

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	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>ROUNDYS SUPERMARKETS, INC. RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/31/1955</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>39-0854535</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>414-231-5000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>424400</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>12/31/1955</u>		2b Employer Identification Number (EIN) <u>39-0854535</u>		2c Sponsor's telephone number <u>414-231-5000</u>		2d Business code (see instructions) <u>424400</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>12/31/1955</u>											
2b Employer Identification Number (EIN) <u>39-0854535</u>											
2c Sponsor's telephone number <u>414-231-5000</u>											
2d Business code (see instructions) <u>424400</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ROUNDYS SUPERMARKETS, INC.</u> <u>875 EAST WISCONSIN AVENUE</u> <u>MILWAUKEE, WI 53202</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.	10/08/2014	EDWARD G. KITZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		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: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	4565
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	1470
b Retired or separated participants receiving benefits		6b	1277
c Other retired or separated participants entitled to future benefits		6c	1592
d Subtotal. Add lines 6a , 6b , and 6c		6d	4339
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	128
f Total. Add lines 6d and 6e		6f	4467
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	12
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: 1A 1I			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <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) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2013 <hr/> 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 ROUNDYS SUPERMARKETS, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ROUNDYS SUPERMARKETS, INC.	D Employer Identification Number (EIN) 39-0854535	

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

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	SA 12842	4467	01/01/2013	12/31/2013

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
0	0

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

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

(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

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	(c) Amount	(d) Purpose	

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(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	161593839

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 ▶ **GROUP ANNUITY**

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	0
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d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>ROUNDYS SUPERMARKETS, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ROUNDYS SUPERMARKETS, INC.</u>	D Employer Identification Number (EIN) <u>39-0854535</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>150467411</u>
b Actuarial value	2b <u>146211903</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1259</u> <u>69743836</u>
b For terminated vested participants.....	3b <u>1652</u> <u>43935314</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>228811</u>
(2) Vested benefits	3c(2) <u>24353848</u>
(3) Total active.....	3c(3) <u>1654</u> <u>24582659</u>
d Total.....	3d <u>4565</u> <u>138261809</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.35 %</u>
6 Target normal cost	6 <u>371836</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>09/29/2014</u>
	Signature of actuary	Date
<u>MARC R. CONDON</u>	Type or print name of actuary	<u>14-05598</u>
		Most recent enrollment number
<u>MASSACHUSETTS MUTUAL LIFE INS CO.</u>	Firm name	<u>860-562-2152</u>
		Telephone number (including area code)
<u>100 BRIGHT MEADOW BLVD.</u> <u>ENFIELD, CT 06082</u>	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	7775306	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	7775306	0
10 Interest on line 9 using prior year's actual return of <u>14.02</u> %	1090098	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4155581
b Interest on (a) using prior year's effective interest rate of <u>7.06</u> % except as otherwise provided (see instructions)		293384
c Total available at beginning of current plan year to add to prefunding balance		4448965
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	8865404	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	99.33 %
15 Adjusted funding target attainment percentage	15	105.75 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	110.33 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/18/2014	414000				
			Totals ►	18(b)	414000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	374531
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	371836	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	371836	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	371836	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	374531	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2695	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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>ROUNDYS SUPERMARKETS, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROUNDYS SUPERMARKETS, INC.</u>	D Employer Identification Number (EIN) <u>39-0854535</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
MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

INDEPENDENT FINANCIAL PARTNERS

59-3331424

(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	INVESTMENT ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	41048	Yes ☐ No ☒

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 29 52 60 63 68 72	CONTRACT ADMINISTRATOR	19433	Yes ☒ No ☐	Yes ☒ No ☐	6250	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
INDEPENDENT FINANCIAL PARTNERS	27	41048
(d) Enter name and EIN (address) of source of indirect compensation MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. PLAN RELATED EXPENSES		
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation SEL DVRSFD VAL LMS SYLS BRDYWN 01-0821120		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation PREM INFLAT PROT AND INCM BABSON 03-0532475		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	13 29	6250
(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.	
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	PLAN RELATED EXPENSES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SELECT FUNDAMENTAL VAL WELLINGTON 04-2483041	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PREM SHORT DURATION BOND BABSON 04-3212057	BASIS POINTS * PLAN ASSETS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PREMIER MONEY MARKET BABSON 04-3212059	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
EMERGING MARKETS EQUITY MFS 04-3281543	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEL SM CP GR W AND R WLLNGTN TMBRLN 04-3464205	BASIS POINTS * PLAN ASSETS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
SEL GR OPPORTNTS SANDS DELAWARE 04-3512589		BASIS POINTS * PLAN ASSETS
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
SELECT MID CAP GR II TRP FRONTIER 04-3512596		BASIS POINTS * PLAN ASSETS
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
SEL BLUE CHIP GROWTH T ROWE PRICE 04-3556992		BASIS POINTS * PLAN ASSETS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEL OVERSEAS MFS HARRIS JPMORGAN 04-3557000	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SELECT FUNDAMENTAL VAL WELLINGTON 04-3584138	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEL SMCVAL FED CLOV TRP ERNST 04-3584140	BASIS POINTS * PLAN ASSETS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LARGE CAP VALUE EATON VANCE 04-6006714	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MID CAP VALUE COLUMBIA 13-4195091	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
REAL ESTATE OFI 22-3849391	BASIS POINTS * PLAN ASSETS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MID CAP VALUE EQUITY RIDGEWORTH</p> <p>23-2678674</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">72</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>SELECT PIMCO TOTAL RETURN</p> <p>27-2377446</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS. CO.</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BALANCED RISK ALLOCATION INVESCO</p> <p>76-0343427</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INTERNATIONAL BOND OF 84-1308320	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DEVELOPING MARKETS OFI 93-6305075	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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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 ROUNDYS SUPERMARKETS, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ROUNDYS SUPERMARKETS, INC.	D Employer Identification Number (EIN) 39-0854535	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-YC			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-135	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3681504	
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CB			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-273	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7456885	
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CW			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 90-0342299-008	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7720254	
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 90-0342299-147	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3473112	
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-M8			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 90-0342299-308	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3535442	
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-TZ			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-362	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25446167	
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-KY			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 90-0342299-305	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18889661	

a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-Y1](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INSURANCE](#)

c EIN-PN 04-1590850-170	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13247219
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-YY](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INSURANCE](#)

c EIN-PN 04-1590850-187	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3485323
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-YD](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INSURANCE](#)

c EIN-PN 04-1590850-136	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13221731
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-YF](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INSURANCE](#)

c EIN-PN 04-1590850-138	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12975226
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-YG](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INSURANCE](#)

c EIN-PN 04-1590850-139	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3787785
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-YH](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INSURANCE](#)

c EIN-PN 04-1590850-184	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17810834
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-CDR](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INSURANCE](#)

c EIN-PN 90-0779283-226	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15841125
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-Y](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INSURANCE](#)

c EIN-PN 04-1590850-183	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7455257
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-YT](#)**b** Name of sponsor of entity listed in (a): [MASSACHUSETTS MUTUAL LIFE INSURANCE](#)

c EIN-PN 04-1590850-186	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3566312
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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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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>ROUNDYS SUPERMARKETS, INC. RETIREMENT PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROUNDYS SUPERMARKETS, INC.</u>		D Employer Identification Number (EIN) <u>39-0854535</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)	1028619	414000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	149441288	161593839
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other.....	1c(15)		

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	150469907	162007839

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	150469907	162007839
---	-----------	-----------	-----------

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)	414000	
(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)		414000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	262	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		262
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		20075168
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		20489430

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8592924	
(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)		8592924
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)	358574	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		358574
j Total expenses. Add all expense amounts in column (b) and enter total	2j		8951498

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11537932
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) ☒ 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: WIPFLI LLP

(2) EIN: 39-0758449

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	
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			
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)

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>ROUNDYS SUPERMARKETS, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROUNDYS SUPERMARKETS, INC.</u>	D Employer Identification Number (EIN) <u>39-0854535</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
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>04-1590850</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 <u>92</u>

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
-----------------	-------------------

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.
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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: 51% Investment-Grade Debt: 37% High-Yield Debt: 0% Real Estate: 0% Other: 12%

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):

Roundy's Supermarkets, Inc.

Retirement Plan

Milwaukee, Wisconsin

Financial Statements and Supplemental Schedules

Years Ended December 31, 2013 and 2012

Roundy's Supermarkets, Inc. Retirement Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2013 and 2012

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Independent Auditor's Report

Plan Administrative Committee
Roundy's Supermarkets, Inc. Retirement Plan
Milwaukee, Wisconsin

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Roundy's Supermarkets, Inc. Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, 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; 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. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Mass Mutual Life Insurance Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedules of Assets (Held at End of Year) and Reportable Transactions as of December 31, 2013, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Wipfli LLP

Wipfli LLP
10000 Innovation Drive, Suite 250
Milwaukee, Wisconsin 53226

September 19, 2014

Roundy's Supermarkets, Inc. Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	2013	2012
Investments at fair value	\$ 161,593,839	\$ 149,441,288
Sponsor contributions receivable	414,000	1,028,619
NET ASSETS AVAILABLE FOR BENEFITS	\$ 162,007,839	\$ 150,469,907

Roundy's Supermarkets, Inc. Retirement Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

	2013	2012
Additions:		
Contributions:		
Sponsor contributions	\$ 414,000	\$ 4,339,724
Investment income:		
Interest and dividend income	262	492
Net appreciation in fair value of investments	20,075,168	18,488,071
Total investment income	20,075,430	18,488,563
Total additions	20,489,430	22,828,287
Deductions:		
Benefits paid to participants	8,592,924	8,020,896
Administrative expenses	358,574	306,314
Total deductions	8,951,498	8,327,210
Net increase	11,537,932	14,501,077
Net assets available for benefits at beginning of year	150,469,907	135,968,830
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	\$ 162,007,839	\$ 150,469,907

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 1 Description of the Plan

The Roundy's Supermarkets, Inc. Retirement Plan (the "Plan") is a noncontributory defined benefit plan sponsored by Roundy's Supermarkets, Inc. ("the Company") and electing participating subsidiaries (collectively the "Sponsor"). The following description of the Plan provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Massachusetts Mutual Life Insurance Company ("Mass Mutual") is the custodian, plan administrator, plan record keeper, plan actuary, and makes distributions. The custodian holds the Plan's investment assets and executes investment transactions.

Eligibility and Participation

Substantially all full-time employees of the Sponsor were eligible to participate in the Plan. The Plan has been frozen to all new participants and benefit accruals.

Contributions

The Sponsor contributes to the Plan based upon actuarial determinations.

Vesting

Participants vested according to the following schedule of service:

Years of Service	Vesting %
Less than 5 years	0%
5 or more	100%

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 1 Description of the Plan (Continued)

Retirement Benefits

Participants receive monthly pension benefits beginning at age 65 equal to the participant's benefit rate, multiplied by a year of credited service factor as of the retirement date. Participants age 55 with 5 or more years of vested service may elect early retirement payments at reduced benefit. Participants may elect various annuity options.

Most participants with 25 years of credited service are entitled to annual pension benefits equal to 50% of their average compensation (during the five years of their highest compensation within the last ten completed years of service) less 50% of their primary social security benefit. The benefit is reduced pro rata for participants retiring with less than 25 years of credited service. The benefit is increased by 1% of average compensation for each year of credited service in excess of 25 years up to a maximum of an additional 10%.

Certain participants who were formerly participants in other plans, which were merged into the Plan, receive different retirement benefits.

Death and Disability Benefits

If an active participant with five years of vested service dies prior to their actual retirement date, unless an election to the contrary has been made, the participants surviving spouse is entitled to a reduced benefit as defined by the Plan.

If an active participant who has reached age 60 with twenty years of vested service becomes permanently disabled, they are entitled to receive a benefit amount calculated as if retirement occurred at age 65.

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 2 **Summary of Significant Accounting Policies**

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States ("GAAP").

Estimates

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts of net assets available for benefits, benefit obligations, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates and are subject to change in the near term.

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value 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. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. The net appreciation (depreciation) in fair value of investments includes gains and losses on investments bought and sold, as well as held during the year.

Fair Value Measurements

GAAP has established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include Level 1, defined as observable inputs such as quoted market prices in active markets; Level 2, defined as inputs other than quoted market prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore, requiring an entity to develop its own assumptions. The asset's and liability's fair value measurement level within the hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 2 Summary of Significant Accounting Policies (Continued)

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Plan Expenses

Substantially all Plan expenses incurred are paid by the Plan. Certain custodian fees were recognized as administrative expenses for the year ended December 31, 2013. Previously they had been netted against appreciation in fair value of investments.

Subsequent Events

Subsequent events have been evaluated through September 19, 2014, which is the date the financial statements were available to be issued.

Note 3 Investments

Individual investments representing 5% or more of the Plan's net assets available for benefits as of December 31 are as follows:

	2013	2012
<hr/>		
Pooled separate accounts:		
Mass Mutual Fundamental Value Fund	\$ 18,889,661	\$ 16,496,101
Mass Mutual Overseas Fund	\$ 17,810,834	\$ 16,162,718
Mass Mutual Total Return Admin Fund	\$ 25,446,167	\$ 26,921,850
Mass Mutual Short-Duration Bond	\$ 12,975,226	\$ 12,679,533
Mass Mutual Aggressive Growth Fund	\$ 13,221,731	\$ 10,289,653
Mass Mutual Real Estate Fund	*	\$ 7,665,572
Mass Mutual Blue Chip Growth	\$ 13,247,219	\$ 10,299,136
Mass Mutual Bal-Risk Alloc	\$ 15,841,125	\$ 14,870,154
Mass Mutual International Bond Fund	*	\$ 7,589,697
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* Investment is not greater than 5% of Plan net assets

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 4 Fair Value Measurement

The following is a description of the valuation methodology used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Pooled Separate Accounts. The fair value of pooled separate accounts represents the net asset value ("NAV") of the fund shares. NAV is based on the value of the underlying assets owned by the funds minus liabilities, and then divided by the number of shares outstanding as determined by Mass Mutual. The fair values are classified as Level 2 in the fair value hierarchy since the NAV per share of the pooled separate account itself is not publicly quoted and the values are not dependent on the input of significant judgment or assumptions by management.

Investment strategies for individual investments whose fair value is determined using a NAV per share measurement are as follows:

- (a) Domestic equity pooled separate accounts invest primarily in common stocks and other equity securities of U.S. companies.
- (b) International pooled separate accounts invest primarily in foreign equity securities, located in Europe, Latin America, and Asia.
- (c) Developing Markets pooled separate accounts invest primarily in common stocks of issuers in emerging and developing markets throughout the world, and may include up to 100% of total assets in foreign securities, primarily of companies with high growth potential.
- (d) Balanced Risk pooled separate accounts invest primarily in equities, commodities and fixed income securities.
- (e) Fixed Income pooled separate accounts invest primarily in fixed income securities of U.S. and foreign entities, including securities issued or guaranteed by the U.S. and non-U.S. governments.
- (f) Real Estate pooled separate accounts invest primarily in common stocks and other equity securities of real estate companies, including real estate investment trusts, and real estate operating companies.

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 4 Fair Value Measurement (Continued)

(g) Money Market pooled separate accounts invest primarily in high quality debt instruments, including commercial paper and other corporate obligations, securities issued or guaranteed by the U.S. government or its agencies, certificates of deposit, and bankers' acceptances.

Investments in these pooled separate accounts can be purchased and sold continuously. A notice of redemption is not required. The plan has no obligation to buy additional units.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets:

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Equity:				
Domestic (a)	\$ -	\$ 59,627,192	\$ -	\$ 59,627,192
International (b)	-	17,810,834	-	17,810,834
Developing markets (c)	-	3,473,112	-	3,473,112
Balanced risk (d)	-	15,841,125	-	15,841,125
Fixed income (e)	-	53,596,904	-	53,596,904
Real estate (f)	-	7,456,885	-	7,456,885
Money market (g)	-	3,787,787	-	3,787,787
Total	\$ -	\$ 161,593,839	\$ -	\$ 161,593,839

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Equity:				
Domestic (a)	\$ -	\$ 49,282,775	\$ -	\$ 49,282,775
International (b)	-	16,162,718	-	16,162,718
Developing markets (c)	-	3,088,069	-	3,088,069
Balanced risk (d)	-	14,870,154	-	14,870,154
Fixed income (e)	-	54,659,710	-	54,659,710
Real estate (f)	-	7,665,572	-	7,665,572
Money market (g)	-	3,712,290	-	3,712,290
Total	\$ -	\$ 149,441,288	\$ -	\$ 149,441,288

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 5 Funding Policy

The Plan is solely funded by contributions by the Sponsor. The Sponsor's policy is to make annual contributions to the Plan which meet or exceed the annual ERISA minimum funding requirements. The Company met the minimum funding requirements of ERISA for its 2013 and 2012 plan years.

The Company had an agreement with the Pension Benefit Guaranty Corporation ("PBGC") which required the Company to contribute \$12.5 million in additional contributions to the Plan. The additional contributions were fully funded in 2012.

Note 6 Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits represent the estimated future periodic payments, including lump-sum payments, attributable under the Plan's provisions, to participants for services rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated participants and beneficiaries, (b) beneficiaries of participants who have died, and (c) active participants or their beneficiaries.

The actuarial present value of accumulated plan benefits information was determined by the Plan's actuary, Mass Mutual, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. Benefits payable under all circumstances – retirement, death, disability, and termination of employment are included, to the extent they are deemed attributable to employee services rendered to the valuation date.

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 6 Actuarial Present Value of Accumulated Plan Benefits (Continued)

Significant actuarial assumptions included in the valuations as of January 1, 2013 and 2012 are as follows:

Assumed Rate of Interest (Discount Rate)	7.5% per annum
Retirement age	15% at ages 62, 63 and 64; 100% at age 65
Mortality	The adjusted RP-2000 Generational Table

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The following are the actuarial present value of accumulated plan benefits as of January 1:

	2013	2012
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving benefits	\$ 63,557,942	\$ 61,353,482
Other participants	59,313,795	59,310,221
Total vested benefits	122,871,737	120,663,703
Nonvested benefits	145,060	188,937
Total actuarial present value of accumulated plan benefits	\$ 123,016,797	\$ 120,852,640

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 6 Actuarial Present Value of Accumulated Plan Benefits (Continued)

The changes in the present value of accumulated plan benefits for the year beginning January 1, 2013, are as follows:

Actuarial present value of accumulated benefits at January 1, 2012	\$ 120,852,640
<hr/>	
Increase (decrease) attributable to:	
Increase due to passage of time	8,764,390
Other	1,387,968
Benefits paid	(7,988,201)
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Total increase in actuarial present value of accumulated benefits	2,164,157
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Actuarial present value of accumulated plan benefits at January 1, 2013	\$ 123,016,797

Note 7 Income Tax Status

The Plan has received a favorable determination letter from the Internal Revenue Service dated April 23, 2003 stating that the Plan and the related trust were designed in accordance with the IRC. The Plan has been amended since receipt of the determination letter. The plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC and therefore believes the Plan is qualified and the related trust is tax exempt.

The plan administrator has analyzed the tax positions taken by the Plan and concluded there are no uncertain tax positions taken by the Plan. No provision for income taxes has been included in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions and there are currently no audits in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 8 Party-In-Interest Transactions

Investments in most of the separate investment accounts are managed by Mass Mutual and qualify as party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA regulations.

Note 9 Information Certified by the Custodian

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

- (a) Investments as disclosed in the statements of net assets available for benefits.
- (b) Net appreciation (depreciation) in fair value of investments and interest and dividend income as disclosed in the statements of changes in net assets available for benefits.
- (c) Investment information as disclosed in Note 3.
- (d) Schedule of Assets (Held at End of Year) as disclosed on page 17, and Schedule of Reportable Transactions as disclosed on Page 18.

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

Note 10 Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan at any time. If the Plan is terminated, the net assets of the Plan will be distributed to the participants in order of priority determined in accordance with ERISA, its applicable regulations, and with the Plan document.

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 10 Plan Termination (Continued)

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a) Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- b) Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC" a U.S. government agency) up to the applicable limitations (discussed below).
- c) All other vested benefits (that is, vested benefits not insured by the PBGC).
- d) All nonvested benefits.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

Roundy's Supermarkets, Inc. Retirement Plan

Notes to Financial Statements

Note 11 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 the investment securities will occur in the near term and, that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Supplemental Schedules

Roundy's Supermarkets, Inc. Retirement Plan

Schedule H, Item 4i – Schedule of Assets (Held at End of Year)

EIN #39-0854535 Plan #001

December 31, 2013

(b) Identity of Issue, Borrower, Lessor, or		(c) Description of Investment	(d) Cost	(e) Current Value
(a)	Similar Party			
*	Mass Mutual Aggressive Growth Fund	Pooled separate accounts	\$ 5,677,327	\$ 13,221,731
*	Mass Mutual Blue Chip Growth	Pooled separate accounts	6,080,075	13,247,219
*	Mass Mutual Developing Markets Fund	Pooled separate accounts	2,246,655	3,473,112
*	Mass Mutual Fundamental Value Fund	Pooled separate accounts	12,967,533	18,889,661
*	Mass Mutual International Bond Fund	Pooled separate accounts	6,407,326	7,720,254
*	Mass Mutual Mid Cap Growth II Fund	Pooled separate accounts	1,705,513	3,566,312
*	Mass Mutual Mid Cap Value Equity Fund	Pooled separate accounts	2,294,071	3,535,442
*	Mass Mutual Money Market Fund	Pooled separate accounts	3,787,785	3,787,787
*	Mass Mutual Overseas Fund	Pooled separate accounts	10,660,561	17,810,834
*	Mass Mutual Prem Inflation Prot. Bond Fund	Pooled separate accounts	6,677,970	7,455,257
*	Mass Mutual Real Estate Fund	Pooled separate accounts	3,980,088	7,456,885
*	Mass Mutual Short-Duration Bond	Pooled separate accounts	11,275,925	12,975,226
*	Mass Mutual Small Cap Growth Equity Fund	Pooled separate accounts	1,942,201	3,681,504
*	Mass Mutual Small Company Value Fund	Pooled separate accounts	1,769,194	3,485,323
*	Mass Mutual Total Return Admin Fund	Pooled separate accounts	23,180,238	25,446,167
*	Mass Mutual Bal-Risk Alloc	Pooled separate accounts	15,473,710	15,841,125
Total assets (held at end of year)			\$ 116,126,172	\$ 161,593,839

* Denotes party-in-interest

This schedule has been derived from information certified as complete and accurate by Massachusetts Mutual Life Insurance Company.
See Independent Auditor's Report.

Roundy's Supermarkets, Inc. Retirement Plan

Schedule H, Item 4j – Schedule of Reportable Transactions

EIN #39-0854535 Plan #001

Year Ended December 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset		(i) Net Gain or Loss
							on Transaction	Date	
* MassMutual	Total Return Admin Fund	\$ 7,504,096	\$ -	n/a	\$ -	\$ 7,504,096	\$ 7,504,096		\$ -

* Denotes party-in-interest

This schedule has been derived from information certified as complete and accurate by Massachusetts Mutual Life Insurance Company.
See Independent Auditor's Report.

A Name of Plan Roundy's Supermarkets, Inc. Retirement Plan	B Three-digit plan Number	001
C Plan sponsor's name as shown on line 2a of Form 5500 Roundy's Supermarkets, Inc.	D Employer Identification Number 390854535	

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
Columbia	134195091		MassMutual provided the Plan with the required written disclosure for Management Fees received by Columbia with respect to the Mid Cap Value (Columbia) separate account (SIA-QB).
Eaton Vance	046006714		MassMutual provided the Plan with the required written disclosure for Management Fees received by Eaton Vance with respect to the Large-Cap Value (Eaton Vance) separate account (SIA-GD).
Invesco	760343427		MassMutual provided the Plan with the required written disclosure for Management Fees received by Invesco with respect to the Balanced-Risk Allocation (Invesco) separate account (SIA-CDR).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Blue Chip Growth (T.Rowe Price) separate account (SIA-Y1).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Dvrsfd Val (Lms Syls/Brdywn) separate account (SIA-JK).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Gr Opporntns (Sands/Delaware) separate account (SIA-YD).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Overseas (MFS/Harris/JPMorgan) separate account (SIA-YH).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) separate account (SIA-YC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel SmCoVal (Fed Clov/TRP/ERNST) separate account (SIA-YY).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Select Fundamental Val (Wellington) separate account (SIA-KY).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Select Fundamental Val (Wellington) separate account (SIA-LK).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Select Fundamental Val (Wellington) separate account (SIA-YK).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Select Mid Cap Gr II (TRP/Frontier) separate account (SIA-YT).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Emerging Markets Equity (MFS) separate account (SIA-UA).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Large-Cap Value (Eaton Vance) separate account

Massachusetts Mutual Life Insurance Company	041590850	(SIA-GD). MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Mid Cap Value (Columbia) separate account (SIA-QB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Prem Inflat-Prot and Incm (Babson) separate account (SIA-Y).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Prem Short-Duration Bond (Babson) separate account (SIA-YF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Premier Money Market (Babson) separate account (SIA-YG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Sel Blue Chip Growth (T.Rowe Price) separate account (SIA-Y1).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Sel Dvrsfd Val (Lms Syls/Brdywn) separate account (SIA-JK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Sel Gr Opporntns (Sands/Delaware) separate account (SIA-YD).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Sel Overseas (MFS/Harris/JPMorgan) separate account (SIA-YH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Sel Sm Cp Gr (W&R/Wilngtn/Tmbrln) separate account (SIA-YC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Sel SmCoVal (Fed Clow/TRP/ERNST) separate account (SIA-YY).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Select Fundamental Val (Wellington) separate account (SIA-KY).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Select Fundamental Val (Wellington) separate account (SIA-LK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Select Fundamental Val (Wellington) separate account (SIA-YK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Select Mid Cap Gr II (TRP/Frontier) separate account (SIA-YT).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Select PIMCO Total Return separate account (SIA-TZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (16 basis points * plan assets) with respect to the Sel Blue Chip Growth (T.Rowe Price) separate account (SIA-Y1).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (18 basis points * plan assets) with respect to the Premier Money Market (Babson) separate account (SIA-YG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (26 basis points * plan assets) with respect to the Prem Inflat-Prot and Incm (Babson) separate account (SIA-Y).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (27 basis points * plan assets) with respect to the Sel Dvrsfd Val (Lms Syls/Brdywn) separate account (SIA-JK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (27 basis points * plan assets) with respect to the Select Mid Cap Gr II (TRP/Frontier) separate account (SIA-YT).

Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (29 basis points * plan assets) with respect to the Select PIMCO Total Return separate account (SIA-TZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (31 basis points * plan assets) with respect to the Prem Short-Duration Bond (Babson) separate account (SIA-YF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (31 basis points * plan assets) with respect to the Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) separate account (SIA-YC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (31 basis points * plan assets) with respect to the Select Fundamental Val (Wellington) separate account (SIA-YK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (34 basis points * plan assets) with respect to the Sel Gr Opportnts (Sands/Delaware) separate account (SIA-YD).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (40 basis points * plan assets) with respect to the Sel Overseas (MFS/Harris/JPMorgan) separate account (SIA-YH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (44 basis points * plan assets) with respect to the Sel SmCoVal (Fed Clov/TRP/ERNST) separate account (SIA-YY).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (46 basis points * plan assets) with respect to the Select Fundamental Val (Wellington) separate account (SIA-LK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (7 basis points * plan assets) with respect to the Select Fundamental Val (Wellington) separate account (SIA-KY).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (20 basis points * plan assets) with respect to the Emerging Markets Equity (MFS) separate account (SIA-UA).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the Large-Cap Value (Eaton Vance) separate account (SIA-GD).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the Mid Cap Value (Columbia) separate account (SIA-QB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to the Balanced-Risk Allocation (Invesco) separate account (SIA-CDR).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to the Developing Markets (OFI) separate account (SIA-C).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to the International Bond (OFI) separate account (SIA-CW).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to the Real Estate (OFI) separate account (SIA-CB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (40 basis points * plan assets) with respect to the Mid Cap Value Equity (Ridgeworth) separate account (SIA-M8).
MFS Investment Management	043281543	MassMutual provided the Plan with the required written disclosure for Management Fees received by MFS Investment Management with respect to the Emerging Markets Equity (MFS) separate account (SIA-UA).
Oppenheimer	223849391	MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to the Real Estate (OFI) separate account (SIA-CB).
Oppenheimer	841308320	MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to the International Bond (OFI) separate account (SIA-CW).
Oppenheimer	936305075	MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to the Developing Markets (OFI) separate account (SIA-C).
RidgeWorth	232678674	MassMutual provided the Plan with the required written disclosure for Management Fees received by RidgeWorth with respect to the Mid Cap Value Equity (Ridgeworth) separate account (SIA-M8).



Schedule C Soft Dollar Compensation Eligible Indirect Compensation Statement

Mutual fund investments of the plan (whether direct or indirect through a separate investment account) may have soft dollar arrangements pursuant to which the investment advisor or sub-advisor to the mutual fund (and/or its affiliates) may direct trades to certain brokers in exchange for research and other services, other than just trade execution. For plans investing directly or indirectly in the MassMutual Premier or Select Funds, MassMutual provided the required written disclosure regarding soft dollar compensation on the Schedule C Formula Description and/or EIC Statement Description Attachment. For all other mutual funds, MassMutual provided the required written disclosure in the Statement of Additional Information ("SAI").

For additional information on soft dollar compensation, refer to the section of the mutual fund's SAI that discusses brokerage allocation and other practices.

Schedule SB, Line 19 - Discounted Employer Contributions

Plan Anniversary: January 1, 2013

Plan Effective Rate: 6.35%

<u>Date</u>	<u>Amount Paid in Cash</u>	<u>Plan Year</u>	<u>Value as of January 1, 2013</u>
08/18/14	414,000	2013	374,531
Total	<u>\$ 414,000</u>		<u>\$ 374,531</u>

Schedule SB, Line 22 - Description of Weighted Average Retirement Age

Assumed Retirement Age

<u>Age</u>	<u>Probability of Retirement</u>
62	15.00%
63	15.00%
64	15.00%
65	100.00%

Weighted Average Retirement Age: 64

Schedule SB, Part V - Statement of Actuarial Assumptions & Methods

Describe all non-prescribed actuarial assumptions used to determine the funding target and target normal cost. Also, describe the method for determining the actuarial value of assets and any other aspects of the funding method for determining the Schedule SB entries that are not prescribed by law.

Actuarial Assumptions

Interest:	January, 2013 IRS Segmented Yield Curve limited by 2013 MAP-21 corridor
Preretirement Mortality:	IRC Sec 430 2013 Static Non-Annuitant Tables
Postretirement Mortality:	IRC Sec 430 2013 Static Annuitant Tables
Retirement Age:	15% at ages 62, 63, and 64; 100% at age 65
Termination:	Tabular (see rates below)
Incidence of Disability:	Tabular (see rates below)
Asset Smoothing Rate	6.00% but no greater than the appropriate third segment rate for each year as described in Treasury Regulation 430(h) and associated guidance.
Marriage:	It is assumed that 80% of males and 65% of females are married and that a male is 3 years older than his female spouse.
Expenses:	Based on previous year's, adjusted to the current year's PBGC.
Optional Forms:	Liabilities include no load to account for the value of optional annuity forms.

Incidence of Disability (sample rates)

<u>Age</u>	<u>Male Rates</u>	<u>Female Rates</u>
20	0.07%	0.09%
25	0.08%	0.10%
30	0.08%	0.11%
35	0.10%	0.12%
40	0.12%	0.15%
45	0.16%	0.22%
50	0.24%	0.33%
55	0.40%	0.58%
60 and over	0.84%	1.18%

Schedule SB, Part V - Statement of Actuarial Assumptions & Methods

Termination (sample rates)

<u>Age</u>	<u>Male Rates</u>	<u>Female Rates</u>
20	10.00%	20.00%
25	8.88%	18.99%
30	6.89%	16.09%
35	4.00%	7.94%
40	1.65%	3.50%
45	0.73%	1.68%
50	0.29%	0.71%
55	0.00%	0.15%
60 and over	0.00%	0.00%

Assumed Retirement Age

<u>Age</u>	<u>Probability of Retirement</u>
62	15.00%
63	15.00%
64	15.00%
65	100.00%

Weighted Average Retirement Age: 64

Actuarial Cost Method

The Target Normal Cost is equal to the present value as of the valuation date of the increase in the accrued benefit arising from the service increase in the current plan year plus administrative expenses expected to be paid out of plan assets. The Funding Target as of the valuation date is the present value of the accrued benefit as of the valuation date.

Asset Valuation Method

The Actuarial Value of Assets is determined using a 3-year averaging method described in IRS Notice 2009-22.

Schedule SB, Part V - Statement of Actuarial Assumptions & Methods

Development of Actuarial Value of Assets

1. January 1, 2011 Adjusted Market Value of Assets as of January 1, 2013	
a. Market Value of Assets as of 1/1/2011 including prior year accrued contributions:	\$ 136,682,533
b. Contributions made for the 2011 and 2012 Plan Years not included in assets above:	11,551,152
c. Benefit payments and expenses paid during the 2011 and 2012 Plan Years not included in assets above:	(16,002,903)
d. Expected return at an annual rate of 6.00%	16,049,457
e. 1/1/2011 Adjusted Market Value of Assets as of 1/1/2013:	
(a) + (b) + (c) + (d)	\$ 148,280,239
2. January 1, 2012 Adjusted Market Value of Assets as of January 1, 2013	
a. Market Value of Assets as of 1/1/2012 including prior year accrued contributions:	\$ 135,879,234
b. Contributions made for the 2011 and 2012 Plan Years not included in assets above:	4,337,228
c. Benefit payments and expenses paid during the 2011 and 2012 Plan Years not included in assets above:	(8,327,210)
d. Expected return at an annual rate of 6.00%	7,998,806
e. 1/1/2012 Adjusted Market Value of Assets as of 1/1/2013:	
(a) + (b) + (c) + (d)	\$ 139,888,058
3. January 1, 2013 Average Adjusted Market Value of Assets	
a. 1/1/2011 Adjusted Market Value of Assets as of 1/1/2013:	\$ 148,280,239
b. 1/1/2012 Adjusted Market Value of Assets as of 1/1/2013:	\$ 139,888,058
c. January 1, 2013 Market Value of Assets (including discounted receivables):	\$ 150,467,411
d. Average Adjusted Market Value of Assets: [(a)+(b)+(c)] / 3	\$ 146,211,903
4. 90% of 1/1/2013 Market Value of Assets	\$ 135,420,670
5. 110% of 1/1/2013 Market Value of Assets	\$ 165,514,152
6. 1/1/2013 Actuarial Value of Assets:	
(3)(d), no less than (4) and no greater than (5)	\$ 146,211,903

Schedule SB, Part V - Summary of Plan Provisions

Summary

Plan: Roundy's, Inc. Retirement Plan

Employer Identification Number/Plan Number: 39-0854535 / 001

Effective Date: December 1, 1955

Plan Year: January 1 to December 31

Employer: Roundy's Supermarkets, Inc.

Employee: All employees of Roundy's, Inc. and subsidiaries so authorized by the Board of Directors are eligible to participate in this plan.

Participation Date: Each eligible employee shall become a Participant after completing one year of eligibility service. This requirement is met if the eligible employee completes at least 1,000 hours of service in the consecutive 12-month period commencing on the employee's date of hire. No Employee may become a Participant after May 31, 2006.

Service: The period of an Employee's employment with the Employer, as determined by the Employer from its personnel records.

Vesting Service: Years of employment with the Company during which an employee is credited with 1,000 or more hours. If fewer than 1,000 hours are credited in an employee's first or last year of employment, vesting service for that year only is the number of hours or service divided by 1,000.

Credited Service: Calendar years of employment in which the participant is credited with 2,000 or more hours. A pro-rata year of service is given for each calendar year in which the participant is credited with fewer than 2,000 but at least 1,000 hours.

Compensation: All amounts paid to a member, as reported of the employee's federal income tax withholding statement (Form W-2).

Average Monthly Earnings: Compensation for the highest 5 consecutive calendar years out of the last 10 completed calendar years of service divided by 60.

Primary Social Security: The estimated monthly benefit at age 65 payable to the participant based on the Social Security Act, as amended and in effect at termination. If the member terminates before age 65, it is assumed that he receives no compensation after termination and elects to receive his Social Security benefit at age 65.

Normal Retirement Date: The first day of the calendar month coincident with or next following the later of age 65 and fifth anniversary of Participation.

Early Retirement Date: The first day of the calendar month coincident with or next following the later of attainment of age 55, and completion of 5 years of vesting service.

Schedule SB, Part V - Summary of Plan Provisions

Normal Retirement Benefit:

Roundy's and former Copps Corporation participants (except retail employees) not attained age 60 as of 12/31/2004 :

The frozen accrued monthly under the prior plan (either Roundy's, Inc. Retirement Plan or Copps Corporation Employees' Pension Plan) as it existed immediately before January 1, 2005, plus 1.00% of the amount of each year's Annual Compensation divided by 12. **Benefit accruals are frozen as of June 1, 2006.**

Roundy's participants attained age 60 as of 12/31/2004 :

A monthly benefit equal to 50% of the participant's average monthly earnings less 50% of the participant's primary social security amount, prorated for fewer than 25 years of credited service; plus 1% of the participant's average monthly earnings per year of credited service in excess of 25 years, for a maximum of 10 additional years. **Benefit accruals are frozen as of June 1, 2006.**

Former Copps Corporation participants attained age 60 as of 12/31/2004 :

The greater of (i) and (ii) below reduced by (iii):

(i) An amount, which when added to the primary Social Security benefit, provides the percentage of compensation determined by the following table:

Final Monthly Compensation	Average Guaranteed Percentage
Less than \$500	75%
750	70%
1000	65%
1500	60%
\$3,000 or more	55%

The benefit thus determined is reduced for service less than 30 years, and it is based on pay, Social Security, and credited service through December 31, 1988.

(ii) 0.6% of Average Monthly Earnings plus 0.6% of Average Monthly Earnings in excess of Covered Compensation times credited service limited to 30 years.

(iii) Benefit determined under the prior plan based on compensation and service as of December 31, 1984. **Benefit accruals are frozen as of June 1, 2006.**

Accrued Benefit: The Normal Retirement Benefit as calculated using Credited Service and Annual Compensation to the date of determination. **The accrued benefits for retail employees were frozen as of January 1, 2005. The accrued benefits for other employees were frozen as of June 1, 2006.**

Termination Benefit: A Participant who has at least five years of Vesting Service has a nonforfeitable right to his or her Accrued Benefit.

Schedule SB, Part V - Summary of Plan Provisions

Early Retirement Benefit: Accrued Benefit reduced $\frac{1}{2}$ of one-percent for each month that benefits commence before age 62.

Disability Benefit: After age 60 with 20 years of vesting service, the benefit is the accrued benefit.

Employee Contributions: None.

Normal Form: A reduced Joint and 50% Survivor Annuity if the Participant is married. If the Participant is single, a life annuity.

Optional Forms: 100%, 75%, or 50% contingent annuity options, certain and continuous options, annuity certain options, or life annuity.

Death Benefits:

Pre-retirement: If the Participant is not vested, no death benefits are payable. If the participant is vested, then the death benefit is 50% of the amount that would have been payable to the Participant under the Joint and Survivor option.

Post-Retirement: None except as provided by the annuity form elected.

Schedule SB, Line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service									
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19	
	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp
Under 25	0		0		0		0		0	
25 to 29	18		13		0		0		0	
30 to 34	58	404	81	720	12		0		0	
35 to 39	42	722	39	1,231	43	1,924	10		0	
40 to 44	67	732	49	1,596	35	2,966	40	3,349	8	
45 to 49	93	760	60	1,320	36	2,947	19		50	6,033
50 to 54	89	689	87	2,309	40	2,800	31	7,108	24	7,982
55 to 59	104	696	76	1,700	35	3,113	27	6,980	19	
60 to 64	61	737	57	1,879	32	1,336	17		15	
65 to 69	10		21	1,837	12		6		8	
70 & up	5		8		9		0		1	

Attained Age	Years of Credited Service									
	20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp
Under 25	0		0		0		0		0	
25 to 29	0		0		0		0		0	
30 to 34	0		0		0		0		0	
35 to 39	0		0		0		0		0	
40 to 44	0		0		0		0		0	
45 to 49	3		0		0		0		0	
50 to 54	25	8,695	0		0		0		0	
55 to 59	19		5		5		0		0	
60 to 64	13		4		9		2		0	
65 to 69	1		0		0		0		0	
70 & up	1		0		0		0		0	

This plan is "hard frozen". In lieu of compensation the average accrued benefits are depicted in the above.

Schedule H, line 4i - Schedule of Assets (Held At End Of Year): 12/31/13

Plan Sponsor: SA 012842-01

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, interest rate, collateral, par or maturity value	Cost	Current Value
*	MassMutual	(Developing Markets)	2,246,655	3,473,112
*	MassMutual	(Real Estate)	3,980,088	7,456,885
*	MassMutual	Invesco Balanced-Risk Allocation FD	15,473,710	15,841,125
*	MassMutual	(International Bond)	6,407,326	7,720,254
*	MassMutual	(Select Fundamental Val)	12,967,533	18,889,661
*	MassMutual	(Mid Cap Value Equity)	2,294,071	3,535,442
*	MassMutual	(Total Return Admin)	23,180,238	25,446,167
*	MassMutual	(Prem Inflat-Protect Bond)	6,677,970	7,455,257
*	MassMutual	(Sel Blue Chip Growth)	6,080,075	13,247,219
*	MassMutual	(Select Small Cap Gr)	1,942,201	3,681,504
*	MassMutual	(Sel Aggressive Gr)	5,677,327	13,221,731
*	MassMutual	(Prem Short-Duration Bond)	11,275,925	12,975,226
*	MassMutual	(Premier Money Market)	3,787,785	3,787,785
*	MassMutual	(Select Overseas)	10,660,561	17,810,834
*	MassMutual	(Select Mid Cap Growth II)	1,705,513	3,566,312
*	MassMutual	(Select Small Co Value)	1,769,194	3,485,323

Schedule H, line 4j - Schedule of Reportable Transactions: 12/31/13

Plan Sponsor: SA 012842-01

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense incurred with trans	(g) Cost of asset	(h) Current Value of asset on transaction date	(i) Net gain or loss
MassMutual	(Total Return Admin)	7,504,096	0	N/A	0	7,504,096	7,504,096	0

* This schedule was completed considering assets held under a MassMutual group annuity contract only

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500 or 5500-SF.**

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

► **Round off amounts to nearest dollar.**► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of plan

Roundys Supermarkets, Inc. Retirement Plan

B Three-digit
plan number (PN) ►

001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Roundys Supermarkets, Inc.

D Employer Identification Number (EIN)

39-0854535

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2013**2** Assets:**a** Market value **2a** 150,467,411**b** Actuarial value **2b** 146,211,903**3** Funding target/participant count breakdown:**(1) Number of participants****(2) Funding Target****a** For retired participants and beneficiaries receiving payment **3a** 1,259 69,743,836**b** For terminated vested participants **3b** 1,652 43,935,314**c** For active participants:**(1)** Non-vested benefits **3c(1)** 228,811**(2)** Vested benefits **3c(2)** 24,353,848**(3)** Total active **3c(3)** 1,654 24,582,659**d** Total **3d** 4,565 138,261,809**4** If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐**a** Funding target disregarding prescribed at-risk assumptions **4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor..... **4b****5** Effective interest rate **5** 6.35 %**6** Target normal cost **6** 371,836**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

9/29/2014
Date

Marc R. Condon

Type or print name of actuary

Massachusetts Mutual Life Ins Co.

Firm name

100 Bright Meadow Blvd.

Enfield

CT 06082

Address of the firm

14-05598

Most recent enrollment number

(860) 562-2152

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	7,775,306	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	7,775,306	0
10 Interest on line 9 using prior year's actual return of <u>14.02</u> %	1,090,098	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4,155,581
b Interest on (a) using prior year's effective interest rate of <u>7.06</u> % except as otherwise provided (see instructions)		293,384
c Total available at beginning of current plan year to add to prefunding balance		4,448,965
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	8,865,404	0

Part III Funding Percentages

14 Funding target attainment percentage	14	99.33 %
15 Adjusted funding target attainment percentage	15	105.75 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	110.33 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/18/2014	414,000				
Totals ►			18(b)	414,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	374,531

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6).....	31a	371,836										
b Excess assets, if applicable, but not greater than line 31a	31b	0										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	0	0										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	371,836										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....		0	0									
36 Additional cash requirement (line 34 minus line 35).....	36	371,836										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	374,531										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	2,695										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		