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 6047(e), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [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
SAVE MART SUPERMARKETS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/31/1960

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
SAVE MART SUPERMARKETS

1800 STANDIFORD AVENUE
MODESTO, CA 95350

2b Employer Identification Number (EIN) 94-1245496

2c Sponsor's telephone number 209-548-6678

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.	10/14/2010	RICK SILVA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SAVE MART SUPERMARKETS

1800 STANDIFORD AVENUE
MODESTO, CA 95350

3b Administrator's EIN
94-1245496

3c Administrator's telephone number
209-548-6678

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	20945
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	24115
b	Retired or separated participants receiving benefits	**6b**	45
c	Other retired or separated participants entitled to future benefits	**6c**	807
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	24967
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	6
f	Total. Add lines **6d** and **6e**	**6f**	24973
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	4533
h	Number of participants that 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 Characteristic Codes in the instructions:
2E 2G 2J 2K 2F 2R

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
SAVE MART SUPERMARKETS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SAVE MART SUPERMARKETS

D Employer Identification Number (EIN)
94-1245496

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

VANGUARD FIDUCIARY TRUST COMPANY

23-2186884

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
24	TRUSTEE	183072	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
SAVE MART SUPERMARKETS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SAVE MART SUPERMARKETS

D Employer Identification Number (EIN)
94-1245496

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: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
23-2186884-001	C	32387196

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

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
SAVE MART SUPERMARKETS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SAVE MART SUPERMARKETS

D Employer Identification Number (EIN)
94-1245496

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	333522	
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	17179312	15647514
(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)	16342865	16419635
(9) Value of interest in common/collective trusts	1c(9)	31797173	32387196
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	228363289	292314819
(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	294016161	356769164
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	294016161	356769164

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)	499952	
	(B) Participants	2a(1)(B)	19513463	
	(C) Others (including rollovers)	2a(1)(C)	420101	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		20433516
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7540209	
	(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)	1296797	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8837006
	(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)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	31570860	
	(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)		31570860

		(a) Amount	(b) Total
2b (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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		20644454
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		81485836
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18611598	
(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)		18611598
f Corrective distributions (see instructions)	2f		10219
g Certain deemed distributions of participant loans (see instructions)	2g		-73330
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	3566	
(3) Investment advisory and management fees	2i(3)	179506	
(4) Other	2i(4)	1274	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		184346
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		18732833
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		62753003
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: KPMG (2) EIN: 13-5565207

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
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? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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 section 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

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
SAVE MART SUPERMARKETS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SAVE MART SUPERMARKETS

D Employer Identification Number (EIN)
94-1245496

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): 94-1245496

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** 508

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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 **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 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(es). 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 items 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 items 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 items 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 items 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 items 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 items 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 items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 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 items (a) through (c)

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

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

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

SAVE MART SUPERMARKETS 401(k) PLAN

Financial Statements and Supplemental Schedule
(Modified Cash Basis)

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

KPMG LLP
Suite 800
400 Capitol Mall
Sacramento, CA 95814

Independent Auditors' Report

The Plan Administrator
Save Mart Supermarkets 401(k) Plan:

We were engaged to audit the accompanying statements of net assets available for benefits (modified cash basis) of Save Mart Supermarkets 401(k) Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended and the supplemental schedule of schedule H, line 4(i) – schedule of assets (held at end of year) (modified cash basis), as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 4 and 6, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 certifications from the trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by the trustee is complete and accurate.

As described in note 2 to the financial statements, these financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, 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 on the basis of accounting described in note 2 in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

October 12, 2010

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

SAVE MART SUPERMARKETS 401(k) PLAN

Statements of Net Assets Available for Benefits
(Modified Cash Basis)

December 31, 2009 and 2008

	2009	2008
Assets:		
Investments, at fair value (note 4):		
Money market fund	$ 15,647,514	17,179,312
Mutual funds	292,314,819	228,363,289
Common collective trust fund	33,102,818	31,386,845
Total investments, at fair value	341,065,151	276,929,446
Participant loans	16,419,635	16,416,195
Total investments	357,484,786	293,345,641
Employee contributions receivable	—	333,522
Total assets	357,484,786	293,679,163
Adjustment for fully benefit-responsive investment contracts	(715,622)	410,328
Net assets available for benefits	$ 356,769,164	294,089,491

See accompanying notes to financial statements (modified cash basis).

SAVE MART SUPERMARKETS 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits
(Modified Cash Basis)

Years ended December 31, 2009 and 2008

		2009	2008
Investment income (loss):			
Interest and dividends	$	7,540,209	11,473,087
Net appreciation (depreciation) in fair value of investments (note 4)		52,215,314	(112,291,644)
Other income – loan interest		1,296,797	1,330,299
Total investment income (loss)		61,052,320	(99,488,258)
Contributions:			
Employee contributions		19,513,463	21,011,089
Employer contributions		499,952	1,844,535
Rollover contributions		420,101	715,153
Total contributions		20,433,516	23,570,777
Deductions:			
Distributions to participants		18,621,817	28,134,980
Administrative expenses		184,346	118,827
Total deductions		18,806,163	28,253,807
Net increase (decrease)		62,679,673	(104,171,288)
Net assets available for benefits, beginning of year		294,089,491	398,260,779
Net assets available for benefits, end of year	$	356,769,164	294,089,491

See accompanying notes to financial statements (modified cash basis).

(1) The Plan

The following brief description of the Save Mart Supermarkets 401(k) Plan (the Plan) is provided for general information purposes only. Participants and others should refer to the plan agreement for more complete information.

(a) Plan Description

The Plan is a defined contribution plan that was first adopted on March 31, 1960, and amended and restated as of January 1, 2006. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA) as amended.

(b) Administration

The Plan is administered by the administrative committee appointed by the board of directors of Save Mart Supermarkets (the Plan Sponsor).

(c) Eligible Employees

Employees can elect to participate in the Plan on the first day of the month after having attained the age of 18 and having six months of credited service, as defined by the Plan.

(d) Contributions and Vesting

Each participant may elect to make pretax salary deferral contributions from 1% to 50% of their pay up to the Internal Revenue Service legal limit. For each dollar of salary deferral allocated, a dollar of matching contribution will be allocated until the total matching contribution has been fully allocated. If made, such matching contribution may not exceed the total of each participant's salary deferrals for the plan year up to 4% of each participant's compensation for the plan year. For the years ended December 31, 2009 and 2008, the Plan Sponsor's matching contribution is fully vested and the profit sharing contribution vests 20% after three years and 20% each year thereafter until seven years where the contribution is 100% vested. The Plan Sponsor may, at its discretion, contribute additional amounts as a profit sharing contribution. No profit sharing contribution was made in 2009 and 2008.

(e) Participant Accounts and Allocations

Each participant's account is credited with the participant's contributions and allocations of plan earnings less administrative expenses. Earnings on investments made by the Plan, including unrealized gains and losses applicable to fluctuations in the fair values of investments held, are allocated among the various participants in proportion to their respective account balances.

(f) Expenses

Certain administrative expenses are paid by the Plan Sponsor. In 2009 and 2008, the Plan paid trustee expenses of $184,346 and $118,827, respectively.

(Continued)

(g) Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 (reduced by the excess of the highest outstanding balance of loans during the one-year period ending on the day before the loan is made) or 50% of the participant's vested account balance, whichever is less. The loans are secured by the balance in the participant's vested account equal to the amount of the loan plus interest. Loans bear interest at a rate equal to current prevailing interest rates for similar loans offered by commercial lending entities and the term of the loan may not exceed 5 years except if it is for the purchase of a primary residence, which may not exceed 10 years. Interest rates at December 31, 2009 ranged from 3.75% to 11.25% and outstanding loans mature between January 2010 and January 2020.

Principal and interest is paid ratably through payroll deductions.

(h) Benefits and Withdrawals

The Plan provides for the payment of benefits to the participant or the participant's beneficiary at retirement, death, hardship, disability, or termination of employment with the Plan Sponsor. A participant's vested account balance will be distributed to the participant in the form of lump-sum distributions only.

Vested account balances equal to $1,000 or less shall be distributed in a lump-sum payment as soon as practicable after the date of termination or death. If the vested account balance is greater than $1,000 and less than $5,000 and the participant has failed to elect a lump-sum payment or a rollover, the vested account balance shall be distributed into an individual retirement account.

(i) Amendment

The Plan may be amended from time to time so long as the Plan remains for the exclusive benefit of the participants and no amendment can operate to deprive any participant of any rights or benefits previously accrued prior to the amendment.

(j) Forfeitures

There are no forfeitures at December 31, 2009 or 2008. Forfeitures are used to reduce the Plan Sponsor's contribution for the plan year of the forfeiture.

(k) Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accounts of the Plan are maintained, and the accompanying financial statements and supplemental schedule has been prepared, on the modified cash basis to carry investments at fair value. Consequently, certain revenues, including certain contributions, are recognized when received

(Continued)

rather than when earned, and expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the financial statements are not intended to present net assets available for benefits and changes in the net assets available for benefits in accordance with accounting principles generally accepted in the United States of America.

As described in FASB ASC Topic 946, *Financial Services – Investment Companies*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the statement of net assets available for benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(b) Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) Risks and Uncertainties

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

Recent market conditions have resulted in an unusually high degree of volatility and increased risks and short-term liquidity associated with certain investments held by the Plan, which could impact the value of the investments after the date of the financial statements.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Participant Loans

Participant loans are valued at amortized cost.

(f) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The money market fund is valued at amortized cost, which represents fair value.

The Plan holds a common collective trust fund comprised of benefit-responsive investment contracts with Vanguard Fiduciary Trust Company (Vanguard). Vanguard maintains the contributions in a general account. The fund is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The fund is included in the financial statements at contract value as reported to the Plan by Vanguard. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in note 2a, because the fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the fund at December 31, 2009 and 2008 was $33,102,818 and $31,386,845, respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that any events, which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2009	2008
Average yields:		
Based on actual earnings	3.15%	3.67%
Based on interest rate credited to participants	2.86	3.38

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the modified accrual basis. Net realized and unrealized appreciation (depreciation) in fair value of investments consists of the change in unrealized appreciation or depreciation during the year, and the realized gain or loss on the sales of investments during the year. Acquisition costs are included in the cost of investments, and sales are recorded net of selling expenses.

(Continued)

(3) Income Tax Status

The Internal Revenue Service issued a favorable determination letter dated November 16, 2007 for the plan document adopted on March 31, 1960 and restated on January 1, 2006. Since receiving the determination letter, the plan has been amended. Although the Plan Sponsor has not received an updated determination letter from the IRS, the Plan administrator and the Plan's tax counsel believe the Plan's design and operations continue to comply with the applicable requirements of the Internal Revenue Code.

(4) Investments

The following represents the Plan investments at December 31:

	2009	2008
Money market funds:		
Vanguard Federal Money Market Fund^	$ 14,037,850	17,179,312
Vanguard Prime Money Market	1,609,664	—
	15,647,514	17,179,312
Mutual funds:		
Vanguard Wellington Fund Investor*^	42,912,392	36,495,372
Vanguard Windsor Fund*^	30,132,866	23,568,611
Vanguard 500 Index Fund Investor*^	38,592,773	29,585,485
Vanguard PRIMECAP Fund*^	45,585,293	35,531,622
Other mutual funds	135,091,495	103,182,199
Total mutual funds	292,314,819	228,363,289
Vanguard Retirement Savings Trust*^	33,102,818	31,386,845
Total common collective trust fund	33,102,818	31,386,845
Total investments at fair value	341,065,151	276,929,446
Adjustment for fully benefit-responsive investment contract	(715,622)	410,328
Total investments as adjusted	$ 340,349,529	277,339,774

* Denotes investments that represent 5% or more of the Plan's net assets at December 31, 2009.
^ Denotes investments that represent 5% or more of the Plan's net assets at December 31, 2008.

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $52,215,314 and $(112,291,644), respectively, all attributed to mutual funds.

(5) Fair Value Measurements

ASC Topic 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value, which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to

measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

The asset's or liability'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 observable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds – Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Money market funds – Valued at amortized cost, which represents fair value.

Common collective trusts – Valued at the NAV of units held by the Plan at year-end. NAV is used by the Plan as a practical expedient.

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

The Plan does not have any investments with unfunded commitments or any redemption restrictions.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

		Investments at estimated fair value		
	Investments at fair value as determined by quoted prices in active markets (Level 1)	**Valuation techniques based on observable market data (Level 2)**	**Valuation techniques incorporating information other than observable market data (Level 3)**	**Total**
December 31, 2009:				
Money market funds	$ 15,647,514	—	—	15,647,514
Mutual funds:				
Balanced	81,059,565	—	—	81,059,565
Stock – large-cap	134,052,500	—	—	134,052,500
Stock – mid-cap	8,624,510	—	—	8,624,510
Stock – small-cap	7,858,777	—	—	7,858,777
Bond – inter-term	30,516,527	—	—	30,516,527
Bond – long-term	2,255,389	—	—	2,255,389
International	27,947,551	—	—	27,947,551
Total mutual funds	292,314,819	—	—	292,314,819
Common collective trust fund	—	33,102,818	—	33,102,818
Total investments at fair value	$ 307,962,333	33,102,818	—	341,065,151
December 31, 2008:				
Money market funds	$ 17,179,312	—	—	17,179,312
Mutual funds:				
Balanced	66,041,503	—	—	66,041,503
Stock – large-cap	101,443,131	—	—	101,443,131
Stock – mid-cap	7,139,715	—	—	7,139,715
Stock – small-cap	5,592,385	—	—	5,592,385
Bond – inter-term	28,236,781	—	—	28,236,781
Bond – long-term	1,771,869	—	—	1,771,869
International	18,137,905	—	—	18,137,905
Total mutual funds	228,363,289	—	—	228,363,289
Common collective trust fund	—	31,386,845	—	31,386,845
Total investments at fair value	$ 245,542,601	31,386,845	—	276,929,446

(Continued)

(6) Information Certified by Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator has obtained certifications from the trustee of the Plan as of and for the years ended December 31, 2009 and 2008, that all information provided by the trustee is complete and accurate. Information included in the accompanying financial statements as to investments in the trust fund administered by the trustee, investment income and all investment information in the supplemental schedule is presented in reliance solely upon those certifications.

(7) Related-Party Transactions

All plan investments are units of funds managed by Vanguard. Vanguard is the trustee as defined by the Plan and, therefore, qualifies as a party-in-interest.

(8) Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2008:

		2008
Net assets available for benefits per the Form 5500	$	294,016,160
Add participant loans (deemed distributions on Form 5500)		73,331
Net assets available for benefits per the financial statements	$	294,089,491

The following is a reconciliation of deductions per the financial statements to the Form 5500 for the years ended December 31, 2009 and 2008:

		2009
Total deductions per the Form 5500	$	18,732,833
Plus deemed distributions of participant loans		73,330
Total deductions per the financial statements	$	18,806,163

		2008
Total deductions per the Form 5500	$	28,062,234
Plus deemed distributions of participant loans		191,573
Total deductions per the financial statements	$	28,253,807

(Continued)

(9) Subsequent Events

The Plan has evaluated subsequent events through October 12, 2010, which is the date the financial statements were available to be issued.

During 2009, the Plan Sponsor approved a plan to separate the existing Plan into two separate plans with an effective date of January 1, 2010.

Based upon the changes approved by the Plan Sponsor, the existing Plan will be converted into two plans, one plan applicable to union employees and one plan applicable to nonunion employees. Eligibility requirements under the new plans will not change with the exception that only nonunion employees will be eligible for participation in the nonunion plan and only union employees will be eligible for the union plan. Employees will be automatically enrolled in the new plans based upon the satisfaction of each plan's eligibility requirement and will be permitted to opt-out of the automatic enrollment process, if so elected by the participant.

Both of the new plans will have a three-year cliff vesting provision such that employer contributions will be vested upon the attainment of three years of service with the Plan Sponsor. Participants in the nonunion plan will be permitted to make deferral contributions in addition to an employer match contribution that will be made in accordance with a fixed formula. Participants in the union plan will be permitted to make deferral contributions with no associated employer match. Discretionary profit sharing contributions permitted under the existing Plan will not be permitted in either of the new plans.

Schedule

SAVE MART SUPERMARKETS 401(k) PLAN

Employer Identification Number 94-1245496
Plan Number 001

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

December 31, 2009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Current value
*	Vanguard Federal Money Market	Money market fund	$ 14,037,850
*	Vanguards Prime Money Market	Money market fund	1,609,664
*	Vanguard 500 Index Fund Investor	Mutual fund	38,592,773
*	Vanguard Asset Allocation Investor	Mutual fund	622,472
*	Vanguard Balanced Index Investor	Mutual fund	1,323,332
*	Vanguard Explorer Fund	Mutual fund	1,451,512
*	Vanguard GNMA Investor Shares	Mutual fund	11,424,762
*	Vanguard Intermediate-Term Treasury Investor	Mutual fund	7,024,973
*	Vanguard International Growth Fund Investor	Mutual fund	3,029,138
*	Vanguard International Value Fund	Mutual fund	7,258,166
*	Vanguard Long-Term Investment Grade	Mutual fund	2,255,389
*	Vanguard Mid-Cap Index Fund Investor	Mutual fund	8,624,510
*	Vanguard PRIMECAP Fund	Mutual fund	45,585,293
*	Vanguard Small-Cap Index Investor	Mutual fund	6,407,265
*	Vanguard Target Retirement 2005 Fund	Mutual fund	803,123
*	Vanguard Target Retirement 2010 Fund	Mutual fund	5,638,994
*	Vanguard Target Retirement 2015 Fund	Mutual fund	6,918,618
*	Vanguard Target Retirement 2020 Fund	Mutual fund	7,598,831
*	Vanguard Target Retirement 2025 Fund	Mutual fund	4,818,011
*	Vanguard Target Retirement 2030 Fund	Mutual fund	4,246,084
*	Vanguard Target Retirement 2035 Fund	Mutual fund	2,228,332
*	Vanguard Target Retirement 2040 Fund	Mutual fund	2,325,578
*	Vanguard Target Retirement 2045 Fund	Mutual fund	562,923
*	Vanguard Target Retirement 2050 Fund	Mutual fund	403,225
*	Vanguard Target Retirement Income	Mutual fund	657,650
*	Vanguard Total Bond Market Index Investor	Mutual fund	12,066,792
*	Vanguard Total International Stock Index Fund	Mutual fund	17,660,247
*	Vanguard Total Stock Market Index Fund	Mutual fund	10,570,066
*	Vanguard U.S. Growth Fund Investor	Mutual fund	4,405,904
*	Vanguard Wellington Fund Investor	Mutual fund	42,912,392
*	Vanguard Windsor Fund	Mutual fund	30,132,866
*	Vanguard Windsor II Fund Investor	Mutual fund	4,765,598
*	Vanguard Retirement Savings Trust**	Common collective trust fund	32,387,196
*	Participant loans	Participant loans with interest rates ranging from 3.75% to 11.25% and maturity dates from January 2010 to January 2020	16,419,635
			$ 356,769,164

* Party-in-interest
** Contract value

See accompanying independent auditors' report.

2009 Schedule H, line 4j — Schedule of Reportable Transactions

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Vanguard	Vanguard 500 Index Inv	6805940.44					6805940.44	
Vanguard	Vanguard 500 Index Inv		28165480			32448401.1	28165480.03	-4282921.03
Vanguard	Vanguard GNMA Invest Sh	6421282.93					6421282.93	
Vanguard	Vanguard GNMA Invest Sh		12223032			12027116.4	12223031.93	195915.54
Vanguard	Vanguard PRIMECAP Fd Inv	5672173.32					5672173.32	
Vanguard	Vanguard PRIMECAP Fd Inv		27941760			27873368.3	27941760.01	68391.68
Vanguard	Vanguard Total Bd Mkt Ind	3071912.39					3071912.39	
Vanguard	Vanguard Total Bd Mkt Ind		12249624			11922494.7	12249623.8	327129.12
Vanguard	Vanguard Total Intl Stk Ind	4752566.26					4752566.26	
Vanguard	Vanguard Total Intl Stk Ind		15049083			16695987.8	15049083.24	-1646904.6
Vanguard	Vanguard Wellington Inv	5461453.78					5461453.78	
Vanguard	Vanguard Wellington Inv		25899126			25949488.9	25899126.1	-50362.77
Vanguard	Vanguard Windsor Inv	3105810.34					3105810.34	
Vanguard	Vanguard Windsor Inv		18889171			25054936.5	18889171.18	-6165765.28
Vanguard	Vanguard Retire Sav Trst	12381284.3					12381284.27	
Vanguard	Vanguard Retire Sav Trst		28323448			28323448.1	28323448.11	

2009 Schedule H, line 4i—Schedule of Assets (Held At End of Year)

(a) - place an asterisk (*) on the line of each identified person known to be a party-in-interest to the plan	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Vanguard 500 Index Inv	Registered Investment Company	$38,846,921.96	$38,592,773.25
*	Vanguard Asset Alloc Inv	Registered Investment Company	$648,470.37	$622,472.50
*	Vanguard Balance Ix Inv	Registered Investment Company	$1,307,670.15	$1,323,332.25
*	Vanguard Explorer Fd Inv	Registered Investment Company	$1,471,287.01	$1,451,512.18
*	Vanguard Fed Money Mkt	Registered Investment Company	$14,037,849.97	$14,037,849.97
*	Vanguard GNMA Inv Sh	Registered Investment Company	$11,381,142.47	$11,424,762.49
*	Vanguard IT Treas Inv	Registered Investment Company	$7,086,188.69	$7,024,972.58
*	Vanguard Int'l Gwth Fd Inv	Registered Investment Company	$3,160,779.17	$3,029,137.76
*	Vanguard Int'l Value Fd	Registered Investment Company	$7,358,450.39	$7,258,166.16
*	Vanguard LT Inv Grade	Registered Investment Company	$2,250,674.83	$2,255,389.10
*	Vanguard Mid-Cap Ix Fd Inv	Registered Investment Company	$8,665,390.76	$8,624,509.95
*	Vanguard PRIMECAP Fd inv	Registered Investment Company	$43,886,052.94	$45,585,293.37
*	Vanguard PRIME Money Mkt	Registered Investment Company	$1,609,663.26	$1,609,663.26
*	Vanguard Sm-Cap Ix Inv	Registered Investment Company	$6,126,258.43	$6,407,265.03
*	Vanguard Tgt Ret 2005	Registered Investment Company	$805,262.54	$803,123.63
*	Vanguard Tgt Ret 2010	Registered Investment Company	$5,710,657.25	$5,638,993.29
*	Vanguard Tgt Ret 2015	Registered Investment Company	$6,924,769.31	$6,918,618.04
*	Vanguard Tgt Ret 2020	Registered Investment Company	$7,743,339.13	$7,598,831.12
*	Vanguard Tgt Ret 2025	Registered Investment Company	$4,864,705.51	$4,818,010.39
*	Vanguard Tgt Ret 2030	Registered Investment Company	$4,345,403.79	$4,246,084.27
*	Vanguard Tgt Ret 2035	Registered Investment Company	$2,263,296.49	$2,228,332.54
*	Vanguard Tgt Ret 2040	Registered Investment Company	$2,410,707.34	$2,325,577.91
*	Vanguard Tgt Ret 2045	Registered Investment Company	$576,567.14	$562,923.13
*	Vanguard Tgt Ret 2050	Registered Investment Company	$401,772.57	$403,224.43
*	Vanguard Tgt Ret Inc	Registered Investment Company	$640,388.16	$657,649.45
*	Vanguard Total Bd Mkt Ix Inv	Registered Investment Company	$11,977,680.06	$12,066,791.07
*	Vanguard Total Int'l Stk Ix	Registered Investment Company	$17,700,283.42	$17,660,246.76
*	Vanguard Total Stk Mkt Inv	Registered Investment Company	$10,428,315.84	$10,570,066.55
*	Vanguard US Gwth Inv	Registered Investment Company	$4,444,760.62	$4,405,904.74
*	Vanguard Wellington Inv	Registered Investment Company	$42,235,085.07	$42,912,391.42
*	Vanguard Windsor Inv	Registered Investment Company	$33,891,298.40	$30,132,866.45
*	Vanguard Windsor II Fd Inv	Registered Investment Company	$5,029,392.66	$4,765,597.34
*	Vanguard Retire Savings Tst**	Registered Investment Company	$32,387,196.00	$32,387,196.00
*	Loan Fund	Registered Investment Company	$16,419,635.00	$16,419,635.00
	TOTAL ASSETS HELD FOR INV PURPOSES;		$359,037,316.70	$356,769,163.38
			$359,037,316.70	$356,769,163.38
* Party In Interest				
** Contract Value				
