Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/1990

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

NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

20803 FRONT STREET
COTTONWOOD, CA 96022-0000

2b Employer Identification Number (EIN)
68-0173691

2c Sponsor's telephone number
530-347-4621

2d Business code (see instructions)
445110

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

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

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

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	573
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**	478
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	40
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	518
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	518
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	231
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [ ] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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	**B** Three-digit plan number (PN) ▶	
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS	68-0173691	

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

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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)

ASSOCIATED PENSION CONSULTANTS

PO BOX 1282
CHICO, CA 95927-0000

94-2456320

(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?
10	NONE	15740	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

D Employer Identification Number (EIN)
68-0173691

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	12871	1526
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		15450
(3) Other	1b(3)	18928	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	218000	332457
(2) U.S. Government securities	1c(2)	16991	13318
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	432308	439668
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	8649	11538
(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)		
(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)	7841446	8498499
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8549193	9312456
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	270	
k Total liabilities (add all amounts in lines 1g through1j)	1k	270	
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8548923	9312456

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)		
(B) Participants	2a(1)(B)	403816	
(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)		403816
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	19517	
(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)		19517
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	11179	
(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)		11179
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3638567	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3352533	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		286034
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	152240	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		152240

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1047828
c Other income	2c		2258
d Total income. Add all **income** amounts in column (b) and enter total	2d		1922872
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1137935	
(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)		1137935
f Corrective distributions (see instructions)	2f		2101
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	18928	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	375	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		19303
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1159339
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		763533
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) [X] 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 [X] No

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

(1) Name: NEIL & LEIDHOLT AN ACCT CORP **(2)** EIN: 68-0142874

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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.

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

A Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

D Employer Identification Number (EIN)
68-0173691

Part I Distributions

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

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

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

EIN(s): 68-0224679

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS
December 31, 2013 and 2012

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NEAL & LEIDHOLDT
An Accountancy Corporation

PO Box 492416 • Redding, CA 96049-2416
448 Redcliff Drive • Redding, CA 96002
(530) 221-7770 • Fax (530) 223-1868

INDEPENDENT AUDITOR'S REPORT

TO THE ADMINISTRATIVE COMMITTEE OF
NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS
401(k) PROFIT SHARING PLAN
Cottonwood, California

Report on the Financial Statements

We have audited the accompanying financial statements of North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing 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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets held for investment purposes at the end of the year, referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including and comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United Statements of America. in our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

NEAL & LEIDHOLDT,
AN ACCOUNTANCY CORPORATION

Neal + Leidholdt

October 3, 2014

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 4O1(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

ASSETS

	2013	2012
CASH (Note 4)	$ 333,983	$ 230,871
INVESTMENTS, AT FAIR VALUE (Note 5)	8,963,023	8,299,394
RECEIVABLES:		
Participants' contributions	15,450	0
Other receivables	0	18,928
Total Assets	9,312,456	8,549,193
PAYABLES:		
Refund overfunded contribution	0	270
Total Liabilities	0	270
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,312,456	$ 8,548,923

The accompanying notes are an integral part of these financial statements.

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 4O1(k) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2013 and 2012

	2013	2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME:		
Interest and dividends	$ 438,521	$ 243,425
Net appreciation in fair value of investments (Note 5)	1,078,277	822,891
Other income	2,257	1,157
TOTAL INVESTMENT INCOME	1,519,055	1,067,473
CONTRIBUTIONS:		
Participants	403,816	403,583
TOTAL CONTRIBUTIONS	403,816	403,583
TOTAL ADDITIONS	1,922,871	1,471,056
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	1,140,036	1,089,446
Administrative expense	19,302	35,574
TOTAL DEDUCTIONS	1,159,338	1,125,020
NET INCREASE (DECREASE)	763,533	346,036
NET ASSETS AVAILABLE FOR BENEFITS, Beginning of period	8,548,923	8,202,887
END OF YEAR	$ 9,312,456	$ 8,548,923

The accompanying notes are an integral part of these financial statements.

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 4O1(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
For the Years Ended December 31, 2013 and 2012

NOTE 1. DESCRIPTION OF PLAN

The following description of the North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan provides only general information. Participants should refer to the Plan's agreement for a more complete description of the Plan's provisions.

a. GENERAL. The Plan is a defined contribution plan covering substantially all employees of the Company who have one year of prior grocery experience, are age twenty-one or older, and work at least 1,000 hours per year. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. CONTRIBUTIONS. Each year, the Company may contribute a discretionary matching contribution and discretionary profit sharing contribution to the Plan. Participants may contribute up to the maximum amount set by law per IRS code section 402g. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

c. PARTICIPANTS' ACCOUNTS. Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution and an allocation of: (1) Plan earnings, and (2) forfeitures of terminated participant's non-vested accounts and charged with allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

d. VESTING. Participants are immediately vested in their voluntary contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their account is based on years of continuous service. A participant is 100% vested after six years of credited service.

e. PAYMENT OF BENEFITS. On termination of service, a participant shall receive a lump-sum amount equal to the value of his or her account, or monthly, quarterly or annual installments over a period of not more than the participants assumed life expectancy.

f. FORFEITED ACCOUNTS. At December 31, 2013 and 2012, forfeiture non-vested accounts totaled $0 and $0, respectively. These accounts will be allocated to participants based on participants' 401(k) contributions. In addition; in the years ended December 31, 2013 and 2012, $0 and $1, respectively, was allocated to participants from forfeited non-vested accounts.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

BASIS OF ACCOUNTING. The financial statements of the Plan are prepared on the accrual basis of accounting.

DATE OF MANAGEMENT'S REVIEW. Subsequent events were evaluated through October 3, 2014, which is the date the financial statements were available to be issued.

ESTIMATES. The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION. The Plan's investments are reported 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. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

PAYMENT OF BENEFITS. Benefits are recorded when paid.

OPERATING EXPENSES. All expenses of maintaining the Plan are paid by the Plan.

NOTE 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were available to the plan

Level 1 Fair Value Measurements

The fair value of mutual funds and unit investment trusts are based on quoted net asset values of the shares held by the Plan at year-end. The fair values of certificates of deposit, common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.

NOTE 3. FAIR VALUE MEASUREMENTS, Cont'd

The following tables set forth, by level within the fair value hierarchy, the plan's investments at fair value as of December 31, 2013 and 2012:

		Fair Value Measurements at the End of the Reporting Period Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2013			
Mutual funds	$ 4,942,471	$ 4,942,471	$ 0
Common stocks	11,347	11,347	0
Corporate bonds	439,859	439,859	0
U.S. government securities	13,318	13,318	0
Unit investment trusts	3,556,028	3,556,028	0
Certificates of deposit	204,121	204,121	0
Cash	129,862	129,862	0
Total Assets at Fair Value	$ 9,297,006	$ 9,297,006	$ 0
December 31, 2012			
Mutual funds	$ 4,009,139	$ 4,009,139	$ 0
Common stocks	8,544	8,544	0
Corporate bonds	432,413	432,413	0
U.S. government securities	16,991	16,991	0
Unit investment trusts	3,832,307	3,832,307	0
Certificates of deposit	195,399	195,399	0
Cash	35,472	35,472	0
Total Assets at Fair Value	$ 8,530,265	$ 8,530,265	$ 0

NOTE 4. CASH

Cash consists of money market, certificate of deposit and checking accounts. Cash includes $0 and $0, which is in excess of federally insured limits at December 31, 2013 and 2012, respectively.

NOTE 5. INVESTMENTS

All investments in the Plan are non-participant directed. The following table presents the fair values of investments at December 31, 2013 and 2012. Investments that represent 5% or more of the Plan's net assets are separately identified.

	2013	2012
Investments at Fair Value as Determined by Quoted Market Price:		
Aim Invesco Equity and Income Fund: 74,757 and 70,554 shares, respectively	$ 796,912	$ 648,387
Principal Global Diversified Income: 38,028 and 28,037 shares, respectively	536,949	391,400
New Perspective Fund: 12,274 and 11,634 shares, respectively	461,030	363,667
Capital World Growth & Income: 10,137 and 9,893 shares, respectively	459,430	368,020
Other Mutual Funds	2,688,150	2,237,665
Common Stock	11,347	8,544
Barclays Bank PLC	439,668	432,308
Other Corporate Bonds	191	105
U.S. Government Securities	13,318	16,991
Certificates of Deposit	204,121	195,399
Unit Investment Trusts	3,556,028	3,832,307
TOTAL INVESTMENTS AT FAIR VALUE	$ 9,167,144	$ 8,494,793

During the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period) appreciated in value by $1,078,277 and $822,891, respectively. Detailed for the year ended December 31, 2013 and 2012 as follows:

	2013	2012
Mutual Funds	$ 580,317	$ 421,747
Certificates of Deposit	(2,332)	(875)
Common Stock	2,802	2,777
Corporate Bonds	154,782	62,922
U.S. Government Equities	(3,673)	(3,343)
Miscellaneous Equities	346,381	339,663
TOTAL (DEPRECIATION) APPRECIATION	$ 1,078,277	$ 822,891

NOTE 6. PLAN TERMINATION

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

NOTE 7. BENEFITS PAYABLE

At the period-end, amounts were due to participants that no longer worked for the Company. Participants who have terminated service are to receive their vested amounts. At December 31, 2013 and 2012, $879,388 and $1,210,898, respectively was due to terminated employees.

NOTE 8. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated May 2, 1996, that the Plan and related trusts are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore believe that the Plan is qualified and the related trust is tax-exempt.

NOTE 9. RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULES

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
Plan Year January 1, 2013 through December 31, 2013
Three-digit Plan Number 001
E.I.N. #68-0173691

A	B	C	D	E
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	AMERICAN HOUSING TRUST	8.3% 12/25/18	185	191
	BARCLAY'S BANK PLC	MID TERM NOTE	270,000	439,668
	FHLMC	6.5% 10-15-23	9,347	12,318
	FHLMC	7.0% 3-15-22	756	1,000
	STIFEL NICOLAUS	CASH FUND/MONEY MARKET	127,665	127,665
	PREMIER WEST	CHECKING	1,526	1,526
	EDWARD JONES	MONEY MARKET	670	670
	NORTH VALLEY BANCORP	COMMON STOCK	37,538	11,346
	NORTEL NETWORKS CORP	COMMON STOCK	-	1
	AMERICAN EXP BANK CD 3.5	CERTIFICATES OF DEPOSIT	2,115	2,004
	AMERICAN EXP BANK CD 3.55	CERTIFICATES OF DEPOSIT	7,394	7,063
	AMERICAN EXP CENTURION 3.35	CERTIFICATES OF DEPOSIT	3,156	3,005
	AMERICAN EXP CENTURION 2.3	CERTIFICATES OF DEPOSIT	4,080	4,005
	BARCLAYS BANK 2.7	CERTIFICATES OF DEPOSIT	4,115	4,084
	BMW BANK OF NORTH AMER 3.55	CERTIFICATES OF DEPOSIT	8,452	8,076
	CAPITAL ONE BANK 4.85	CERTIFICATES OF DEPOSIT	16,581	15,513
	DISCOVER BANK 5.00	CERTIFICATES OF DEPOSIT	5,607	5,220
	DISCOVER BANK 5.15	CERTIFICATES OF DEPOSIT	7,707	7,100
	DISCOVER BANK 2.25	CERTIFICATES OF DEPOSIT	7,210	7,088
	DISCOVER BANK 4.75	CERTIFICATES OF DEPOSIT	8,766	8,332
	DISCOVER BANK 4.75	CERTIFICATES OF DEPOSIT	4,450	4,166
	GE CAPITAL BANK 1.35	CERTIFICATES OF DEPOSIT	28,000	28,070
	GE CAPITAL RETAIL BANK 2.20	CERTIFICATES OF DEPOSIT	8,113	8,048
	GOLDMAN SACHS BANK USA 4.2	CERTIFICATES OF DEPOSIT	7,592	7,210
	GOLDMAN SACHS BANK USA 3.50	CERTIFICATES OF DEPOSIT	1,050	1,003
	GOLDMAN SACHS BANK USA 1.40	CERTIFICATES OF DEPOSIT	28,000	28,140
	GOLDMAN SACHS BANK USA 1.55	CERTIFICATES OF DEPOSIT	28,477	27,846
	GOLDMAN SACHS BANK USA 1.80	CERTIFICATES OF DEPOSIT	18,254	18,072
	MORGAN STANLEY BANK 3.50	CERTIFICATES OF DEPOSIT	8,441	8,004
	NORTH SALEM STATE BANK 4.75	CERTIFICATES OF DEPOSIT	1,109	1,042
	SOUTHWEST BANK OF ST LOUIIS 5.00	CERTIFICATES OF DEPOSIT	1,103	1,031
	CAPITAL WORLD GRTH	MUTUAL FUND	265,725	459,430
	DREYFUS GREATER CHINA FUND	MUTUAL FUND	88,123	98,956
	EATON VANCE HLTH-SCIN	MUTUAL FUND	169,305	193,222
	EUROPACIFIC GROWTH FUND	MUTUAL FUND	27,933	46,601
	FUNDAMENTAL INVESTORS INC.	MUTUAL FUND	110,398	179,830
	GOLDMAN SACHS TOLLKEEPER	MUTUAL FUND	67,033	121,244
	GOLDMAN SACHS BRIC FUND	MUTUAL FUND	119,421	111,142
	GROWTH FUND OF AMER	MUTUAL FUND	205,207	389,710
	NEW PERSPECTIVE	MUTUAL FUND	273,851	461,030
	RS EMERGING MKTS	MUTUAL FUND	98,736	91,831
	PIONEER MID-CAP VALUE FUND	MUTUAL FUND	219,696	214,045
	PIONEER SERIES TRUST OAK RIDGE SMALL C	MUTUAL FUND	177,325	291,208
	PIONEER SMALL CAP VL FD	MUTUAL FUND	120,893	167,756
	PRIN FUND GLOBAL DIVERS	MUTUAL FUND	513,396	536,949
	PRIN FUND HIGH YIELD FND	MUTUAL FUND	327,024	322,167
	PRIN FUND INCOME FUND	MUTUAL FUND	347,551	342,919
	SUNAMERICA STYLE SELECT	MUTUAL FUND	100,647	117,519

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
Plan Year January 1, 2013 through December 31, 2013
Three-digit Plan Number 001
E.I.N. #68-0173691

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	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	AIM INVESCO EQUITY & INCOME FUND	MUTUAL FUND	643,185	796,912
	FT DOW TARGET 10	UNIT INVESTMENT TRUST	110,791	112,539
	FT EMERGING MRKTS #3765	UNIT INVESTMENT TRUST	84,432	89,308
	FT ENERGY SEL 48	UNIT INVESTMENT TRUST	153,379	154,964
	FT EQUITY INCOME SEL 37	UNIT INVESTMENT TRUST	363,268	369,972
	FT FINANCIAL SELECT #3610	UNIT INVESTMENT TRUST	122,636	198,088
	FT GLOBAL AGRIC 24	UNIT INVESTMENT TRUST	82,107	82,041
	FT GLOBAL INFRA SER 21	UNIT INVESTMENT TRUST	138,780	149,545
	FT GLOBAL TRGT 15 #3940	UNIT INVESTMENT TRUST	184,620	197,606
	FT HEALTHCARE #3611	UNIT INVESTMENT TRUST	128,654	194,428
	FT INFLATION HEDGE #3706	UNIT INVESTMENT TRUST	70,797	64,131
	FT INFLATION HEDGE #3889	UNIT INVESTMENT TRUST	47,787	42,376
	FT INFLATION HEDGE #4045	UNIT INVESTMENT TRUST	42,526	39,436
	FT NYSE INTL TRGT 25 4Q13	UNIT INVESTMENT TRUST	128,680	130,278
	FT REIT GRWTH & INC #3764	UNIT INVESTMENT TRUST	94,242	96,142
	FT REIT GRWTH & INC PLUS 16	UNIT INVESTMENT TRUST	224,305	213,369
	FT PERF INCOME SER 59	UNIT INVESTMENT TRUST	307,557	248,927
	FT PERF INCOME SER 63	UNIT INVESTMENT TRUST	100,196	87,305
	FT VALUE LINE UNIT #25 3Q13	UNIT INVESTMENT TRUST	215,385	216,715
	INVESCO EAFE 1312-20	UNIT INVESTMENT TRUST	184,400	201,961
	INVESCO TECH #1284	UNIT INVESTMENT TRUST	90,659	116,899
	INVESCO TECH 2013-4	UNIT INVESTMENT TRUST	299,155	319,964
	VK EAFE SELECT 20 #1262	UNIT INVESTMENT TRUST	209,326	230,032

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

► **Complete all entries in accordance with the Instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information --- enter all requested information

1a Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 08/01/1990

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

NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

20803 FRONT STREET

US COTTONWOOD CA 96022-0000

2b Employer Identification Number (EIN)
68-0173691

2c Sponsor's telephone number
(530) 347-4621

2d Business code (see instructions)
445110

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

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

SIGN HERE	[signature]	10/7/14	Richard E. Morgan JR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10/7/14	Richard E. Morgan JR
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	573
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**	478
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	40
d	Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	518
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	518
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	231
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2J 2K 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
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A	B	C	D	E
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	AMERICAN HOUSING TRUST	8.3% 12/25/18	185	191
	BARCLAY'S BANK PLC	MID TERM NOTE	270,000	439,668
	FHLMC	6.5% 10-15-23	9,347	12,318
	FHLMC	7.0% 3-15-22	756	1,000
	STIFEL NICOLAUS	CASH FUND/MONEY MARKET	127,665	127,665
	PREMIER WEST	CHECKING	1,526	1,526
	EDWARD JONES	MONEY MARKET	670	670
	NORTH VALLEY BANCORP	COMMON STOCK	37,538	11,346
	NORTEL NETWORKS CORP	COMMON STOCK	-	1
	AMERICAN EXP BANK CD 3.5	CERTIFICATES OF DEPOSIT	2,115	2,004
	AMERICAN EXP BANK CD 3.55	CERTIFICATES OF DEPOSIT	7,394	7,063
	AMERICAN EXP CENTURION 3.35	CERTIFICATES OF DEPOSIT	3,156	3,005
	AMERICAN EXP CENTURION 2.3	CERTIFICATES OF DEPOSIT	4,080	4,005
	BARCLAYS BANK 2.7	CERTIFICATES OF DEPOSIT	4,115	4,084
	BMW BANK OF NORTH AMER 3.55	CERTIFICATES OF DEPOSIT	8,452	8,076
	CAPITAL ONE BANK 4.85	CERTIFICATES OF DEPOSIT	16,581	15,513
	DISCOVER BANK 5.00	CERTIFICATES OF DEPOSIT	5,607	5,220
	DISCOVER BANK 5.15	CERTIFICATES OF DEPOSIT	7,707	7,100
	DISCOVER BANK 2.25	CERTIFICATES OF DEPOSIT	7,210	7,088
	DISCOVER BANK 4.75	CERTIFICATES OF DEPOSIT	8,766	8,332
	DISCOVER BANK 4.75	CERTIFICATES OF DEPOSIT	4,450	4,166
	GE CAPITAL BANK 1.35	CERTIFICATES OF DEPOSIT	28,000	28,070
	GE CAPITAL RETAIL BANK 2.20	CERTIFICATES OF DEPOSIT	8,113	8,048
	GOLDMAN SACHS BANK USA 4.2	CERTIFICATES OF DEPOSIT	7,592	7,210
	GOLDMAN SACHS BANK USA 3.50	CERTIFICATES OF DEPOSIT	1,050	1,003
	GOLDMAN SACHS BANK USA 1.40	CERTIFICATES OF DEPOSIT	28,000	28,140
	GOLDMAN SACHS BANK USA 1.55	CERTIFICATES OF DEPOSIT	28,477	27,846
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