use of Estimates

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

Investment Valuation and Income Recognition

At December 31, 2018 and 2017, the investments of the Fresh Mark, Inc. Salaried Employees' Pension Plan (the Plan) were collectively held in the Fresh Mark, Inc. Salaried Employees' Pension Plan Trust, sponsored by the trustee. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Actuarial Present Value of Accumulated Plan Benefits

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

The Plan's actuary, Willis Towers Watson, estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

3. Accumulated Plan Benefits

The accumulated plan benefit information as of December 31, 2017, is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving payments	\$ 4,345,795
Other participants	21,325,942
Total vested benefits	<u>25,671,737</u>

Nonvested benefits	157,613
--------------------	---------

Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 25,829,350</u></u>
---	-----------------------------

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The changes in accumulated plan benefits for the year ended December 31, 2017, are as follows:

Actuarial present value of accumulated plan benefits at beginning of year	\$ 34,431,997
Increase (decrease) during the year attributed to:	
Change in actuarial assumption	260,674
Benefits accumulated	1,296,228
Actuarial gains	4,188,551
Increase for interest due to the decrease in the discount period	1,787,640
Benefits paid	(1,686,842)
Annuity purchase	<u>(14,448,898)</u>
Net decrease	<u>(8,602,647)</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 25,829,350</u></u>

The significant assumptions underlying the actuarial computations are as follows:

Retirement ages	Retirement is assumed to occur at the earliest of (1) age 58 with 30 years of service, (2) age 62 with 10 years of service, or (3) age 65 with 5 years of service. Participants currently over such assumed retirement age are assumed to retire immediately
Rate of return on investments	6.75% (6.75% in the prior year)
Mortality	RP-2014 Mortality Tables Blue Collar Adjusted with sex-distinct rates for employees and annuitants, projected generationally with Scale MP-2017

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

Effective January 1, 2017, the maximum lump sum amount for eligible participants increased from \$280,000 to \$500,000.

On May 4, 2017, the Plan Sponsor entered into an agreement with an insurance company to annuitize certain obligations of the Plan. As a result of the agreement, the Plan Sponsor annuitized approximately 27% of the Plan's projected benefit obligation. The premium paid to purchase this annuity contract is included within Benefits paid directly to participants in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2017.

4. Fair Value Measurements

The fair value framework establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

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

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

- Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017:

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

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

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018:

	Level 1	Level 2	Level 3	Total
Mutual Equity Funds	\$ 24,122,963	\$ —	\$ —	\$ 24,122,963
Mutual Bond Funds	4,169,050	—	—	4,169,050
Money Market Funds	8,554,663	—	—	8,554,663
Total assets at fair value	<u>\$ 36,846,676</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 36,846,676</u>

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017:

	Level 1	Level 2	Level 3	Total
Mutual Equity Funds	\$ 26,007,398	\$ —	\$ —	\$ 26,007,398
Mutual Bond Funds	4,201,421	—	—	4,201,421
Money Market Funds	2,146,647	—	—	2,146,647
Total assets at fair value	\$ 32,355,466	\$ —	\$ —	\$ 32,355,466

5. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2018 and 2017, and net depreciation/appreciation in fair value of investments and interest and dividends for the years ended December 31, 2018 and 2017, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee, Fifth Third Bank.

6. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated April 28, 2017, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Fresh Mark, Inc.
Salaried Employees' Pension Plan

Notes to Financial Statements (continued)

7. Parties in Interest Transactions

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

8. Risks and Uncertainties

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

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

9. Subsequent Events

Management evaluated subsequent events for the Plan through October 15, 2019, the date the financial statements were available to be issued.

Supplemental Schedules

Fresh Mark, Inc.
Salaried Employees' Pension Plan

EIN #34-0565220 Plan #002

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

December 31, 2018

ASSETS HELD AT YEAR-END

52-52-002-9660952

AS OF 12/31/18

SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
<u>CASH</u>						
MONEY MARKET INVESTMENTS						
117,324	GOLDMAN SACHS FINANCIAL SQUARE GOVERNMENT INSTITUTIONAL (INCOME INVESTMENT)	\$117,324.00	\$117,324.00	\$117,324.00		\$218.56
8437,339	GOLDMAN SACHS FINANCIAL SQUARE GOVERNMENT INSTITUTIONAL	8,437,339.00	8,437,339.00	8,437,339.00		15,766.94
TOTAL MONEY MARKET INVESTMENTS		<u>\$8,554,663.00</u>	<u>\$8,554,663.00</u>	<u>\$8,554,663.00</u>	<u>0.00</u>	<u>\$15,985.50</u>
<u>BOND FUNDS</u>						
MUTUAL BOND FUNDS						
94.797	BLACKROCK FDS II INFLPRO BD SVC	991.40	957.45	991.40	\$33.95-	
73,846.538	DODGE & COX INCOME FD	1,019,722.52	979,205.09	1,015,097.48	35,892.39-	
97,915.948	DOUBLELINE TOTAL RETURN BOND I	1,048,889.34	1,020,284.18	1,040,088.89	19,804.71-	
170,015.019	FIDELITY SPARTAN HIGH INCOME FD	1,394,492.10	1,404,324.06	1,521,609.95	117,285.89-	
67,396.715	T ROWE PRICE INFLATION PROTECTED	815,088.75	764,278.75	797,115.33	32,836.58-	
TOTAL MUTUAL BOND FUNDS		<u>\$4,279,184.11</u>	<u>\$4,169,049.53</u>	<u>\$4,374,903.05</u>	<u>\$205,853.52-</u>	<u>0.00</u>
<u>EQUITY FUNDS</u>						
MUTUAL EQUITY FUNDS						
36,559.949	AMERICAN FDS CAPITAL INCOME BLDR R6 SHARES	1,870,989.65	2,059,056.33	2,290,550.53	231,494.20-	
180,129.999	COLUMBIA STRATEGIC INCOME FUND INSTITUTIONAL 3	1,071,214.10	1,010,529.29	1,063,247.81	52,718.52-	
11,393.174	FIDELITY EMERGING MKTS FD	276,164.92	303,400.22	372,583.52	69,183.30-	
125,385.511	FIDELITY SMALL CAP STOCK FUND# 340	2,249,463.84	1,760,412.57	2,383,864.90	623,452.33-	

ASSETS HELD AT YEAR-END			52-52-002-9660952		AS OF 12/31/18	
SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
96,510.503	FIDELITY ADVISOR UTILITIES CLASS I	\$2,268,072.62	\$2,793,013.96	\$2,864,932.94	\$71,918.98-	
24,147.409	FIDELITY ADVISOR VALUE STRATEGIES-CLASS I	728,497.31	679,991.04	915,843.02	235,851.98-	
66,481.983	FIDELITY ADVISOR NEW INSIGHTS- CLASS I	1,529,556.93	1,804,321.02	2,105,627.13	301,306.11-	
26,982.231	FIDELITY SELECT CONSUMER STAPLES	2,426,329.64	1,857,186.96	2,448,968.95	591,781.99-	
107,007.212	FRANKLIN STRATEGIC INCOME R6- \$1M MIN, WAIVED FOR EMPLOYER SPONSORED RETIREMENT PLANS	1,058,263.94	993,026.93	1,052,629.94	59,603.01-	
.003	JPMORGAN MID CAP EQUITY A - CLOSED TO NEW INVESTORS 1/3/14	.09	.12	.15	.03-	
29,705.719	JPMORGAN SMALL CAP GROWTH FD A	325,386.13	398,650.75	471,155.50	72,504.75-	
70,477.721	JPMORGAN EQUITY INDEX FUND 3129 CLASS I	2,317,864.67	2,699,296.71	2,887,142.58	187,845.87-	
36,783.782	LORD ABBETT VAL OPPOR FD - A	691,951.62	591,115.38	729,562.22	138,446.84-	
73,399.566	MATTHEWS ASIAN FDS CHINA DIVID FD INV CL	1,099,594.28	1,051,081.79	1,275,978.07	224,896.28-	
38,277.381	OPPENHEIMER VALUE Y	1,028,562.82	1,136,838.22	1,429,856.55	293,018.33-	
25,380.946	OPPENHEIMER GLOBAL FD - CL Y	1,899,232.32	1,876,159.53	2,386,434.68	510,275.15-	
49,738.168	T ROWE PRICE CAPITL APPRECIATION	1,162,823.23	1,319,553.60	1,403,299.24	83,745.64-	
7,985.307	T ROWE PRICE NEW ERA FD	304,529.94	240,277.89	290,763.48	50,485.59-	
66,828.495	TEMPLETON GLOBAL INVT TR EMERGING MKTS SMALL CAP FD	794,058.37	845,380.46	1,014,548.53	169,168.07-	
14,680.951	VANGUARD INTL EXPLORER FUND	215,251.84	221,241.93	305,211.39	83,969.46-	
7,456.393	VANGUARD CONSUMER STAPLES INDEX FUND	461,040.13	482,428.63	535,928.22	53,499.59-	
TOTAL MUTUAL EQUITY FUNDS		\$23,778,848.39	\$24,122,963.33	\$28,228,129.35	\$4,105,166.02-	0.00

ASSETS HELD AT YEAR-END		52-52-002-9660952			AS OF 12/31/18	
SHARES/ PAR VALUE	SECURITY	HISTORICAL COST BASIS	MARKET VALUE	ERISA COST BASIS	UNREALIZED GAIN/LOSS	ACCRUED INCOME
TOTAL INVESTMENTS		\$36,612,695.50	\$36,846,675.86	\$41,157,695.40	\$4,311,019.54-	\$15,985.50
TOTAL CASH			\$1.97			
CURRENT PERIOD ACCRUED INCOME			\$15,985.50			
TOTAL ASSETS			\$36,862,663.33			

Fresh Mark, Inc.
Salaried Employees' Pension Plan

EIN #34-0565220 Plan #002

Schedule H, Line 4j – Schedule of Reportable Transactions

January 1, 2018 through December 31, 2018

SINGLE TRANSACTION EXCEEDS 5%

52-52-002-9660952

01/01/18 THROUGH 12/31/18

ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	VALUATION 32,357,492.63	THRESHOLD 1,617,874.63	OTHER EXPENSE	COST OF ASSET	NET GAIN/LOSS
-------------------	--------------	----------------	------------------	--------------------------------	----------------------	----------------------------	---------------------------	------------------	------------------	------------------

There were no Category 1 transactions for the year ended December 31, 2018.

NO ACTIVITY THIS PERIOD

5% REPORT BY ASSET-AGGREGATE

52-52-002-9660952

01/01/18 THROUGH 12/31/18

ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	NET GAIN/LOSS
GOLDMAN SACHS								
FINANCIAL SQUARE GOVERNMENT								
INSTITUTIONAL								
	PUR	01/31/18	864.000	864.00	.00	.00	864.00	.00
	SAL	01/31/18	650,000.000	650,000.00	.00	.00	650,000.00	.00
	PUR	01/31/18	336.000	336.00	.00	.00	336.00	.00
	PUR	01/31/18	1,057,764.000	1,057,764.00	.00	.00	1,057,764.00	.00
	PUR	02/28/18	832.000	832.00	.00	.00	832.00	.00
	PUR	02/28/18	571.000	571.00	.00	.00	571.00	.00
	SAL	02/28/18	205,865.000	205,865.00	.00	.00	205,865.00	.00
	PUR	03/31/18	283.000	283.00	.00	.00	283.00	.00
	PUR	03/31/18	775.000	775.00	.00	.00	775.00	.00
	PUR	03/31/18	417,182.000	417,182.00	.00	.00	417,182.00	.00
	PUR	04/30/18	595.000	595.00	.00	.00	595.00	.00
	PUR	04/30/18	1,513.000	1,513.00	.00	.00	1,513.00	.00
	PUR	04/30/18	123,914.000	123,914.00	.00	.00	123,914.00	.00
	PUR	05/31/18	692.000	692.00	.00	.00	692.00	.00
	PUR	05/31/18	1,926.000	1,926.00	.00	.00	1,926.00	.00
	PUR	05/31/18	384,524.000	384,524.00	.00	.00	384,524.00	.00
	PUR	06/30/18	1,586.000	1,586.00	.00	.00	1,586.00	.00
	SAL	06/30/18	812.000	812.00	.00	.00	812.00	.00
	PUR	06/30/18	2,401.000	2,401.00	.00	.00	2,401.00	.00
	PUR	06/30/18	1,401,313.000	1,401,313.00	.00	.00	1,401,313.00	.00
	PUR	07/31/18	839.000	839.00	.00	.00	839.00	.00
	PUR	07/31/18	3,284.000	3,284.00	.00	.00	3,284.00	.00
	PUR	07/31/18	1,401,852.000	1,401,852.00	.00	.00	1,401,852.00	.00
	PUR	08/31/18	946.000	946.00	.00	.00	946.00	.00
	PUR	08/31/18	5,816.000	5,816.00	.00	.00	5,816.00	.00
	PUR	08/31/18	1,401,852.000	1,401,852.00	.00	.00	1,401,852.00	.00
	PUR	09/30/18	953.000	953.00	.00	.00	953.00	.00
	PUR	09/30/18	8,182.000	8,182.00	.00	.00	8,182.00	.00
	PUR	09/30/18	1,347,992.000	1,347,992.00	.00	.00	1,347,992.00	.00
	PUR	10/31/18	957.000	957.00	.00	.00	957.00	.00
	PUR	10/31/18	10,327.000	10,327.00	.00	.00	10,327.00	.00
	SAL	10/31/18	267,008.000	267,008.00	.00	.00	267,008.00	.00
	PUR	11/30/18	1,205.000	1,205.00	.00	.00	1,205.00	.00
	PUR	11/30/18	12,951.000	12,951.00	.00	.00	12,951.00	.00
	SAL	11/30/18	38,148.000	38,148.00	.00	.00	38,148.00	.00
	PUR	12/31/18	1,172.000	1,172.00	.00	.00	1,172.00	.00
	PUR	12/31/18	12,601.000	12,601.00	.00	.00	12,601.00	.00
	SAL	12/31/18	38,148.000	38,148.00	.00	.00	38,148.00	.00
32 PURCHASES FOR		7,608,000.00	6 SALES FOR	1,199,981.00	ISSUE AGGREGATE TOTAL	8,807,981.00		

About EY

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

EY refers to the global organization, and may refer to one or more, of the member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. Information about how EY collects and uses personal data and a description of the rights individuals have under data protection legislation is available via ey.com/privacy. For more information about our organization, please visit ey.com.

© 2019 Ernst & Young LLP.
All Rights Reserved.

ey.com

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2018

Attained Age	Attained Years of Credited Service ¹									
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over
Under 25	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0
30-34	0	0	0	2	0	0	0	0	0	0
35-39	0	0	0	3	1	0	0	0	0	0
40-44	0	0	0	1	5	2	2	0	0	0
45-49	0	0	0	6	8	7	5	0	0	0
50-54	0	0	0	1	6	6	3	2	0	0
55-59	0	0	0	3	11	3	3	7	6	1
60-64	0	0	0	2	5	0	6	5	6	2
65-69	0	0	0	1	1	3	1	1	1	3
70 & over	0	0	0	0	0	0	0	0	0	0

¹ Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan

EIN / PN: 34-0565220/002

Plan Sponsor: Fresh Mark, Inc.

Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Expected return on plan assets 6.75%

Interest rate basis

- Applicable month September
- Yield curve base Segment Rates

Interest rates:	Reflecting Stabilization	Not Reflecting Stabilization
■ First segment rate	3.92%	1.75%
■ Second segment rate	5.52%	3.76%
■ Third segment rate	6.29%	4.66%
■ Effective interest rate	5.81%	4.16%

Annual rates of increase

2018 Compensation: 4.00% times 2017 compensation

Future Social Security wage bases 4.00%

Statutory limits on compensation None

Administrative “and investment” expenses \$123,530; the prior year administrative expenses paid from the plan

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220/002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Mortality:

■ Healthy

The new standard tables published by the IRS based on the RP/MP-2014 Society of Actuaries study and subsequent updates. The underlying election remains the static tables with separate mortality rates for annuitants and non-annuitants.

■ Disabled

For purposes of determining Target Liability, mortality rates in accordance with Revenue Ruling 96-7 were used.

Termination

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

Representative Termination Rates

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

Disability

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

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

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220/002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Retirement

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

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

Benefit commencement date:

- Preretirement death benefit
The later of the death of the active participant or the date the participant would have attained age 55 and five years of service.
- Deferred vested benefit
For the annuity, the later of age 65 or termination of employment. For the lump sum option, immediately after termination.
- Disability benefit
Upon disablement with at least 10 years of service.

Form of payment

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

Percent married

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

Spouse age

Females are assumed to be three years younger than males.

Covered pay

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

Timing of benefit payments

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

Methods

Valuation date

First day of plan year.

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220/002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Funding target	Present value of accrued benefits as required by regulations under IRC §430.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during plan year as required by regulations under IRC §430.
Actuarial value of assets	The actuarial value of assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for the prior plan year, discounted using the effective interest rate for the prior plan year.
Benefits not valued	The employee contributions in the Plan have been excluded from the valuation.

Sources of Data and Other Information

Data sources	Willis Towers Watson used asset data supplied by the trustee. Fresh Mark furnished participant data as of the valuation date. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the company, assumptions or estimates were made when data were not available. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.
---------------------	---

Assumptions Rationale - Significant Economic Assumptions

Interest rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Lump sum conversion rate	For funding purposes, lump sums were valued using the substitution of annuity form under IRS Regulation 1.430(d)-1(f)(4) without application of generational mortality.

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220/002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

**Rates of increase in compensation,
National Average Wages (NAW) CPI**

Assumed increases were chosen by the plan sponsor and, as required by U.S. GAAP they represent an estimate of future experience.

Administrative expenses

Administrative expenses are estimated by determining the actual expenses paid from the trust the preceding year.

Assumptions Rationale - Significant Demographic Assumptions

Healthy and Disabled Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h).

Termination

Assumed termination rates differ by age and gender because of observed and expected differences in termination rates by gender.

Disability

Assumed disability rates differ by gender because of observed and expected differences in disability rates by gender.

Retirement

Assumed retirement rates differ by age because of observed and expected differences in retirement rates by age.

**Benefit commencement date for
deferred benefits:**

■ Preretirement death benefit

Surviving spouses are assumed to begin benefits at the earliest permitted commencement date because ERISA requires benefits to start then unless the spouse elects to defer. If the spouse elects to defer, actuarial increases from the earliest commencement date must be given, so that a later commencement date is expected to be of approximately equal value, and experience indicates that most spouses do take the benefit as soon as it is available.

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220/002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

■ Deferred vested benefit

Deferred vested participants are assumed to begin benefits at age 65 (or current age if later) because the plan's experience is not considered to be credible, but deferred vested early commencement factors are not subsidized so that the difference between this approach and using assumed commencement rates at earlier ages is not expected to be significant.

Form of payment

The percentage of retiring participants assumed to take lump sums is based on observed experience over the period 2012-2017.

Marital Assumptions:

■ Percent married

The assumed percentage married is based on general population statistics on the marital status of individuals of retirement age.

■ Spouse age

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

Source of Prescribed Methods

Funding methods

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

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220/002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Changes in Assumptions and Methods

Changes in assumptions since prior valuation

- The valuation reflects the updated static mortality tables provided in final regulations under IRC §430 issued in October 2017.
- The segment interest rates used to calculate the funding target and target normal cost were changed from the September 2016 three-segment yield curve to the September 2017 three-segment yield curve.

Change in methods since prior valuation

There have been no changes in methods since prior valuation.

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220/002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2018

See

Audited Financial

Statements

For

Schedule of Reportable Transactions

(Schedule H 4j)

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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

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

A Name of plan Fresh Mark, Inc. Salaried Employees' Pension Plan	B Three-digit plan number (PN) ▶	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Fresh Mark, Inc.	D Employer Identification Number (EIN) 34-0565220	

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

Part I Basic Information			
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2018</u>		
2	Assets:		
	a Market value.....	2a	40,133,917
	b Actuarial value	2b	40,133,917
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment	9	4,815,532
	b For terminated vested participants	32	918,238
	c For active participants	131	21,792,232
	d Total	172	27,526,002
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	5.81%
6	Target normal cost	6	1,388,819

Statement by Enrolled Actuary

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

SIGN HERE	Keith J. Okress <i>KJO</i> Signature of actuary	<div style="text-align: right; font-size: 1.2em;">10/14/19</div> Date 1706965
	Keith J. Okress Type or print name of actuary	Most recent enrollment number 216-937-4000
	Willis Towers Watson US LLC Firm name	Telephone number (including area code)
	1001 Lakeside Avenue Suite 1500 Cleveland OH 44114-1172 Address of the firm	

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

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

Schedule SB (Form 5500) 2018
v. 171027

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

21 Discount rate:				
a Segment rates:	1st segment: 3.92 %	2nd segment: 5.52 %	3rd segment: 6.29 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate	☐ Substitute
	Current regulation:	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1,388,819	
b Excess assets, if applicable, but not greater than line 31a	31b	1,388,819	
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	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:	
a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2018

See Schedule SB, Part V, Statement of Actuarial Assumptions and Methods for retirement rates. The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

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

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220/002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fresh Mark, Inc.
EIN/PN	34-0565220/002
Plan Name	Fresh Mark, Inc. Salaried Employees' Pension Plan
Valuation Date	January 1, 2018
Enrolled Actuary	Keith J Okress
Enrollment Number	17-06965

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

Fresh Mark, Inc.

Plan

Fresh Mark, Inc. Salaried Employees' Pension Plan

Effective Date and Most Recent Amendment

August 1, 1988 as merger of Superior's Brand Meats, Inc. Salaried Plan (originally effective date January 1, 1971) and Sugardale Foods Inc. Salaried Plan (originally effective January 1, 1961), and Amended and Restated effective January 1, 2010; and most recently amended effective January 1, 2017.

Plan Year

The twelve-month period ending December 31st.

Coverage and Participation

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

Credited Service

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

Final Average Compensation/Salary

1/60th of the average of the highest 5 consecutive calendar years of aggregate compensation received during the 10 years prior to retirement or termination. Compensation is total compensation for services inclusive of any bonuses, commissions, overtime pay, and premiums for insurance protection which are treated as taxable income to the Participant for the year. Compensation is limited to \$275,000 effective January 1, 2018, and is subject to future indexing.

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220/002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Normal Retirement Benefit

Eligible at age 65.

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

Primary Insurance Amount

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

Accrued Benefits

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

Early Retirement Benefit

Eligible at age 55 with 10 years of Credited Service.

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

Age at Benefit Commencement	Factor
55	0.50
60	0.70
62	0.82

Plan Name: Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN: 34-0565220/002
Plan Sponsor: Fresh Mark, Inc.
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Disability Benefit

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

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

Vested Benefits Upon Termination of Service

Eligible at any age and 5 years of Credited Service.

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

Pre-Retirement Spouse's Benefit

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

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

One-Time Lump Sum Window

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

Optional Forms of Retirement Income in Lieu of Normal Form

The amount of pension as determined according to the applicable formula for retirement benefits is payable on a straight-life annuity basis. A Participant retiring under the provisions for Normal or Early Retirement may elect to receive his benefit on a straight-life basis or on an actuarially equivalent 50% Joint and Survivor basis, 75%, 100% Joint and Survivor basis or 10 or 20 year certain and life basis. For participants whose benefit has a present value of \$500,000 or less, the benefit may be payable as a lump sum.

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

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220/002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

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

Future Plan Changes

No future plan changes were recognized in determining pension cost.

Changes in Plan Provisions since Last Actuarial Valuation

The plan was amended to increase the maximum lump sum payable from \$350,000 to \$500,000.

Plan Name:	Fresh Mark, Inc. Salaried Employees' Pension Plan
EIN / PN:	34-0565220/002
Plan Sponsor:	Fresh Mark, Inc.
Valuation Date	January 1, 2018

See

Audited Financial

Statements

For

Schedule of Assets Held

(Schedule H 4i)