

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
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 <u>HEINEN'S, INC. ASSOCIATES' PROFIT SHARING AND 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>06/01/1961</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HEINENS, INC.</u> <u>4540 RICHMOND RD</u> <u>WARRENSVILLE HEIGHTS, OH 44128-5757</u>	2b Employer Identification Number (EIN) <u>34-0673060</u> 2c Sponsor's telephone number <u>216-475-2300</u> 2d Business code (see instructions) <u>445110</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/16/2014	DANIEL MUSIL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/16/2014	DANIEL MUSIL
	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		3b Administrator's EIN	
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:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 332	
a Active participants		6a 304	
b Retired or separated participants receiving benefits		6b 0	
c Other retired or separated participants entitled to future benefits		6c 25	
d Subtotal. Add lines 6a , 6b , and 6c		6d 329	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 1	
f Total. Add lines 6d and 6e		6f 330	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 283	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 5	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 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) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ 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) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☒ <u>1</u> A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☐ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>HEINEN'S, INC. ASSOCIATES' PROFIT SHARING AND 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEINENS, INC.</u>	D Employer Identification Number (EIN) <u>34-0673060</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>42-0127290</u>	<u>61271</u>	<u>441462</u>	<u>330</u>	<u>01/01/2013</u>	<u>12/31/2013</u>

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>4811</u>	<u>11437</u>

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

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

NFP SECURITIES INC 1250 S CAPITAL OF TEXAS HWY BLDG 1
AUSTIN, TX 78746

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>3286</u>	<u>11437</u>	<u>REFERRAL/SERVICE FEE AND PRORATED INCENTIVE, NOT DEDUCTED FROM PLAN</u>	<u>3</u>

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

NFP INSURANCE SERVICES INC 1250 S CAPITAL OF TX HWY
BLDG 2
AUSTIN, TX 78746-6464

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>1525</u>	<u>0</u>		<u>3</u>

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ CUSTODIAL GUARANTEED FUND CONTRACT

b Balance at the end of the previous year	7b	2046489
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c Additions: (1) Contributions deposited during the year	7c(1)	201234	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	49856	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)	304357	
▶ OUTSIDE INVESTMENT TRANSFER, LOAN PAYMENT, ROLLOVER			

(6) Total additions	7c(6)	555447
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d Total of balance and additions (add lines 7b and 7c(6))	7d	2601936
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	162928	
(2) Administration charge made by carrier	7e(2)	844	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	67320	
▶ LOAN WITHDRAWAL, OUTSIDE INVESTMENT TRANSFER			

(5) Total deductions	7e(5)	231092
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	2370844
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>HEINEN'S, INC. ASSOCIATES' PROFIT SHARING AND 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEINENS, INC.</u>	D Employer Identification Number (EIN) <u>34-0673060</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation <u>PRINCIPAL LIFE INSURANCE COMPANY</u> <u>42-0127290</u>

(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)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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 37 50 64	CONTRACT ADMINISTRATOR	4756	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

NFP SECURITIES INC

74-2794194

(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?
27 99	INVESTMENT ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	20000	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
NFP SECURITIES INC	27 99	20000
(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.	
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	INVESTMENT ADVISORY (PLAN)	
(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

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 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>HEINEN'S, INC. ASSOCIATES' PROFIT SHARING AND 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEINENS, INC.</u>		D Employer Identification Number (EIN) <u>34-0673060</u>

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)	490000
(2) Participant contributions.....	1b(2)	0
(3) Other.....	1b(3)	0
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)	331959
(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)	19193716
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	2046489
(15) Other.....	1c(15)	24713768
		2370844

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	22062164	27904607

Liabilities

g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	22062164	27904607
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	724933	
(B) Participants	2a(1)(B)	1273637	
(C) Others (including rollovers)	2a(1)(C)	10906	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2009476

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	14692	
(F) Other	2b(1)(F)	49856	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		64548

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	269919	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		269919

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4362173
c Other income	2c		23
d Total income. Add all income amounts in column (b) and enter total	2d		6706139

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	858940	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		858940
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	4756	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4756
j Total expenses. Add all expense amounts in column (b) and enter total	2j		863696

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5842443
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **HILL STONESTREET & CO.**

(2) EIN: **34-1521313**

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:

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.)

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.)

	Yes	No	Amount
4a	X		3065
4b		X	0

	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.)		X	0
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.)		X	0
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>HEINEN'S, INC. ASSOCIATES' PROFIT SHARING AND 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEINENS, INC.</u>	D Employer Identification Number (EIN) <u>34-0673060</u>

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	<u>0</u>
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): <u>42-0127290</u>		
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 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
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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
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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.
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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): _____

Hill, Stonestreet & Co.

Certified Public Accountants • 4141 Rockside Road • Suite 100 • Cleveland, Ohio 44131 • (216) 524-5885 • Fax (216) 524-8220

INDEPENDENT AUDITORS' REPORT

HEINEN'S, INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

We were engaged to audit the Statement of Net Assets Available for Benefits of Heinen's Inc. Associates' Profit Sharing and 401(K) Plan as of December 31, 2013 and 2012, and the Statement of Changes in Net Assets Available for Benefits With Fund Information and the Schedule H supplemental schedules included in Form 5500, Annual Return of Employee Benefit Plan for the year then ended December 31, 2013. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosures 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 Form 5500 and the information contained in Note E which was certified by Principal Financial Group, Trustee of the Plan, except for comparing the information, with the related information included in the 2013 financial statements and supplemental schedules. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012 and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

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



Cleveland, Ohio
July 10, 2014

HEINEN'S, INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2013	December 31, 2012
ASSETS		
EMPLOYERS CONTRIBUTION RECEIVABLE	\$ 460,000	\$ 490,000
PARTICIPANT DIRECTED INVESTMENTS AT FAIR VALUE		
EMPLOYER'S ACCOUNTS		
CGF Qualified 401(a)	1,361,070	1,206,026
American Century Eqty Inc	1,066,490	971,864
American Funds Am Balanced	846,334	662,261
Prin Inv S&P 500 Idx	857,317	312,858
T Rowe Price LgCp Bld	-	180,042
Wells Fargo Adv Gr Adm FGd	2,489,131	1,838,863
PIMCO	136,023	203,269
Templeton Global Bond Fd	94,867	120,757
Columbia Acorn Int'l Fd	109,863	44,443
T Rowe Price Mid Cap Grwth	500,457	335,214
Princ LFTM	257	223
Princ LIFETM 2010	79,917	104,263
Princ LIFETM 2020	261,030	224,511
Princ LIFETM 2030	127,818	112,884
Princ LIFETM 2040	142,220	113,399
Princ LIFETM 2050	27,558	10,832
Clearbridge Small Cap	360,167	-
Fidelity Adv Small Cap	-	241,447
Prin Inv S&P 400 Idx	342,921	252,099
Prin Inv S&P 600 Idx	827,119	563,563
American Funds Europacific	1,125,821	848,980
Dodge and Cox Inc Fund	693,528	882,948
Goldman Sachs Mid Cap Val Fd	102,769	49,062
Vanguard ST Inv-Grade Inv Fund	181,054	131,120
TOTAL EMPLOYER'S ACCOUNTS	11,733,731	9,410,928
SALARY DEFERRAL & ROLLOVER ACCOUNTS		
CGF Qualified 401(a)	1,009,774	738,139
American Century Eqty Inc	1,537,691	1,192,726
American Funds Am Balanced	1,017,626	735,618
Prin Inv S&P 500 Idx	1,294,893	447,326
T Rowe Price LgCp Bld	-	363,035
Wells Fargo Adv Gr Adm FGd	2,668,197	1,925,468
PIMCO	339,534	373,635
Templeton Global Bond Fd	126,549	194,996
Columbia Acorn Int'l Fd	183,516	79,424
T Rowe Price Mid Cap Grwth	827,243	524,677
Princ LFTM	2,196	2,047
Princ LIFETM 2010	90,795	126,076
Princ LIFETM 2020	191,436	205,613
Princ LIFETM 2030	275,719	252,123
Princ LIFETM 2040	174,769	145,801
Princ LIFETM 2050	60,725	21,032
Clearbridge Small Cap	516,036	-
Fidelity Adv Small Cap	-	349,424
Prin Inv S&P 400 Idx	524,282	392,479
Prin Inv S&P 600 Idx	1,325,750	888,750
American Funds Europacific	1,740,726	1,300,918
Dodge and Cox Inc Fund	971,448	1,197,513
Goldman Sachs Mid Cap Val Fd	205,189	78,962
Vanguard ST Inv-Grade Inv Fund	266,787	191,171
TOTAL SALARY DEFERRAL ACCOUNTS	15,350,881	11,726,953
Notes receivable from participants	359,995	331,959
Adjustment to contract value on CGF Qualified 401(a)	-	102,324
	\$ 27,904,607	\$ 22,062,164

See Accountants' report and notes to financial statements.

HEINEN'S, INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION

Twelve Months Ended December 31, 2013

	Receivables and Loans	MultiPrinc LIFETM	CGF Qual 401 (A)	Vanguard ST Inv Grade	Amer Cent Eqty Inc	Amer Fnd Am Bal	Prin Inv S&P 500 Idx	T Rowe Pr Lgcp Bld	T Rowe Pr Midcp Gr	Fidelity/Legg Adv Sm Cap	Prin Inv S&P 400 Idx	Prin Inv S&P 600 Idx	Amer Fnd Europacific	Pimco Real Ret	Wells Fargo Adv Grwth	Dodge Cox Inc Fund	Other Funds	Total
ADDITIONS																		
Additions to net assets attributed to:																		
Interest, dividends, gains	14,692	22,387	49,856	6,606	52,550	27,652	34,717	-	-	-	8,367	15,977	26,044	3,977	-	52,634	19,008	334,467
Fair value adjustment																		-
net appreciation & earnings	(1,064)	207,047	137	(2,254)	366,155	289,721	343,882	85,714	334,269	226,744	202,540	590,273	437,331	(45,987)	1,280,956	(42,080)	88,812	4,362,196
	13,628	229,434	49,993	4,352	418,705	317,373	378,599	85,714	334,269	226,744	210,907	606,250	463,375	(42,010)	1,280,956	10,554	107,820	4,696,663
Contributions:																		
Participants'		104,905	117,344	43,916	138,110	67,815	59,953	26,043	62,012	46,528	44,591	81,879	131,119	39,074	148,029	123,967	49,258	1,284,543
Participants' rollover																		-
Employer's	(30,000)	74,211	84,141	32,540	76,679	35,493	32,130	15,272	35,466	29,733	26,900	41,670	78,635	18,957	83,683	64,234	25,189	724,933
	(30,000)	179,116	201,485	76,456	214,789	103,308	92,083	41,315	97,478	76,261	71,491	123,549	209,754	58,031	231,712	188,201	74,447	2,009,476
TOTAL ADDITIONS	(16,372)	408,550	251,478	80,808	633,494	420,681	470,682	127,029	431,747	303,005	282,398	729,799	673,129	16,021	1,512,668	198,755	182,267	6,706,139
DEDUCTIONS																		
Deductions from net assets attributed to:																		
Benefits paid		105,922	162,927	24,100	45,587	42,014	20,165	1,290	32,115	9,062	6,814	15,205	19,992	14,558	108,126	249,648	1,415	858,940
TOTAL DEDUCTIONS	-	105,922	162,927	24,100	45,587	42,014	20,165	1,290	32,115	9,062	6,814	15,205	19,992	14,558	108,126	249,648	1,415	858,940
Net increase prior to																		
inter-fund transfers and loans	(16,372)	302,628	88,551	56,708	587,907	378,667	450,517	125,739	399,632	293,943	275,584	714,594	653,137	1,463	1,404,542	(50,893)	180,852	5,847,199
Loan expenses		(656)	(844)	(55)	(513)	(226)	(244)	(96)	(198)	(123)	(174)	(236)	(406)	(42)	(482)	(345)	(116)	(4,756)
Inter-fund transfers	14,383	(186,337)	236,674	68,898	(147,804)	87,640	941,754	(668,720)	68,376	(8,487)	(52,786)	(13,803)	63,916	(102,766)	(11,062)	(364,246)	74,370	-
INCREASE (DECREASE)	(1,989)	115,635	324,381	125,551	439,590	466,081	1,392,027	(543,077)	467,810	285,333	222,624	700,555	716,647	(101,345)	1,392,998	(415,484)	255,106	5,842,443
NET ASSETS AVAILABLE																		
Beginning of year	821,959	1,318,805	2,046,489	322,290	2,164,590	1,397,879	760,183	543,077	859,891	590,870	644,578	1,452,313	2,149,899	576,903	3,764,331	2,080,460	567,647	22,062,164
December 31, 2013	819,970	1,434,440	2,370,870	447,841	2,604,180	1,863,960	2,152,210	-	1,327,701	876,203	867,202	2,152,868	2,866,546	475,558	5,157,329	1,664,976	822,753	27,904,607

See Accountants' report and notes to financial statement.

Heinen's Inc. Associates Profit Sharing and 401(k) Plan
Plan 002 34-0673060

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Participant Contributions Transferred late to the plan	Late participant loan repayments included	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
3,065	☐		3,065		

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HEINEN'S, INC. ASSOCIATES' PROFIT SHARING AND

EIN 34 0673060

PLAN NUMBER 002

PLAN YEAR 01/01/2013 TO 12/31/2013

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	The American Funds	Registered Investment Company Am Fnd Europacific Gth A Fund	\$ 0.00	\$ 2,866,546.15
	American Century Investments	Registered Investment Company Amer Cent Equity Inc A Fd	\$ 0.00	\$ 2,604,180.40
	The American Funds	Registered Investment Company American Funds Am Blncd A Fund	\$ 0.00	\$ 1,863,960.60
	Columbia Funds	Registered Investment Company Columbia Acorn Intl A Fund	\$ 0.00	\$ 293,379.40
	Legg Mason	Registered Investment Company CLEARBRIDGE SM CP GR A FUND	\$ 0.00	\$ 876,203.31
	Dodge and Cox Funds	Registered Investment Company Dodge & Cox Income Fund	\$ 0.00	\$ 1,664,975.68
*	Principal Life Insurance Company	Insurance Company General Prin Fixed Income 401(a)/(k)	\$ 0.00	\$ 2,370,844.18
*	Principal Funds Inc	Registered Investment Company Prin IgCp S&P 500 Idx Inst Fd	\$ 0.00	\$ 2,152,210.43
*	Principal Funds Inc	Registered Investment Company Prin LifeTime Str Inc R4 Fund	\$ 0.00	\$ 2,452.67
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2010 R4 Fund	\$ 0.00	\$ 170,711.82
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2020 R4 Fund	\$ 0.00	\$ 452,465.64
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*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2050 R4 Fund	\$ 0.00	\$ 88,283.42
*	Principal Funds Inc	Registered Investment Company Prin MidCap Value I R4 Fund	\$ 0.00	\$ 307,958.38

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HEINEN'S, INC. ASSOCIATES' PROFIT SHARING AND

EIN 34 0673060

PLAN NUMBER 002

PLAN YEAR 01/01/2013 TO 12/31/2013

[illegible]

HEINEN'S INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

Income and expenses are reported on the accrual basis of accounting. Employer and employee contributions are accrued by the trustee of the plan. Participant loans are valued at their face value less the principal portion repaid plus accrued interest. Securities investments are reflected at fair value. Fully benefit-responsive investment contracts are reported at their contract value.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Estimates

The preparation of financial statements requires the Plan's administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Investments and Income Recognition

To comply with ERISA reporting requirements, investments are shown at their fair value in the financial statements. Fair value is determined by the custodian of the Plan, based on current trading prices which differ from investments reported under generally accepted accounting principles which require investments to be valued at historical cost. Purchases and sales of securities are recorded on the date the securities are traded.

Notes receivable from participants

Participant loans are shown at their face value less the principal portion repaid plus accrued interest on the unpaid portion. Interest relating to participant loans range from 4.25% to 7.00% and are secured by the participants' vested accrued benefit. Loans are treated as distributions to the participant in the year deemed uncollectible; therefore, no allowance is necessary.

Benefits

Benefits are recorded when paid.

HEINEN'S INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cost of Sponsor

The employer sponsor absorbs certain costs relative to the administration of the Plan, which are insignificant in relationship to the net assets available for benefits.

NOTE B - MAIN SPECIFICATIONS OF PLAN

1. Effective Date: June 1, 1961, as restated November 1, 2003 and amended on July 1, 2013.
2. Eligibility: All employees of the Company regardless of age and have completed ninety days of service may defer a portion of their pay into the plan. Employees attaining age of 21 and completing ninety days of service will participate in all other contributions. An employee, for purposes of this Plan, does not include any person who is included in a collective bargaining agreement to which the Company is required to make contributions.
3. Allocation of Company Contributions:

The Company contribution shall be allocated among those who are participants as of the last day of such plan year and who are eligible employees on such last day. An Adjusted Compensation amount shall be determined for each participant that shall be equal to the sum of his compensation for the Plan year plus that portion of his compensation for the Plan year that is in excess of 81% of the social security taxable wage base in effect as of the beginning of the plan year. The amount of each participant's share of the employer contribution for such Plan year shall be based on a defined formula as stipulated in article VI of the plan.

The amount of each such participant's share of forfeitures occurring during such plan year shall be in the ratio which his compensation for such plan year bears to the aggregate compensation of all such participants for such plan year. Forfeitures allocated during the year ended December 31, 2013, totaled \$7,912.

Notwithstanding the foregoing provisions of the paragraphs above, the amount of employer contributions and forfeitures which may be allocated to each participant shall in no event exceed the base contribution percentage by more than the lesser of

HEINEN'S INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE B - MAIN SPECIFICATIONS OF PLAN (Continued)

- a) the base contribution percentage, or
- b) the greater of 5.4 percentage points or the percentage equal to the portion of the rate of tax applicable to the Employer under Section 3111(a) of the Code at the beginning of the plan year attributable to the old age insurance portion of the Old Age Survivors and Disability Provision of the Social Security Act. Any excess shall be allocated in accordance with the provisions of said paragraph (2).

Further restrictions defined under Section 415(d) of the Internal Revenue Code are included which limit the maximum amount that can be allocated to a participant's account under the Plan for any limitation year. The amount of tax-deferred contributions made to the Plan on behalf of an eligible employee shall be a percentage of compensation not less than 1% and not more than 80%.

4. Participation and Accounting:

As of the date an employee first becomes a participant, there shall be established accounts in his name which shall reflect his share of employee salary deferral, employer profit sharing, qualified non-elective, and 401(K) matching contributions and forfeitures, as well as such account's pro rata share of annual net increase or decrease in value of the assets of each account.

5. Termination of Participation:

A participant shall cease to be a participant upon the first of the following occurrences:

- (1) Date he retires from Company's service after age 65.
- (2) On the date of his death.
- (3) On the next to last day of the first plan year in which such participant has a break in service after his employment with the employer is terminated under any other circumstances.

HEINEN'S INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE B - MAIN SPECIFICATIONS OF PLAN (Continued)

6. Determination of

Former

Participant's

Interest:

In the event the participant has completed at least 6 full years of continuous participation under the Plan, his entire interest in the Profit Sharing and Matching Contributions Sub-account shall be distributable to him or to his contingent beneficiary. In any other case, the participant shall receive a 10% vested interest in his separate balance for each year of service for 2 years after the completion of 1 year of service, and a 20% vested interest for each service year after 2 years of service until 100% vested.

In the event a participant's employment with the Company is terminated by reason of fraud, theft, embezzlement or other felonious conduct in connection with such employment, the percentage of his interest amount of his separate balance shall be forfeited and neither such participant nor his contingent beneficiary shall be entitled to any benefits or other rights hereunder.

7. Contingent

Beneficiaries:

Each participant who is married must, unless his spouse consents otherwise, designate his spouse as his beneficiary to whom distribution shall be made in the event such participant dies before his interest shall have been distributed to him/her in full.

8. Payment

Distribution:

Payment on retirement, death, or termination of employment may be made in one of the following ways:

- (1) A lump sum.
- (2) Installments over a period equal to the life expectancy of the participant or the life expectancy of the participant's beneficiary if the participant has died, or a period not exceeding the joint life and last survivor expectancy of the participant and the participant's beneficiary.
- (3) Payments prior to retirement while actively employed are available by loans or withdrawal of employee contributions.

HEINEN'S INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE C - FUNDING POLICY

The Company's funding policy as it relates to profit sharing contributions is strictly discretionary. Contributions to the Plan may be limited by Internal Revenue Service Rules.

NOTE D - DESCRIPTION OF PRIORITIES UPON PLAN TERMINATION

In the event of the termination of the Plan by the employer, written notice thereof shall be given to all persons who have a vested interest hereunder and to the Trustee. Upon any such termination of the Plan, the Trustee shall take the following actions for the benefit of participants, former participants and beneficiaries:

As of the termination date, the Trustee shall value all separate accounts and sub accounts and adjust all accounts in the manner provided in Article XI of the plan, with any unallocated forfeitures or contributions being allocated as stipulated in the plan up to the termination date. The termination date shall become a valuation date for purposes of Article XI. In determining the net worth of the Trust, the Trustee shall include as a liability, such amounts, as in its judgment, shall be necessary to pay all expenses in connection with the termination of the Trust and the liquidation and distribution of the Trust property, as well as other expenses, whether or not accrued, and shall include as an asset all accrued income.

The Trustee shall then segregate and transfer an amount equal to the entire interest of each participant, former participant and beneficiary in the Trust to a distribution account for the benefit of such participant, former participant or beneficiary. The Trustee shall hereafter dispose of all separate accounts to or for the benefit of such participant, former participant or beneficiary, in accordance with Article XV.

HEINEN'S INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE E – INFORMATION CERTIFIED BY THE CUSTODIAN

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations and Disclosure under ERISA. Accordingly, The Principal Financial Group, the custodian of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, the related investment activity reflected in the statement of changes in net assets available for benefits for the year ending December 31, 2013, Note G, and the supplemental Schedule H, line 4i – Schedule of Assets Held at End of Year.

NOTE F – 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 investment values and the amounts reported in the statement of net assets available for benefits.

NOTE G - INVESTMENTS

The Plan's investments are held in a trust. The Plan maintains certain investments in four funds which comprise approximately 48.2% of total assets. These funds have concentrations ranging between 8.8% and 19.1% of net assets attributable to participant self-direction. The investments have significantly different investment objectives; however, a change in economic factors may have a significant impact on total net assets.

Participants are given the ability to invest their account balances and contributions in various funds held by the Trustee. Assets currently in the Plan were sold, transferred, and invested as participants directed.

The Statement of Net Assets Available for Benefits details each investment. Those investments that exceed 5% of total assets available for benefits are as follows:

CGF Qualified 401(a) at fair value	\$2,370,870	8.50%
American Cent Equity Inc	2,604,180	9.33%
American Funds AM Bal	1,863,960	6.68%
Dodge & Cox Inc Fd	1,664,976	5.97%
Wells Fargo Adm Growth Fd	5,157,329	18.48%
American Funds Europacific	2,866,546	10.27%
SmallCap S&P 600 Index	2,152,868	7.72%
LargeCap S&P 500 Index	2,152,210	7.71%

HEINEN'S INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE G – INVESTMENTS (continued)

No single plan transaction or series of transactions other than plan contributions or benefits paid would qualify as a reportable transaction.

During 2013 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value approximately \$4,362,000.

NOTE H – FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or to transfer a liability in an orderly transaction between market participants at a measurement date. The fair value hierarchy prioritizes the inputs used to measure fair value into three categories Level 1, Level 2, and Level 3. The fair value hierarchy gives priority to quoted prices in active markets for identical assets or liabilities (Level 1) and lowest priority to unobservable inputs (Level 3).

Level 1 fair value measurements are based on quoted net asset values of the shares held by the Plan at year end. The fair value of the investments is based on the closing price reported on the active market where the individual securities are traded.

Level 3 fair value measurements for the guaranteed investment contracts with the insurance company is determined using an income approach by discounting cash flows based on current yields of similar instruments with comparable durations. Participant loans are valued based on the unpaid principal balance of the loan plus any accrued interest.

The fair value of plan assets on a recurring basis for 2012 and 2013 are as follows:

<u>2012 Investment category</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investment contracts	\$ 1,944,165			\$1,944,165
Contribution receivable	490,000	490,000		
Participant loans	332,073			331,959
Mutual fund	19,193,716	\$19,193,176		-
Totals	<u>\$21,959,954</u>	<u>\$19,683,176</u>		<u>\$2,276,724</u>

<u>2013 Investment category</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investment contracts	\$ 2,370,844			\$2,370,844
Contribution receivable	460,000	460,000		
Participant loans	359,995			359,995
Mutual fund	24,713,768	\$24,713,768		-
Totals	<u>\$27,904,607</u>	<u>\$25,173,768</u>		<u>\$2,730,839</u>

HEINEN'S INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE H – FAIR VALUE MEASUREMENTS – (continued)

Effect of Level 3 inputs on net assets or liabilities:

2012 <u>Investment category</u>	<u>Beginning Balance</u>	<u>Total gain or loss</u>	<u>Interest credited</u>	<u>Purchase Settlements</u>	<u>Ending Balance</u>	<u>Unrealized Gain (loss)</u>
Investment contracts	\$2,258,324	\$ 16,478	\$54,247	\$(384,884)	\$1,944,165	\$ 16,478
Participant loans	370,198	-	14,570	(52,809)	331,959	-
Totals	<u>\$2,628,522</u>	<u>\$ 16,478</u>	<u>\$68,817</u>	<u>\$(437,693)</u>	<u>\$2,276,124</u>	<u>\$ 16,478</u>

2013 <u>Investment category</u>	<u>Beginning Balance</u>	<u>Total gain or loss</u>	<u>Interest credited</u>	<u>Purchase Settlements</u>	<u>Ending Balance</u>	<u>Unrealized Gain (loss)</u>
Investment contracts	\$1,944,165	\$ -	\$49,856	\$ 376,823	\$2,370,844	\$ -
Participant loans	331,959	-	14,692	13,344	359,995	-
Totals	<u>\$2,276,124</u>	<u>\$ -</u>	<u>\$64,548</u>	<u>\$ 390,167</u>	<u>\$2,730,839</u>	<u>\$ -</u>

The Principal Fixed Income Option (PFIO) is a benefit responsive single group annuity contract issued by the Principal Life Insurance Company. The methodology for calculating the interest crediting rate is defined in the contract and is currently reset on a semi-annual basis. Changes in future interest crediting rates will not effect the amount reported on the statement of net assets available for benefits representing the adjustment for the portion of net assets attributable to fully benefit responsive investment contracts from fair value to contract value. The contracts have a fixed rate of interest; they are not a portfolio of contracts whose yields are based on changes in fair value of the underlying assets. During 2013, the interest rate on contracts was 2.35% and 2.25% respectively for the first and second half of the year. During 2012 the interest rates on contracts was 2.50% and 2.35% respectively. The investment contracts are reflected at contract value which differs from fair value by approximately \$102,300 in 2012. Contract value approximates fair value in 2013. These underlying investment contracts as well as participant loans have unobservable Level 3 pricing inputs. In the unlikely event that the plan terminates, becomes bankrupt, or merges the Plan's ability to execute transactions at contract value is limited. A surrender charge of approximately 5% may apply.

HEINEN'S INC. ASSOCIATES' PROFIT-SHARING AND 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2013

NOTE I - SUBSEQUENT EVENTS

Management has undertaken a review of events after December 31, 2013 through July 10, 2014, the date available for issuance that could have an impact on the accompanying financial statements. Nothing related to the financial statements was found that would require disclosure in the financial statements.

NOTE J – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds managed by The Principal Financial Group, the trustee as defined by the plan and, therefore, transactions with the trustee qualify as party-in-interest transactions. The supplemental Schedule H, line 4i – Schedule of Assets held at year end column (a) reflects those assets (*) that are considered to be party-in-interest related. Fees for management and other administrative services are paid by the plan sponsor.

Parties-in-interest consist of the following:

- Heinen's, Inc. - sponsor
- Principal Financial Group - trustee
- Hill, Stonestreet & Co. – independent auditors
- NFP Securities, Inc. – Service provider
- Thomas and J Jeffrey Heinen – owners of Heinen's

NOTE K – FORM 5500 FILINGS SUBJECT TO AUDIT

The Plan's information filings (Form 5500) are subject to audit by the Internal Revenue Service and the Department of Labor. The Plan's open audit years are 2011 through 2013.

NOTE L - DATE OF PLAN DETERMINATION LETTER

The plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service 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 determination letter. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Service.

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HEINEN'S, INC. ASSOCIATES' PROFIT SHARING AND

EIN 34 0673060
 PLAN NUMBER 002
 PLAN YEAR 01/01/2013 TO 12/31/2013

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	The American Funds	Registered Investment Company Am Fnd Europacific Gth A Fund	\$ 0.00	\$ 2,866,546.15
	American Century Investments	Registered Investment Company Amer Cent Equity Inc A Fd	\$ 0.00	\$ 2,604,180.40
	The American Funds	Registered Investment Company American Funds Am Blncd A Fund	\$ 0.00	\$ 1,863,960.60
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*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2030 R4 Fund	\$ 0.00	\$ 403,536.74
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2040 R4 Fund	\$ 0.00	\$ 316,989.03
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2050 R4 Fund	\$ 0.00	\$ 88,283.42
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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HEINEN'S, INC. ASSOCIATES' PROFIT SHARING AND

EIN 34 0673060
PLAN NUMBER 002
PLAN YEAR 01/01/2013 TO 12/31/2013

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Funds Inc	Registered Investment Company Prin MidCap S&P 400 Idx Inst Fd	\$ 0.00	\$ 867,202.25
*	Principal Funds Inc	Registered Investment Company Prin SmCap S&P 600 Idx Inst Fd	\$ 0.00	\$ 2,152,868.36
	PIMCO Funds	Registered Investment Company PIMCO Real Return Admin Fund	\$ 0.00	\$ 475,557.88
	T. Rowe Price Funds	Registered Investment Company T Rowe Price Mid-Cap Gr Adv	\$ 0.00	\$ 1,327,700.68
	Franklin Templeton Investments	Registered Investment Company Templeton Gbl Bond A Fd	\$ 0.00	\$ 221,415.34
	Vanguard Group	Registered Investment Company Vanguard ST Inv-Grade Inv Fund	\$ 0.00	\$ 447,840.85
	Wells Fargo	Registered Investment Company Wells Fargo Adv Gr Adm Fund	\$ 0.00	\$ 5,157,328.54
	Participant Loans	Range of Interest Rates Rates Range From 4.25% To 7.00%	\$ 0.00	\$ 359,995.00