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), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 10/01/2008 and ending 09/30/2009

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:
- [ ] Form 5558;
- [ ] automatic extension;
- [X] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 03/31/1983

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

STATER BROS. MARKETS

301 SOUTH TIPPECANOE AVENUE
SAN BERNARDINO, CA 92408

2b Employer Identification Number (EIN) 95-2586175

2c Sponsor's telephone number 909-733-5000

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.	09/28/2012	GEORGE FRAHM
	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")
STATER BROS. MARKETS

301 SOUTH TIPPECANOE AVENUE
SAN BERNARDINO, CA 92408

3b Administrator's EIN
95-2586175

3c Administrator's telephone number
909-733-5000

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**	969
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**	937
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	50
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	987
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	987
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	986
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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

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)		**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 10/01/2008 and ending 09/30/2009

A Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
STATER BROS. MARKETS

D Employer Identification Number (EIN)
95-2586175

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: LARGE CAP ENHANCED CORE FUND

b Name of sponsor of entity listed in (a): BANK OF AMERICA

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)
94-1687665-001	C	2480176

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP ENHANCED CORE FUND

b Name of sponsor of entity listed in (a): BANK OF AMERICA

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)
94-1687665-001	C	871624

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP ENHANCED CORE FUND

b Name of sponsor of entity listed in (a): BANK OF AMERICA

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)
94-1687665-001	C	594335

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)

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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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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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 10/01/2008 and ending 09/30/2009

A Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
STATER BROS. MARKETS

D Employer Identification Number (EIN)
95-2586175

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)	1000000	1000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	90930	100670
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	28271	250220
(2) U.S. Government securities	1c(2)	5078401	5160274
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	2880238	3618672
(B) All other	1c(3)(B)	196900	449352
(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)	4280941	3946135
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	552010	730448

		(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	14107691	15255771
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	14107691	15255771

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1519	
(B) U.S. Government securities	2b(1)(B)	255613	
(C) Corporate debt instruments	2b(1)(C)	98433	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	129947	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		485512
(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)	5412066	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5367733	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		44333

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	8742	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		8742
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1538587
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	390507	
(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)		390507
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		390507
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1148080
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: SWENSON CORPORATION (2) EIN: 03-3030586

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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 10/01/2008 and ending 09/30/2009

A Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
STATER BROS. MARKETS

D Employer Identification Number (EIN)
95-2586175

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 06-6379101

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**

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 (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 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):

Swenson
CORPORATION

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

FINANCIAL STATEMENTS

September 30, 2009 and 2008

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CORPORATION

REPORT OF INDEPENDENT AUDITORS

Participants and the Administrative Committee
Profit Sharing Plan for Employees of Stater Bros. Markets

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Profit Sharing Plan for Employees of Stater Bros. Markets (the "Plan") as of September 30, 2009, the related statement of changes in net assets available for plan benefits for the year ended September 30, 2009 and the supplemental schedules on pages 10 - 13 as of and for the year ended September 30, 2009. These financial statements and the supplemental schedules 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 Note 5, which was certified by Bank of America, N.A. the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 September 30, 2009 and for the year then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion of the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and the supplemental schedules, 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.

We have compiled the accompanying statement of net assets available for plan benefits of the Profit Sharing Plan for Employees of Stater Bros. Markets as of September 30, 2008 in accordance with the Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for plan benefits as of September 30, 2008 and, accordingly, do not express an opinion or any other form of assurance on it.

Swenson Corporation
SWENSON CORPORATION

September 14, 2012

Business Advisors
Certified Public Accountants
10606 Trademark Parkway N., Suite 203, Rancho Cucamonga, CA 91730
909 / 989-5867 FAX 909 / 989-1471

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Statements of Net Assets Available for Plan Benefits

September 30, 2009 and 2008

ASSETS

	2009	Unaudited 2008
Cash equivalents	$ 250,220	$ 28,270
Investments at fair value:		
U.S. government securities	5,160,274	5,078,401
Corporate bonds	2,310,081	1,255,275
Asset backed securities	1,658,216	1,780,744
Mortgage backed securities	730,448	552,011
Other fixed income	99,727	41,119
Common collective trust	3,946,135	4,280,941
Total investments	13,904,881	12,988,491
Employer contributions receivable	1,000,000	1,000,000
Accrued income	100,669	90,930
Net assets available for plan benefits	$ 15,255,770	$ 14,107,691

See accompanying notes to financial statements and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Statement of Changes in Net Assets Available for Plan Benefits

For the Year Ended September 30, 2009

ADDITIONS

Additions to net assets attributed to:	
Investment income:	
Interest and dividend income	$ 485,512
Net appreciation in fair value of investments	53,075
	538,587
Contributions:	
Employer	1,000,000
Total additions	1,538,587

DEDUCTIONS

Deductions from net assets attributed to:	
Benefits paid to participants	390,508
Total deductions	390,508
Net increase	1,148,079
Net assets available for plan benefits, beginning of year, at fair value	14,107,691
Net assets available for plan benefits, end of year, at fair value	$ 15,255,770

See accompanying notes to financial statements and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Notes to Financial Statements

September 30, 2009 and 2008

1. Description of the Plan including summary of significant accounting policies

The following brief description of the Profit Sharing Plan for Employees of Stater Bros. Markets (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution Plan administered by Stater Bros. Markets (the "Company", "Plan Sponsor" or "Plan Administrator"); it was established March 21, 1983, and amended and restated on October 1, 2009, covering all non-collective bargaining employees of the Company. The Plan has been amended further since its restatement on October 1, 2009 for new laws, compliance and other Plan changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees who have completed one year of service are included in the Plan. Upon completing one year of service and being employed by the Company on the last day of the Plan year, employees are eligible to receive an allocation of Company discretionary contributions. Participation continues until retirement, total and permanent disability, termination of employment, or death, at which time the participant's vested account balance becomes payable.

Contributions and vesting

The Company makes discretionary profit sharing contributions as determined by the Board of Directors of the Company. For the year ended September 30, 2009, the Company made discretionary profit sharing contributions of $1,000,000 to all eligible participants. Profit sharing contributions and the earnings thereon vest on a six or seven-year graduated schedule, based upon years of service and date participant became eligible.

Participant accounts

Each participant's account is credited with an allocation of the Company's contribution, Plan earnings and forfeitures as described in the Plan document.

Benefit obligations

In conformity with guidance for accounting and disclosure by employee benefit plans, benefit obligations to terminated employees who have withdrawn from participation in the Plan are not accrued in the statements of net assets available for plan benefits; rather, such amounts are disclosed in the notes to the financial statements. There were no such benefit obligations as of September 30, 2009 and 2008.

(Continued)

Swenson

1. Description of the Plan including summary of significant accounting policies (continued)

Payment of benefits

Upon termination of service, death, disability or reaching retirement age, participants may request a lump sum cash distribution equal to the value of their vested account balance, receive monthly, quarterly or annual distributions over a period determined by the participant but in accordance with tax rules and regulations, or roll-over their vested account balance into an Individual Retirement Account or another qualified employer plan. However, if the account balance is less than or equal to $5,000 the participant does not need to request a distribution as the funds will be distributed to the participant automatically.

Benefits are recorded when paid.

Forfeitures

Forfeitures of non-vested account balances are used to pay Plan expenses or allocated to participants. For the year ended September 30, 2009, the Plan did not use any of the forfeiture balance to pay Plan expenses.

Administrative expenses

The Plan administrative expenses are paid by the Company. For the year ended September 30, 2009, the Company paid $93,905, relating to Plan expenses.

Basis of accounting

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

Use of estimates

The preparation of financial statements in conformity with GAAP requires the Plan Administrator to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Risks and uncertainties

The Plan utilizes various investment securities. Investment securities in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

(Continued)

Swenson

1. **Description of the Plan including summary of significant accounting policies (continued)**

Investment valuation and income recognition

Investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a description of the valuation methodologies used in determining the fair value of the Plan's investments. Purchases and sales of securities are recorded on a trade-date basis.

2. **Tax status**

The Plan obtained its latest opinion letter on May 5, 2011, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the latest opinion letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan administration to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2009, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the taxing jurisdiction; however, there are currently no audits for any tax periods in progress. The Plan Administrator has submitted Form 5500 for the years ended 2011, 2010 and 2009 under the delinquent filer voluntary compliance program ("DFVCP") with the Department of Labor ("DOL"). Under the DFVCP, the Plan and its participants will retain their favorable tax benefits and no notification or fees are expected to be assessed by the IRS. The Plan Administrator is responsible to pay for all costs associated with the DFVCP. Total anticipated costs associated with the filings for all three years totaled $4,000.

3. **Plan termination**

Although the Company has not expressed any intent to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants shall become fully vested in their account balances and the net assets of the Plan will be allocated to the participants in accordance with the terms of the Plan.

4. **Investments**

The Plan's investments are held by Bank of America. The following table represents the fair values of those investments that represent 5% or more of the Plan's net assets at September 30, 2009:

Large Cap Enhanced Core Fund	$ 2,480,176
Mid Cap Enhanced Core Fund	871,624
United States Treas Nt	748,830

Swenson

5. Information certified by the trustee

The following are summaries of the information included in the Plan's financial statements that were prepared by the trustee and furnished to the Plan Administrator. The trustee has certified that such information is complete and accurate.

	2009
Cash equivalents	$ 250,220
Investment assets	$ 13,904,881
Accrued investment income	$ 100,669
Interest and dividend income	$ 485,512
Net appreciation in fair value of investments	$ 53,075
Benefit payments	$ 390,508

6. Fair value measurements

FASB ASC 820, *Fair Value Measurements and Disclosures,* established the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

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

The asset 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 unobservable inputs.

(Continued)

Swenson

6. Fair value measurements (continued)

Following is a description of the valuation methodologies used for assets measured at fair value.

- *U.S. government securities, mortgage and asset-backed securities:* Valued at the closing price reported in the active market in which the individual security is traded.
- *Corporate bonds:* Certain corporate bonds are valued at the closing price reported in the active market in which the bond is traded. Other corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings.
- *Common collective trust*: Valued by the issuer of the common collective trust funds based on the market value of its underlying investments. The underlying investments are valued by the issuer using quoted market prices on active markets. As of September 30, 2009, the common collective trusts consisted of mutual funds. Mutual funds are valued at the net asset value ("NAV") of shares held by the Plan at year-end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2009:

	Level 1	Level 2	Level 3	Total
Investments:				
U.S. government securities	$ 1,900,796	$ 3,259,478	$ -	$ 5,160,274
Corporate bonds	-	2,310,081	-	2,310,081
Asset backed securities	-	1,658,216	-	1,658,216
Mortgage backed securties	-	730,448	-	730,448
Other fixed income	-	99,727	-	99,727
Common collective trust:	3,946,135	-	-	3,946,135
	$ 5,846,931	$ 8,057,950	$ -	$ 13,904,881

7. Related party transaction

Certain Plan investments are shares of mutual funds managed by Bank of America, N.A. for the year ended September 30, 2009. Bank of America, N.A. is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

8. Subsequent events

Management has evaluated subsequent events through September 14, 2012, the date on which the financial statements were available to be issued. No subsequent events were noted that would require disclosure.

Swenson

Supplemental Information

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2009

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Large Cap Enhanced Core Fund	$ -	$ 2,480,176
		Mid Cap Enhanced Core Fund	-	871,624
		United States Treas Nt	-	748,830
		Federal Home Ln Bks	-	653,125
		Small Cap Enhanced Core Fund	-	594,335
		Federal Natl Mtg Assn	-	552,190
		United States Treas Nt	-	452,631
		Federal Natl Mtg Assn	-	384,188
		Federal Home Ln Mtg Corp	-	375,236
		United States Treas Bd	-	373,381
		United States Treas Nt	-	325,953
		Columbia Cash Reserves	-	250,220
		JP Morgan Chase Coml Mtg Secs Tr	-	239,387
		Bear Stearns Coml Mtg Secs Ii	-	221,668
		Federal Home Ln Mtg Corp	-	209,532
		FHLMC Remic Ser 2695 Class Bo	-	209,274
		Ford Cr Auto Owner Tr	-	200,805
		Carmax Auto Owner Tr	-	199,183
		GS Auto Ln Tr 2007-1	-	198,407
		Franklin Auto Tr Auto Ln Nt Tr	-	191,902
		Federal Home Ln Mtg Corp	-	165,624
		Daimlerchrysler Auto Tr 2007-A	-	163,986
		Federal Home Ln Mtg Corp	-	160,475
		Federal Home Ln Mtg Corp	-	154,859
		Federal Natl Mtg Assn	-	153,550
		Federal Natl Mtg Assn	-	153,094
		Federal Natl Mtg Assn	-	148,955
		Federal Home Ln Mtg Corp	-	148,535
		Federal Natl Mtg Assn	-	143,217
		Federal Home Ln Mtg Corp	-	135,367
		Government Natl Mtg Assn	-	130,052
		Federal Home Ln Mtg Corp	-	91,467
		Federal Home Ln Mtg Corp	-	90,123

See accompanying notes to financial statements and report of independent auditors.

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PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2009

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		General Elec Cap Corp	-	75,271
		Federal Home Ln Mtg Corp	-	66,430
		JP Morgan Chase & Co	-	64,039
		Wachovia Corp	-	61,118
		Capital One Prime Auto	-	60,802
		Ontario Prov Cda	-	55,866
		Berkshire Hathaway Fin Corp	-	54,305
		Vale Overseas Ltd	-	53,529
		Chevron Corp	-	53,369
		Conocophillips	-	52,986
		Credit Suisse First Boston USA	-	52,498
		Citigroup Inc	-	52,487
		Wal Mart Stores Inc	-	50,548
		Metlife Inc	-	50,085
		Sempra Energy	-	49,745
		Ameriprise Finl Inc	-	49,607
		Bank New York Inc	-	48,643
		Cisco Sys Inc	-	47,303
		Quebec Prov Cda	-	46,899
		Bear Stearns Arm Tr 2007-1	-	46,710
		Goldman Sachs Group Inc	-	46,477
		Boeing Co	-	44,868
		Halliburton Co	-	43,900
		United Mexican Sts	-	43,860
		SBC Communications Inc	-	43,127
		Deere John Cap Corp	-	42,880
		Comcast Corp	-	42,802
		Transcanada Pipelines Ltd	-	40,255
		Morgan Stanley	-	39,705
		Diageo Cap Plc	-	38,415
		Nucor Corp	-	38,328
		United Technologies Corp	-	38,184
		Telefonica Emisiones S A U	-	38,120

See accompanying notes to financial statements and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2009

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		National Rural Utils Coop Fin	-	38,110
		News Amer Inc	-	37,677
		Vodafone Group Plc	-	37,506
		Wells Fargo & Co	-	37,343
		Pacific Gas & Elec Co	-	37,327
		Deutsche Telekom Intl Fin B V	-	36,687
		Dominion Res Inc Va New	-	36,341
		Enterprise Prods Oper LLC	-	36,265
		Principal Life Income Fundings	-	35,906
		Caterpillar Finl Svcs Corp	-	35,892
		Bottling Group LLC	-	34,963
		Lincoln Natl Corp Ind	-	34,697
		Oracle Corp	-	33,055
		AOL Time Warner Inc	-	33,024
		Consolidated Edison Co Ny Inc	-	32,701
		Atmos Energy Corp	-	32,540
		Disney Walt Co	-	32,016
		Deutsche Bk Ag	-	31,955
		Express Scripts Inc	-	31,846
		Burlington Northn Santa Fe Corp	-	31,670
		Simon Ppty Group LP	-	30,687
		Prudential Finl Inc	-	30,405
		Du Pont E I De Nemours & Co	-	27,233
		Norfolk Southn Corp	-	27,194
		CVS Caremark Corp	-	26,763
		Union Pacific Corp Dtd 1/17/2001	-	26,434
		Weatherford Intl Ltd	-	26,260
		Chubb Corp	-	21,938
		Plains All Amern Pipeline LP	-	20,759
		Campbell Soup Co	-	15,395
				$ 14,155,101

* Indicates party-in-interest

See accompanying notes to financial statements and report of independent auditors.

Swenson

STATER BROS. MARKETS
PROFIT SHARING PLAN

Schedule H, Line 4j - Schedule of Reportable Transactions in Excess of 5% of Plan Assets

For the Year Ended September 30, 2009

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	Columbia Cash Reserves Capital Class	1	$1,000,000	$ -	$ -	$ -
	Columbia Cash Reserves Capital Class	88	$2,784,071	$ -	$ -	$ -
	Columbia Cash Reserves Capital Class	43	$ -	$2,562,122	$2,562,122	$ -

See accompanying notes and report of independent auidtors.

Swenson

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ **Complete all entries in accordance with the instructions to the Form 5500.**	**2011** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 10/01/2008 and ending 09/30/2009

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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: ☐ Form 5558; ☐ automatic extension; ☒ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan Profit Sharing Plan for Employees of Stater Bros. Markets

1b Three-digit plan number (PN) ▶ 003

03/31/1983

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

Stater Bros. Markets

301 South Tippecanoe Avenue

San Bernardino CA 92408

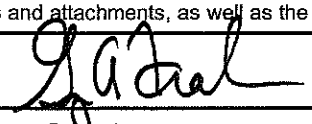
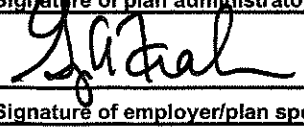
2b Employer Identification Number (EIN) 95-2586175

2c Sponsor's telephone number (909) 733-5000

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		9/27/12	GEORGE FRAHM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		9/27/12	GEORGE FRAHM
	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") SAME	**3b** Administrator's EIN	
	3c Administrator's telephone number	

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**	969
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**	937
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	50
d Subtotal. Add lines **6a**, **6b**, and **6c**.	**6d**	987
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	987
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	986
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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

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)		**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	**(3)**	☒ Trust
(4)	☐ General assets of the sponsor	**(4)**	☐ General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2009

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Large Cap Enhanced Core Fund	$ -	$ 2,480,176
		Mid Cap Enhanced Core Fund	-	871,624
		United States Treas Nt	-	748,830
		Federal Home Ln Bks	-	653,125
		Small Cap Enhanced Core Fund	-	594,335
		Federal Natl Mtg Assn	-	552,190
		United States Treas Nt	-	452,631
		Federal Natl Mtg Assn	-	384,188
		Federal Home Ln Mtg Corp	-	375,236
		United States Treas Bd	-	373,381
		United States Treas Nt	-	325,953
		Columbia Cash Reserves	-	250,220
		JP Morgan Chase Coml Mtg Secs Tr	-	239,387
		Bear Stearns Coml Mtg Secs Ii	-	221,668
		Federal Home Ln Mtg Corp	-	209,532
		FHLMC Remic Ser 2695 Class Bo	-	209,274
		Ford Cr Auto Owner Tr	-	200,805
		Carmax Auto Owner Tr	-	199,183
		GS Auto Ln Tr 2007-1	-	198,407
		Franklin Auto Tr Auto Ln Nt Tr	-	191,902
		Federal Home Ln Mtg Corp	-	165,624
		Daimlerchrysler Auto Tr 2007-A	-	163,986
		Federal Home Ln Mtg Corp	-	160,475
		Federal Home Ln Mtg Corp	-	154,859
		Federal Natl Mtg Assn	-	153,550
		Federal Natl Mtg Assn	-	153,094
		Federal Natl Mtg Assn	-	148,955
		Federal Home Ln Mtg Corp	-	148,535
		Federal Natl Mtg Assn	-	143,217
		Federal Home Ln Mtg Corp	-	135,367
		Government Natl Mtg Assn	-	130,052
		Federal Home Ln Mtg Corp	-	91,467
		Federal Home Ln Mtg Corp	-	90,123

See accompanying notes to financial statements and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2009

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		General Elec Cap Corp	-	75,271
		Federal Home Ln Mtg Corp	-	66,430
		JP Morgan Chase & Co	-	64,039
		Wachovia Corp	-	61,118
		Capital One Prime Auto	-	60,802
		Ontario Prov Cda	-	55,866
		Berkshire Hathaway Fin Corp	-	54,305
		Vale Overseas Ltd	-	53,529
		Chevron Corp	-	53,369
		Conocophillips	-	52,986
		Credit Suisse First Boston USA	-	52,498
		Citigroup Inc	-	52,487
		Wal Mart Stores Inc	-	50,548
		Metlife Inc	-	50,085
		Sempra Energy	-	49,745
		Ameriprise Finl Inc	-	49,607
		Bank New York Inc	-	48,643
		Cisco Sys Inc	-	47,303
		Quebec Prov Cda	-	46,899
		Bear Stearns Arm Tr 2007-1	-	46,710
		Goldman Sachs Group Inc	-	46,477
		Boeing Co	-	44,868
		Halliburton Co	-	43,900
		United Mexican Sts	-	43,860
		SBC Communications Inc	-	43,127
		Deere John Cap Corp	-	42,880
		Comcast Corp	-	42,802
		Transcanada Pipelines Ltd	-	40,255
		Morgan Stanley	-	39,705
		Diageo Cap Plc	-	38,415
		Nucor Corp	-	38,328
		United Technologies Corp	-	38,184
		Telefonica Emisiones S A U	-	38,120

See accompanying notes to financial statements and report of independent auditors.

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PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2009

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		National Rural Utils Coop Fin	-	38,110
		News Amer Inc	-	37,677
		Vodafone Group Plc	-	37,506
		Wells Fargo & Co	-	37,343
		Pacific Gas & Elec Co	-	37,327
		Deutsche Telekom Intl Fin B V	-	36,687
		Dominion Res Inc Va New	-	36,341
		Enterprise Prods Oper LLC	-	36,265
		Principal Life Income Fundings	-	35,906
		Caterpillar Finl Svcs Corp	-	35,892
		Bottling Group LLC	-	34,963
		Lincoln Natl Corp Ind	-	34,697
		Oracle Corp	-	33,055
		AOL Time Warner Inc	-	33,024
		Consolidated Edison Co Ny Inc	-	32,701
		Atmos Energy Corp	-	32,540
		Disney Walt Co	-	32,016
		Deutsche Bk Ag	-	31,955
		Express Scripts Inc	-	31,846
		Burlington Northn Santa Fe Corp	-	31,670
		Simon Ppty Group LP	-	30,687
		Prudential Finl Inc	-	30,405
		Du Pont E I De Nemours & Co	-	27,233
		Norfolk Southn Corp	-	27,194
		CVS Caremark Corp	-	26,763
		Union Pacific Corp Dtd 1/17/2001	-	26,434
		Weatherford Intl Ltd	-	26,260
		Chubb Corp	-	21,938
		Plains All Amern Pipeline LP	-	20,759
		Campbell Soup Co	-	15,395
				$ 14,155,101

* Indicates party-in-interest

See accompanying notes to financial statements and report of independent auditors.

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STATER BROS. MARKETS
PROFIT SHARING PLAN

Schedule H, Line 4j - Schedule of Reportable Transactions in Excess of 5% of Plan Assets

For the Year Ended September 30, 2009

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	Columbia Cash Reserves Capital Class	1	$1,000,000	$ -	$ -	$ -
	Columbia Cash Reserves Capital Class	88	$2,784,071	$ -	$ -	$ -
	Columbia Cash Reserves Capital Class	43	$ -	$2,562,122	$2,562,122	$ -

See accompanying notes and report of independent auidtors.

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Form 5500, Box D – DFVC FILING

Plan Name: Profit Sharing Plan for Employees of Stater Bros. Markets

EIN: 95-2586175

Plan #: 003

This plan is being filed under the DFVC Program.