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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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;
- [ ] 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
PURITY WHOLESALE GROCERS, INC. 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1992

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

PURITY WHOLESALE GROCERS, INC.

5300 BROKEN SOUND BLVD. N.W.
SUITE 110
BOCA RATON, FL 33487

2b Employer Identification Number (EIN)
36-3161525

2c Sponsor's telephone number
561-994-9360

2d Business code (see instructions)
424400

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	JUDITH IMMER
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

PURITY WHOLESALE GROCERS, INC.

5300 BROKEN SOUND BLVD. N.W.
SUITE 110
BOCA RATON, FL 33487

3b Administrator's EIN: 36-3161525

3c Administrator's telephone number: 561-994-9360

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**	236
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**	170
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	52
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	222
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	222
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	212
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
3D 2J 2F 2G 2K 2E 2T 2S

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	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)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
PURITY WHOLESALE GROCERS, INC. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PURITY WHOLESALE GROCERS, INC.

D Employer Identification Number (EIN)
36-3161525

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 50 64	NONE	5714	Yes [X] No [ ]	Yes [X] No [ ]	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 [ ]

(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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 PRINCIPAL PRESERV SEP ACC

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
PURITY WHOLESALE GROCERS, INC. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PURITY WHOLESALE GROCERS, INC.

D Employer Identification Number (EIN)
36-3161525

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	2	0
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)	561723	569790
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9899362	11710640
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	5090675	5993926

		(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	15551762	18274356
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	15551762	18274356

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)	131725	
(B) Participants	2a(1)(B)	1105386	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1237111
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)	24061	
(F) Other	2b(1)(F)	130691	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		154752
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	174765	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		174765
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1236420
c Other income	2c		-3
d Total income. Add all **income** amounts in column (b) and enter total	2d		2803045
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	75115	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		75115
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		51
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5285	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5285
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		80451
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2722594
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: GIMBEL, ABRAMS & SINGER **(2)** EIN: 36-3663184

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
PURITY WHOLESALE GROCERS, INC. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PURITY WHOLESALE GROCERS, INC.

D Employer Identification Number (EIN)
36-3161525

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): 22-1211670

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

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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

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GIMBEL ABRAMS + SINGER

Certified Public Accountants

10 South Riverside Plaza, Chicago, Illinois 60606

312.782.1010 FAX 312.782.6574

cpa@gascpa.com

INDEPENDENT AUDITOR'S REPORT

Trustees
Purity Wholesale Grocers, Inc. 401(k) Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Purity Wholesale Grocers, Inc. 401(k) Retirement Plan which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the supplementary schedule of assets held for investment as of December 31, 2012 on page 14.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing the information with the

related information included in the financial statements and supplementary schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Gimbel Abrams + Singer

October 2, 2013

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
INVESTMENTS (at fair value):		
Guaranteed Investment Contract with Insurance Company:		
Principal Preservation Fund	$5,993,926	$ 5,090,675
Mutual Funds:		
Eaton Vance Large Cap	-	1,018,191
Thornburg International Value	1,663,081	1,508,010
AIM Capital Development A	-	1,026,045
Goldman Sachs Mid Cap	-	267,161
Fidelity Freedom Funds	1,892,354	2,002,607
Prudential Stock Index Fund Z	1,421,751	1,097,834
Growth Fund of America	-	994,028
Oppenheimer Main St. Small Cap Y	1,359,689	1,074,738
Pimco Total Return Bond Admin	1,684,303	910,748
Blackrock EQ Dividend I	1,361,687	-
Harbor Cap Appreciation I	1,154,256	-
Vanguard Extend Mkt Index	1,173,519	-
NOTES RECEIVABLE FROM PARTICIPANTS	569,790	561,725
NET ASSETS AVAILABLE FOR BENEFITS	$18,274,356	$15,551,762

SEE NOTES TO FINANCIAL STATEMENTS

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income:		
Net appreciation in fair value of mutual funds	$ 1,236,420	
Interest income, guaranteed investment contract	130,691	
Interest income, notes receivable from participants	24,061	
Dividend income, mutual funds	174,765	$ 1,565,937
Contributions:		
Employer	131,725	
Employee	1,105,386	1,237,111
Total Additions		2,803,048
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	75,115	
Loan note distributions	51	
Administrative expenses	5,288	
Total Deductions		80,454
NET INCREASE		2,722,594
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		15,551,762
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR		$18,274,356

SEE NOTES TO FINANCIAL STATEMENTS

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN:

The following description of the Purity Wholesale Grocers, Inc. ("Purity") 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General. The Plan is a defined contribution plan covering all full-time employees of Purity who have six months of service and are twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions. Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan, up to $17,000. Participants over 50 years of age may elect to contribute an additional $5,500 in accordance with Internal Revenue Service regulations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Purity contributes 50% of each participant's elective deferral contributions not exceeding $1,000 for each Plan year. Eligible employees who do not make an election to forgo participation in the Plan are deemed to elect to contribute 3% of pretax compensation.

3. Participant Accounts. Each participant's account is credited with the participant's contribution and allocations of (a) Purity'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.

4. Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on continuous years of service. A participant is 100 percent vested after five years of credited service.

5. Investment Options. Upon enrollment in the Plan, a participant may direct employee contributions in a variety of investment options with differing investment strategies. Participants may change their investment options at any time.

NOTE 1 - DESCRIPTION OF PLAN: (continued)

6. Notes Receivable from Participants. Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at prime (3.25% at December 31, 2012) plus 1%. Principal and interest is paid ratably through payroll deductions.

7. Payment of Benefits. Upon termination of service, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

8. Forfeited Accounts. Forfeited nonvested accounts totaling $9,577 at December 31, 2012 will be used to reduce future employer contributions or for Plan expenses. At December 31, 2011, forfeited nonvested accounts totaled $2,999. Forfeited accounts of $4,185 were used to reduce employer contributions during the year ended December 31, 2012.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES:

Basis of Accounting:

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition:

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. The investment in the guaranteed investment contract is stated at contract value as reported to the Plan by the investment custodian.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES: (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants:
Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest. If a participant ceases to make loan repayments and the loan is deemed to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits:
Benefits are recorded when paid.

Expenses.
Purity absorbs the majority of the Plan's administrative expenses.

Subsequent Events:
Management has evaluated subsequent events through October 2, 2013, the date the financial statements were available to be issued, and identified no such events requiring disclosure.

NOTE 3 - INVESTMENT CONTRACT WITH INSURANCE COMPANY:

The Plan had an investment contract with Prudential Retirement Insurance and Annuity Company (Prudential) to be the Plan's investment custodian and trustee. Prudential maintained the contributions in mutual funds and in a guaranteed investment contract. The accounts were credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by Prudential. Effective March 1, 2013 the investment contract was terminated (Note 11).

NOTE 4 - GUARANTEED INVESTMENT CONTRACT:

The Plan entered into a fully benefit-responsive guaranteed investment contract with Prudential. Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Prudential is contractually obligated to repay the principal and a specified interest determined semiannually to the Plan.

NOTE 4 - GUARANTEED INVESTMENT CONTRACT:

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented in the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was $5,993,926 and $5,090,675, respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed semiannually for resetting.

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

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

Average yields:	2012	2011
Based on actual earnings	2.42%	2.75%
Based on interest rate credited to participants	2.42%	2.75%

NOTE 5 - FAIR VALUE MEASUREMENTS:

The framework for measuring fair value provided a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

1. Level 1 inputs consist of unadjusted quoted prices for identical assets in active markets that the plan has the ability to access. Inputs to the valuation methodology include (a) quoted market prices for similar assets in active markets and, (b) quoted prices for identical or similar assets in inactive markets.

2. Level 2 inputs include other observable inputs that are derived from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the Level 2 input must be observable for the full term of the asset.

3. Level 3 inputs are unobservable and significant to the fair value measurement. The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Level 1 Fair Values Measurements

The fair values of mutual funds are based on quoted net asset values of the shares held by the Plan at year-end.

Level 3 Fair Value Measurements

The guaranteed investment contract is not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is stated at contract value representing contributions, plus earnings, less participant withdrawals and administrative expenses.

NOTE 5 - FAIR VALUE MEASUREMENTS: (continued)

The following table provides further details of the fair value measurements.

		Fair Value Measurements Using:	
	Fair Value	Level 1	Level 3
December 31, 2012			
Mutual funds	$ 11,710,640	$ 11,710,640	$ 0
Guaranteed investment contract	5,993,926	0	5,993,926
Total	$17,704,566	$ 11,710,640	$5,993,926
December 31, 2011			
Mutual funds	$9,899,362	$9,899,362	$ 0
Guaranteed investment contract	5,090,675	0	5,090,675
Total	$14,990,037	$9,899,362	$5,090,675

The following summarizes the changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011:

December 31, 2012	
Beginning balance, guaranteed investment contract	$ 5,090,675
Interest income	130,691
Purchases	865,904
Sales	(93,344)
Ending balance, guaranteed investment contract	$ 5,993,926
December 31, 2011	
Beginning balance, guaranteed investment contract	$ 3,680,545
Interest income	115,303
Purchases	1,411,765
Sales	(116,938)
Ending balance, guaranteed investment contract	$ 5,090,675

Gains and losses (realized and unrealized) on investments in mutual funds included in changes in net assets available for benefits for the year ended December 31, 2012 are reported in net appreciation in fair value of investments.

NOTE 6 - INVESTMENTS:

Prudential certified that the amounts included in investments at fair value, notes receivable from participants, interest and dividend income and net appreciation in fair value of investments in the financial statements and accompanying schedule of assets held for investment are complete and accurate.

The following are investments that represent five percent or more of the Plan's net assets:

	December 31,	
	2012	2011
Principal Preservation Fund	$5,993,926	$5,090,675
Eaton Vance Large Cap	-	1,018,191
Thornburg International Value	1,663,081	1,508,010
Aim Capital Development A	-	1,026,045
Prudential Stock Index Fund Z	1,421,751	1,097,834
Growth Fund of America	-	994,028
Oppenheimer Main St. Small Cap Y	1,359,689	1,074,738
Pimco Total Return Bond Admin	1,684,303	910,748
Blackrock EQ Dividend I	1,361,687	-
Harbor Cap Appreciation I	1,154,256	-
Vanguard Extend Mkt Index	1,173,519	-

NOTE 7 - PLAN TERMINATION:

Although it has not expressed any intent to do so, Purity has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

NOTE 8 - TAX STATUS:

The Internal Revenue Service has determined and informed the Company that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

NOTE 8 - TAX STATUS: (continued)

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 (or asset) 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 has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 9 - RISKS AND UNCERTAINTIES:

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

NOTE 10 - RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds and a guaranteed investment contract managed by Prudential. Prudential is the Plan investment custodian and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to $5,287 for the year ended December 31, 2012.

NOTE 11 - SUBSEQUENT EVENT:

Effective March 1, 2013, Purity accepted Prudential's resignation as trustee and appointed State Street Bank and Trust Company as the new trustee. On that date, all outstanding investments were converted to cash and then invested in a stable value fund and a variety of mutual funds with differing investment strategies as directed by the plan participants. All other terms of the Plan remain unchanged.

SUPPLEMENTARY INFORMATION

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT

DECEMBER 31, 2012

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

Plan Name: Purity Wholesale Grocers, Inc. 401(k) Retirement Plan
FEIN: 36-3161525
Plan Number: 001

(a)	(b) Identity of Issue	(c) Description of Investment	Cost	(e) Current Value
*	Prudential Retirement Ins. & Annuity Co.	Principal Preserv Sep Acc		$ 5,993,926
	Oppen Main St Small Cap Y	Oppen Main St. Small Cap Y		1,359,689
	Blackrock Equity Dividend I	Blackrock EQ Dividend I		1,361,687
	Thornburg Intl Val R5	Thornburg Intl Val R5		1,663,081
	Harbor Cap Apprec I	Harbor Cap Appreciation I		1,154,256
	Pimco Total Return Bond Admin	Pimco Total Return Bond Admin		1,684,303
	Vanguard Extended Mkt Index	Vanguard Extended Mkt Index		1,173,519
	Fidelity Adv Free 2005 A	Fidelity Adv Free 2005 A		34,758
	Fidelity Adv Free 2010 A	Fidelity Adv Free 2010 A		12,407
	Fidelity Adv Free 2015 A	Fidelity Adv Free 2015 A		79,318
	Fidelity Adv Free 2020 A	Fidelity Adv Free 2020 A		576,879
	Fidelity Adv Free 2025 A	Fidelity Adv Free 2025 A		72,833
	Fidelity Adv Free 2030 A	Fidelity Adv Free 2030 A		535,328
	Fidelity Adv Free 2035 A	Fidelity Adv Free 2035 A		281,419
	Fidelity Adv Free 2040 A	Fidelity Adv Free 2040 A		247,107
	Fidelity Adv Free 2045 A	Fidelity Adv Free 2045 A		4,244
	Fidelity Adv Free 2050 A	Fidelity Adv Free 2050 A		21,923
*	Prudential Mutual Fds	Prudential Stock Index Fund Z		1,421,751
	Growth Fund of Amer R3	Growth Fund of America R3		-
	Fidelity Adv Freedom Inc FD CL	Fidelity Adv Freedom Inc FD CL		26,138
*	Participant loans	4.25% — 9.25%	$ 0	569,790
				$18,274,356

* Parties-in-interest

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

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GIMBEL ABRAMS + SINGER

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INDEPENDENT AUDITOR'S REPORT

Trustees
Purity Wholesale Grocers, Inc. 401(k) Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Purity Wholesale Grocers, Inc. 401(k) Retirement Plan which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the supplementary schedule of assets held for investment as of December 31, 2012 on page 14.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing the information with the

related information included in the financial statements and supplementary schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Gimbel Abrams + Singer

October 2, 2013

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
INVESTMENTS (at fair value):		
Guaranteed Investment Contract with Insurance Company:		
Principal Preservation Fund	$5,993,926	$ 5,090,675
Mutual Funds:		
Eaton Vance Large Cap	-	1,018,191
Thornburg International Value	1,663,081	1,508,010
AIM Capital Development A	-	1,026,045
Goldman Sachs Mid Cap	-	267,161
Fidelity Freedom Funds	1,892,354	2,002,607
Prudential Stock Index Fund Z	1,421,751	1,097,834
Growth Fund of America	-	994,028
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Pimco Total Return Bond Admin	1,684,303	910,748
Blackrock EQ Dividend I	1,361,687	-
Harbor Cap Appreciation I	1,154,256	-
Vanguard Extend Mkt Index	1,173,519	-
NOTES RECEIVABLE FROM PARTICIPANTS	569,790	561,725
NET ASSETS AVAILABLE FOR BENEFITS	$18,274,356	$15,551,762

SEE NOTES TO FINANCIAL STATEMENTS

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income:		
Net appreciation in fair value of mutual funds	$ 1,236,420	
Interest income, guaranteed investment contract	130,691	
Interest income, notes receivable from participants	24,061	
Dividend income, mutual funds	174,765	$ 1,565,937
Contributions:		
Employer	131,725	
Employee	1,105,386	1,237,111
Total Additions		2,803,048
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	75,115	
Loan note distributions	51	
Administrative expenses	5,288	
Total Deductions		80,454
NET INCREASE		2,722,594
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		15,551,762
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR		$18,274,356

SEE NOTES TO FINANCIAL STATEMENTS

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN:

The following description of the Purity Wholesale Grocers, Inc. ("Purity") 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General. The Plan is a defined contribution plan covering all full-time employees of Purity who have six months of service and are twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions. Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan, up to $17,000. Participants over 50 years of age may elect to contribute an additional $5,500 in accordance with Internal Revenue Service regulations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Purity contributes 50% of each participant's elective deferral contributions not exceeding $1,000 for each Plan year. Eligible employees who do not make an election to forgo participation in the Plan are deemed to elect to contribute 3% of pretax compensation.

3. Participant Accounts. Each participant's account is credited with the participant's contribution and allocations of (a) Purity'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.

4. Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on continuous years of service. A participant is 100 percent vested after five years of credited service.

5. Investment Options. Upon enrollment in the Plan, a participant may direct employee contributions in a variety of investment options with differing investment strategies. Participants may change their investment options at any time.

NOTE 1 - DESCRIPTION OF PLAN: (continued)

6. Notes Receivable from Participants. Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at prime (3.25% at December 31, 2012) plus 1%. Principal and interest is paid ratably through payroll deductions.

7. Payment of Benefits. Upon termination of service, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

8. Forfeited Accounts. Forfeited nonvested accounts totaling $9,577 at December 31, 2012 will be used to reduce future employer contributions or for Plan expenses. At December 31, 2011, forfeited nonvested accounts totaled $2,999. Forfeited accounts of $4,185 were used to reduce employer contributions during the year ended December 31, 2012.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES:

Basis of Accounting:

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition:

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. The investment in the guaranteed investment contract is stated at contract value as reported to the Plan by the investment custodian.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES: (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants:
Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest. If a participant ceases to make loan repayments and the loan is deemed to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits:
Benefits are recorded when paid.

Expenses.
Purity absorbs the majority of the Plan's administrative expenses.

Subsequent Events:
Management has evaluated subsequent events through October 2, 2013, the date the financial statements were available to be issued, and identified no such events requiring disclosure.

NOTE 3 - INVESTMENT CONTRACT WITH INSURANCE COMPANY:

The Plan had an investment contract with Prudential Retirement Insurance and Annuity Company (Prudential) to be the Plan's investment custodian and trustee. Prudential maintained the contributions in mutual funds and in a guaranteed investment contract. The accounts were credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by Prudential. Effective March 1, 2013 the investment contract was terminated (Note 11).

NOTE 4 - GUARANTEED INVESTMENT CONTRACT:

The Plan entered into a fully benefit-responsive guaranteed investment contract with Prudential. Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Prudential is contractually obligated to repay the principal and a specified interest determined semiannually to the Plan.

NOTE 4 - GUARANTEED INVESTMENT CONTRACT:

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented in the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was $5,993,926 and $5,090,675, respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed semiannually for resetting.

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

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

Average yields:	2012	2011
Based on actual earnings	2.42%	2.75%
Based on interest rate credited to participants	2.42%	2.75%

NOTE 5 - FAIR VALUE MEASUREMENTS:

The framework for measuring fair value provided a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

1. Level 1 inputs consist of unadjusted quoted prices for identical assets in active markets that the plan has the ability to access. Inputs to the valuation methodology include (a) quoted market prices for similar assets in active markets and, (b) quoted prices for identical or similar assets in inactive markets.

2. Level 2 inputs include other observable inputs that are derived from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the Level 2 input must be observable for the full term of the asset.

3. Level 3 inputs are unobservable and significant to the fair value measurement. The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Level 1 Fair Values Measurements

The fair values of mutual funds are based on quoted net asset values of the shares held by the Plan at year-end.

Level 3 Fair Value Measurements

The guaranteed investment contract is not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is stated at contract value representing contributions, plus earnings, less participant withdrawals and administrative expenses.

NOTE 5 - FAIR VALUE MEASUREMENTS: (continued)

The following table provides further details of the fair value measurements.

		Fair Value Measurements Using:	
	Fair Value	Level 1	Level 3
December 31, 2012			
Mutual funds	$ 11,710,640	$ 11,710,640	$ 0
Guaranteed investment contract	5,993,926	0	5,993,926
Total	$17,704,566	$ 11,710,640	$5,993,926
December 31, 2011			
Mutual funds	$9,899,362	$9,899,362	$ 0
Guaranteed investment contract	5,090,675	0	5,090,675
Total	$14,990,037	$9,899,362	$5,090,675

The following summarizes the changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011:

December 31, 2012	
Beginning balance, guaranteed investment contract	$ 5,090,675
Interest income	130,691
Purchases	865,904
Sales	(93,344)
Ending balance, guaranteed investment contract	$ 5,993,926
December 31, 2011	
Beginning balance, guaranteed investment contract	$ 3,680,545
Interest income	115,303
Purchases	1,411,765
Sales	(116,938)
Ending balance, guaranteed investment contract	$ 5,090,675

Gains and losses (realized and unrealized) on investments in mutual funds included in changes in net assets available for benefits for the year ended December 31, 2012 are reported in net appreciation in fair value of investments.

NOTE 6 - INVESTMENTS:

Prudential certified that the amounts included in investments at fair value, notes receivable from participants, interest and dividend income and net appreciation in fair value of investments in the financial statements and accompanying schedule of assets held for investment are complete and accurate.

The following are investments that represent five percent or more of the Plan's net assets:

	December 31,	
	2012	2011
Principal Preservation Fund	$5,993,926	$5,090,675
Eaton Vance Large Cap	-	1,018,191
Thornburg International Value	1,663,081	1,508,010
Aim Capital Development A	-	1,026,045
Prudential Stock Index Fund Z	1,421,751	1,097,834
Growth Fund of America	-	994,028
Oppenheimer Main St. Small Cap Y	1,359,689	1,074,738
Pimco Total Return Bond Admin	1,684,303	910,748
Blackrock EQ Dividend I	1,361,687	-
Harbor Cap Appreciation I	1,154,256	-
Vanguard Extend Mkt Index	1,173,519	-

NOTE 7 - PLAN TERMINATION:

Although it has not expressed any intent to do so, Purity has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

NOTE 8 - TAX STATUS:

The Internal Revenue Service has determined and informed the Company that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

NOTE 8 - TAX STATUS: (continued)

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 (or asset) 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 has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 9 - RISKS AND UNCERTAINTIES:

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

NOTE 10 - RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds and a guaranteed investment contract managed by Prudential. Prudential is the Plan investment custodian and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to $5,287 for the year ended December 31, 2012.

NOTE 11 - SUBSEQUENT EVENT:

Effective March 1, 2013, Purity accepted Prudential's resignation as trustee and appointed State Street Bank and Trust Company as the new trustee. On that date, all outstanding investments were converted to cash and then invested in a stable value fund and a variety of mutual funds with differing investment strategies as directed by the plan participants. All other terms of the Plan remain unchanged.

SUPPLEMENTARY INFORMATION

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT

DECEMBER 31, 2012

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

Plan Name: Purity Wholesale Grocers, Inc. 401(k) Retirement Plan
FEIN: 36-3161525
Plan Number: 001

(a)	(b) Identity of Issue	(c) Description of Investment	Cost	(e) Current Value
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	Fidelity Adv Free 2045 A	Fidelity Adv Free 2045 A		4,244
	Fidelity Adv Free 2050 A	Fidelity Adv Free 2050 A		21,923
*	Prudential Mutual Fds	Prudential Stock Index Fund Z		1,421,751
	Growth Fund of Amer R3	Growth Fund of America R3		-
	Fidelity Adv Freedom Inc FD CL	Fidelity Adv Freedom Inc FD CL		26,138
*	Participant loans	4.25% — 9.25%	$ 0	569,790
				$18,274,356

* Parties-in-interest

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

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GIMBEL ABRAMS + SINGER

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INDEPENDENT AUDITOR'S REPORT

Trustees
Purity Wholesale Grocers, Inc. 401(k) Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Purity Wholesale Grocers, Inc. 401(k) Retirement Plan which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the supplementary schedule of assets held for investment as of December 31, 2012 on page 14.

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

Gimbel Abrams + Singer

October 2, 2013

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

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DECEMBER 31, 2012 AND 2011

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PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

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AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

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NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR		$18,274,356

SEE NOTES TO FINANCIAL STATEMENTS

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN:

The following description of the Purity Wholesale Grocers, Inc. ("Purity") 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General. The Plan is a defined contribution plan covering all full-time employees of Purity who have six months of service and are twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions. Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan, up to $17,000. Participants over 50 years of age may elect to contribute an additional $5,500 in accordance with Internal Revenue Service regulations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Purity contributes 50% of each participant's elective deferral contributions not exceeding $1,000 for each Plan year. Eligible employees who do not make an election to forgo participation in the Plan are deemed to elect to contribute 3% of pretax compensation.

3. Participant Accounts. Each participant's account is credited with the participant's contribution and allocations of (a) Purity'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.

4. Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on continuous years of service. A participant is 100 percent vested after five years of credited service.

5. Investment Options. Upon enrollment in the Plan, a participant may direct employee contributions in a variety of investment options with differing investment strategies. Participants may change their investment options at any time.

NOTE 1 - DESCRIPTION OF PLAN: (continued)

6. Notes Receivable from Participants. Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at prime (3.25% at December 31, 2012) plus 1%. Principal and interest is paid ratably through payroll deductions.

7. Payment of Benefits. Upon termination of service, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

8. Forfeited Accounts. Forfeited nonvested accounts totaling $9,577 at December 31, 2012 will be used to reduce future employer contributions or for Plan expenses. At December 31, 2011, forfeited nonvested accounts totaled $2,999. Forfeited accounts of $4,185 were used to reduce employer contributions during the year ended December 31, 2012.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES:

Basis of Accounting:

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition:

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. The investment in the guaranteed investment contract is stated at contract value as reported to the Plan by the investment custodian.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES: (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants:
Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest. If a participant ceases to make loan repayments and the loan is deemed to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits:
Benefits are recorded when paid.

Expenses.
Purity absorbs the majority of the Plan's administrative expenses.

Subsequent Events:
Management has evaluated subsequent events through October 2, 2013, the date the financial statements were available to be issued, and identified no such events requiring disclosure.

NOTE 3 - INVESTMENT CONTRACT WITH INSURANCE COMPANY:

The Plan had an investment contract with Prudential Retirement Insurance and Annuity Company (Prudential) to be the Plan's investment custodian and trustee. Prudential maintained the contributions in mutual funds and in a guaranteed investment contract. The accounts were credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by Prudential. Effective March 1, 2013 the investment contract was terminated (Note 11).

NOTE 4 - GUARANTEED INVESTMENT CONTRACT:

The Plan entered into a fully benefit-responsive guaranteed investment contract with Prudential. Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Prudential is contractually obligated to repay the principal and a specified interest determined semiannually to the Plan.

NOTE 4 - GUARANTEED INVESTMENT CONTRACT:

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented in the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was $5,993,926 and $5,090,675, respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed semiannually for resetting.

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

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

Average yields:	2012	2011
Based on actual earnings	2.42%	2.75%
Based on interest rate credited to participants	2.42%	2.75%

NOTE 5 - FAIR VALUE MEASUREMENTS:

The framework for measuring fair value provided a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

1. Level 1 inputs consist of unadjusted quoted prices for identical assets in active markets that the plan has the ability to access. Inputs to the valuation methodology include (a) quoted market prices for similar assets in active markets and, (b) quoted prices for identical or similar assets in inactive markets.

2. Level 2 inputs include other observable inputs that are derived from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the Level 2 input must be observable for the full term of the asset.

3. Level 3 inputs are unobservable and significant to the fair value measurement. The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Level 1 Fair Values Measurements

The fair values of mutual funds are based on quoted net asset values of the shares held by the Plan at year-end.

Level 3 Fair Value Measurements

The guaranteed investment contract is not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is stated at contract value representing contributions, plus earnings, less participant withdrawals and administrative expenses.

NOTE 5 - FAIR VALUE MEASUREMENTS: (continued)

The following table provides further details of the fair value measurements.

		Fair Value Measurements Using:	
	Fair Value	Level 1	Level 3
December 31, 2012			
Mutual funds	$ 11,710,640	$ 11,710,640	$ 0
Guaranteed investment contract	5,993,926	0	5,993,926
Total	$17,704,566	$ 11,710,640	$5,993,926
December 31, 2011			
Mutual funds	$9,899,362	$9,899,362	$ 0
Guaranteed investment contract	5,090,675	0	5,090,675
Total	$14,990,037	$9,899,362	$5,090,675

The following summarizes the changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011:

December 31, 2012	
Beginning balance, guaranteed investment contract	$ 5,090,675
Interest income	130,691
Purchases	865,904
Sales	(93,344)
Ending balance, guaranteed investment contract	$ 5,993,926
December 31, 2011	
Beginning balance, guaranteed investment contract	$ 3,680,545
Interest income	115,303
Purchases	1,411,765
Sales	(116,938)
Ending balance, guaranteed investment contract	$ 5,090,675

Gains and losses (realized and unrealized) on investments in mutual funds included in changes in net assets available for benefits for the year ended December 31, 2012 are reported in net appreciation in fair value of investments.

NOTE 6 - INVESTMENTS:

Prudential certified that the amounts included in investments at fair value, notes receivable from participants, interest and dividend income and net appreciation in fair value of investments in the financial statements and accompanying schedule of assets held for investment are complete and accurate.

The following are investments that represent five percent or more of the Plan's net assets:

	December 31,	
	2012	2011
Principal Preservation Fund	$5,993,926	$5,090,675
Eaton Vance Large Cap	-	1,018,191
Thornburg International Value	1,663,081	1,508,010
Aim Capital Development A	-	1,026,045
Prudential Stock Index Fund Z	1,421,751	1,097,834
Growth Fund of America	-	994,028
Oppenheimer Main St. Small Cap Y	1,359,689	1,074,738
Pimco Total Return Bond Admin	1,684,303	910,748
Blackrock EQ Dividend I	1,361,687	-
Harbor Cap Appreciation I	1,154,256	-
Vanguard Extend Mkt Index	1,173,519	-

NOTE 7 - PLAN TERMINATION:

Although it has not expressed any intent to do so, Purity has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

NOTE 8 - TAX STATUS:

The Internal Revenue Service has determined and informed the Company that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

NOTE 8 - TAX STATUS: (continued)

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 (or asset) 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 has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 9 - RISKS AND UNCERTAINTIES:

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

NOTE 10 - RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds and a guaranteed investment contract managed by Prudential. Prudential is the Plan investment custodian and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to $5,287 for the year ended December 31, 2012.

NOTE 11 - SUBSEQUENT EVENT:

Effective March 1, 2013, Purity accepted Prudential's resignation as trustee and appointed State Street Bank and Trust Company as the new trustee. On that date, all outstanding investments were converted to cash and then invested in a stable value fund and a variety of mutual funds with differing investment strategies as directed by the plan participants. All other terms of the Plan remain unchanged.

SUPPLEMENTARY INFORMATION

PURITY WHOLESALE GROCERS, INC.
401(k) RETIREMENT PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT

DECEMBER 31, 2012

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

Plan Name: Purity Wholesale Grocers, Inc. 401(k) Retirement Plan
FEIN: 36-3161525
Plan Number: 001

(a)	(b) Identity of Issue	(c) Description of Investment	Cost	(e) Current Value
*	Prudential Retirement Ins. & Annuity Co.	Principal Preserv Sep Acc		$ 5,993,926
	Oppen Main St Small Cap Y	Oppen Main St. Small Cap Y		1,359,689
	Blackrock Equity Dividend I	Blackrock EQ Dividend I		1,361,687
	Thornburg Intl Val R5	Thornburg Intl Val R5		1,663,081
	Harbor Cap Apprec I	Harbor Cap Appreciation I		1,154,256
	Pimco Total Return Bond Admin	Pimco Total Return Bond Admin		1,684,303
	Vanguard Extended Mkt Index	Vanguard Extended Mkt Index		1,173,519
	Fidelity Adv Free 2005 A	Fidelity Adv Free 2005 A		34,758
	Fidelity Adv Free 2010 A	Fidelity Adv Free 2010 A		12,407
	Fidelity Adv Free 2015 A	Fidelity Adv Free 2015 A		79,318
	Fidelity Adv Free 2020 A	Fidelity Adv Free 2020 A		576,879
	Fidelity Adv Free 2025 A	Fidelity Adv Free 2025 A		72,833
	Fidelity Adv Free 2030 A	Fidelity Adv Free 2030 A		535,328
	Fidelity Adv Free 2035 A	Fidelity Adv Free 2035 A		281,419
	Fidelity Adv Free 2040 A	Fidelity Adv Free 2040 A		247,107
	Fidelity Adv Free 2045 A	Fidelity Adv Free 2045 A		4,244
	Fidelity Adv Free 2050 A	Fidelity Adv Free 2050 A		21,923
*	Prudential Mutual Fds	Prudential Stock Index Fund Z		1,421,751
	Growth Fund of Amer R3	Growth Fund of America R3		-
	Fidelity Adv Freedom Inc FD CL	Fidelity Adv Freedom Inc FD CL		26,138
*	Participant loans	4.25% — 9.25%	$ 0	569,790
				$18,274,356

* Parties-in-interest