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

2020

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

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
THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF

1b Three-digit plan number (PN) ▶ 011

1c Effective date of plan 09/01/2017

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)
THE KROGER CO.

1014 VINE ST
CINCINNATI, OH 45202-1141

1014 VINE ST
CINCINNATI, OH 45202-1141

2b Employer Identification Number (EIN) 31-0345740

2c Plan Sponsor's telephone number 877-373-3397

2d Business code (see instructions) 445110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2021	THERESA MONTI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2021	THERESA MONTI
	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**	19072
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)**	6430
a(2) Total number of active participants at the end of the plan year	**6a(2)**	5705
b Retired or separated participants receiving benefits	**6b**	5589
c Other retired or separated participants entitled to future benefits	**6c**	6484
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	17778
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	429
f Total. Add lines **6d** and **6e**	**6f**	18207
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 1D 1C

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) Trust	[X]	**(3)** Trust	[X]
(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)** [ ] ___ **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [X] **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 2020 Form M-1 annual report. If the plan was not required to file the 2020 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

2020

This Form is Open to Public Inspection

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

▶ **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
THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF

B Three-digit plan number (PN) ▶ 011

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
THE KROGER CO.

D Employer Identification Number (EIN)
31-0345740

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 01 Day 01 Year 2020

2 Assets:

a Market value	**2a**	2775185689
b Actuarial value	**2b**	2630872716

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	5537	1518111723	1518111723
b For terminated vested participants	7224	271831609	271831609
c For active participants	6430	588932583	596802911
d Total	19191	2378875915	2386746243

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**	5.32 %
6 Target normal cost	**6**	8741915

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	10/05/2021 Date
DAREN L. ANDERSON Type or print name of actuary	20-06530 Most recent enrollment number
MERCER Firm name	612-642-8600 Telephone number (including area code)
333 SOUTH 7TH STREET, SUITE 1400 MINNEAPOLIS, MN 55402-2427 Address of the firm	

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	475784943
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	49541254
9	Amount remaining (line 7 minus line 8)	0	426243689
10	Interest on line 9 using prior year's actual return of 18.84 %	0	80304311
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 5.48 %		0
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	80000000
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	426548000

Part III Funding Percentages

14	Funding target attainment percentage	14	92.35 %
15	Adjusted funding target attainment percentage	15	110.22 %
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	92.87 %
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? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.64 %	5.21 %	5.94 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	62

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**	8741915
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	182421527	33181029
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**	41922944

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	41922944	41922944

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2020

This Form is Open to Public Inspection.

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF

B Three-digit plan number (PN) ▶ 011

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE KROGER CO.

D Employer Identification Number (EIN)
31-0345740

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: THE KROGER CO. MASTER RETIREMENT TR

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
31-0345740-008	M	3082709000

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

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

2020

This Form is Open to Public Inspection

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF

B Three-digit plan number (PN) ▶ 011

C Plan sponsor's name as shown on line 2a of Form 5500
THE KROGER CO.

D Employer Identification Number (EIN)
31-0345740

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 reported 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)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	2773790000	3082709000
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(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	2773790000	3082709000
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	933000	1035000
k	Total liabilities (add all amounts in lines 1g through1j)	1k	933000	1035000
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2772857000	3081674000

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)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(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)		468062000
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		468062000
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	145224000	
(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)		145224000
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	21105000	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		21105000
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		166329000
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		301733000
l Transfers of assets:			
(1) To this plan	2l(1)		7084000
(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) ☐ Unmodified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 **(2)** ☐ DOL Regulation 2520.103-12(d) **(3)** ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

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

(1) Name: CLARK, SCHAEFER, HACKETT & CO **(2)** EIN: 31-0800053

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	

			Yes	No	Amount
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	
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**		X	
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 Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☒ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4326390.

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

2020

This Form is Open to Public Inspection.

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF

B Three-digit plan number (PN) ▶ 011

C Plan sponsor's name as shown on line 2a of Form 5500
THE KROGER CO.

D Employer Identification Number (EIN)
31-0345740

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... | **1** |

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 31-0345740

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... | **3** | 325

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 deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**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: 7.4 % Investment-Grade Debt: 78.4 % High-Yield Debt: 2.7 % Real Estate: 1.5 % Other: 10.0 %

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 _____

THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF

REPORT ON AUDIT OF FINANCIAL STATEMENTS

December 31, 2020 and 2019

THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF
INDEX OF FINANCIAL STATEMENTS
December 31, 2020 and December 31, 2019

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CLARK SCHAEFER HACKETT
BUSINESS ADVISORS

One East Fourth Street, Suite 1200, Cincinnati, Ohio 45202
P. 513.241.3111 | F. 513.241.1212

INDEPENDENT AUDITORS' REPORT

To the Participants and the Retirement Benefit Plan Management Committee of
The Kroger Consolidated Retirement Benefit Plan Spin Off

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Kroger Consolidated Retirement Benefit Plan Spin Off, which comprise the statements of net assets available for benefits as of December 31, 2020 and 2019, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of December 31, 2019 and the statement of changes in accumulated plan benefits for the year 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 6 and 7, which was certified by The Bank of New York Mellon, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2020 and 2019 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Report on Form and Content in Compliance With DOL Rules and Regulations

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

Cincinnati, Ohio
October 12, 2021

THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
as of December 31, 2020 and December 31, 2019
(in thousands)

	2020	2019
ASSETS		
Investment in master trust, at fair value (Notes 6 and 7)	$ 3,082,709	$ 2,773,790
Total assets	3,082,709	2,773,790
LIABILITIES		
Accounts payable	1,035	933
Total liabilities	1,035	933
Net assets available for benefits	$ 3,081,674	$ 2,772,857

The accompanying notes are an integral part of the financial statements.

THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the years ended December 31, 2020 and December 31, 2019
(in thousands)

	2020	2019
Additions to Net Assets:		
Net income from investment in master trust (Notes 6 & 7)	$ 468,062	$ 459,457
Transfers from other plans	7,084	7,756
Total additions to net assets `	475,146	467,213
Deductions From Net Assets:		
Retirement benefits	145,224	138,179
Administrative expenses	21,105	17,876
Total deductions from net assets	166,329	156,055
Net increase	308,817	311,158
Net assets available for benefits:		
Beginning of year	2,772,857	2,461,699
End of year	$ 3,081,674	$ 2,772,857

The accompanying notes are an integral part of the financial statements.

THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF
STATEMENT OF ACCUMULATED PLAN BENEFITS
December 31, 2019
(in thousands)

Actuarial present value of accumulated plan benefits (Notes 2 and 5):		
Vested benefits:		
Participants currently receiving payments	$	1,392,752
Other participants		798,757
		2,191,509
Nonvested benefits		6,703
Total actuarial present value of accumulated plan benefits	$	2,198,212

The accompanying notes are an integral part of the financial statements.

THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
for the period ended December 31, 2019
(in thousands)

Actuarial present value of accumulated plan benefits at beginning of the year	$ 2,118,304
Increase (decrease) during the period attributable to:	
Change in actuarial assumptions	27,847
Increase for interest due to decrease in discount period	120,563
Benefits paid	(138,179)
Benefits accumulated	69,677
Net increase	79,908
Actuarial present value of accumulated plan benefits at end of year	$ 2,198,212

The accompanying notes are an integral part of the financial statements.

THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF
NOTES TO FINANCIAL STATEMENTS
December 31, 2020 and 2019

1. DESCRIPTION OF THE PLAN:

Information about The Kroger Consolidated Retirement Benefit Plan Spin Off (the Spin Off Plan) document, the vesting and benefit provisions and the Pension Benefit Guaranty Corporation's (PBGC) benefit guarantee is contained in the Plan's Summary Plan Description. Copies of this document are available from The Kroger Co.'s (the Company) Total Rewards Department.

Pension Benefits

The Spin Off Plan was created, effective September 1, 2017, to provide benefits for certain participants who were former participants in The Kroger Consolidated Benefit Retirement Plan (the CRBP). In general, the following CRBP participants were transferred to this Spin Off Plan:

- Grandfathered participants not in pay status as of September 1, 2017;
- Vested participants who were no longer employed by the Company as of September 1, 2017 and who were not in pay status as of that date;
- Active participants in the CRBP as of August 31, 2017 who were not grandfathered participants, who were covered by a collective bargaining agreement and/or who were still accruing benefits under the CRBP as of August 31, 2017;
- Participants, beneficiaries (including surviving spouses) and alternate payees under a qualified domestic relations order who were receiving a monthly benefit of $1,000 per month or more from the CRBP as of September 1, 2017;
- Participants in the CRBP who were eligible for benefits under The Kroger Co. Consolidated Retirement Excess Benefit Plan (the Excess Plan) as of August 31, 2017 if the time and form of payment of his or her benefit under the Excess Plan was controlled by the participant's election under the CRBP; and
- Participants in the CRBP as of August 31, 2017 who were not included on the list created and maintained by the plan committee pursuant to Appendix J of the CRBP.

Spin Off Plan participants are eligible for their Spin Off Plan benefit after termination of employment with vested rights. Spin Off Plan participants become vested in the Spin Off Plan upon the later of their 65th birthday or the completion of five years of participating service (or the fifth anniversary of participation in the CRBP). Upon termination of employment, the normal form of distribution is an annuity, with other optional forms available upon election.

Effective December 31, 2019, the Company amended the Spin Off Plan to provide that future benefit accruals for all participants who were currently accruing benefits and were not covered by a collective bargaining agreement requiring the continuance of benefits under the Spin Off Plan shall be frozen.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following describes the significant accounting policies followed in the preparation of these financial statements. The policies conform to generally accepted accounting principles.

Basis of Presentation

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets, 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 and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The actuarial present value of accumulated plan benefits is reported based on certain assumptions such as interest rates and employee demographics, which are subject to change. Inherent uncertainties in such assumptions in the near term could cause the values of actual accumulated plan benefits to differ materially from the amounts reported herein.

Risks and Uncertainties

The Spin Off Plan invests in various investment securities through a master trust. 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 possible that the values of investment securities in the near term could differ materially from the amounts reported herein.

Organization

The Spin Off Plan covers all employees, excluding leased employees, employees covered by a collective bargaining agreement that excludes participation, independent contractors, and employees covered by a separate defined benefit pension plan maintained by the Company or any affiliate employer. The Plan was closed to all new participants as of September 1, 2017.

Investment Valuation

Spin Off Plan investments consist of an ownership interest in the securities held in The Kroger

Co. Master Retirement Trust (Master Trust) administered by a financial institution. The Spin Off Plan had an 84.31% ownership interest in the Master Trust at December 31, 2020 and an 83.89% ownership at December 31, 2019. Securities held in the Master Trust, (U.S. government securities, corporate bonds and common and preferred stocks) traded on a national securities exchange were valued at the last reported sales price on the last business day of the year; listed securities for which no sale was reported on that date were valued at the last reported bid price. The fair values of alternative investments held in the Master Trust have been determined based on estimates using observable inputs, non-observable inputs, and information provided by the fund managers or general partners of the related investments.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which were attributable under the Spin Off Plan's provisions to the services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries. Benefits under the Spin Off Plan are based on employees' number of pension credit years earned. The accumulated plan benefits for active employees are based on the number of pension credit years earned on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances -- retirement, death, disability, and termination of employment -- are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial method used in determining normal costs and prior service costs is the Projected Unit Credit Method.

Derivative Financial Instruments

The Master Trust enters into swap contracts to manage market exposure and risk to achieve the investment objectives. These contracts involve elements of market risk in excess of amounts recognized in the statements of net assets available for benefits. The credit risk associated with these contracts is minimal because collateral is exchanged daily and the Master Trust deals only with high caliber counterparties.

During 2020 and 2019, the Master Trust had equity contracts and fixed income contracts. Payments are made or received by the Master Trust monthly, depending on the daily fluctuation in the value of the underlying contracts.

At December 31, 2020, the Master Trust had equity futures contracts with notional amounts of approximately $35 million. At December 31, 2019, the Master Trust had no equity futures

contracts with notional amounts. At December 31, 2020 and 2019, the Master Trust had fixed income future contracts with notional amounts of approximately ($85) million and $510 million, respectively. Notional amounts do not quantify risk or represent assets or liabilities of the Master Trust but are used in the calculation of cash settlements under the contracts.

The fair value of futures contracts included in the Master Trust is not material at December 31, 2020 and 2019 because settlements are made by cash monthly or quarterly. Collateral is exchanged daily. Collateral held is not reflected in the financials whereas collateral provided is reflected. Changes in fair value are accounted for as net appreciation in fair value of investments.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Spin Off Plan's administrative expenses are paid by either the Spin Off Plan or the Company, as provided by the Spin Off Plan document. Expenses paid by the Company are excluded from these financial statements.

Other

Purchases and sales of securities are reflected on a trade date basis. Gain or loss on sales of securities is based on average cost. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

In accordance with the policy of stating investments at fair value, net unrealized appreciation for the year is reflected in the statement of changes in net assets available for benefits.

Accounting change

In August 2018, the Financial Accounting Standards Board issued Accounting Standards Update No. 2018-13. "Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement, (ASU 2018-13)," which amends ASC 820 to add, remove, and modify fair value measurement disclosure requirements. ASU 2018-13 became effective for all entities for fiscal years beginning after December 15, 2019. Certain requirements of the standard should be applied prospectively, while others are required to be adopted retrospectively. The Plan adopted ASU 2018-13 as of January 1, 2020. Adoption of ASU 2018-13 does not have a material impact on the Plan's financial statements.

Subsequent Events

The Spin Off Plan has evaluated subsequent events through October 12, 2021, the date the financial statements were available to be issued.

3. FUNDING POLICY:

Funding for the Spin Off Plan is based upon a review of specific requirements and upon evaluation of the assets and liabilities of the Spin Off Plan.

Contributions are determined pursuant to actuarial calculations and are made to the Spin Off Plan in accordance with the funding requirements prescribed by the Employee Retirement Income Security Act of 1974 (ERISA). These requirements generally require a contribution sufficient to fund the current year service cost and a portion of any unfunded past service liability. The yield (interest, dividends, and net realized and unrealized gains and losses) on investment of the Spin Off Plan serves to reduce future contributions that would otherwise be required to provide for the defined level of benefits under the Spin Off Plan. The Spin Off Plan has met the ERISA minimum funding requirements. No contributions were made for the 2020 or 2019 Plan years.

4. TERMINATION PRIORITIES:

While the Company has not expressed any intent to discontinue its contributions, it is free to do so at any time, subject to penalties set forth by ERISA. In the event such discontinuance results in the termination of the Plan, the Plan provides that the net assets of the Plan shall be allocated among the participants and beneficiaries of the Plan in the order provided for in ERISA, and any amounts remaining after said allocation will be returned to the Company. To the extent unfunded vested benefits exist, ERISA provides that such benefits are payable by the PBGC to participants, up to specified limitations, as described in ERISA.

5. ACCUMULATED PLAN BENEFITS:

Consulting actuaries from Mercer estimate the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The more significant assumptions underlying the actuarial computations are:

Interest rate	6.0%.
Employee turnover	Annual rate of termination is based on a study of the Company's actual experience.
Mortality basis	Pri-2012 mortality table with 40% blue collar and 60% white collar adjustment for non-annuitants and the Mercer Industry Specific Consumer Goods & Food and Drink mortality table with 40% blue collar and 60% white collar adjustment for annuitants, with generational projection using the Mercer Modified Improvement Scale (MMP-2019).
Retirement:	
Normal retirement	The first of month coinciding with or next following the attainment of age 65 with five years of participation service.
Early retirement	The first of the month coinciding with or next following the attainment of age 55 with five years of participation service.
Asset valuation method	Market value of assets.
Primary Social Security Benefits	Primary Social Security Benefits are based on the law in effect on the valuation date. Future annual inflation is assumed at 2.2%.

The foregoing actuarial assumptions are based on the presumption that the Spin Off Plan will continue. Were the Spin Off Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Spin Off Plan benefits. The computations of the actuarial present value of accumulated plan benefits were made as of January 1, 2020. Had the valuation been performed as of December 31, 2020, there would be no material variances.

6. UNAUDITED INFORMATION:

The Spin Off Plan administrator has elected the method of compliance permitted by Section

2520.103-8 of the Department of Labor's Rules and Regulations for the Reporting and Disclosure under ERISA. Accordingly, the information with respect to investments and investment transactions at December 31, 2020 and 2019, and for the periods then ended, has not been audited by the independent auditors.

The Bank of New York Mellon, the trustee for the Spin Off Plan as of December 31, 2020 and 2019, holds the Spin Off Plan's investment assets and executes transactions therein. The financial information relating to the assets is included in the accompanying financial statements and is based on information certified by the trustee. The information certified by the trustee, which has not been audited by independent public auditors, is summarized as follows (in thousands):

	December 31, 2020	December 31, 2019
Investments	$ 3,082,709	$ 2,773,790
Changes in Net Assets		
Additions:		
Net unrealized appreciation in fair value of investments	$ 244,780	$ 240,142
Interest, dividend & other income	59,867	72,152
Gain realized on disposition of investments	163,415	147,163
Net income from investment in Master Trust	**$ 468,062**	**$ 459,457**

7. INVESTMENTS (Unaudited):

Investments held by the Spin Off Plan at December 31, 2020 and 2019 and the related income or loss for the years then ended are (in thousands):

	December 31, 2020		December 31, 2019	
	Fair Value	Income on Investment in Master Trust	Fair Value	Income on Investment in Master Trust
Interest in the Kroger Co. Master Retirement Trust	$ 3,082,709	$ 468,062	$ 2,773,790	$ 459,457

The income or loss on the investment in the Master Trust is comprised mainly of changes in the fair value of the investments held in the Master Trust. The changes in net unrealized appreciation represent changes in the difference between cost and fair market value of investments held during 2020 and 2019.

The Master Trust holds assets for trading purposes relating to this plan and four other employee defined benefit plans administered by the Company. The value of the Spin Off Plan's interest in the Master Trust is based on the beginning of year value of the Spin Off Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. The investment income and expenses of the Master Trust are allocated to each plan based on the relationship of the Plan's investment balances to the total Master Trust investment balances. At December 31, 2020 and 2019, the Spin Off Plan's ownership interest in the Master Trust was 84.31% and 83.89%, respectively. The following is summarized financial data related to the Master Trust at December 31, 2020 and 2019, and for the periods then ended (in thousands):

	2020		2019	
	Total Master Trust Balance	Plan's Interest in Master Trust Balances	Total Master Trust Balance	Plan's Interest in Master Trust Balances
Cash and Cash Equivalents	$ 110,631	$ 93,272	$ 161,530	$ 135,506
Corporate Stocks	91,872	77,456	77,066	64,650
Corporate Bonds	1,362,872	1,149,022	1,186,715	995,525
U.S. Government Securities	238,287	200,897	206,167	172,952
Mutual Funds	339,047	285,847	293,161	245,930
Collective Trusts/Comingled Funds	1,042,648	879,045	904,663	758,914
Hedge Funds	85,445	72,038	105,248	88,292
Private Equity	281,561	237,381	274,505	230,280
Real Estate	54,911	46,295	62,206	52,184
Other	125,949	106,185	105,712	88,681
Total investments at fair value	3,733,223	3,147,438	3,376,973	2,832,914
Plus:				
Net Receivables	55,378	46,688	64,331	53,967
Less:				
Net Payables	(132,154)	(111,417)	(134,809)	(113,091)
Total	$ 3,656,447	$ 3,082,709	$ 3,306,495	$ 2,773,790

Change In The Kroger Co. Master Retirement Trust Assets (in thousands):

	For the year ended December 31, 2020	For the year ended December 31, 2019
Net unrealized appreciation	$ 290,868	$ 286,949
Gain realized on disposition of assets	194,234	175,724
Interest and dividend income	71,145	86,149
Transfers from other plans	7,083	7,756
Net additions	563,330	556,578
Transfers out for benefits paid	(188,771)	(174,166)
Transfers out for administrative expense	(24,607)	(23,026)
Transfers to other custodian	-	(813)
Total deductions	(213,378)	(198,005)
Net increase	349,952	358,573
Net assets at beginning of year	3,306,495	2,947,922
Net assets at end of year	$ 3,656,447	$ 3,306,495

8. FAIR VALUE MEASUREMENTS:

Generally accepted accounting principles provide the framework for measuring fair value, and expand disclosures about fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (exit price) regardless of whether an observable liquid market price exists.

Professional standards establish the fair value hierarchy that categorizes the inputs to valuation techniques that are used to measure fair value into three levels:

- Level 1 includes observable inputs which reflect quoted prices for identical assets or liabilities in active markets at the measurement date.
- Level 2 includes observable inputs for assets or liabilities other than quoted prices included in Level 1 and it includes valuation techniques which use prices for similar assets and liabilities.
- Level 3 includes unobservable inputs which reflect the reporting entity's estimates of the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

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 methods used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2020 and 2019.

- Cash and Cash Equivalents: The carrying value approximates fair value.
- Corporate Stocks: The fair values of these securities are based on observable market quotations for identical assets and are valued at the closing price reported on the active market on which the individual securities are traded.
- Corporate Bonds: The fair values of these securities are primarily based on observable market quotations for identical or similar bonds, valued at the closing price reported on the active market on which the individual securities are traded. When such quoted prices are not available, the bonds are valued using a discounted cash flows approach using current yields on similar instruments of issuers with similar credit ratings, including adjustments for certain risks that may not be observable, such as credit and liquidity risks.

- U.S. Government Securities: Certain U.S. government securities are valued at the closing price reported in the active market in which the security is traded. Other U.S. government securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar securities, the security is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

- Mutual Funds/Collective Trusts/Comingled Funds: Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held are open-ended mutual funds that are registered with the U.S. 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 are deemed to be actively traded. The collective trust/comingled funds are public investment vehicles valued using a NAV as a practical expedient provided by the manager of each fund. The NAV is based on the underlying net assets owned by the fund, divided by the number of shares outstanding. The NAV's unit price is quoted on a private market that is not active. However, the NAV is based on the fair value of the underlying securities within the fund, which are traded on an active market, and valued at the closing price reported on the active market on which those individual securities are traded. The significant investment strategies of the funds are as described in the financial statements provided by each fund. There are no restrictions on redemptions from these funds.

- Hedge Funds: Hedge funds are private investment vehicles valued using a NAV provided by the manager of each fund. The NAV is based on the underlying net assets owned by the fund, divided by the number of shares outstanding. The NAV's unit price is quoted on a private market that is not active. The NAV is based on the fair value of the underlying securities within the fund, which are typically traded on an active market, and valued at the closing price reported on the active market on which those individual securities are traded. For investments not traded on an active market, or for which a quoted price is not publicly available, a variety of unobservable valuation methodologies, including discounted cash flow, market multiple and cost valuation approaches, are employed by the fund manager to value investments. Fair values of all investments are adjusted annually, if necessary, based on audits of the hedge fund financial statements; such adjustments are reflected in the Plan financial statements.

- Private Equity: Private equity investments are valued based on the fair value of the underlying securities within the fund, which include investments both traded on an active market and not traded on an active market. For those investments that are traded on an active market, the values are based on the closing price reported on the active market on which those individual securities are traded. For investments not traded on an active market, or for which a quoted price is not publicly available, a variety of unobservable valuation methodologies, including

discounted cash flow, market multiple and cost valuation approaches, are employed by the fund manager to value investments. Fair values of all investments are adjusted annually, if necessary, based on audits of the private equity fund financial statements; such adjustments are reflected in the Plan financial statements.

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

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.

The following table sets forth by level, within the fair value hierarchy, the Master Trust assets at fair value as of December 31, 2020:

	(in thousands) Assets at Fair Value as of December 31, 2020 Using:				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Assets At NAV
Investments:					
Cash and Cash Equivalents	$ 110,631	$ 110,631	$ -	$ -	$ -
Corporate Stocks	91,872	91,872	-	-	-
Corporate Bonds	1,362,872	-	1,362,872	-	-
U.S. Government Securities	238,287	-	238,287	-	-
Mutual Funds	339,047	339,047	-	-	-
Hedge Funds	85,445	-	-	37,991	47,454
Private Equity	281,561	-	-	-	281,561
Real Estate	54,911	-	-	38,590	16,321
Collective Trusts/Commingled Funds	1,042,648	-	-	-	1,042,648
Other	125,949	-	125,923	-	26
Total Investments	$ 3,733,223	$ 541,550	$ 1,727,082	$ 76,581	$ 1,388,010

The following table sets forth by level, within the fair value hierarchy, the Master Trust assets at fair value as of December 31, 2019:

	(in thousands) Assets at Fair Value as of December 31, 2019 Using:				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Assets At NAV
Investments:					
Cash and Cash Equivalents	$ 161,530	$ 161,530	$ -	$ -	$ -
Corporate Stocks	77,066	77,066	-	-	-
Corporate Bonds	1,186,715	-	1,186,715	-	-
U.S. Government Securities	206,167	-	206,167	-	-
Mutual Funds	293,161	293,161	-	-	-
Hedge Funds	105,248	-	-	44,220	61,028
Private Equity	274,505	-	-	-	274,505
Real Estate	62,206	-	-	45,265	16,941
Collective Trusts/Commingled Funds	904,663	-	-	-	904,663
Other	105,712	-	105,686	-	26
Total Investments	$ 3,376,973	$ 531,757	$ 1,498,568	$ 89,485	$ 1,257,163

Changes in Fair Value of Level Three Assets

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and the size of the transfer relative to the total net assets available for benefits. There were no transfers during the years ended December 31, 2020 or 2019.

The following table sets forth a summary of certain changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2020 (in thousands):

	Hedge Funds	Real Estate
Purchases	-	1,492
Issuances	(3,357)	(6,264)

The following table sets forth a summary of certain changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2019 (in thousands):

	Hedge Funds	Real Estate
Purchases	2,000	3,913
Issuances	(12,055)	(29,381)

Fair Value of Investments in Entities that Use Net Asset Value

The following table summarizes investments measured at fair value based on net asset value (NAV) per share as of December 31, 2020 and 2019, respectively.

Collective Trusts/Comingled Funds

December 31, 2020	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Collective Trusts/Comingled Funds	$ 1,042,648	n/a	Daily – Weekly	2 to 60 Days

Hedge Funds

December 31, 2020	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Hedge Funds	$ 47,454	$ 28,223	n/a	n/a

Private Equity Funds

December 31, 2020	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Private Equity Funds	$ 281,561	$ 43,055	n/a	n/a

Real Estate Funds

December 31, 2020	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Real Estate Funds	$ 16,321	$ 4,168	n/a	n/a

Other Funds

December 31, 2020	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Other Funds	$ 26	n/a	Monthly	10 Days

Collective Trusts/Comingled Funds

December 31, 2019	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Collective Trusts/Comingled Funds	$ 904,663	n/a	Daily – Weekly	2 to 60 Days

Hedge Funds

December 31, 2019	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Hedge Funds	$ 61,028	$ 30,591	Quarterly - 2 Years	45 to 90 Days

Private Equity Funds

December 31, 2019	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Private Equity Funds	$ 274,505	$ 56,098	n/a	n/a

Real Estate Funds

December 31, 2019	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Real Estate Funds	$ 16,941	$ 4,168	n/a	n/a

Other Funds

December 31, 2019	Fair Value (in thousands)	Unfunded Commitments (in thousands)	Redemption Frequency (if currently eligible)	Redemption Notice Period
Other Funds	$ 26	n/a	Monthly	10 Days

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those instruments, and the significant unobservable inputs and the ranges of values for those inputs, as of December 31, 2020.

Instrument	Fair Value (in thousands)	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Hedge Funds	$ 37,991	Discounted Cash Flows	Asset Backed Securities (ABS)	N/A	N/A
		Discounted Cash Flows	Bank Debt/Loans	N/A	N/A
		Broker / Dealer Quotes	Collateralized Debt Obligation (CDO)	N/A	N/A
		Broker / Dealer Quotes	Collateralized Loan Obligations (CLO)	N/A	N/A
		Broker / Dealer Quotes	Collateralized Mortgage Obligations (CMO)	N/A	N/A
		Broker / Dealer Quotes	Commercial Mortgage-Backed Securities (CMBS)	N/A	N/A
		Broker / Dealer Quotes	Credit Default Swap (CDS)	N/A	N/A
		Market Approach	Investments in affiliated funds	N/A	N/A
		Discounted Cash Flows	Mortgage Backed Securities (MBS)	N/A	N/A
		Market Approach	Private Debt	N/A	N/A
		Market Approach	Private Equity	N/A	N/A
		Discounted Cash Flows	Real Estate	N/A	N/A
		Discounted Cash Flows	Total Return Swaps	N/A	N/A
		Market Approach	Trade Claims	N/A	N/A
		Market Approach	Warrants	N/A	N/A

Instrument	Fair Value (in thousands)	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Real Estate	$ 38,590	Discounted cash flow	Projection of future cash flows discounted back to a net present value of the asset – Assumptions made with regard to exit cap rate and discount rate	N/A	N/A
		Direct Capitalization	Observed market capitalization rate applied to current net operating income – Assumptions made with regard to current market cap rate	N/A	N/A
		Market comparable analysis	Observe specific recent transactions for properties of similar location, property type and quality and apply a similar price per square foot or price per unit – Assumptions made with regard to property quality, location and lease terms of comparables	N/A	N/A
		Broker quotes (predominantly for illiquid debt instruments)	Receive quotes from broker(s) for identical or similar loans/properties recently traded – Assumptions made with regard to liquidity and comparability of the loan terms	N/A	N/A
		Transaction pricing	When a property is currently under letter of intent (LOI) to be sold at a specific price but the transaction has not yet closed – Assumption is that the transaction will close, and at the stated price	N/A	N/A

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those instruments, and the significant unobservable inputs and the ranges of values for those inputs, as of December 31, 2019.

Instrument	Fair Value (in thousands)	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Hedge Funds	$ 44,220	Discounted Cash Flows	Asset Backed Securities (ABS)	N/A	N/A
		Discounted Cash Flows	Bank Debt/Loans	N/A	N/A
		Broker / Dealer Quotes	Collateralized Debt Obligation (CDO)	N/A	N/A
		Broker / Dealer Quotes	Collateralized Loan Obligations (CLO)	N/A	N/A
		Broker / Dealer Quotes	Collateralized Mortgage Obligations (CMO)	N/A	N/A
		Broker / Dealer Quotes	Commercial Mortgage-Backed Securities (CMBS)	N/A	N/A
		Broker / Dealer Quotes	Credit Default Swap (CDS)	N/A	N/A
		Market Approach	Investments in affiliated funds	N/A	N/A
		Discounted Cash Flows	Mortgage Backed Securities (MBS)	N/A	N/A
		Market Approach	Private Debt	N/A	N/A
		Market Approach	Private Equity	N/A	N/A
		Discounted Cash Flows	Real Estate	N/A	N/A
		Discounted Cash Flows	Total Return Swaps	N/A	N/A
		Market Approach	Trade Claims	N/A	N/A
		Market Approach	Warrants	N/A	N/A

Instrument	Fair Value (in thousands)	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Real Estate	$ 45,265	Discounted cash flow	Projection of future cash flows discounted back to a net present value of the asset – Assumptions made with regard to exit cap rate and discount rate	N/A	N/A
		Direct Capitalization	Observed market capitalization rate applied to current net operating income – Assumptions made with regard to current market cap rate	N/A	N/A
		Market comparable analysis	Observe specific recent transactions for properties of similar location, property type and quality and apply a similar price per square foot or price per unit – Assumptions made with regard to property quality, location and lease terms of comparables	N/A	N/A
		Broker quotes (predominantly for illiquid debt instruments)	Receive quotes from broker(s) for identical or similar loans/properties recently traded – Assumptions made with regard to liquidity and comparability of the loan terms	N/A	N/A
		Transaction pricing	When a property is currently under letter of intent (LOI) to be sold at a specific price but the transaction has not yet closed – Assumption is that the transaction will close, and at the stated price	N/A	N/A

9. TAX STATUS:

The Spin Off Plan obtained its latest determination letter dated April 30, 2021, in which the Internal Revenue Service stated that the Spin Off Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Spin Off Plan has been amended since receiving the determination letter. Plan management and Spin Off Plan's tax counsel believe that the Spin Off Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Spin Off Plan's financial statements.

10. RELATED PARTY TRANSACTIONS:

The Bank of New York Mellon is the trustee of the Spin Off Plan as well as the Master Trust. The Spin Off Plan pays trustee fees through the Master Trust to the Bank of New York Mellon. As described in Note 2, the Spin Off Plan paid certain expenses related to operations and investment activity to various service providers. These transactions are party-in-interest transactions under ERISA.

For the periods presented, the Spin Off Plan sponsor provided administrative services to the Spin Off Plan without charge.

11. PLAN OPERATIONS IMPACTED BY COVID-19:

On March 11, 2020, the World Health Organization declared the novel coronavirus (COVID-19) outbreak a pandemic which has impacted the financial markets and global economy. The COVID-19 pandemic is on-going and the duration and extent of the related financial impact on the Spin Off Plan's net assets available for benefits and changes in net assets available is uncertain and cannot be reasonably estimated at this time.

12. OTHER:

Subsequent to December 31, 2020, the plan sponsor determined that the compensation for certain participants accruing benefits under the Spin Off Plan was not included in the census data used in actuary calculations. The plan sponsor is working to determine the extent of the excluded compensation and taking remedial actions to have the actuary calculations reperformed.

Schedule SB, line 26 — Schedule of Active Participant Data

Distribution of active participants as of January 1, 2020

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	1										1
30–34	24	1	2	2							29
	25,866										
35–39	245	43	11	5	7						311
	27,637	23,353									
40–44	311	57	17	1	8	3					397
	28,883	25,387									
45–49	430	76	73	18	9	5	2				613
	29,198	30,339	49,832								
50–54	521	62	102	50	24	19	12	83	46		919
	28,374	33,839	49,023	45,027	48,685			100,442	84,057		
55–59	569	62	121	74	39	62	94	735	128	93	1,977
	24,686	34,819	43,366	53,371	53,725	49,062	62,873	102,606	71,774	73,680	
60–64	438	66	80	62	38	80	201	180	339	110	1,594
	23,686	36,040	44,516	49,939	45,758	52,805	65,141	69,513	94,584	72,254	
65–69	158	23	29	14	15	7	54	43	33	52	428
	21,511	32,066	36,039				59,238	56,798	74,407	65,937	
70 & up	81	7	10	3	9	9	14	6	8	14	161
	17,316										
Total	2,778	397	445	229	149	185	377	1,047	554	269	6,430
											50,023

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2019 limited to $280,000. Average pay is not shown for cells with fewer than 20 participants

Schedule SB, line 26 — Schedule of Active Participant Data

Distribution of active participants with cash balance as of January 1, 2020

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	1										1
30–34	23	1	1								25
	2,040										
35–39	228	39	9	4	4						284
	7,580	2,239									
40–44	294	49	14	1	5	1					364
	10,758	2,845									
45–49	407	45	31	15	7	2					507
	13,372	3,240	12,893								
50–54	501	34	31	20	12	5	4	2			609
	13,264	6,966	12,357	12,693							
55–59	541	33	33	23	10	5	2	5			652
	11,507	6,597	11,112	14,639							
60–64	418	36	17	13	10	4	5	2	1		506
	10,084	7,650									
65–69	155	8	5	2	5		1	5			181
	14,104										
70 & up	77	2	4	1	1	2	1				88
	8,511										
Total	2,645	247	145	79	54	19	13	14	1		3,217
											11,178

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average cash balance as of January 1, 2020. Average cash balance is not shown for cells with fewer than 20 participants.

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

Actuarial Assumptions for January 1, 2020 Funding Valuation

DISCOUNT RATE SPONSOR ELECTIONS		
• Segment rates or full yield curve	Segment	
• Look-back months	0	
	Stabilized	**Nonstabilized**
• First 5 years	3.64%	2.77%
• Next 15 years	5.21%	3.83%
• Over 20 years	5.94%	4.28%
Mortality sponsor elections		
• Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on RP-2014 mortality tables with improvements beyond 2006 removed with static mortality improvement based on the IRS methodology and projection scale MP-2018.	
Cash balance plans		
• Interest accumulation rate	Graded assumption	

Year	Rate
2019	3.36%
2020	2.28%
2021	2.55%
2022	2.90%
2023	3.25%
2024+	3.60%

• Whipsaw calculations	No
• Annuity conversion	Not Applicable – all cash balance participants are assumed to elect a lump sum
Other economic assumptions	
• Salary increases	See table of sample rates. These rates apply to the prior year base earnings and then the target bonus percentage is added to determine the valuation pay. If no target bonus percentage is provided then the salary increase rates are applied to the prior year plan compensation.
• Social Security taxable wage base increases	3.00% per year
Inflation	2.20% per year

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

• Grandfathered profit sharing balance interest credit	7.50% per year
• Expected investment return	5.64% per year for 2019 and 6.00% per year for 2020.
Expenses	$8,370,000 added to current year normal cost.
DEMOGRAPHIC ASSUMPTIONS	
• Withdrawal	**Percentages**

Attained Age	Hourly	Salaried
25	16.40%	7.10%
30	11.60%	5.80%
35	8.60%	4.80%
40	7.00%	3.90%
45	6.30%	3.40%
50	6.10%	3.40%
55	6.10%	4.00%

• Disability incidence	See table of sample rates.

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

- Retirement age

Attained age	Percentage
55	5%
56	5%
57	5%
58	5%
59	10%
60	10%
61	15%
62	20%
63	20%
64	25%
65	35%
66	35%
67	25%
68	25%
69	25%
70	25%
71+	100%

- Benefit commencement age for
  - Annuity Benefits
    - Future vested deferred: Age 62, if grandfathered; otherwise age 65
    - Current vested deferred: Age 62, if grandfathered, otherwise age 65, or attained age if later
  - Cash Balance Lump Sums
    - Future vested deferred: 40% take immediate lump sum upon termination, 5% of remaining take a lump sum each year until age 65
    - Current vested deferred: 40% take lump sum within one year of termination, 5% of remaining take a lump sum each year until age 65

• Spouse assumptions	**Male participants**	**Female participants**
– Percentage married	80%	70%
– Spouse age difference	3 years younger	3 years older

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

Form of payment	**Lump sum**	**Single life**	**50% J&S**	**100% J&S**
• Grandfathered actives expected to retire	0%	50%	25%	25%
• Cash balance actives expected to retire	100%	0%	0%	0%
• Grandfathered future vested deferred	0%	50%	25%	25%
• Cash balance future vested deferred	100%	0%	0%	0%
• Grandfathered future disabilities	0%	50%	25%	25%
• Cash balance future disabilities	100%	0%	0%	0%
• Grandfathered current vested deferred	0%	50%	25%	25%
• Cash balance current vested deferred	100%	0%	0%	0%
Unpredictable contingent event assumptions	Not applicable			
Profit sharing offset conversion assumption	Mortality: Applicable 2020 417(e) Table Interest: Applicable 2020 417(e) Segment Rates (2.04% / 3.09% / 3.68%)			

Table of Sample Rates

ATTAINED AGE	PERCENTAGE		
	DISABILITY INCIDENCE		SALARY INCREASES
	MALE	FEMALE	
20	0.112%	0.112%	10.52%
25	0.112%	0.112%	9.12%
30	0.138%	0.138%	7.63%
35	0.164%	0.164%	6.38%
40	0.227%	0.227%	5.33%
45	0.290%	0.290%	4.46%
50	0.600%	0.600%	3.73%
55	0.910%	0.910%	3.12%
60	1.220%	1.220%	2.61%
65	0.000%	0.000%	2.50%

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

Rationale for Economic Assumptions

- **Funding segment rates** – These are IRS prescribed rates. The plan sponsor elected this methodology (segment rates with no look-back months) from alternative IRS prescribed options.
- **Cash balance crediting rate** – The interest crediting rate for a plan year is based on the 30-year Treasury Rate for the month of November of the prior plan year. This assumption is set as a long-term assumption with reference to the 30-year treasury assumption periodically published by Mercer Investment Consulting in their Capital Markets Outlook, and evaluated periodically for reasonability.
- **Salary increase** – This assumption is based on an experience study performed in 2010. Assumption is applied to base earnings or, if target bonus is not provided, is applied to prior year plan compensation.
- **Inflation** – This assumption is made with reference to the inflation assumption periodically published by Mercer Investment Consulting in the Capital Markets Outlook.
- **Expected investment return** – The expected rate of return on plan assets is based on the median simulated investment return using capital market assumptions published in Mercer Investment Consulting's Capital Markets Outlook for the plan's target asset mix, net of an adjustment of 20 basis points for expenses assumed to be paid from plan assets.
- **Expense load** – Expected 2020 expenses based on expected 2020 PBGC premium plus estimated administrative expenses as provided by The Kroger Co., rounded to the nearest hundred thousand.

Rationale for Demographic Assumptions

- **Mortality** – Prescribed by the IRS and based on The Kroger Co.'s election.
- **Withdrawal incidence** – The withdrawal rates are based on an experience analysis completed in 2013 covering the period January 1, 2007 to January 1, 2012 and the expectation that future withdrawal patterns and circumstances of the employer will not differ significantly from the period studied. Withdrawal rates were not included in the scope of an experience study completed in 2019, since the impact on plan benefits is limited by the plan freeze.
- **Retirement incidence** – The retirement rates are based on an experience analysis completed in 2019 covering the period January 1, 2014 to January 1, 2018 and the expectation that future retirement patterns and circumstances of the employer will not differ significantly from the period studied.
- **Benefit commencement age** – The benefit commencement timing for cash balance participants is based on an experience study completed in 2019 covering the period January 1, 2014 to January 1, 2018 which showed about 40% of terminating participants elected an immediate lump sum upon termination.
- **Form of payment** – The form of payment assumption is based on an experience study completed in 2019 covering the period January 1, 2014 to January 1, 2018. 100% of cash balance participants are assumed to elect a lump sum of their cash balance account based on the analysis that shows less than 2% of participants elect an annuity.

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

- **Spouse assumptions** – The assumptions regarding percent married/spouse age difference at death or benefit commencement are based on the actuary's experience with many plans. This assumption does not impact participants covered under the cash balance provisions as lump sums are assumed to be paid upon termination, retirement or death.

Actuarial methods for funding

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during the last 12 months 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.

Schedule SB, line 24 — Change in Actuarial Assumptions

The following changes were made since the January 1, 2019 valuation:

- The expense component of normal cost increased from $4,060,000 to $8,370,000 to reflect our expectations for the current plan year.
- The expected investment return was updated from 5.64% to 6.00%.
- The annuity commencement age was decreased from age 65 to age 62 for current grandfathered actives assumed to terminate prior to early retirement age and for current grandfathered terminated vested participants.
- Retirement rates were updated as per the experience study completed in 2019 covering the period from January 1, 2014 to January 1, 2018.
- The cash balance interest crediting rate graded assumption was updated from 3.36% for 2019, 3.50% for 2020, 3.65% for 2021 and 3.80% for 2022 and 4.00% for later years to 3.36% for 2019, 2.28% for 2020, and 2.55% for 2021 and 2.90% for 2022 and 3.25% for 2023 and 3.60% for later years.

Schedule SB, Part V — Summary of Plan Provisions

Summary of major plan provisions

Effective date and plan year	Prior plan: December 27, 1968 Restated plan: September 1, 2017 (spin off date) Plan year: January 1 – December 31
Most recent amendment	Amendment Number Six effective May 31, 2020
Status of the plan	The Plan is frozen as of December 31, 2019 for most participants except certain collectively bargained participants.
Significant events	None
Sponsoring employer	The Kroger Co.

Effective date and plan year	Prior plan: December 27, 1968 Restated plan: September 1, 2017 (spin off date) Plan year: January 1 – December 31
Most recent amendment	Amendment Number Six effective May 31, 2020
Status of the plan	The Plan is frozen as of December 31, 2019 for most participants except certain collectively bargained participants.
Significant events	None
Sponsoring employer	The Kroger Co.

Schedule SB, Part V — Summary of Plan Provisions

Following is a summary of the major plan provisions for cash balance employees of the Retirement Benefit Plan used to determine the plan's financial position. It should not be used in determining plan benefits.

DEFINITIONS	
• Participating employees	All employees, excluding leased employees, employees covered by a collective bargaining agreement that excludes participation, independent contractors, and employees covered by a separate defined benefit pension plan maintained by Kroger or any affiliate employer.
• Type of plan	Cash Balance
• Employers included	The Kroger Co. and any affiliate that elects to adopt the plan.
• Eligibility	The first date on which an employee has both completed 1,000 Hours of Service in a twelve-month period and attained age 21.
• Cash Balance Formula	Pay Credit: Five percent of annual earnings during the plan year. Interest Credit: Annual rate of interest on 30 year Treasury Bonds for the month of November of the preceding year. Interest will be credited annually on the beginning of year account balance. Effective January 1, 2007, the cash balance formula is frozen with respect to future pay credits. Interest credits will continue to be credited to the account balance. Certain Dillon and Delaware union employees will continue to earn pay credits. For participants on April 1, 1999, who were covered under the prior Ralph's Grocery Company Retirement Plan, an additional 7% of the opening pay credit account balance under the prior Fred Meyer Plan is added each year.
• Accrued Benefit	Greater of the Benefit Account converted to a monthly annuity or the participant's predecessor plan benefit plus a life annuity actuarial equivalent of the Pay Credit Account. Actuarial equivalent conversions use the current 417(e) mortality table and an interest rate equal to the average rate of return for 30-year Treasury securities for the month of November immediately preceding the Plan Year in which the Annuity Starting Date occurs.
• Participant contributions	None
• Service considered	Credited Service: One year after each year of continuous service following the later of 1,000 Hours of Service or attainment of age 21. Vested Service: One year for each year of continuous service following the later of employment or attainment of age 18.

Schedule SB, Part V — Summary of Plan Provisions

• Vesting Percentage	For terminations before January 1, 2008 – after December 31, 2007, 20% after one year of Vested Service, 40% after two years, 60% after three year, 80% after 4 years, and 100% after five or more years. For terminations after December 31, 2007 – 20% after one year of Vested Service, 40% after two years, and 100% after three or more years.
• Annual Compensation Considered	Base pay, overtime, bonuses, including amounts subject to a salary reduction agreement pursuant to IRC Section 125 or 401(k), paid to employee during a calendar year for personal services rendered to any employer.
• Normal Retirement Age	First of month coinciding with or next following the attainment of age 65 with five years of participation service.
• Normal Retirement Benefit	Monthly pension benefit determined as of actual retirement date payable as a lump sum.
• Late Retirement Benefit	Monthly pension benefit determined as of actual retirement date payable as a lump sum.
• Deferred Vested Benefit	Lump sum value of the monthly accrued benefit, or a deferred monthly annuity, multiplied by the Vested Percentage.
• Disability Benefit	Lump sum value of the monthly accrued benefit, or a deferred monthly annuity, multiplied by the Vested Percentage.
• Death Benefit	Lump sum value of the monthly accrued benefit, or a monthly annuity.
• Optional Forms of Retirement Benefits	Lump sum, life annuity, qualified joint and survivor annuity and for those retiring after age 55, 50%, 75% or 100% contingent annuity.
• Actuarial equivalence	1984 Unisex Pension Mortality Table with a one year age set forward for Participants and a four year age setback for Beneficiaries and a 9% per annum compound interest rate assumption.
• Cost of Living Increase	None
• Benefits Not Included in the Valuation	None
• Significant Events	None
• Maximum Compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2020, the limit is $285,000.
• Maximum Benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2020, the limit is $230,000.

Schedule SB, Part V — Summary of Plan Provisions

• Other Plan Provisions	The above outline of the basic benefit structure of the Plan is not intended to provide sufficient information to determine individual benefits. The outline should be used simply as an overview of benefit structure and an aid in understanding and interpreting the remaining sections of the report.

Schedule SB, Part V — Summary of Plan Provisions

Following is a summary of the major plan provisions for grandfathered employees of the Retirement Benefit Plan used to determine the plan's financial position. It should not be used in determining plan benefits.

• Participating Employees	Generally, an employee was grandfathered if, as of December 31, 2000, the employee was vested and either age 39½ or had a combined age plus service of 50. Grandfathering only applied to participants in the prior Kroger Retirement Benefit Plan, Dillon Minimum Benefit Plan, or Jay C Retirement Plan.
• Type of Plan	Final average pay
• Employers Included	The Kroger Co. and any affiliate that elects to adopt the plan.
• Participant Contributions	None
• Service Considered	One year for each year of continuous service following the latter of employment or attainment of age 21.
• Compensation Considered	Regular cash compensation received during the year, including overtime pay and bonuses.
• Average Annual Compensation	The average of the highest five years of earnings during the last 10 years before termination.
• Accrued Benefit	The greater of: a. 1½% of average annual compensation less 1¼% of the participant primary Social Security benefit multiplied by the number of years of credited service. b. 1% of average annual compensation multiplied by the number of years of credited service. c. Minimum benefit.
• Normal Retirement Age	Age 65, with 5 years of vesting service.
• Early Retirement Age	Retirement before Normal Retirement Age and on or after attaining age 55, with 5 years of vesting service.
• Normal Retirement Benefit	Monthly accrued benefit determined as of Normal Retirement Date.
• Late Retirement Benefit	Monthly accrued benefit using pay and service to actual retirement date.
• Early Retirement Benefit	Monthly accrued benefit determined as of early retirement date, reduced 4% for each year before age 62 to age 60, then 6% for each year to age 55.
• Deferred Vested Benefit	Monthly accrued benefit determined as of terminating date and payable at participant's Normal Retirement Date, or payable at an age not earlier than age 55 with a reduced benefit.
• Death Benefit	The amount that would have been payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a qualified joint and survivor annuity, and died before the first payment.

Schedule SB, Part V — Summary of Plan Provisions

- **Disability Benefit**

  Monthly pension benefit determined as of the disability retirement date without reduction for early commencement and payable on the disability retirement date.

- **Optional Forms of Retirement Benefits**

  Life annuity, 50%, 66-2/3%, 75% or 100% contingent annuity with or without restoration, life annuity with guaranteed payments, level income.

- **Optional form conversion factors**

  Contingent Optional Benefit Forms Reduction Factors

Near age of Employee	100% J&S	66-2/3% J&S	50% J&S
55	.850	.900	.920
56	.850	.900	.920
57	.840	.890	.910
58	.840	.890	.910
59	.830	.880	.910
60	.830	.880	.910
61	.820	.870	.900
62	.820	.870	.900
63	.810	.860	.900
64	.810	.860	.900
65	.800	.850	.890

Increase (decrease) for each year contingent annuitant is older (younger) than employee	.008	.006	.005
Maximum Factor	.950	.970	.980
Minimum Factor	.700	.750	.800
Additional Reduction for Restoration Option	.960	.970	.980

Other Optional Benefit Forms Reduction Factors

10 year Certain and Life Annuity	.95
15 year Certain and Life Annuity	.90
Level Income Option	Reduction is .006 times number of months between near age and 62

- **Cost of Living Increases**

  None

Schedule SB, Part V — Summary of Plan Provisions

• Benefits Not Included in the Valuation	None
• Significant Events	None
• Maximum Compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2020, the limit is $285,000.
• Maximum Benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2020, the limit is $230,000.
• Other Plan Provisions	The above outline of the basic benefit structure of the Plan is not intended to provide sufficient information to determine individual benefits. The outline should be used simply as an overview of benefit structure and an aid in understanding and interpreting the remaining sections of the report.

Schedule SB, Part V — Summary of Plan Provisions

Following is a summary of the major plan provisions for grandfathered employees of the Minimum Benefit Plan used to determine the plan's financial position. It should not be used in determining plan benefits.

• Participating Employees	Generally, an employee was grandfathered if, as of December 31, 2000, the employee was vested and either age 39½ or had a combined age plus service of 50. Grandfathering only applied to participants in the prior Kroger Retirement Benefit Plan, Dillon Minimum Benefit Plan, or Jay C Retirement Plan.
• Type of Plan	Final average pay
• Employers Included	The Kroger Co. and any affiliate that elects to adopt the plan.
• Service Considered	Vesting Service: One year for each 1,000-hour calendar year of employment by the Central Division. Benefit service: Completed years of service as a covered employee. There is a maximum of 25 years of service for employees of Fry's of Arizona and Fry's of California which only applies to the accrued benefit calculation under Formula 1.
• Compensation Considered	Base pay, overtime, and bonuses (including amounts subject to salary reduction agreements made pursuant to the Dillon Companies, Inc. Employees' Stock Ownership and Savings Plan) paid to the employees during a calendar year for personal services rendered.
• Average Annual Compensation	Under the accrued benefit definition, Formula 1, it is the average of the highest three consecutive calendar years of pensionable pay during the 10 year period ending on the earlier of the participant's termination date or retirement date. Under the accrued benefit definition, Formula 2, it is the average of the highest five calendar years of pensionable pay during the 10 year period ending on the earlier of the participant's termination date or retirement date. Under Formula 3, it is the average of the 60 consecutive months of pensionable pay preceding the date of separation.
• Accrued Benefit	The greater of: Formula 1: 1% of average earnings multiplied by the number of years of benefit service. Applies only to an employee participating on or before January 1, 1995. Formula 2: 1 ½% of average earnings less 1 ¼% of the participant's primary Social Security Benefit; multiplied by the number of years of benefit service, with a maximum of 40 years considered. This benefit is then multiplied by a conversion factor, based on 7% interest and the 1983 Unisex Group Annuity Mortality Table, to convert a life annuity benefit payable to life with 120 months. Formula 3: $10 times years of service, plus 1% of monthly average earnings in excess of $650 times years of service converted to a benefit payable for life with 120 months guaranteed as described in Formula 2. Applies only to Turkey Hill Dairy participants hired before January 1, 1996.

Schedule SB, Part V — Summary of Plan Provisions

• Profit Sharing Benefit	The annuity provided by the Dillon Companies, Inc. Profit-Sharing Plan computed in accordance with the 1983 Unisex Group Annuity Mortality Table and an interest rate of 7% per year. In computing the profit-sharing benefit in the event of termination before early retirement age, deferred annuity rates are used. Immediate annuity rates are used in the event of early, normal, or delayed retirement. The immediate or deferred annuity that is calculated is a life annuity with 120 months of payments guaranteed.
• Social Security Benefit	The projected amount of the participant's primary Social Security benefit payable at age 65 according to the law in effect at the date of termination of employment, assuming no wages to be earned after termination
• Normal Retirement Age	Age 65
• Early Retirement Age	Retirement before Normal Retirement Age and on or after attaining age 55 and ten years of vesting service.
• Normal Retirement Benefit	The excess of the participants accrued benefit over the profit sharing benefit.
• Late Retirement Benefit	Monthly pension benefit determined as of actual retirement date.
• Early Retirement Benefit	The excess of the larger of the benefit formulas below over the profit sharing benefit: 1) The accrued benefit under Formula 1 at the Early Retirement Date, reduced 3% for each year of payment before NRD to age 60, then 6% for each year to 55. 2) The accrued benefit under Formula 2 at the Early Retirement Date, reduced 4% for each year of payment before age 62 to age 60, then 6% for each year to 55. The benefit is reduced for early retirement before it is converted from a life annuity to a life annuity with 120 months guaranteed. 3) The accrued benefit under Formula 3 at the Early Retirement Date, reduced 7.2% for each year of payment before NRD to age 60, then 4.8% for each year to 55.
• Deferred Vested Benefit	Monthly accrued benefit determined as of termination date and payable at participant's Normal Retirement Date, or payable at an age not earlier than age 55 with a reduced benefit.
• Disability Benefit	Monthly pension benefit determined as of the termination date and payable at the participants NRD, or payable at an early retirement date, reduced to an actuarially equivalent of the benefit that would otherwise have been received at the NRD, based on the 1983 Group Annuity Mortality Table and an interest of 7% per year.
• Death Benefit	50% of the monthly pension benefit as of the date of death reduced or the 50% joint and survivor election, which is actuarially equivalent to the life annuity with 120 months of payments guaranteed payable to a single participant, and reduced for payment as early as the participant's 55th birthday.

Schedule SB, Part V — Summary of Plan Provisions

• Optional Forms of Retirement Benefits	Preretirement spouse benefits are payable for the lifetime of the surviving spouse. The normal form of payment for single participants is a life annuity with 120 months of payments guaranteed. The normal form for married participants is the actuarial equivalent of the single participants' normal form, payable as a qualified joint and survivor annuity. Optional forms are a straight life annuity for the life of the participant and a 50% or 100% joint and survivor annuity (which is actuarially equivalent to the straight-life annuity for the life of the participant).
• Actuarial Equivalence	1983 Unisex Pension Mortality Table and a 7% per annum compound interest rate assumption.
• Cost of Living Increases	None
• Benefits Not Included in the Valuation	None
• Significant Events	None
• Maximum Compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2020, the limit is $285,000.
• Maximum Benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2020, the limit is $230,000.
• Other Plan Provisions	The above outline of the basic benefit structure of the Plan is not intended to provide sufficient information to determine individual benefits. The outline should be used simply as an overview of benefit structure and an aid in understanding and interpreting the remaining sections of the report.

Schedule SB, Part V — Summary of Plan Provisions

Following is a summary of the major plan provisions for grandfathered employees of the Jay C Plan used to determine the plan's financial position. It should not be used in determining plan benefits.

• Participating employees	Generally, an employee was grandfathered if, as of December 31, 2000, the employee was vested and either age 39½ or had a combined age plus service of 50. Grandfathering only applied to participants in the prior Kroger Retirement Benefit Plan, Dillon Minimum Benefit Plan, or Jay C Retirement Plan.
• Type of plan	Final average pay
• Employers included	The Kroger Co. and any affiliate that elects to adopt the plan.
• Eligibility	The first date on which an employee has both completed 1,000 Hours of Service in a twelve-month period and attained age 21.
• Participant Contributions	None
• Service Considered	One year for each year of continuous service following the latter of employment or attainment of age 21.
• Participant contributions	None
• Compensation Considered	Regular cash compensation received during the year, including overtime pay and bonuses.
• Average Annual Compensation	The average of the highest five consecutive years of earnings during the last 10 years before termination.
• Accrued Benefit	The greater of: a. 30% of average annual compensation reduced proportionately for years of service less than 25 at the normal retirement date multiplied by the ratio of service to date over service at the normal retirement date. b. $120 multiplied by years of service (up to a maximum of 10 years).
• Normal Retirement Age	Age 65
• Early Retirement Age	Retirement before Normal Retirement Age and on or after attaining age 55, with 5 years of vesting service.
• Normal Retirement Benefit	Monthly accrued benefit determined as of Normal Retirement Date.
• Late Retirement Benefit	Greater of monthly accrued benefit using pay and service to actual retirement date or the actuarial equivalent of the normal retirement benefit.
• Early Retirement Benefit	Monthly accrued benefit determined as of early retirement date, reduced 1/180th for each month before age 65 to age 60, then 1/360th for each month to age 55.
• Deferred Vested Benefit	Monthly accrued benefit determined as of the termination date and payable at participant's Normal Retirement Date, or payable at an age not earlier than age 55 with a reduced benefit.

Schedule SB, Part V — Summary of Plan Provisions

• Death Benefit	The amount that would have been payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a qualified joint and survivor annuity, and died before first payment.
• Optional Forms of Retirement Benefits	Life annuity, 50%, 66-2/3%, 75% or 100% contingent annuity, life annuity with guaranteed payments, guaranteed payments only, lump sum.
• Optional form conversion factors	1984 Unisex Pension Mortality Table with a one year age set forward for Participants and a four year age setback for Beneficiaries and a 9% per annum compound interest rate assumption.
• Cost of Living Increases	None
• Benefits Not Included in the Valuation	None
• Significant Events	None
• Maximum Compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2020, the limit is $285,000.
• Maximum Benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2020, the limit is $230,000.
• Other Plan Provisions	The above outline of the basic benefit structure of the Plan is not intended to provide sufficient information to determine individual benefits. The outline should be used simply as an overview of benefit structure and an aid in understanding and interpreting the remaining sections of the report.

Schedule SB, Part V — Summary of Plan Provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan, as adopted and effective as of September 1, 2017 and amended through Amendment Number Five, are included in this valuation:

- **Most recent plan amendments included:** Amendment Number Five effective December 31, 2019
- **Plan amendments excluded:** None
- **Late retirement increases:**
  - *Active grandfathered and all cash balance participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement. These participants continue to earn additional annuity benefits or cash balance interest credits. Late retirement actuarial increases are not reflected in this valuation.
  - *Active with frozen annuities and deferred vested participants:* Valued including the late retirement actuarial increase, except for deferred vested participants over age 70.
- **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.

Additional benefits included or excluded

- **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.

Schedule SB, Part V — Summary of Plan Provisions

Plan provision changes since prior valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2019 to 2020.

Schedule SB, line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than $0.

Shortfall bases			
Year established	Outstanding balance	Years remaining	2020 Installment
2018	$ 17,834,137	5	$ 3,826,329
2019	122,749,518	6	22,578,195
2020	41,837,872	7	6,776,505
Total	$ 182,421,527		$ 33,181,029

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

2020

This Form is Open to Public Inspection

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

▶ **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
THE KROGER CONSOLIDATED RETIREMENT BENEFIT PLAN SPIN OFF

B Three-digit plan number (PN) ▶ 011

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
The KROGER CO.

D Employer Identification Number (EIN)
31-0345740

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 01 Day 01 Year 2020

2 Assets:

a Market value	**2a**	2,775,185,689
b Actuarial value	**2b**	2,630,872,716

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	5,537	1,518,111,723	1,518,111,723
b For terminated vested participants	7,224	271,831,609	271,831,609
c For active participants	6,430	588,932,583	596,802,911
d Total	19,191	2,378,875,915	2,386,746,243

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**	5.32%
6 Target normal cost	**6**	8,741,915

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

DAREN L ANDERSON DAG
Signature of actuary

10/15/2021
Date

DAREN L. ANDERSON
Type or print name of actuary

2006530
Most recent enrollment number

MERCER
Firm name

612-642-8600
Telephone number (including area code)

333 SOUTH 7TH STREET, SUITE 1400
MINNEAPOLIS MN 55402-2427
Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	475,784,943
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	49,541,254
9	Amount remaining (line 7 minus line 8)	0	426,243,689
10	Interest on line 9 using prior year's actual return of 18.84%	0	80,304,311
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 5.48%		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	80,000,000
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	426,548,000

Part III Funding Percentages

14	Funding target attainment percentage	14	92.35%
15	Adjusted funding target attainment percentage	15	110.22%
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	92.87%
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? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.64 %	5.21 %	5.94%	☐ N/A, full yield curve used

b Applicable month (enter code)	21b	0
22 Weighted average retirement age	22	62

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	8,741,915
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	182,421,527	33,181,029
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	41,922,944

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	41,922,944	41,922,944

36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

Schedule SB, 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 62.

(A) Retirement age	(B) Retirement percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	5.0%	10,000.00	500.00	27,500.00
56	5.0%	9,500.00	475.00	26,600.00
57	5.0%	9,025.00	451.25	25,721.25
58	5.0%	8,573.75	428.69	24,863.88
59	10.0%	8,145.06	814.51	48,055.87
60	10.0%	7,330.56	733.06	43,983.34
61	15.0%	6,597.50	989.63	60,367.13
62	20.0%	5,607.88	1,121.58	69,537.66
63	20.0%	4,486.30	897.26	56,527.39
64	25.0%	3,589.04	897.26	57,424.65
65	35.0%	2,691.78	942.12	61,238.00
66	35.0%	1,749.66	612.38	40,417.08
67	25.0%	1,137.28	284.32	19,049.39
68	25.0%	852.96	213.24	14,500.28
69	25.0%	639.72	159.93	11,035.14
70	25.0%	479.79	119.95	8,396.30
71+	100.0%	359.84	359.84	25,548.75
Total			10,000.00	620,766.11
Average				62.08