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 10/01/2011 and ending 09/30/2012

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;
- [X] 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
KING KULLEN 401 (K) SAVINGS AND INVESTMENT PLAN

1b Three-digit plan number (PN) ▶ 009

1c Effective date of plan 10/03/1999

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

KING KULLEN GROCERY CO., INC.

185 CENTRAL AVENUE
BETHPAGE, NY 11714-3929

2b Employer Identification Number (EIN) 11-0954404

2c Sponsor's telephone number 516-733-7100

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.	06/05/2013	JAMES F. FLYNN, COMMITTEE MEMBER
	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")
COMMITTEE FOR KING KULLEN 401K SAVINGS AND INVESTMENT PLAN

185 CENTRAL AVENUE
BETHPAGE, NY 11714-3929

3b Administrator's EIN
11-3619814

3c Administrator's telephone number
516-733-7100

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**	630
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**	308
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	35
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	343
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	343
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	313
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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 2F 2G 2J 2K 2S 2T 3H

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)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
KING KULLEN 401 (K) SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
KING KULLEN GROCERY CO., INC.

D Employer Identification Number (EIN)
11-0954404

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year (f) From	Policy or contract year (g) To
04-1590850	65935	FL 51245	343	10/01/2011	09/30/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
21843	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
ENTERPRISE GENERAL INSURANCE AGENCY
300 DAVIDSON AVE FL 1 EAS
SOMERSET, NJ 08873

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	(d) Purpose	(e) Organization code
21330			4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
NEW ENGLAND SECURITIES CORP
300 DAVIDSON AVENUE EAST
SOMERSET, NJ 08873

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	(d) Purpose	(e) Organization code
513			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	21928340

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	2192667		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	0		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	353031		
	▶ LN INT, LN PRIN, LOAN DEFAULT, ROLL				
	(6) Total additions			7c(6)	2545698
d	Total of balance and additions (add **b** and **c(6)**).			7d	2545698
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	2545698		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	2545698
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
KING KULLEN 401 (K) SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
KING KULLEN GROCERY CO., INC.

D Employer Identification Number (EIN)
11-0954404

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).. . . . . [X] 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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(b) Enter name and EIN or address of person who provided you disclosure 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)

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
52 60 63 64 68 72	CONTACT ADMINISTRATOR	14977	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

WELLS FARGO GALLIARD

94-3371778

(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?
52	INVESTMENT PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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 [ ]

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)

(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
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 72	0

(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.
RETIRESMART 2010 03-0532456	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 72	0

(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.
RETIRESMART IN RETIREMENT 03-0532464	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 72	0

(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.
RETIRESMART 2020 03-0532467	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 72	0

(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.
RETIRESMART 2030 03-0532468	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 72	0

(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.
RETIRESMART 2040 03-0532471	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52	0

(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.
PRM CR VAL BAB/LS/BW/OFI INST 04-1590850	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
PREMIER INT'L EQUITY OFI INST 04-3212044	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
PREMIER BALANCED BABSON 04-3212054	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
PREMIER MONEY MARKET BABSON 04-3212059	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
PREMIER CORE BOND BABSON 04-3277549	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
MM S&P 500 INDEX NORTHRN TRUST 04-3410047	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
SELECT SM CAP GR W&R/WELLINGTON 04-3464205	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
SEL OVERSEAS MFS/HARRIS/JPMORGAN 04-3557000	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
SELECT FUNDAMENTAL VAL WELLINGTON 04-3584138	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
SEL SMCOVAL FED CLOV/TRP/ERNST 04-3584140	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 72	0

(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.
RETIRESMART 2050 26-1345332	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(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.
PREMIER MAIN STREET OFI INST 51-0529328	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(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.
GROWTH AMERICA AMERICAN 52-0792143	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60 52	0

(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.
STABLE RETURN II WELLS/GALLIARD 94-3371778	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
KING KULLEN 401 (K) SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 009

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
KING KULLEN GROCERY CO., INC.

D Employer Identification Number (EIN)
11-0954404

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: SIA-A PRM CR VAL

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-010	P	1024482

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-E PREMIER CORE BOND

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-041	P	2553586

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-G PREMIER MONEY MARKET

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-043	P	1179758

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-GW GROWTH AMERICA

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-418	P	2172359

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-H5 RETIRESMART 2050

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0342299-085	P	53453

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-I PREMIER INT'L EQUITY

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-044	P	1512694

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-X MM S&P INDEXED EQTY

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-133	P	1578099

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-J1 RETIRESMART IN RETIREMENT			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-253	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	65239
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-J6 RETIRESMART 2010			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-258	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	387686
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-K1 RETIRESMART 2020			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-262	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	633278
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-K6 RETIRESMART 2030			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-266	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	442065
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-L2 STABLE RETURN II			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-211	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1382968
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-M PREMIER BALANCED			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-067	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2090584
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-M1 DESTINATION RETIREMENT 2040			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-270	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	124993
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-N5 PREMIER MAIN STREET			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-072	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2003909
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SC SELECT SM CAP GR			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-105	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2449179
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SH SELECT OVERSEAS			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-166	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	767583

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SK SELECT FUNDAMENTAL VAL

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-174	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 579217

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SY SEL SMCOVAL

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-171	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 927208

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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 10/01/2011 and ending 09/30/2012

A Name of plan
KING KULLEN 401 (K) SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
KING KULLEN GROCERY CO., INC.

D Employer Identification Number (EIN)
11-0954404

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	815158	894667
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	18039671	21928340
(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)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

		(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	18854829	22823007
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	18854829	22823007

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)	476385	
(B) Participants	2a(1)(B)	1698654	
(C) Others (including rollovers)	2a(1)(C)	35849	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2210888
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	35169	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		35169
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(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)		0
(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)		3182192
(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		5428249
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1445094	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1445094
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)	0	
(2) Contract administrator fees	2i(2)	14977	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		14977
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1460071
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3968178
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: GRANT THORNTON LLP (2) EIN: 36-6055558

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		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**		X	

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 10/01/2011 and ending 09/30/2012

A Name of plan
KING KULLEN 401 (K) SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
KING KULLEN GROCERY CO., INC.

D Employer Identification Number (EIN)
11-0954404

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): 04-1590850

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** 21

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):

Financial Statements and Report of
Independent Certified Public Accountants

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN

September 27, 2012 and September 29, 2011

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Committee of the
King Kullen 401(k) Savings and Investment Plan

We were engaged to audit the financial statements of the King Kullen 401(k) Savings and Investment Plan (the "Plan") as of September 27, 2012 and September 29, 2011, and for the years then ended, and the supplemental schedule as of September 27, 2012, as listed in the accompanying table of contents. These financial statements and the 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 Note 4, which was certified by Massachusetts Mutual Life Insurance Company ("MassMutual"), the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that MassMutual holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from MassMutual as of and for the years ended September 27, 2012 and September 29, 2011 that the information provided to the plan administrator by MassMutual is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by MassMutual, have been audited by us in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants 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.

Grant Thornton LLP

Melville, New York
May 17, 2013

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN
Statements of Net Assets Available for Benefits
September 27, 2012 and September 29, 2011

	September 27, 2012	September 29, 2011
ASSETS		
Investments, at fair value	$ 21,928,340	$ 18,039,671
Notes receivable from participants	894,667	815,158
Net assets available for benefits, at fair value	22,823,007	18,854,829
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(42,883)	(36,416)
Net assets available for benefits	$ 22,780,124	$ 18,818,413

The accompanying notes are an integral part of these statements.

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN
Statements of Changes in Net Assets Available for Benefits
Years ended September 27, 2012 and September 29, 2011

	September 27, 2012	September 29, 2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income		
Net appreciation in fair value of investments	$ 3,175,725	$ 116,392
Interest	-	212
Total investment income	3,175,725	116,604
Interest income from participant notes receivable	35,169	37,373
Contributions		
Participating employer	476,385	362,198
Employees	1,734,503	2,059,867
Total contributions	2,210,888	2,422,065
Total additions	5,421,782	2,576,042
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Distributions to participants	1,445,094	1,562,638
Administrative expenses	14,977	30,588
Total deductions	1,460,071	1,593,226
Net increase in net assets available for benefits	3,961,711	982,816
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	18,818,413	17,835,597
End of year	$ 22,780,124	$ 18,818,413

The accompanying notes are an integral part of these statements.

1. DESCRIPTION OF THE PLAN

The following description of the King Kullen 401(k) Savings and Investment Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

Income Tax Status

The Plan was established on October 3, 1999, as a qualified, defined contribution pension plan covering all "Active Participants" (as defined in the Plan) of "Participating Employers" (as defined in the Plan). In the Plan year ended October 2, 2008, the Plan was amended to open participation to one of its collective bargaining units. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The sponsor of the Plan is King Kullen Grocery Co., Inc. ("King Kullen" or the "Company").

The Internal Revenue Service has determined and informed the Company by a letter dated October 28, 2010 that the Plan document meets the applicable qualification requirements of Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code") and, accordingly, its corresponding trust, the Retirement Trust for Employees of King Kullen (As Amended and Restated Effective Generally as of September 28, 1997), is exempt from taxation under Section 501(a) of the Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and believes that as of September 27, 2012 ("Plan year 2011") and September 29, 2011 ("Plan year 2010"), there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for Plan years prior to 2008.

Administration

The Plan is administered through a committee, whose members are appointed by the Board of Directors of King Kullen. The committee administers or delegates such duties that are required to maintain the financial records of the Plan.

Contributions

Eligible employees may contribute to the Plan not less than 1% nor more than 50% of their annual pretax compensation, not to exceed the permitted Code dollar limit. Further, catch-up contributions by participants are permitted based on Code dollar limits.

The Company may match a percentage of non-collectively bargained employee contributions. Such matching percentage is determined annually by the Board of Directors of King Kullen. Up to March 26, 2011 of the Plan year 2010, the Company contributed 25% of the first 5% of compensation that an employee contributed to the Plan. The Company amended its defined benefit pension plan (the "Retirement Plan for Employees of King Kullen") effective March 26, 2011. In conjunction with this, effective

March 27, 2011, the Company increased its 401(k) match for the remainder of Plan year 2010 and Plan year 2011 to 50% from 25% of the first 5% of compensation that an employee contributes to the Plan.

The Company may make a discretionary contribution to the Plan each year, as determined by the Board of Directors of King Kullen, which will be allocated among all eligible employees, as provided under the terms of the Plan. A discretionary contribution was not made for the Plan year 2011 or Plan year 2010.

The Plan allows participants to transfer contributions to the Plan from other qualified plans. Such transfers, known as rollover contributions, received by the Plan for the Plan years ended September 27, 2012 and September 29, 2011 aggregated $18,221 and $285,461, respectively.

Participants direct the investment of their contributions and Company contributions into any of 19 investment options.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of : (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting of Benefits

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based upon the following years of continuous service:

Years of Service	Percentage
Less than 3	0 %
3 or more	100 %

In addition, a participant will be considered 100% vested if he or she dies or reaches normal retirement age.

Payment of Benefits

Upon termination of service or death, the participant, or the designated beneficiary, may elect to receive a single lump-sum payment in cash. The participant may also elect to transfer his/her vested benefits to another qualified plan or to an individual retirement account. The Plan also allows for certain distributions after a participant attains the age of 59-1/2 or in the event of certain hardships.

Forfeitures

Non-vested benefits of participants of the Plan who incur a one-year break in service are forfeited. If a participant returns to employment with the Company prior to incurring five consecutive one-year breaks in service, the forfeited amount will be restored. Forfeitures will be used to restore the previously forfeited amounts of reemployed participants. Any remaining amounts will be used to reduce Company contributions. Forfeitures aggregated $1,170 and $5,385 for the Plan years ended September 27, 2012 and September 29, 2011, respectively.

Notes Receivable from Participants

At the discretion of, and subject to, the terms as set forth in the Plan, loans may be made to a participant of not less than $1,000 up to a maximum amount equal to the lesser of: (1) $50,000 or (2) one-half of the participant's total vested balance. Interest will be charged at a rate equal to one point above the prime rate and, in general, repayment must be made over a period not to exceed five years. At September 27, 2012, the interest rates on outstanding loans range from 4.25% to 9.25%.

Plan Termination

Although it has not expressed any intent to do so, King Kullen has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, participants then employed will become 100% vested in their accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies consistently applied in the preparation of the financial statements of the Plan:

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("US GAAP"). The Plan year-end is the 52 or 53 weeks ending on the Thursday closest to September 30. Plan year 2011 ended on September 27, 2012 and Plan year 2010 ended on September 29, 2011, both reporting periods of 52 weeks.

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 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. The Plan invests in a guaranteed investment contract through its investment in a Stable Income Fund. As required by ASC 946, the statement of net assets available for benefits includes the fair value of the investment in the Stable Income Fund as well as the adjustment of the investment in the Stable Income Fund from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Investments

ASC Topic 820, "Fair Value Measurements and Disclosures," ("ASC 820") provides 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under 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 Company 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; and
- 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 Plan's investments are held in Massachusetts Mutual Life Insurance Company ("MassMutual") separate investment accounts through group annuity contracts. The separate investment accounts are valued at fair value, which represents contributions made under the contract, plus investment income or loss and capital appreciation or depreciation of the underlying securities held by the separate investment account, less funds used to pay retirement benefits and fund expenses. If available, quoted market prices are used to value investments. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

As the Plan's investments are in separate investment accounts for which MassMutual is the advisor and related and unrelated affiliates of MassMutual are the principal investment managers in the Plan, purchases and sales of these investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

The following table sets forth by level, within the ASC 820 hierarchy, the Plan's assets at fair value as of September 27, 2012:

	Level 1	Level 2	Level 3	Total
Separate stock investment accounts				
Index funds	$ -	$ 1,578,099	$ -	$ 1,578,099
Growth and income fund	-	4,176,268	-	4,176,268
Small cap growth fund	-	3,376,387	-	3,376,387
Value fund	-	579,217	-	579,217
Core equity fund	-	1,024,482	-	1,024,482
International equity funds	-	1,512,694	-	1,512,694
Overseas funds	-	767,583	-	767,583
Total separate stock investment accounts	-	13,014,730	-	13,014,730
Separate bond investment accounts				
Core bond	-	2,553,586	-	2,553,586
Money market fund	-	1,179,758	-	1,179,758
Total separate bond investment accounts	-	3,733,344	-	3,733,344
Separate other investment accounts				
Retirement funds	-	1,706,714	-	1,706,714
Balanced fund	-	2,090,584	-	2,090,584
Total separate other investment accounts	-	3,797,298	-	3,797,298
Guaranteed investment contract	-	-	1,382,968	1,382,968
Total assets at fair value	$ -	$ 20,545,372	$ 1,382,968	$ 21,928,340

The following table sets forth by level, within the ASC 820 hierarchy, the Plan's assets at fair value as of September 29, 2011:

	Level 1	Level 2	Level 3	Total
Separate stock investment accounts				
Index funds	$ -	$ 1,178,813	$ -	$ 1,178,813
Growth and income fund	-	2,933,734	-	2,933,734
Small cap growth fund	-	2,774,214	-	2,774,214
Value fund	-	370,341	-	370,341
Core equity fund	-	805,845	-	805,845
International equity funds	-	1,380,265	-	1,380,265
Overseas funds	-	709,483	-	709,483
Total separate stock investment accounts	-	10,152,695	-	10,152,695
Separate bond investment accounts				
Core bond	-	2,124,103	-	2,124,103
Money market fund	-	1,167,716	-	1,167,716
Total separate bond investment accounts	-	3,291,819	-	3,291,819
Separate other investment accounts				
Retirement funds	-	1,190,696	-	1,190,696
Balanced fund	-	1,784,722	-	1,784,722
Total separate other investment accounts	-	2,975,418	-	2,975,418
Guaranteed investment contract	-	-	1,619,739	1,619,739
Total assets at fair value	$ -	$ 16,419,932	$ 1,619,739	$ 18,039,671

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the fiscal year ended September 27, 2012:

	Guaranteed Investment Contract
Balance September 29, 2011	$ 1,619,739
Purchases	120,334
Sales	(393,633)
Transfers	30,061
Purchases, sales, issuances and settlements (net)	(243,238)
Unrealized gains related to instruments still held at the reporting date	6,467
Balance September 27, 2012	$ 1,382,968

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses related to the MassMutual Group Annuity Contracts were partially paid by the Plan. The Company has paid the balance and other administrative expenses of the Plan.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Risk and Uncertainties

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

3. INVESTMENTS (CERTIFIED BY MASSMUTUAL)

The following investments represent 5% or more of the Plan's net assets available for benefits at September 27, 2012 and September 29, 2011 (Note 2 - Investments):

	September 27, 2012	September 29, 2011
Massachusetts Mutual Life Insurance Company - Separate Investment Accounts		
SIA N5 - Oppenheimer Main Street Growth and Income Fund	$ 2,003,909	$ 1,448,783
SIA X - Indexed Equity	1,578,099	1,178,813
SIA GW - American Growth America	2,172,359	1,484,951
SIA G - Money Market	1,179,758	1,167,716
SIA SC - MM Small Cap Growth	2,449,179	1,920,977
SIA I - International Equity	1,512,694	1,380,265
SIA M - Balanced	2,090,584	1,784,722
SIA E - Core Bond	2,553,586	2,124,103
SIA L2 - Stable Income	1,382,968	1,619,739

The Plan's investments (including investments bought and sold, as well as held during the year) appreciated/(depreciated) in value for the years ended September 27, 2012 and September 29, 2011 as follows:

	September 27, 2012	September 29, 2011
Stock investment accounts	$ 2,456,334	$ (19,510)
Bond investment accounts	154,090	92,290
Guaranteed investment contract	18,407	25,108
Other investment accounts	546,894	18,504
Net appreciation	$ 3,175,725	$ 116,392

4. CERTIFICATION BY MASSMUTUAL

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, MassMutual, has certified that the following information in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of September 27, 2012 and September 29, 2011.
- Investment income and interest income from participant notes receivable, as shown in the statements of changes in net assets available for benefits for the years ended September 27, 2012 and September 29, 2011.
- Schedule H, Line 4i - schedule of assets (held at end of year) as of September 27, 2012.

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information except for comparing such information to the related information included in the financial statements and supplemental schedule.

5. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds for which MassMutual is the advisor. MassMutual is the custodian for the Plan and, therefore, the recordkeeping services provided by MassMutual qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Fees paid by the Plan for the recordkeeping services amounted to $14,977 and $30,588 for the Plan years ended September 27, 2012 and September 29, 2011, respectively.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits according to the financial statements to the Form 5500:

	September 27, 2012	September 29, 2011
Net assets available for benefits per the financial statements	$ 22,780,124	$ 18,818,413
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	42,883	36,416
Net assets available for benefits per the Form 5500	$ 22,823,007	$ 18,854,829

The following is a reconciliation of net increase in net assets available for benefits according to the financial statements to the Form 5500:

	September 27, 2012
Net increase in net assets available for benefits per the financial statements	$ 3,961,711
Adjustment from contract value to fair value for fully benefit-responsive investment contracts - current year	42,883
Adjustment from contract value to fair value for fully benefit-responsive investment contracts - prior year	(36,416)
Net increase in net assets available for benefits per the Form 5500	$ 3,968,178

7. SUBSEQUENT EVENTS

The Plan evaluated events and transactions which occurred subsequent to September 27, 2012 but prior to May 17, 2013, the date the Plan financial statements were available to be issued, for recognition or disclosure. Based on this evaluation, the Company determined that there are no events or transactions which require recognition or disclosure.

SUPPLEMENTAL SCHEDULE

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN
Schedule H, Item 4i - Schedule of Assets Held at End of Year
September 27, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Fair ** Value
*	Massachusetts Mutual Life Insurance Company		
	Separate Investment Account	SIA N5 - Oppenheimer Main Street Growth and Income Fund	$ 2,003,909
	Separate Investment Account	SIA X - Indexed Equity	1,578,099
	Separate Investment Account	SIA A - Core Equity	1,024,482
	Separate Investment Account	SIA SK - Fundamental Value	579,217
	Separate Investment Account	SIA GW - American Growth America	2,172,359
	Separate Investment Account	SIA SC - MM Small Cap Growth	2,449,179
	Separate Investment Account	SIA SY - MM Small Co. Value	927,208
	Separate Investment Account	SIA I - International Equity	1,512,694
	Separate Investment Account	SIA SH - MM Overseas	767,583
	Separate Investment Account	SIA M - Balanced	2,090,584
	Separate Investment Account	SIA J1 - Destination Retirement Income	65,239
	Separate Investment Account	SIA J6 - Destination Retirement 2010	387,686
	Separate Investment Account	SIA K1 - Destination Retirement 2020	633,278
	Separate Investment Account	SIA K6 - Destination Retirement 2030	442,065
	Separate Investment Account	SIA M1 - Destination Retirement 2040	124,993
	Separate Investment Account	SIA H5 - Destination Retirement 2050	53,453
	Separate Investment Account	SIA E - Core Bond	2,553,586
	Separate Investment Account	SIA L2 - Stable Income	1,382,968
	Separate Investment Account	SIA G - Money Market	1,179,758
	Participant loans	4.25% - 9.25%	894,667
	Total investments		$ 22,823,007

* Party-in-interest.
** Cost information is not required for participant-directed investments and, therefore, is not included.

King Kullen Grocery Co., Inc.
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May, 2013

Please Note: The King Kullen 401 (k) Savings and Investment Plan's fiscal year is the 52 or 53 week period ending on the Thursday closest to September 30. This is 364 days or 371 days, respectively, and always results in less or more days than a 365-day year.

The actual fiscal year for the 2011 Plan year was September 30, 2011 through September 27, 2012 (364 days). However, for purposes of electronically filing this Form 5500, the fiscal year dates are being submitted as October 1, 2011 through September 30, 2012, to avoid having the submission incorrectly rejected as a short year; the data contained in this Form 5500 is for the actual fiscal year. The difference in what the submission data would have been as of September 30 compared to the September 27 submission is immaterial.

Financial Statements and Report of
Independent Certified Public Accountants

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN

September 27, 2012 and September 29, 2011

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Committee of the
King Kullen 401(k) Savings and Investment Plan

We were engaged to audit the financial statements of the King Kullen 401(k) Savings and Investment Plan (the "Plan") as of September 27, 2012 and September 29, 2011, and for the years then ended, and the supplemental schedule as of September 27, 2012, as listed in the accompanying table of contents. These financial statements and the 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 Note 4, which was certified by Massachusetts Mutual Life Insurance Company ("MassMutual"), the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that MassMutual holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from MassMutual as of and for the years ended September 27, 2012 and September 29, 2011 that the information provided to the plan administrator by MassMutual is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by MassMutual, have been audited by us in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants 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.

Grant Thornton LLP

Melville, New York
May 17, 2013

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN
Statements of Net Assets Available for Benefits
September 27, 2012 and September 29, 2011

	September 27, 2012	September 29, 2011
ASSETS		
Investments, at fair value	$ 21,928,340	$ 18,039,671
Notes receivable from participants	894,667	815,158
Net assets available for benefits, at fair value	22,823,007	18,854,829
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(42,883)	(36,416)
Net assets available for benefits	$ 22,780,124	$ 18,818,413

The accompanying notes are an integral part of these statements.

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN
Statements of Changes in Net Assets Available for Benefits
Years ended September 27, 2012 and September 29, 2011

	September 27, 2012	September 29, 2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income		
Net appreciation in fair value of investments	$ 3,175,725	$ 116,392
Interest	-	212
Total investment income	3,175,725	116,604
Interest income from participant notes receivable	35,169	37,373
Contributions		
Participating employer	476,385	362,198
Employees	1,734,503	2,059,867
Total contributions	2,210,888	2,422,065
Total additions	5,421,782	2,576,042
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Distributions to participants	1,445,094	1,562,638
Administrative expenses	14,977	30,588
Total deductions	1,460,071	1,593,226
Net increase in net assets available for benefits	3,961,711	982,816
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	18,818,413	17,835,597
End of year	$ 22,780,124	$ 18,818,413

The accompanying notes are an integral part of these statements.

1. DESCRIPTION OF THE PLAN

The following description of the King Kullen 401(k) Savings and Investment Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

Income Tax Status

The Plan was established on October 3, 1999, as a qualified, defined contribution pension plan covering all "Active Participants" (as defined in the Plan) of "Participating Employers" (as defined in the Plan). In the Plan year ended October 2, 2008, the Plan was amended to open participation to one of its collective bargaining units. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The sponsor of the Plan is King Kullen Grocery Co., Inc. ("King Kullen" or the "Company").

The Internal Revenue Service has determined and informed the Company by a letter dated October 28, 2010 that the Plan document meets the applicable qualification requirements of Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code") and, accordingly, its corresponding trust, the Retirement Trust for Employees of King Kullen (As Amended and Restated Effective Generally as of September 28, 1997), is exempt from taxation under Section 501(a) of the Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and believes that as of September 27, 2012 ("Plan year 2011") and September 29, 2011 ("Plan year 2010"), there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for Plan years prior to 2008.

Administration

The Plan is administered through a committee, whose members are appointed by the Board of Directors of King Kullen. The committee administers or delegates such duties that are required to maintain the financial records of the Plan.

Contributions

Eligible employees may contribute to the Plan not less than 1% nor more than 50% of their annual pretax compensation, not to exceed the permitted Code dollar limit. Further, catch-up contributions by participants are permitted based on Code dollar limits.

The Company may match a percentage of non-collectively bargained employee contributions. Such matching percentage is determined annually by the Board of Directors of King Kullen. Up to March 26, 2011 of the Plan year 2010, the Company contributed 25% of the first 5% of compensation that an employee contributed to the Plan. The Company amended its defined benefit pension plan (the "Retirement Plan for Employees of King Kullen") effective March 26, 2011. In conjunction with this, effective

March 27, 2011, the Company increased its 401(k) match for the remainder of Plan year 2010 and Plan year 2011 to 50% from 25% of the first 5% of compensation that an employee contributes to the Plan.

The Company may make a discretionary contribution to the Plan each year, as determined by the Board of Directors of King Kullen, which will be allocated among all eligible employees, as provided under the terms of the Plan. A discretionary contribution was not made for the Plan year 2011 or Plan year 2010.

The Plan allows participants to transfer contributions to the Plan from other qualified plans. Such transfers, known as rollover contributions, received by the Plan for the Plan years ended September 27, 2012 and September 29, 2011 aggregated $18,221 and $285,461, respectively.

Participants direct the investment of their contributions and Company contributions into any of 19 investment options.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of : (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting of Benefits

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based upon the following years of continuous service:

Years of Service	Percentage
Less than 3	0 %
3 or more	100 %

In addition, a participant will be considered 100% vested if he or she dies or reaches normal retirement age.

Payment of Benefits

Upon termination of service or death, the participant, or the designated beneficiary, may elect to receive a single lump-sum payment in cash. The participant may also elect to transfer his/her vested benefits to another qualified plan or to an individual retirement account. The Plan also allows for certain distributions after a participant attains the age of 59-1/2 or in the event of certain hardships.

Forfeitures

Non-vested benefits of participants of the Plan who incur a one-year break in service are forfeited. If a participant returns to employment with the Company prior to incurring five consecutive one-year breaks in service, the forfeited amount will be restored. Forfeitures will be used to restore the previously forfeited amounts of reemployed participants. Any remaining amounts will be used to reduce Company contributions. Forfeitures aggregated $1,170 and $5,385 for the Plan years ended September 27, 2012 and September 29, 2011, respectively.

Notes Receivable from Participants

At the discretion of, and subject to, the terms as set forth in the Plan, loans may be made to a participant of not less than $1,000 up to a maximum amount equal to the lesser of: (1) $50,000 or (2) one-half of the participant's total vested balance. Interest will be charged at a rate equal to one point above the prime rate and, in general, repayment must be made over a period not to exceed five years. At September 27, 2012, the interest rates on outstanding loans range from 4.25% to 9.25%.

Plan Termination

Although it has not expressed any intent to do so, King Kullen has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, participants then employed will become 100% vested in their accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies consistently applied in the preparation of the financial statements of the Plan:

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("US GAAP"). The Plan year-end is the 52 or 53 weeks ending on the Thursday closest to September 30. Plan year 2011 ended on September 27, 2012 and Plan year 2010 ended on September 29, 2011, both reporting periods of 52 weeks.

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 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. The Plan invests in a guaranteed investment contract through its investment in a Stable Income Fund. As required by ASC 946, the statement of net assets available for benefits includes the fair value of the investment in the Stable Income Fund as well as the adjustment of the investment in the Stable Income Fund from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Investments

ASC Topic 820, "Fair Value Measurements and Disclosures," ("ASC 820") provides 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under 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 Company 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; and
- 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 Plan's investments are held in Massachusetts Mutual Life Insurance Company ("MassMutual") separate investment accounts through group annuity contracts. The separate investment accounts are valued at fair value, which represents contributions made under the contract, plus investment income or loss and capital appreciation or depreciation of the underlying securities held by the separate investment account, less funds used to pay retirement benefits and fund expenses. If available, quoted market prices are used to value investments. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

As the Plan's investments are in separate investment accounts for which MassMutual is the advisor and related and unrelated affiliates of MassMutual are the principal investment managers in the Plan, purchases and sales of these investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

The following table sets forth by level, within the ASC 820 hierarchy, the Plan's assets at fair value as of September 27, 2012:

	Level 1	Level 2	Level 3	Total
Separate stock investment accounts				
Index funds	$ -	$ 1,578,099	$ -	$ 1,578,099
Growth and income fund	-	4,176,268	-	4,176,268
Small cap growth fund	-	3,376,387	-	3,376,387
Value fund	-	579,217	-	579,217
Core equity fund	-	1,024,482	-	1,024,482
International equity funds	-	1,512,694	-	1,512,694
Overseas funds	-	767,583	-	767,583
Total separate stock investment accounts	-	13,014,730	-	13,014,730
Separate bond investment accounts				
Core bond	-	2,553,586	-	2,553,586
Money market fund	-	1,179,758	-	1,179,758
Total separate bond investment accounts	-	3,733,344	-	3,733,344
Separate other investment accounts				
Retirement funds	-	1,706,714	-	1,706,714
Balanced fund	-	2,090,584	-	2,090,584
Total separate other investment accounts	-	3,797,298	-	3,797,298
Guaranteed investment contract	-	-	1,382,968	1,382,968
Total assets at fair value	$ -	$ 20,545,372	$ 1,382,968	$ 21,928,340

The following table sets forth by level, within the ASC 820 hierarchy, the Plan's assets at fair value as of September 29, 2011:

	Level 1	Level 2	Level 3	Total
Separate stock investment accounts				
Index funds	$ -	$ 1,178,813	$ -	$ 1,178,813
Growth and income fund	-	2,933,734	-	2,933,734
Small cap growth fund	-	2,774,214	-	2,774,214
Value fund	-	370,341	-	370,341
Core equity fund	-	805,845	-	805,845
International equity funds	-	1,380,265	-	1,380,265
Overseas funds	-	709,483	-	709,483
Total separate stock investment accounts	-	10,152,695	-	10,152,695
Separate bond investment accounts				
Core bond	-	2,124,103	-	2,124,103
Money market fund	-	1,167,716	-	1,167,716
Total separate bond investment accounts	-	3,291,819	-	3,291,819
Separate other investment accounts				
Retirement funds	-	1,190,696	-	1,190,696
Balanced fund	-	1,784,722	-	1,784,722
Total separate other investment accounts	-	2,975,418	-	2,975,418
Guaranteed investment contract	-	-	1,619,739	1,619,739
Total assets at fair value	$ -	$ 16,419,932	$ 1,619,739	$ 18,039,671

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the fiscal year ended September 27, 2012:

	Guaranteed Investment Contract
Balance September 29, 2011	$ 1,619,739
Purchases	120,334
Sales	(393,633)
Transfers	30,061
Purchases, sales, issuances and settlements (net)	(243,238)
Unrealized gains related to instruments still held at the reporting date	6,467
Balance September 27, 2012	$ 1,382,968

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses related to the MassMutual Group Annuity Contracts were partially paid by the Plan. The Company has paid the balance and other administrative expenses of the Plan.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Risk and Uncertainties

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

3. INVESTMENTS (CERTIFIED BY MASSMUTUAL)

The following investments represent 5% or more of the Plan's net assets available for benefits at September 27, 2012 and September 29, 2011 (Note 2 - Investments):

	September 27, 2012	September 29, 2011
Massachusetts Mutual Life Insurance Company - Separate Investment Accounts		
SIA N5 - Oppenheimer Main Street Growth and Income Fund	$ 2,003,909	$ 1,448,783
SIA X - Indexed Equity	1,578,099	1,178,813
SIA GW - American Growth America	2,172,359	1,484,951
SIA G - Money Market	1,179,758	1,167,716
SIA SC - MM Small Cap Growth	2,449,179	1,920,977
SIA I - International Equity	1,512,694	1,380,265
SIA M - Balanced	2,090,584	1,784,722
SIA E - Core Bond	2,553,586	2,124,103
SIA L2 - Stable Income	1,382,968	1,619,739

The Plan's investments (including investments bought and sold, as well as held during the year) appreciated/(depreciated) in value for the years ended September 27, 2012 and September 29, 2011 as follows:

	September 27, 2012	September 29, 2011
Stock investment accounts	$ 2,456,334	$ (19,510)
Bond investment accounts	154,090	92,290
Guaranteed investment contract	18,407	25,108
Other investment accounts	546,894	18,504
Net appreciation	$ 3,175,725	$ 116,392

4. CERTIFICATION BY MASSMUTUAL

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, MassMutual, has certified that the following information in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of September 27, 2012 and September 29, 2011.
- Investment income and interest income from participant notes receivable, as shown in the statements of changes in net assets available for benefits for the years ended September 27, 2012 and September 29, 2011.
- Schedule H, Line 4i - schedule of assets (held at end of year) as of September 27, 2012.

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information except for comparing such information to the related information included in the financial statements and supplemental schedule.

5. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds for which MassMutual is the advisor. MassMutual is the custodian for the Plan and, therefore, the recordkeeping services provided by MassMutual qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Fees paid by the Plan for the recordkeeping services amounted to $14,977 and $30,588 for the Plan years ended September 27, 2012 and September 29, 2011, respectively.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits according to the financial statements to the Form 5500:

	September 27, 2012	September 29, 2011
Net assets available for benefits per the financial statements	$ 22,780,124	$ 18,818,413
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	42,883	36,416
Net assets available for benefits per the Form 5500	$ 22,823,007	$ 18,854,829

The following is a reconciliation of net increase in net assets available for benefits according to the financial statements to the Form 5500:

	September 27, 2012
Net increase in net assets available for benefits per the financial statements	$ 3,961,711
Adjustment from contract value to fair value for fully benefit-responsive investment contracts - current year	42,883
Adjustment from contract value to fair value for fully benefit-responsive investment contracts - prior year	(36,416)
Net increase in net assets available for benefits per the Form 5500	$ 3,968,178

7. SUBSEQUENT EVENTS

The Plan evaluated events and transactions which occurred subsequent to September 27, 2012 but prior to May 17, 2013, the date the Plan financial statements were available to be issued, for recognition or disclosure. Based on this evaluation, the Company determined that there are no events or transactions which require recognition or disclosure.

SUPPLEMENTAL SCHEDULE

KING KULLEN 401(k) SAVINGS AND INVESTMENT PLAN
Schedule H, Item 4i - Schedule of Assets Held at End of Year
September 27, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Fair ** Value
*	Massachusetts Mutual Life Insurance Company		
	Separate Investment Account	SIA N5 - Oppenheimer Main Street Growth and Income Fund	$ 2,003,909
	Separate Investment Account	SIA X - Indexed Equity	1,578,099
	Separate Investment Account	SIA A - Core Equity	1,024,482
	Separate Investment Account	SIA SK - Fundamental Value	579,217
	Separate Investment Account	SIA GW - American Growth America	2,172,359
	Separate Investment Account	SIA SC - MM Small Cap Growth	2,449,179
	Separate Investment Account	SIA SY - MM Small Co. Value	927,208
	Separate Investment Account	SIA I - International Equity	1,512,694
	Separate Investment Account	SIA SH - MM Overseas	767,583
	Separate Investment Account	SIA M - Balanced	2,090,584
	Separate Investment Account	SIA J1 - Destination Retirement Income	65,239
	Separate Investment Account	SIA J6 - Destination Retirement 2010	387,686
	Separate Investment Account	SIA K1 - Destination Retirement 2020	633,278
	Separate Investment Account	SIA K6 - Destination Retirement 2030	442,065
	Separate Investment Account	SIA M1 - Destination Retirement 2040	124,993
	Separate Investment Account	SIA H5 - Destination Retirement 2050	53,453
	Separate Investment Account	SIA E - Core Bond	2,553,586
	Separate Investment Account	SIA L2 - Stable Income	1,382,968
	Separate Investment Account	SIA G - Money Market	1,179,758
	Participant loans	4.25% - 9.25%	894,667
	Total investments		$ 22,823,007

* Party-in-interest.
** Cost information is not required for participant-directed investments and, therefore, is not included.

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name King Kullen 401 (K) Savings and Investment Plan **EIN:** 11-0954404
Plan Sponsor's Name King Kullen Grocery Co., Inc. **PN:** 009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MASSMUTUAL	SIA-A	844,337	1,024,482
*	MASSMUTUAL	SIA-E	2,097,942	2,553,586
*	MASSMUTUAL	SIA-G	1,137,319	1,162,130
*	MASSMUTUAL	SIA-GW	1,845,649	2,172,359
*	MASSMUTUAL	SIA-I	1,164,389	1,512,694
*	MASSMUTUAL	SIA-J1	59,083	65,239
*	MASSMUTUAL	SIA-J6	341,883	387,686

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name King Kullen 401 (K) Savings and Investment Plan **EIN:** 11-0954404
Plan Sponsor's Name King Kullen Grocery Co., Inc. **PN:** 009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MASSMUTUAL	SIA-H5	44,358	53,453
*	MASSMUTUAL	SIA-K1	569,290	633,278
*	MASSMUTUAL	SIA-K6	381,707	442,065
*	MASSMUTUAL	SIA-L2	1,299,335	1,382,968
*	MASSMUTUAL	SIA-M	1,550,708	2,090,584
*	MASSMUTUAL	SIA-M1	103,813	124,993
*	MASSMUTUAL	SIA-N5	1,520,050	2,003,909

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name King Kullen 401 (K) Savings and Investment Plan **EIN:** 11-0954404
Plan Sponsor's Name King Kullen Grocery Co., Inc. **PN:** 009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MASSMUTUAL	SIA-SC	1,805,510	2,449,179
*	MASSMUTUAL	SIA-SH	673,954	767,583
*	MASSMUTUAL	SIA-SK	479,745	579,217
*	MASSMUTUAL	SIA-SY	727,830	927,208
*	MASSMUTUAL	SIA-X	1,217,212	1,578,099
	Participant Loans	4.25 % - 9.25 %		894,667