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 10/01/2012 and ending 09/30/2013

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
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 03/31/1983

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

STATER BROS. MARKETS

301 SOUTH TIPPECANOE AVENUE
SAN BERNARDINO, CA 92408

2b Employer Identification Number (EIN) 95-2586175

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

2d Business code (see instructions) 445110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/01/2014	GEORGE FRAHM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	961
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**	906
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	13
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	920
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	921
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	921
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
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:
2E 3D

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)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

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

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-2586175

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-1687665-001	C	0

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-1687665-001	C	0

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-1687665-001	C	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

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

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-2586175

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1000000	1000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	48774	44742
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1051644	5190960
(2) U.S. Government securities	1c(2)	4192246	3350184
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	1558948	2004537
(B) All other	1c(3)(B)	836818	1132336
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	5485630	
(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)		3031698
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3174314	2763163

			(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	17348374	18517620
	Liabilities			
g	Benefit claims payable	1g		20654
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	20654
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	17348374	18496966

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1000000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1000000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	730	
	(B) U.S. Government securities	2b(1)(B)	110572	
	(C) Corporate debt instruments	2b(1)(C)	109474	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	80559	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		301335
	(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)	315	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		315
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	28391230	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	28542256	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-151026
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-194930	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-194930

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1295661
(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)		90698
c Other income	2c		882
d Total income. Add all **income** amounts in column (b) and enter total	2d		2342935
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1194343	
(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)		1194343
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1194343
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1148592
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SWENSON CORPORATION **(2)** EIN: 03-3030586

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

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

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

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 10/01/2012 and ending 09/30/2013

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

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-2586175

Part I Distributions

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

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

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

EIN(s): 06-6379101

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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):

Swenson
CORPORATION

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

FINANCIAL STATEMENTS

September 30, 2013 and 2012

Table of Contents

	Page
Report of Independent Auditors	1
Financial Statements	
Statements of Net Assets Available for Plan Benefits	3
Statements of Changes in Net Assets Available for Plan Benefits	4
Notes to Financial Statements	5
Supplemental Schedules	
Schedule H, line 4i - Schedule of Assets (Held at End of Year)	13
Schedule H, line 4j – Schedule of Reportable Transactions in Excess of 5% of Plan Assets	20

Swenson
CORPORATION

REPORT OF INDEPENDENT AUDITORS

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Profit Sharing Plan for Employees of Stater Bros. Markets, which comprise the statements of net assets available for plan benefits as of September 30, 2013 and 2012, and the related statement of changes in net assets available for plan benefits for the years ended September 30, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Bank of America, N.A., the trustee of the plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of September 30, 2013 and 2012 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.

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

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CORPORATION

Other Matter

The supplemental schedules of Schedule H, line 4i - Schedule of Assets (Held at End of Year) and Schedule H, line 4j - Schedule of Reportable Transactions in Excess of 5% of Plan Assets are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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 schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Swenson Corporation

SWENSON CORPORATION

June 11, 2014

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Statements of Net Assets Available for Plan Benefits

September 30, 2013 and 2012

ASSETS

	2013	2012
Cash equivalents	**$ 5,190,960**	$ 1,051,644
Investments at fair value:		
U.S. government securities	**3,350,184**	4,192,246
Corporate bonds	**3,136,873**	2,395,766
Asset backed securities	**1,033,978**	1,436,785
Mortgage backed securities	**1,615,927**	1,676,852
Other fixed income	**113,258**	60,677
Common collective trust	**-**	5,485,630
Mutual Funds	**3,031,698**	-
Total investments	**12,281,918**	15,247,956
Employer contribution receivable	**1,000,000**	1,000,000
Accrued investment income	**44,742**	48,774
Net assets available for plan benefits	**$ 18,517,620**	$ 17,348,374

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Statements of Changes in Net Assets Available for Plan Benefits

For the Years Ended September 30, 2013 and 2012

ADDITIONS

	2013	2012
Additions to net assets attributed to:		
Investment income:		
Interest and dividend income	$ 302,532	$ 381,930
Net appreciation in fair value of investments	1,040,402	1,242,071
	1,342,934	1,624,001
Contributions:		
Employer	1,000,000	1,000,000
Total additions	2,342,934	2,624,001

DEDUCTIONS

Deductions from net assets attributed to:		
Benefit payments	1,173,688	737,277
Total deductions	1,173,688	737,277
Net increase	1,169,246	1,886,724
Net assets available for plan benefits, beginning of year, at fair value	17,348,374	15,461,650
Net assets available for plan benefits, end of year, at fair value	$ 18,517,620	$ 17,348,374

See accompanying notes and report of independent auditors.

Swenson

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

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

General

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

Eligibility

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

Contributions and vesting

The Company makes discretionary profit sharing contributions as determined by the Board of Directors of the Company. For the years ended September 30, 2013 and 2012, the Company made discretionary profit sharing contributions of $1,000,000 and $1,000,000, respectively, to all eligible participants. Profit sharing contributions and the earnings thereon vest on a six or seven-year graduated schedule, based upon years of service and date participant became eligible.

Participant accounts

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

Benefit obligations

In conformity with guidance for accounting and disclosure by employee benefit plans, benefit obligations to terminated employees who have withdrawn from participation in the Plan are not accrued in the statements of net assets available for plan benefits; rather, such amounts are disclosed in the notes to the financial statements. There were no such benefit obligations as of September 30, 2013 and 2012.

(Continued)

Swenson

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

Payment of benefits

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

Benefits are recorded when paid.

Forfeitures

Forfeitures of non-vested account balances are used to pay Plan expenses or allocated to participants. For the years ended September 30, 2013 and 2012, the Plan did not use any of the forfeiture balance to pay Plan expenses.

Administrative expenses

The Plan administrative expenses are paid by the Company. For the years ended September 30, 2013 and 2012, the Company paid $98,417 and $100,737, respectively, relating to Plan expenses.

Basis of accounting

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

Use of estimates

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

Risks and uncertainties

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

(Continued)

Swenson

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

Investment valuation and income recognition

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

Accounting standard updates

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-09, *Fair Value Measurement* (FASB ASC Topic 820), an update to ASU 2011-04 which required additional disclosures and clarified measurements for certain instruments. ASU 2011-04 was effective for annual reporting periods beginning after December 15, 2011; ASU 2013-09 defers the effetive date of certain disclosures. The Plan has elected to adopt the update early and the update did not have a material impact on either the disclosures or fair value measurements.

2. Tax status

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

GAAP requires Plan administration to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the taxing jurisdiction; however, there are currently no audits for any tax periods in progress. The tax returns for the years ended September 30, 2009, 2010, 2011 and 2012 are open to audit.

Swenson

3. Plan termination

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

4. Investments

The Plan's investments are held by Bank of America, N.A and the following table represents the fair values of those investments that represent 5% or more of the Plan's net assets at September 30, 2013:

BofA Temporary Overnight Deposit	$ 4,525,000
Scout Mid Cap Fund	1,327,549
Eaton Vance Atlanta Cap Smid Cap	1,179,149

5. Information certified by the trustee

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

	2013	2012
Cash equivalents	**$ 5,190,960**	$ 1,051,644
Investment assets	**$ 12,281,918**	$ 15,247,956
Accrued investment income	**$ 44,742**	$ 48,774
Interest and dividend income	**$ 302,532**	$ 381,930
Net appreciation in fair value of investments	**$ 1,040,402**	$ 1,242,071
Benefit payments	**$ 1,173,688**	$ 737,277

Swenson

6. Fair value measurements

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

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

Level 2 – Inputs to the valuation methodology include

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

- *U.S. government securities, mortgage and asset-backed securities:* Valued at the closing price reported in the active market in which the individual security is traded.
- *Corporate bonds:* Certain corporate bonds are valued at the closing price reported in the active market in which the bond is traded. Other corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings.
- *Mutual funds:* Valued at the net asset value ("NAV") of shares held by the plan at the close of business of the New York Stock Exchange ("NYSE"). Mutual funds held by the plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Common collective trust*: Valued by the issuer of the common collective trust funds based on the market value of its underlying investments. The underlying investments are valued by the issuer using quoted market prices on active markets. As of September 30, 2012, the common collective trusts consisted of mutual funds. Mutual funds are valued at the NAV of shares held by the Plan at year-end.

(Continued)

Swenson

6. Fair value measurements (continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2013:

	Level 1	Level 2	Level 3	Total
Investments:				
U.S. government securities	**$ 1,378,377**	**$ 1,971,807**	**$ -**	**$ 3,350,184**
Corporate bonds:				
Domestic corporate bonds	**-**	**2,539,199**	**-**	**2,539,199**
International corporate bonds	**-**	**597,674**	**-**	**597,674**
Total corporate bonds	**-**	**3,136,873**	**-**	**3,136,873**
Asset backed securities	**-**	**1,033,978**	**-**	**1,033,978**
Mortgage backed securties	**-**	**1,615,927**	**-**	**1,615,927**
Other fixed income	**-**	**113,258**	**-**	**113,258**
Mutual funds	**3,031,698**	**-**	**-**	**3,031,698**
	$ 4,410,075	**$ 7,871,843**	**$ -**	**$ 12,281,918**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2012:

	Level 1	Level 2	Level 3	Total
Investments:				
U.S. government securities	$ 2,385,305	$ 1,806,941	$ -	$ 4,192,246
Corporate bonds:				
Domestic corporate bonds	-	1,958,685	-	1,958,685
International corporate bonds	-	437,081	-	437,081
Total corporate bonds	-	2,395,766	-	2,395,766
Asset backed securities	-	1,436,785	-	1,436,785
Mortgage backed securties	-	1,676,852	-	1,676,852
Other fixed income	-	60,677	-	60,677
Common collective trust:				
Large cap fund	3,871,903	-	-	3,871,903
Mid cap fund	970,129	-	-	970,129
Small cap fund	643,598	-	-	643,598
Total common collective trust	5,485,630	-	-	5,485,630
	$ 7,870,935	$ 7,377,021	$ -	$ 15,247,956

Swenson

7. Related party transaction

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

8. Reconciliation of financial statements to the Form 5500

The following is a reconciliation of net assets available for Plan benefits per the financial statements at September 30, 2013 to the Form 5500:

Net assets available for Plan benefits per the financial statements	$ 18,517,620
Less adjustment of accrued distributions	20,654
Net assets available for Plan benefits per the Form 5500	$ 18,496,966

The financial statements are prepared on the accrual basis method of accounting and Form 5500 is prepared on the cash basis method of accounting. Therefore, contributions receivable are removed to reconcile to the Form 5500.

9. Subsequent events

Management has evaluated subsequent events through June 11, 2014, the date on which the financial statements were available to be issued. No subsequent events were noted that would require disclosure.

Swenson

Supplemental Schedules

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2013

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*		BofA Temporary Overnight Deposit	-	$ 4,525,000
		Scout Mid Cap Fund	-	1,327,549
		Eaton Vance Atlanta Cap Smid-Cap	-	1,179,149
		CMG Ultra Short Term Bond	-	525,000
		United States Treas Nt	-	441,283
		Federal Home Ln Mtg Corp	-	379,645
		Federal Natl Mtg Assn	-	364,036
*		BofA Cash Reserves	-	338,697
*		BofA Cash Reserves	-	327,169
		United States Treas Nt	-	290,413
		United States Treas Nt	-	237,548
		Federal Natl Mtg Assn	-	221,402
		United States Treas Nt	-	200,094
		Federal Home Ln Mtg Corp	-	190,701
		Federal Home Ln Mtg Corp	-	141,480
		Ford Cr Floorplan Master Owner	-	115,652
		United States Treas Nt	-	111,094
		Federal Home Ln Mtg Corp	-	105,036
		Ally Master Owner Tr 2011-3	-	100,176
		United States Treas Nt	-	97,745
		Government Natl Mtg Assn	-	97,733
		Federal Natl Mtg Assn	-	96,307
		Credit Suisse First Boston Mtg	-	86,885
		Government Natl Mtg Assn	-	83,704
		Government Natl Mtg Assn	-	82,234
		General Elec Cap Corp	-	81,496
		Federal Home Ln Mtg Corp	-	80,142
		JP Morgan Chase Coml Mtg Secs	-	78,628
		LB UBS Commercial Mtg Tr	-	75,266
		JP Morgan Chase Coml Mtg Secs	-	75,023

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2013

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Government Natl Mtg Assn	-	74,502
		Government Natl Mtg Assn	-	73,547
		Bear Stearns Cos Inc	-	71,865
		Citigroup Coml Mtg	-	71,550
		Government Natl Mtg Assn	-	68,169
		Goldman Sachs Group Inc	-	62,172
		Wachovia Bk Coml Mtg Tr 2004-C16	-	62,119
		CS First Boston Mtg Sec Corp	-	61,871
		Santander Drive Auto Recvbls Tr	-	60,130
		Smart Abs Ser 2012-4US Tr	-	59,228
		Verizon Communications Inc	-	57,337
		Wells Fargo & Co New	-	56,158
		AT&T Inc	-	55,698
		Government Natl Mtg Assn	-	54,906
		Federal Natl Mtg Assn	-	54,702
		Ontario Prov Cda	-	54,031
		Morgan Stanley	-	53,986
		Federal Natl Mtg Assn	-	53,761
		Government Natl Mtg Assn	-	53,604
		Government Natl Mtg Assn	-	51,817
		Cisco Sys Inc	-	51,061
		Nova Scotia Prov CDA	-	50,828
		Quebec Prov Cda	-	50,720
		Capital Auto Receivables Asset	-	50,028
		Smart Trust	-	50,010
		GE Equip Midticket LLC Ser	-	49,995
		HSBC Hldgs Plc	-	49,569
		Government Natl Mtg Assn	-	49,214
		Federal Home Ln Mtg Corp	-	48,246
		Carolina Pwr & Lt Co	-	48,074

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2013

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Boeing Co	-	47,496
		Ace Ina Hldg Inc	-	46,404
		Federal Home Ln Mtg Corp	-	45,997
		Government Natl Mtg Assn	-	45,236
		Government Natl Mtg Assn	-	44,885
		Government Natl Mtg Assn	-	44,211
		Wachovia Bk Coml Mtg Tr 2005-C18	-	41,806
		PNC Finl Svcs Group Inc	-	41,595
		Government Natl Mtg Assn	-	41,263
		Federal Home Ln Mtg Corp	-	41,144
		Transcanada Pipelines Ltd	-	40,250
		Diageo Cap Plc	-	40,236
		Federal Home Ln Mtg Corp	-	40,124
		Conocophillips	-	39,932
		Smart Abs Ser	-	39,930
		Anheuser Busch Inbev Worldwide	-	39,529
		Government Natl Mtg Assn	-	39,436
		Government Natl Mtg Assn	-	39,014
		Caterpillar Finl Svcs Corp	-	38,223
		NBC Universal Media LLC	-	37,680
		Federal Home Ln Mtg Corp	-	37,247
		Detroit Edison Co	-	36,510
		Scripps Networks Interactive Inc	-	36,336
		Telefonica Emisiones S A U	-	35,839
		Directv Hldgs LLC / Directv Fing	-	35,831
		Federal Home Ln Mtg Corp	-	35,468
		Toronto dominion Bk Unsecd Sr	-	35,450
		BNP Paribas/BNP Paribas US	-	35,400
		Wal-Mart Stores Inc	-	35,197
		Commonwealth Edison Co	-	35,117

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September 30, 2013

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		Consolidated Edison Co Ny Inc	-	35,096
		Bank New York Inc	-	35,023
		Oracle Corp	-	34,938
		Prudential Finl Inc	-	34,781
		BB&T Corp	-	34,753
		Halliburton Co	-	34,691
		National Rural Utils Coop Fin	-	34,447
		Hewlett Packard Co	-	34,002
		Government Natl Mtg Assn	-	33,773
		Government Natl Mtg Assn	-	33,644
		Royal Bk Scotland PLC	-	33,124
		Simon Ppty Group LP	-	32,824
		Federal Natl Mtg Assn	-	32,717
		PPL Cap Fdg Inc	-	32,616
		Citigroup Inc	-	32,485
		Federal Home Ln Mtg Corp	-	32,405
		Loews Corp	-	32,012
		L-3 Communications Corp	-	31,768
		Apple Inc	-	31,681
		Metlife Inc	-	31,362
		Americredit Automobile Recvble	-	31,343
		Weatherford Intl Inc	-	31,276
		Duke Rlty LTD Partnership	-	31,083
		CSX Corp	-	31,082
		News Amer Inc	-	30,547
		Federal Home Ln Mtg Corp	-	30,511
		France Telcom Sa	-	30,461
		Government Natl Mtg Assn	-	30,457
		Eastman Chem Co	-	30,432
		CNA Finl Corp	-	30,427

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		Capital One Finl Corp	-	30,089
		Rogers Communications Inc	-	29,859
		Petro-CDA	-	29,143
		Nisource Fin Corp	-	28,934
		Hartford Finl Svcs Group Inc	-	28,850
		Conagra Foods Inc	-	28,720
		United Technologies Corp	-	28,720
		Clorox Co	-	28,598
		Pepsico Inc	-	28,567
		Dominion Res Inc Va New	-	28,341
		Glaxosmithkline Cap Inc	-	28,328
		Kraft Foods Inc	-	28,229
		Anadarko Pete Corp	-	28,072
		Vale Overseas Ltd	-	28,024
		Ohio Pwr Co	-	27,997
		Reed Elsevier Cap Inc Sr Unsecd	-	27,773
		LB-UBS Coml Mtg Tr 2005 C2	-	27,683
		Keycorp	-	27,529
		McKesson Corp	-	27,439
		Federal Home Ln Mtg Corp	-	27,204
		Kimco Rlty Corp	-	26,995
		Express Scripts Inc	-	26,758
		Cardinal Health Inc	-	26,714
		Alleghany Corp Del	-	26,419
		Canadian Pac Ry Co	-	26,328
		Transalta Corp	-	26,112
		Lincoln Natl Corp Ind	-	25,915
		Boston Properties LP	-	25,720
		Cigna Corp	-	25,526

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		Yum Brands Inc	-	25,321
		Keycorp Student Ln Tr	-	25,126
		Pioneer Nat Res Co	-	25,113
		Devon Energy Corp New Unsecd	-	25,056
		Encana Corp	-	25,056
		Americredit Automobile Recvbl Tr	-	25,010
		Federal Natl Mtg Assn	-	24,161
		Waste Mgmt Inc Del	-	24,149
		Government Natl Mtg Assn	-	23,939
		Pacific Gas & Elec Co	-	23,819
		Enterprise Prods Oper LLC	-	23,661
		Government Natl Mtg Assn	-	23,542
		Abbvie Inc	-	23,380
		Chubb Corp	-	23,263
		Macys Retail Hldgs Inc	-	22,479
		Federal Home Ln Mtg Corp	-	22,470
		Federal Home Ln Mtg Corp	-	22,194
		Citigroup/Deutsche Bk Comml Mtg	-	21,320
		Federal Home Ln Mtg Corp	-	18,954
		Federal Natl Mtg Assn	-	18,794
		Sempra Energy	-	18,577
		JP Morgan Chase Coml Mtg Secs Tr	-	18,545
		Educational Fdg South Inc	-	17,240
		Iowa Student Ln Liquidity Corp	-	16,486
		Morgan Stanley Cap I Inc	-	16,287
		JP Morgan Chase Coml Mtg Secs	-	15,675
		Federal Natl Mtg Assn	-	14,250
		Federal Natl Mtg Assn	-	12,805
		Americredit Automobile Recvbls	-	12,558
		Federal Home Ln Mtg Corp	-	11,567

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PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2013

Identification Number: 95-2586175
Plan Number: 003

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	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Federal Natl Mtg Assn	-	10,864
		Americredit Automobile	-	10,630
		Government Natl Mtg Assn	-	10,621
		Bear Stearns Coml Mtg Secs Inc	-	9,807
		Nelnet Ed Ln Fdg Inc 2004-2A	-	9,377
		Federal Natl Mtg Assn	-	8,545
		Federal Natl Mtg Assn	-	7,326
		Federal Home Ln Mtg Corp	-	5,765
		Government Natl Mtg Assn	-	4,751
		Federal Natl Mtg Assn	-	2,661
		Cit Ed Ln Tr Education	-	2,036
		Morgan Stanley Ser 2003-T11 Cl	-	884
*		BofA Temporary Overnight Deposit	-	94
				$ 17,472,878

* Indicates party-in-interest

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

For the Year Ended September 30, 2013

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	Large Cap Enhanced Core Fund (Formerly Large Cap Core Equity Fund)	2	$ 300,000	$ -	$ -	$ -
	Large Cap Enhanced Core Fund (Formerly Large Cap Core Equity Fund)	4	$ -	$ 5,025,571	$ 4,171,903	$ 853,668
	Mid Cap Enhanced Core Fund	3	$ 115,000	$ -	$ -	$ -
	Mid Cap Enhanced Core Fund	2	$ -	$ 1,362,023	$ 1,085,129	$ 276,894
	Small Cap Enhanced Core Fund	4	$ 250,000	$ -	$ -	$ -
	Small Cap Enhanced Core Fund	1	$ -	$ 1,057,056	$ 893,598	$ 163,458
	BofA Cash Reserves Capital Class	158	$ 6,269,818	$ -	$ -	$ -
	BofA Cash Reserves Capital Class	104	$ -	$ 6,655,595	$ 6,655,595	$ -
	Eaton Vance Atlanta Cap Smid-Cap Fund CL I	1	$ 1,090,000	$ -	$ -	$ -
	Scout Mid Cap Fund	1	$ 1,326,000	$ -	$ -	$ -
	United States Treas Nt DTD 11/30/09	2	$ 527,389	$ -	$ -	$ -
	United States Treas Nt DTD 11/30/09	1	$ -	$ 523,018	$ 527,389	$ (4,371)
	United States Treas Nt DTD 2/16/10	5	$ -	$ 879,671	$ 913,291	$ (33,620)
	United States Treas Nt DTD 3/15/12	3	$ 531,379	$ -	$ -	$ -
	United States Treas Nt DTD 3/15/12	3	$ -	$ 531,405	$ 531,379	$ 26

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

For the Year Ended September 30, 2013

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	United States Treas Nt DTD 8/15/12	5	$ 935,133	$ -	$ -	$ -
	United States Treas Nt DTD 8/15/12	4	$ -	$ 682,885	$ 695,680	$ (12,795)
	United States Treas Nt DTD 8/31/12	2	$ 894,860	$ -	$ -	$ -
	United States Treas Nt DTD 8/31/12	5	$ -	$ 602,115	$ 604,796	$ (2,681)
	Bank of America Temporary Overnight Deposit	33	$ 15,176,829	$ -	$ -	$ -
	Bank of America Temporary Overnight Deposit	29	$ -	$ 10,651,735	$ 10,651,735	$ -

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2013

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*		BofA Temporary Overnight Deposit	-	$ 4,525,000
		Scout Mid Cap Fund	-	1,327,549
		Eaton Vance Atlanta Cap Smid-Cap	-	1,179,149
		CMG Ultra Short Term Bond	-	525,000
		United States Treas Nt	-	441,283
		Federal Home Ln Mtg Corp	-	379,645
		Federal Natl Mtg Assn	-	364,036
*		BofA Cash Reserves	-	338,697
*		BofA Cash Reserves	-	327,169
		United States Treas Nt	-	290,413
		United States Treas Nt	-	237,548
		Federal Natl Mtg Assn	-	221,402
		United States Treas Nt	-	200,094
		Federal Home Ln Mtg Corp	-	190,701
		Federal Home Ln Mtg Corp	-	141,480
		Ford Cr Floorplan Master Owner	-	115,652
		United States Treas Nt	-	111,094
		Federal Home Ln Mtg Corp	-	105,036
		Ally Master Owner Tr 2011-3	-	100,176
		United States Treas Nt	-	97,745
		Government Natl Mtg Assn	-	97,733
		Federal Natl Mtg Assn	-	96,307
		Credit Suisse First Boston Mtg	-	86,885
		Government Natl Mtg Assn	-	83,704
		Government Natl Mtg Assn	-	82,234
		General Elec Cap Corp	-	81,496
		Federal Home Ln Mtg Corp	-	80,142
		JP Morgan Chase Coml Mtg Secs	-	78,628
		LB UBS Commercial Mtg Tr	-	75,266
		JP Morgan Chase Coml Mtg Secs	-	75,023

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PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

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	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Government Natl Mtg Assn	-	74,502
		Government Natl Mtg Assn	-	73,547
		Bear Stearns Cos Inc	-	71,865
		Citigroup Coml Mtg	-	71,550
		Government Natl Mtg Assn	-	68,169
		Goldman Sachs Group Inc	-	62,172
		Wachovia Bk Coml Mtg Tr 2004-C16	-	62,119
		CS First Boston Mtg Sec Corp	-	61,871
		Santander Drive Auto Recvbls Tr	-	60,130
		Smart Abs Ser 2012-4US Tr	-	59,228
		Verizon Communications Inc	-	57,337
		Wells Fargo & Co New	-	56,158
		AT&T Inc	-	55,698
		Government Natl Mtg Assn	-	54,906
		Federal Natl Mtg Assn	-	54,702
		Ontario Prov Cda	-	54,031
		Morgan Stanley	-	53,986
		Federal Natl Mtg Assn	-	53,761
		Government Natl Mtg Assn	-	53,604
		Government Natl Mtg Assn	-	51,817
		Cisco Sys Inc	-	51,061
		Nova Scotia Prov CDA	-	50,828
		Quebec Prov Cda	-	50,720
		Capital Auto Receivables Asset	-	50,028
		Smart Trust	-	50,010
		GE Equip Midticket LLC Ser	-	49,995
		HSBC Hldgs Plc	-	49,569
		Government Natl Mtg Assn	-	49,214
		Federal Home Ln Mtg Corp	-	48,246
		Carolina Pwr & Lt Co	-	48,074

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		Government Natl Mtg Assn	-	44,885
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		Wachovia Bk Coml Mtg Tr 2005-C18	-	41,806
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		Diageo Cap Plc	-	40,236
		Federal Home Ln Mtg Corp	-	40,124
		Conocophillips	-	39,932
		Smart Abs Ser	-	39,930
		Anheuser Busch Inbev Worldwide	-	39,529
		Government Natl Mtg Assn	-	39,436
		Government Natl Mtg Assn	-	39,014
		Caterpillar Finl Svcs Corp	-	38,223
		NBC Universal Media LLC	-	37,680
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		Government Natl Mtg Assn	-	33,644
		Royal Bk Scotland PLC	-	33,124
		Simon Ppty Group LP	-	32,824
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		Kraft Foods Inc	-	28,229
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		Vale Overseas Ltd	-	28,024
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		Federal Natl Mtg Assn	-	8,545
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				$ 17,472,878

* Indicates party-in-interest

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

For the Year Ended September 30, 2013

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	Large Cap Enhanced Core Fund (Formerly Large Cap Core Equity Fund)	2	$ 300,000	$ -	$ -	$ -
	Large Cap Enhanced Core Fund (Formerly Large Cap Core Equity Fund)	4	$ -	$ 5,025,571	$ 4,171,903	$ 853,668
	Mid Cap Enhanced Core Fund	3	$ 115,000	$ -	$ -	$ -
	Mid Cap Enhanced Core Fund	2	$ -	$ 1,362,023	$ 1,085,129	$ 276,894
	Small Cap Enhanced Core Fund	4	$ 250,000	$ -	$ -	$ -
	Small Cap Enhanced Core Fund	1	$ -	$ 1,057,056	$ 893,598	$ 163,458
	BofA Cash Reserves Capital Class	158	$ 6,269,818	$ -	$ -	$ -
	BofA Cash Reserves Capital Class	104	$ -	$ 6,655,595	$ 6,655,595	$ -
	Eaton Vance Atlanta Cap Smid-Cap Fund CL I	1	$ 1,090,000	$ -	$ -	$ -
	Scout Mid Cap Fund	1	$ 1,326,000	$ -	$ -	$ -
	United States Treas Nt DTD 11/30/09	2	$ 527,389	$ -	$ -	$ -
	United States Treas Nt DTD 11/30/09	1	$ -	$ 523,018	$ 527,389	$ (4,371)
	United States Treas Nt DTD 2/16/10	5	$ -	$ 879,671	$ 913,291	$ (33,620)
	United States Treas Nt DTD 3/15/12	3	$ 531,379	$ -	$ -	$ -
	United States Treas Nt DTD 3/15/12	3	$ -	$ 531,405	$ 531,379	$ 26

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

For the Year Ended September 30, 2013

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	United States Treas Nt DTD 8/15/12	5	$ 935,133	$ -	$ -	$ -
	United States Treas Nt DTD 8/15/12	4	$ -	$ 682,885	$ 695,680	$ (12,795)
	United States Treas Nt DTD 8/31/12	2	$ 894,860	$ -	$ -	$ -
	United States Treas Nt DTD 8/31/12	5	$ -	$ 602,115	$ 604,796	$ (2,681)
	Bank of America Temporary Overnight Deposit	33	$ 15,176,829	$ -	$ -	$ -
	Bank of America Temporary Overnight Deposit	29	$ -	$ 10,651,735	$ 10,651,735	$ -

See accompanying notes and report of independent auditors.

Swenson

EIN 95-2586175 /PN 003 /27028PS RF12

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ **Complete all entries in accordance with the instructions to the Form 5500.**	**2012** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ___

B This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. ▶ ☐

D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 03/31/1983

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

301 South Tippecanoe Avenue

San Bernardino CA 92408

2b Employer Identification Number (EIN) 95-2586175

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

2d Business code (see instructions) 445110

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

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

SIGN HERE	[signature]	6/30/14	George Frahm
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	6/30/14	David J. Harris
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	961
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**	906
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	13
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	920
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	921
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	921
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
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:
2E 3D

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	(1)	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	(2)	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	(3)	[X] Trust
(4)	[ ] General assets of the sponsor	(4)	[ ] General assets of the sponsor

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

a Pension Schedules		**b General Schedules**		
(1)	[X] **R** (Retirement Plan Information)	(1)	[X]	**H** (Financial Information)
(2)	[ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	[ ]	**I** (Financial Information – Small Plan)
		(3)	[ ] ___	**A** (Insurance Information)
		(4)	[ ]	**C** (Service Provider Information)
(3)	[ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	[X]	**D** (DFE/Participating Plan Information)
		(6)	[ ]	**G** (Financial Transaction Schedules)