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

2019

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2019 or fiscal plan year beginning 06/01/2019 and ending 05/31/2020

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
FRISCH'S RESTAURANTS, INC. PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1955

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)
FRISCHS RESTAURANTS, INC.

2800 GILBERT AVENUE
CINCINNATI, OH 45206-1206

2b Employer Identification Number (EIN)
31-0523213

2c Plan Sponsor's telephone number
513-961-2660

2d Business code (see instructions)
722511

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.	03/04/2021	SHERI HARPER
	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

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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**	645
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)**	324
a(2) Total number of active participants at the end of the plan year	**6a(2)**	268
b Retired or separated participants receiving benefits	**6b**	123
c Other retired or separated participants entitled to future benefits	**6c**	182
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	573
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	44
f Total. Add lines **6d** and **6e**	**6f**	617
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**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

1A

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **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 2019 Form M-1 annual report. If the plan was not required to file the 2019 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

2019

This Form is Open to Public Inspection

For calendar plan year 2019 or fiscal plan year beginning 06/01/2019 and ending 05/31/2020

▶ **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
FRISCH'S RESTAURANTS, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
FRISCHS RESTAURANTS, INC.

D Employer Identification Number (EIN)
31-0523213

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 06 Day 01 Year 2019

2 Assets:

a Market value	**2a**	19053444
b Actuarial value	**2b**	19646559

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	139	5638538	5638538
b For terminated vested participants	185	3091980	3091980
c For active participants	324	8492160	8502207
d Total	648	17222678	17232725

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**	5.57 %
6 Target normal cost	**6**	160000

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 — Date: 01/29/2021

RACHEL A. BATTAH — Type or print name of actuary

20-06672 — Most recent enrollment number

MERCER — Firm name

614-227-5500 — Telephone number (including area code)

325 JOHN H.MCCONNELL BLVD
SUITE 350
COLUMBUS, OH 43215

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	3984697
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	3984697
10	Interest on line 9 using prior year's actual return of 2.04 %	0	81288
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
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 5.79 %		0
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections	0	1812151
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2253834

Part III Funding Percentages

14	Funding target attainment percentage	14	100.92 %
15	Adjusted funding target attainment percentage	15	114.00 %
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	101.55 %
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:	2nd segment:	3rd segment:	
3.74 %	5.35 %	6.11 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

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

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	160000
b Excess assets, if applicable, but not greater than line 31a	**31b**	160000

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**	
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 C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2019** **This Form is Open to Public Inspection.**

For calendar plan year 2019 or fiscal plan year beginning 06/01/2019 and ending 05/31/2020

A Name of plan
FRISCH'S RESTAURANTS, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FRISCHS RESTAURANTS, INC.

D Employer Identification Number (EIN)
31-0523213

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

RBC WEALTH MANAGEMENT

3060 PEACHTREE ROAD
ATLANTA, GA 30305

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	112575	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	69508	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BDO USA, LLP

13-5381590

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	23352	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

US BANK

41-6271370

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	16000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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

2019

This Form is Open to Public Inspection

For calendar plan year 2019 or fiscal plan year beginning 06/01/2019 and ending 05/31/2020

A Name of plan
FRISCH'S RESTAURANTS, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FRISCHS RESTAURANTS, INC.

D Employer Identification Number (EIN)
31-0523213

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	30538	27546
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5554040	7753759
(2) U.S. Government securities	1c(2)	674617	1200654
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	3336391	2628597
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	9488397	6610414
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	19083983	18220970
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	19083983	18220970

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)	81621	
	(B) U.S. Government securities	2b(1)(B)	55523	
	(C) Corporate debt instruments	2b(1)(C)	162882	
	(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)		300026
	(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)	166002	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		166002
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(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)		117918
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		583946
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1089558	
(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)		1089558
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)	92860	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	128575	
(4) Other	2i(4)	135966	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		357401
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1446959
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-863013
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) [X] Unmodified **(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 [X] No

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

(1) Name: BDO USA, LLP **(2)** EIN: 13-5381590

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
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.)	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		500000
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 4271539. (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

2019

This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 06/01/2019 and ending 05/31/2020

A Name of plan
FRISCH'S RESTAURANTS, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FRISCHS RESTAURANTS, INC.

D Employer Identification Number (EIN)
31-0523213

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** 0

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): 41-6271370

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** 23

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**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

Frisch's Restaurants, Inc. Pension Plan

Financial Statements and Supplemental Schedules
As of and for the Years Ended
May 31, 2020 and 2019

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

Frisch's Restaurants, Inc. Pension Plan

Financial Statements and Supplemental Schedules
As of and for the Years Ended May 31, 2020 and 2019

Frisch's Restaurants, Inc. Pension Plan

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221 E. 4th Street, Suite 2600
Cincinnati, OH 45202

Independent Auditor's Report

Plan Administrator
Frisch's Restaurants, Inc. Pension Plan
Cincinnati, Ohio

Report on the Financial Statements

We have audited the accompanying financial statements of the Frisch's Restaurants, Inc. Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of May 31, 2020 and 2019, and the related statement of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility for the Financial Statements

Our responsibility is to express an opinion on the statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Opinion on the Financial Statements

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of May 31, 2020, and changes therein for the year then ended, and its financial status as of May 31, 2019 and 2018, and changes therein for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of May 31, 2020 and the supplemental Schedule H, Line 4(j) – Schedule of Reportable Transactions for the year ended May 31, 2020 are presented for the purpose 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. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

BDO USA, LLP

March 3, 2021

Financial Statements

Frisch's Restaurants, Inc. Pension Plan

Statements of Net Assets Available for Benefits

May 31,	**2020**	2019
Assets		
Cash and cash equivalents	**$ 295,065**	$ 115,980
Investments, at fair value	**17,898,359**	18,937,465
Receivables		
Accrued interest receivable	**27,546**	30,538
Net Assets Available for Benefits	**$ 18,220,970**	$ 19,083,983

See accompanying notes to financial statements.

Frisch's Restaurants, Inc. Pension Plan

Statements of Changes in Net Assets Available for Benefits

Years ended May 31,	**2020**	2019
Additions to Net Assets Attributed to:		
Investment Income:		
Interest and dividends	**$ 466,028**	$ 653,700
Net appreciation (depreciation) in fair value of investments	**117,918**	(76,770)
Total Investment Income	**583,946**	576,930
Contributions:		
Employer contributions	**-**	87,180
Total Additions	**583,946**	664,110
Deductions from Net Assets Attributed to:		
Benefits paid to participants	**(1,089,558)**	(6,353,648)
PBGC insurance premiums	**(135,966)**	(58,090)
Administration, legal, accounting, and actuarial service fees	**(221,435)**	(345,915)
Total Deductions	**(1,446,959)**	(6,757,653)
Net Decrease in Net Assets Available for Benefits	**(863,013)**	(6,093,543)
Net Assets Available for Benefits, Beginning of Year	**19,083,983**	25,177,526
Net Assets Available for Benefits, End of Year	**$ 18,220,970**	$ 19,083,983

See accompanying notes to financial statements.

1. Description of Plan

The following description of the Frisch's Restaurants, Inc. ("Company") Pension Plan ("Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Frisch's Restaurants Inc. Pension Plan for Managers and Office Employees was established September 1, 1955, for the purpose of providing retirement benefits to eligible employees. This portion of the Plan was amended on July 1, 2009 to close participation in the Plan to manager, office and commissary employees who were hired after June 30, 2009.

The Frisch's Restaurants Inc. Pension Plan for Operating Unit Hourly Employees was established December 31, 1970, for the purpose of providing retirement benefits to eligible employees. This portion of the Plan was amended on June 8, 1999 to only permit hourly employees whose service began before January 1, 1999 the ability to participate in the Plan. This portion of the Plan was also amended on July 1, 2009 to freeze benefit accruals effective August 31, 2009.

Effective June 1, 2012, the Frisch's Restaurants, Inc. Pension Plan for Operating Unit Hourly Employees merged into the Frisch's Restaurants, Inc. Pension Plan for Managers, Office and Commissary Employees. The merged plans were renamed the Frisch's Restaurants, Inc. Pension Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Effective December 18, 2015, the Plan was amended to allow certain deferred vested participants to elect to commence a lump sum form of payment during the period from January 11, 2016 through April 8, 2016.

Effective February 1, 2016, the Plan assets were transferred from US Bank to the RBC Wealth Management for asset management services. US Bank remained as plan custodian that is responsible for administration of the Plan benefit payments to participants and payments of Plan expenses.

Effective June 1, 2016, the Plan was amended to freeze accrual of benefits for all participants.

Effective March 20, 2017, the Plan was amended to allow certain active vested participants to elect an Early Voluntary Retirement Incentive Benefit no later than April 21, 2017 and commence their benefit payment by May 31, 2018.

Effective October 24, 2018, the Plan was amended to allow certain terminated vested participants to elect to have their benefit paid in one of the specific distribution options, including single lump sum payment, commencing on December 5, 2018 and ending February 13, 2019.

Pension Benefits

The monthly retirement benefit for participating managers and office employees will be the larger of (a) $10 times the number of years of credited service (up to 40 years) or (b) 51% times the monthly Plan compensation (as defined) reduced by 50% of the social security benefit, the sum of which will be multiplied by 1/28 times the number of years of credited service (up to 28 years).

The monthly retirement benefit for participating commissary employees will be $10 times the number of years of credited service (for a minimum of $30 and a maximum of $400).

The monthly retirement benefit for participating operating unit hourly employees will be $5 times the number of years of credited service (for a maximum of $175).

Participants may elect either a lump sum distribution or monthly payment option. The default form of payment for an unmarried participant is a 5-year certain annuity, while the default form of payment for a married participant is a qualified joint and 50% survivor annuity. Participants may also elect other forms of benefit payments as provided by the Plan.

Vesting

Upon termination of employment with the Company prior to having attained the normal retirement date for any reason other than early retirement or death, a participant shall be entitled to the vested portion of his or her accrued benefit attributable to employer contributions, determined as follows:

Years of Service with the Employer	Percent of Non-Forfeitable Accrued Benefit
Any service less than five (5) years	None
At least five (5) years	100%

Funding

Costs of the Plan, which are typically funded annually, are actuarially determined under projected benefit cost methods and include amounts for current service and amortization of (and interest on) prior service liabilities. The Company's policy is to provide contributions that equal or exceed the minimum funding requirements as required by ERISA. The Plan met the minimum funding requirements of ERISA for the years ended May 31, 2020 and 2019.

2. Summary of Significant Accounting Policies

Basis of Presentation

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

Investment Valuation and Income Recognition

Investments are stated at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Net unrealized appreciation or depreciation in the fair value of investments is recorded based on the fair value of the investments bought and sold as well as held during the year. Interest income is recorded as earned, and dividends are recorded on the ex-dividend date.

Use of Estimates

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

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 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 estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Substantially all administrative expenses are paid by the Plan.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (*a*) retired or terminated employees or their beneficiaries, (*b*) beneficiaries of employees who have died, and (*c*) present employees or their beneficiaries. Benefits payable under all circumstances—retirement, death, and

termination of employment—are included, to the extent they are deemed attributable to employee service rendered as of the valuation date.

The actuarial present value of accumulated Plan benefits is determined by an actuary from Mercer Inc. ("Mercer") and is the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal, or retirement) between the valuation date and the expected date of payment.

3. Accumulated Plan Benefits

The accumulated Plan benefits according to the beginning of the year actuarial reports provided by Mercer as of May 31 were as follows:

	2019	2018
Vested benefits		
Inactive participants receiving payments	**$ 5,124,287**	$ 4,975,270
Inactive participants with deferred benefits	**3,218,900**	6,676,459
Active participants	**8,780,409**	9,138,274
Total vested benefits	**17,123,596**	20,790,003
Non-vested benefits	**12,561**	14,348
Actuarial present value of accumulated Plan benefits	**$ 17,136,157**	$ 20,804,351

	2019	2018
Actuarial present value of accumulated Plan benefits, beginning of year	**$ 20,804,351**	$ 26,715,521
Benefits accumulated and (gains) losses	**1,424,709**	492,779
Increase for interest	**1,085,202**	1,431,632
Benefits paid	**(6,352,827)**	(8,661,563)
Change in actuarial assumptions	**174,722**	825,982
Actuarial present value of accumulated Plan benefits, end of year	**$ 17,136,157**	$ 20,804,351

The significant assumptions underlying the actuarial computations for 2019 and 2018 are as follows:

Interest rate – 6.25% per year, compounded annually (2019 and 2018);

Mortality – 2019 PPA separate annuitant/non-annuitant tables (2019);
2018 PPA separate annuitant/non-annuitant tables (2018)

Retirement Age – Ages 55 to 70 (2019 and 2018)

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

4. Priorities upon Termination of the Plan

In the event the Plan is terminated, the assets would be allocated among the participants and beneficiaries of the Plan in the order prescribed by ERISA. Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

5. Fair Value Measurements

The Accounting Standards Codification ("ASC") Fair Value Measurements and Disclosure defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements in accordance with accounting principles generally accepted in the United States of America. Fair Value Measurements and Disclosure does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

Fair Value Measurements and Disclosure establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobserved inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets in active markets;
- Quoted prices for identical or similar assets in inactive markets;
- Inputs other than quoted prices that are observable for the asset;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of May 31, 2020 and 2019.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily Net Asset Value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Debt securities: Fair value is determined based on observable inputs of comparable market transactions.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of May 31, 2020.

	Fair Value Measurements at Reporting Date Using			
May 31, 2020	**Level 1**	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 14,069,106	$ -	$ -	$ 14,069,106
Debt securities	-	3,829,253	-	3,829,253
Total assets at fair value	$ 14,069,106	$ 3,829,253	$ -	$ 17,898,359

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of May 31, 2019.

	Fair Value Measurements at Reporting Date Using			
May 31, 2019	Level 1	Level 2	Level 3	Total
Mutual funds	$ 14,926,455	$ -	$ -	$ 14,926,455
Debt securities	-	4,011,010	-	4,011,010
Total assets at fair value	$ 14,926,455	$ 4,011,010	$ -	$ 18,937,465

6. Plan Tax Status

The Frisch's Restaurants, Inc. Pension Plan obtained its latest opinion letter on October 16, 2014, in which the Internal Revenue Service stated that the Plan and its underlying trust are in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan's trustees believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than 50% likely of being realized upon settlement. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of May 31, 2020 and 2019, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. Additionally, the Plan had no interest and penalties related to income taxes. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

7. Party-In-Interest Transactions

Certain administrative functions are performed by officers or employees of the Company. No such officer or employees receive compensation from the Plan.

8. Impacts of COVID-19 and CARES Act

On January 30, 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (the "COVID-19 outbreak") and the risks to the international community as the virus spreads globally beyond its point of origin. In March 2020, the WHO classified the COVID-19 outbreak as a pandemic, based on the rapid increase in exposure globally.

The full impact of the COVID-19 outbreak continues to evolve as of the date of this report. This pandemic has adversely affected global economic activity and greatly contributed to significant deterioration and instability in financial markets. Because the values of the Plan's individual investments have and will fluctuate in response to changing market conditions, the amount of losses that will be recognized in subsequent periods, if any, and related impact on the Plan's liquidity cannot be determined at this time.

On March 27, 2020, President Trump signed into law the "Coronavirus Aid, Relief, and Economic Security (CARES) Act." The CARES Act, among other things, includes several provisions available to tax-qualified retirement plans and their participants. Plan management does not expect the CARES Act to have any impact on the Plan's financial statements.

9. Subsequent Events

The Plan has evaluated subsequent events and transactions through March 3, 2021, the date that the financial statements were available to be issued for possible recognition or disclosure in the financial statements.

Supplemental Schedules

Frisch's Restaurants, Inc. Pension Plan

EIN 31-0523213 Plan 001
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
May 31, 2020

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment (including maturity date, rate of interest, collateral, par, or maturity value)	(d) Cost	(e) Current Value
	Money Market Federated Treasury Obligations	Mutual fund	$ 7,458,694	7,458,694
	SPDR Series Trust Bloomberg Barclays 1 - 3 Mnth ETF	Mutual fund	3,660,648	3,661,200
	iShares Trust 1-3 Yr. Treasury ETF	Mutual fund	839,100	866,600
	iShares Select Dividend ETF	Mutual fund	820,400	660,400
	Sector SPDR Trust SBI Consumer Staples ETF	Mutual fund	531,922	592,300
	Sector SPDR Trust the Health Care Sector Fund	Mutual fund	457,285	515,048
	iShares US Pharmaceuticals ETF	Mutual fund	280,320	314,864
	Illinois Tool Works Inc	Corporate Bonds	350,400	383,415
	Medtronic Inc	Corporate Bonds	307,384	339,864
	Morgan Stanley	Corporate Bonds	303,617	329,805
	Wells Fargo & Co	Corporate Bonds	294,408	321,108
	Lowes Companies Inc	Corporate Bonds	252,481	274,745
	Emerson Elec Co	Corporate Bonds	251,149	274,375
	JP Morgan Chase & Co	Corporate Bonds	252,606	265,735
	Visa Inc	Corporate Bonds	162,885	179,766
	Exxon Mobil Corp	Corporate Bonds	150,069	155,276
	Chevron Corp	Corporate Bonds	98,368	104,509
	US Treasury Note OID 2.75%	U.S. Government Bond	450,190	491,765
	US Treasury Note OID 2.25%	U.S. Government Bond	444,061	490,127
	US Treasury Note 2.75%	U.S. Government Bond	200,265	217,462
	GNMA Pass Thru Pool	U.S. Government Bond	3	744
	FHLMC Gd	U.S. Government Bond	2	557
	Total		$ 17,566,257	$ 17,898,359

Frisch's Restaurants, Inc. Pension Plan

EIN 31-0523213 Plan 001
Schedule H, Line 4(j) – Schedule of Reportable Transactions
May 31, 2020

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain
Series of transactions:						
SPDR S&P 500 ETF Trust	Mutual Fund (1 Sale)	$ -	$ 2,519,919	$ 2,677,147	$ 2,519,919	$ (157,228)
iShares IBOXX Investment Grade Corp Bond ETF	Mutual Fund (2 Sales)	$ -	$ 2,682,893	$ 2,376,399	$ 2,682,893	$ 306,494
Vanguard 500 Index Fund	Mutual Fund (2 Sales)	$ -	$ 2,178,682	$ 1,236,661	$ 2,178,682	$ 942,021
SPDR Series Trust Bloomberg Barclays 1 - 3 Mnth ETF	Mutual Fund (3 Purchases)	$ 3,660,648	$ -	$ -	$ 3,660,648	$ -
SPDR S&P 500 ETF Trust	Mutual Fund (3 Purchases)	$ 2,677,147	$ -	$ -	$ 2,677,147	$ -
Money Market Federated Treasury Obligations	Money Market (51 Sales)	$ -	$ 1,244,705	$ 1,244,705	$ 1,244,705	$ -
Money Market Federated Treasury Obligations	Money Market (41 Purchases)	$ 1,423,857	$ -	$ -	$ 1,423,857	$ -

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25											
25–29											
30–34			2	2							4
35–39			5	6	1						12
40–44		5	7	13	4	2					31
45–49			5	12	11	13					41
50–54		1	6	19	16	13	5	3			63
55–59		2	12	20	15	14	13	13	5		94
60–64		1	8	11	12	9	6	8	4	1	60
65–69			1	3	4	3	3	2			16
70 & up		1	1				1				3
Total		10	47	86	63	54	28	26	9	1	324

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

Credited service for hourly participants was frozen as of August 31, 2009. Credited service for salaried and commissary participants was frozen as of May 31, 2016.

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

Actuarial assumptions

Discount rate sponsor elections		
• Segment rates or full yield curve	Segment	
• Look-back months	4	
	Stabilized	**Nonstabilized**
• First 5 years	3.74%	2.60%
• Next 15 years	5.35%	3.94%
• Over 20 years	6.11%	4.49%
	Rationale: Given the segment rate and look-back elections made by the plan sponsor, the stabilized and non-stabilized rates are prescribed by IRC Section 430 and relevant regulations.	
Mortality sponsor elections		
• All participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2014 mortality tables using base year 2006 with static mortality improvement based on the IRS methodology and projection scale MP2017. **Rationale:** Given the mortality election made by the plan sponsor, the mortality rates are prescribed by IRC Section 430 and relevant regulations.	
417(e) lump sums	Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality. **Rationale:** These are the IRC Section 430 prescribed rates and IRC Section 417(e) mortality tables. The valuation methodology is prescribed by the IRS.	
Other economic assumptions		
• Salary increases	Not applicable	
• Flat-dollar benefit increases	Not applicable	
• Social Security wage base	Not applicable	
• Inflation	2.50% per year	
• Expected investment return	6.25% per year for the 2019 & 2018 plan year 6.50% per year for the 2017 plan year **Rationale:** This assumption is based on a blend of the hypothetical past performance of the plan's target asset mix, and the median simulated investment return using capital market assumptions published in Mercer Investment Consulting's Capital Markets Outlook for the plan's target asset mix. The expected investment return is net of an adjustment of 11 basis points for investment expenses assumed to be paid from plan assets.	
• Expenses	$160,000 added to current year normal cost	

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

Rationale: This assumption is based on prior year actual expenses, adjusted for expected changes in PBGC premiums and one-time special projects, rounded down to the prior $10,000.

- Withdrawal: 115% of the 2003 SOA Small Plans Table. See table of sample rates.
  Rationale: This assumption is based upon a plan experience analysis study done in 2018, and the expectation that future withdrawal patterns and circumstances of the employer will not differ significantly from the period studied.
- Disability incidence: None.
- Retirement age

	Percentage	
Attained age	**Male**	**Female**
Under 55	0%	0%
55	10%	5%
56 to 60	10%	10%
61 to 62	20%	15%
63 to 64	35%	20%
65	60%	20%
66 to 69	60%	40%
70 and above	100%	100%

Rationale: This assumption is based upon a plan experience analysis study done in 2018, and the expectation that future retirement patterns and circumstances of the employer will not differ significantly from the period studied.

- Benefit commencement age for
  - Future vested deferred: 58 for lump sums, 62 for annuities
  - Current vested deferred: 58 for lump sums, 62 for annuities

  Rationale: This assumption is based upon a plan experience analysis study done in 2018, and the expectation that future benefit commencement ages will not differ significantly from the period studied.

• Spouse assumptions	**Male participants**	**Female participants**
– Percentage married (Salaried and Commissary)	60%	55%
– Percentage married (Hourly)	70%	70%
– Spouse age difference	3 years younger	3 years older

Form of payment	**Lump sum**	**50% J&S**
• Active retirements	85%	15%
• Future vested deferred	85%	15%
• Future deaths - Salaried	100% J&S with 5 years certain annuity	
• Future deaths - Commissary and Hourly	50% J&S annuity	

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

• Current vested deferred	85%	15%
	Rationale: This assumption is based upon a plan experience analysis study done in 2018, and the expectation that future form of payment elections will not differ significantly from the period studied.	
Unpredictable contingent event assumptions	Not applicable	

Table of sample rates

Attained Age	Percentage Withdrawal
20	27.95%
25	22.43%
30	17.83%
35	13.92%
40	10.81%
45	8.40%
50	6.44%
55	4.83%
60	3.45%
65	2.19%

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

Actuarial methods

Asset methods

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

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

Participant Methods

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

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.

- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.

- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

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

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.

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

- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Frisch's Restaurants, Inc. Pension Plan

EIN 31-0523213 Plan 001
Schedule H, Line 4(j) – Schedule of Reportable Transactions
May 31, 2020

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain
Series of transactions:						
SPDR S&P 500 ETF Trust	Mutual Fund (1 Sale)	$ -	$ 2,519,919	$ 2,677,147	$ 2,519,919	$ (157,228)
iShares IBOXX Investment Grade Corp Bond ETF	Mutual Fund (2 Sales)	$ -	$ 2,682,893	$ 2,376,399	$ 2,682,893	$ 306,494
Vanguard 500 Index Fund	Mutual Fund (2 Sales)	$ -	$ 2,178,682	$ 1,236,661	$ 2,178,682	$ 942,021
SPDR Series Trust Bloomberg Barclays 1 - 3 Mnth ETF	Mutual Fund (3 Purchases)	$ 3,660,648	$ -	$ -	$ 3,660,648	$ -
SPDR S&P 500 ETF Trust	Mutual Fund (3 Purchases)	$ 2,677,147	$ -	$ -	$ 2,677,147	$ -
Money Market Federated Treasury Obligations	Money Market (51 Sales)	$ -	$ 1,244,705	$ 1,244,705	$ 1,244,705	$ -
Money Market Federated Treasury Obligations	Money Market (41 Purchases)	$ 1,423,857	$ -	$ -	$ 1,423,857	$ -

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

2019

This Form is Open to Public Inspection

For calendar plan year 2019 or fiscal plan year beginning 06/01/2019 and ending 05/31/2020

▶ **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
FRISCH'S RESTAURANTS, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
FRISCHS RESTAURANTS, INC.

D Employer Identification Number (EIN)
31-0523213

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 06 Day 01 Year 2019

2 Assets:

a Market value	**2a**	19,053,444
b Actuarial value	**2b**	19,646,559

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	139	5,638,538	5,638,538
b For terminated vested participants	185	3,091,980	3,091,980
c For active participants	324	8,492,160	8,502,207
d Total	648	17,222,678	17,232,725

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**	5.57%
6 Target normal cost	**6**	160,000

Statement by Enrolled Actuary

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

SIGN HERE Rachel A. Battah RAB — 01/29/2021

Signature of actuary — Date

RACHEL A. BATTAH — 2006672

Type or print name of actuary — Most recent enrollment number

MERCER — 614-227-5500

Firm name — Telephone number (including area code)

325 JOHN H.MCCONNELL BLVD
SUITE 350
COLUMBUS OH 43215

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	3,984,697
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	3,984,697
10	Interest on line 9 using prior year's actual return of 2.04%	0	81,288
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	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 5.79%		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections	0	1,812,151
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2,253,834

Part III Funding Percentages

14	Funding target attainment percentage	14	100.92%
15	Adjusted funding target attainment percentage	15	114.00%
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	101.55%
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:	2nd segment:	3rd segment:	
3.74 %	5.35 %	6.11%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	160,000
b Excess assets, if applicable, but not greater than line 31a	**31b**	160,000

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

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

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	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**	
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, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Retirement age	(B) Retirement percent		(C) Lx		(D) Number of employees expected to retire (B) x (C)		(E) (A) x (D)	
	Sal and Comm	Hourly	Sal and Comm	Hourly	Sal and Comm	Hourly	Sal and Comm	Hourly
55	10%	5%	10,000	10,000	1,000	500	55,000	27,500
56	10%	10%	9,000	9,500	900	950	50,400	53,200
57	10%	10%	8,100	8,550	810	855	46,170	48,735
58	10%	10%	7,290	7,695	729	770	42,282	44,631
59	10%	10%	6,561	6,926	656	693	38,710	40,860
60	10%	10%	5,905	6,233	590	623	35,429	37,398
61	20%	15%	5,314	5,610	1,063	841	64,836	51,328
62	20%	15%	4,252	4,768	850	715	52,719	44,344
63	35%	20%	3,401	4,053	1,190	811	74,997	51,067
64	35%	20%	2,211	3,242	774	648	49,522	41,502
65	60%	20%	1,437	2,594	862	519	56,044	33,721
66	60%	40%	575	2,075	345	830	22,762	54,783
67	60%	40%	230	1,245	138	498	9,243	33,368
68	60%	40%	92	747	55	299	3,752	20,320
69	60%	40%	37	448	22	179	1,523	12,371
70	100%	100%	15	269	15	269	1,030	18,826
Total					10,000	10,000	604,419	613,955
							60.44	61.40

Group	Active Participant Count	Weighted Average Retirement Age
Salaried and Commissary	157	60.44
Hourly	167	61.40
	324	60.93

Schedule SB, Part V — Summary of Plan Provisions

Summary of major plan provisions

Effective date and plan year	Restated plan: June 1, 2013 through Amendment 5 Plan year: The 12-month period commencing each June 1
Status of the plan	**Salaried and Commissary:** The plan was frozen to new participants on June 1, 2010, and plan benefits were frozen as of May 31, 2016. **Hourly:** The plan was frozen to new participants on January 1, 1999; and the plan's accruals were frozen on August 31, 2009. On May 31, 2012, the Frisch's Restaurants, Inc. Pension Plan for Operating Unit Hourly Employees merged into the Frisch's Restaurants, Inc. Pension Plan for Managers, Office and Commissary Employees and the plan was renamed Frisch's Restaurants, Inc. Pension Plan.
Significant events that occurred during the year	During the 2018-2019 plan year, a deferred vested cashout opportunity was offered to former employees.
Definitions	
• Covered employees	**Salaried:** Officers, office employees, supervisors and restaurant managers. **Commissary:** Non-supervisory commissary employees. **Hourly:** Non-supervisory hourly paid employees whose continuous service begins prior to January 1, 1999
• Participation	June 1 or December 1 following attainment of age 21 with 1,000 hours of service during any calendar year and 12 months of employment. **Salaried and Commissary:** Last entry date is June 1, 2010. **Hourly:** Employees hired after January 1, 1999 are not eligible.
• Vesting service	One year for each calendar year with at least 1,000 hours of service, effective January 1, 1992.
• Credited service	One year for each calendar year with at least 1,000 hours of service, effective January 1, 1992. **Salaried and Commissary:** After 1999, no credited service is provided in any year in which an employee is considered to be a Highly Compensated Employee. No credited service is provided after May 31, 2016. **Hourly:** No credited service is provided after August 31, 2009.
• Pensionable earnings	Total compensation excluding extraordinary items such as moving expenses and stock exercises for a calendar year. After 1999, $0 in any year in which an employee is considered a Highly Compensated Employee. Pensionable earnings are not reflected after May 31, 2016.
• Final average earnings	The average of the highest five consecutive calendar years of pensionable earnings.
• Primary Social Security benefit	The primary Social Security benefit payable at normal retirement date or, if later, the commencement date of benefits under the plan, according to the law in effect at the earlier of May 31, 2016 or the date of separation from service, and without reduction for any earnings the participant may receive after such date. Prior years' earnings are estimated using a 6% assumption.
• Accrued benefit	The sum of accrued benefits of Salaried, Commissary and Hourly employees. These benefits are frozen and were provided to us by Frisch's Restaurants, Inc. The calculation of the accrued benefits for each group were as follows: **Salaried:** The greater of:

Schedule SB, Part V — Summary of Plan Provisions

	A. 51% of average monthly earnings minus 50% of the Primary Social Security benefit, reduced for each year of credited service less than 28 B. The accrued benefit at May 31, 1994, plus the formula in (A) (with $150,000 indexed limit on earnings), based on years of credited service after June 1, 1994 This normal retirement benefit is multiplied by the service fraction to determine the Prorated Accrued Benefit. The service fraction is equal to actual continuous service through May 31, 2016 (or termination if earlier) divided by projected continuous service at normal retirement. **Commissary:** The sum of: A. $3.00 for each year of credited service before May 1, 1971, except years prior to age 25 and the first two years of service are excluded. B. $5.00 for each year of credited service between May 1, 1971 and May 1, 1980. C. $7.50 for each year of credited service between May 1, 1980 and May 1, 1982. D. $0.63 if the participant completed 83 or more hours of credited service between May 2, 1982 and May 31, 1982. E. $7.50 for each year of credited service between May 31, 1982 and May 31, 1989. F. $10 for each year of credited service after May 31, 1989. The minimum monthly benefit is $30 and the maximum monthly benefit is $400. **Hourly:** $5 per month per year of pension service. The maximum monthly benefit is $175 per month.
Normal retirement	
• Eligibility	Normal Retirement Date (NRD) is the later of the attainment of age 65 and five years of participation.
• Benefit	Accrued benefit as of NRD
Early retirement	
• Eligibility	Retirement before NRD and on or after both attaining age 55 and completing five years of vesting service
• Benefit	Monthly pension benefit determined as of early retirement date, reduced 1/180th for each of the first 60 months and 1/360th for each of the next 60 months and that payment precedes NRD.
Late retirement	
• Eligibility	Retirement after NRD
• Benefit	Monthly pension benefit determined as of actual retirement date. Participants who reached NRD prior to January 1, 1994 (January 1, 1993 for Hourly participants) receive their actuarially increased monthly pension benefit determined as of their NRD, if greater.
Deferred vested	
• Eligibility	Termination for reasons other than death or retirement after completing five years of vesting service

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Monthly pension benefit determined as of termination date, with payments commencing at NRD. Benefits are reduced 1/180th for each of the first 60 months and 1/360th for each of the next 60 months that payment precedes NRD.
Pre-retirement death	
• Eligibility	Death while eligible for normal retirement, early retirement, late retirement, or deferred vested benefits.
• Benefit	**Salaried:** The actuarial equivalent of 100% of the participant's vested accrued benefit paid in part as the 50% portion of the 50% Joint & Survivor form and the remainder as a lump sum. **Commissary & Hourly:** 50% of the amount that would have been payable to the participant had the participant terminated immediately prior to death and commenced payment of benefits under the 50% Joint & Survivor form of payment at the earliest eligible date.
Form of benefits	
• Normal form of payment	Life annuity with payments guaranteed for 60 months
• Automatic form for unmarried participants	Life annuity with payments guaranteed for 60 months
• Automatic form for married participants	Qualified joint and 50% survivor annuity
• Optional forms	Optional forms of payment are a life-only annuity, a life annuity with payments guaranteed for 120, 180, or 240 months, a joint and 75% or 100% survivor annuity, and a lump sum.
• Optional form conversion factors	Actuarial equivalence for all options is based on 6.50% (6.00% for Hourly benefits) and 1970 GAM (Female). For lump sums, actuarial equivalence is based on Code Section 417(e)(3) applicable provisions.
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2019, the limit is $225,000.

Benefits included or excluded

Unless noted below, all benefits provided by the plan, as restated effective June 1, 2013 are included in this valuation:

- **Most recent plan amendments included:** Amendment 5
- **Plan amendments excluded:** None.
- **Late retirement increases:**
  - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation does not include increases for current participants over age 70
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.

Schedule SB, Part V — Summary of Plan Provisions

- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
  - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
  - *Plan amendments:* See above.
  - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
  - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan provision changes since prior valuation

Maximum benefit amounts under IRS rules were updated from 2018 to 2019.

Frisch's Restaurants, Inc. Pension Plan

EIN 31-0523213 Plan 001
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
May 31, 2020

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment (including maturity date, rate of interest, collateral, par, or maturity value)	(d) Cost	(e) Current Value
	Money Market Federated Treasury Obligations	Mutual fund	$ 7,458,694	7,458,694
	SPDR Series Trust Bloomberg Barclays 1 - 3 Mnth ETF	Mutual fund	3,660,648	3,661,200
	iShares Trust 1-3 Yr. Treasury ETF	Mutual fund	839,100	866,600
	iShares Select Dividend ETF	Mutual fund	820,400	660,400
	Sector SPDR Trust SBI Consumer Staples ETF	Mutual fund	531,922	592,300
	Sector SPDR Trust the Health Care Sector Fund	Mutual fund	457,285	515,048
	iShares US Pharmaceuticals ETF	Mutual fund	280,320	314,864
	Illinois Tool Works Inc	Corporate Bonds	350,400	383,415
	Medtronic Inc	Corporate Bonds	307,384	339,864
	Morgan Stanley	Corporate Bonds	303,617	329,805
	Wells Fargo & Co	Corporate Bonds	294,408	321,108
	Lowes Companies Inc	Corporate Bonds	252,481	274,745
	Emerson Elec Co	Corporate Bonds	251,149	274,375
	JP Morgan Chase & Co	Corporate Bonds	252,606	265,735
	Visa Inc	Corporate Bonds	162,885	179,766
	Exxon Mobil Corp	Corporate Bonds	150,069	155,276
	Chevron Corp	Corporate Bonds	98,368	104,509
	US Treasury Note OID 2.75%	U.S. Government Bond	450,190	491,765
	US Treasury Note OID 2.25%	U.S. Government Bond	444,061	490,127
	US Treasury Note 2.75%	U.S. Government Bond	200,265	217,462
	GNMA Pass Thru Pool	U.S. Government Bond	3	744
	FHLMC Gd	U.S. Government Bond	2	557
	Total		$ 17,566,257	$ 17,898,359

Schedule SB, line 24 — Change in Actuarial Assumptions

The following non-prescribed assumption changes have occurred since the June 1, 2018 valuation:

- The expense load added to the normal cost was reduced from $210,000 to $160,000.