

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>RIESBECK FOOD MARKETS INC EMPLOYEE STOCK OWNERSHIP 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>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1986</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>34-0490620</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>740-695-7050</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>445110</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1986</u>		2b Employer Identification Number (EIN) <u>34-0490620</u>		2c Sponsor's telephone number <u>740-695-7050</u>		2d Business code (see instructions) <u>445110</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>										
1c Effective date of plan <u>01/01/1986</u>											
2b Employer Identification Number (EIN) <u>34-0490620</u>											
2c Sponsor's telephone number <u>740-695-7050</u>											
2d Business code (see instructions) <u>445110</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RIESBECK FOOD MARKETS INC</u> <u>48661 NATIONAL ROAD</u> <u>ST. CLAIRSVILLE, OH 43950</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. Signature of plan administrator	10/10/2014 Date	JENNIFER KIGER 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 RIESBECK FOOD MARKETS INC 48661 NATIONAL ROAD ST. CLAIRSVILLE, OH 43950		3b Administrator's EIN 34-0490620
		3c Administrator's telephone number 740-695-7050
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	1279
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	875
b Retired or separated participants receiving benefits	6b	31
c Other retired or separated participants entitled to future benefits.....	6c	256
d Subtotal. Add lines 6a , 6b , and 6c	6d	1162
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	4
f Total. Add lines 6d and 6e	6f	1166
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	1150
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	31
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 2O 2Q 3I		
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>0</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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>RIESBECK FOOD MARKETS INC EMPLOYEE STOCK OWNERSHIP PLAN</u>		B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RIESBECK FOOD MARKETS INC</u>		D Employer Identification Number (EIN) <u>34-0490620</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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(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)	151214	3625
(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)		
(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)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	16093272	16134683
(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	16244486	16138308

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	16244486	16138308
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	740000	
(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)		740000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	403	
(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)		403

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	594701	
(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)		594701

(3) Rents	2b(3)		
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(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)		

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	41411	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		41411

		(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1376515

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1482639	
(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)		1482639
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)	54	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		54
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1482693

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-106178
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: BDO USA LLP

(2) EIN: 13-5381590

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.)		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.)		X	
e Was this plan covered by a fidelity bond?	X		1650000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>RIESBECK FOOD MARKETS INC EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RIESBECK FOOD MARKETS INC</u>	D Employer Identification Number (EIN) <u>34-0490620</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>34-1562008</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☒ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☒ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☒ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....	☒ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: 0.0% 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): _____



RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST (ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)

Financial Statements
and Supplementary Information

December 31, 2013 and 2012

The report accompanying these financial statements was issued by

BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of
BDO International Limited, a UK company limited by guarantee.



**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

**Financial Statements
and
Supplementary Information**

December 31, 2013 and 2012

TABLE OF CONTENTS

	<u>Page</u>
Financial Statements	
Independent Auditor's Report	2
Statements of Net Assets Available for Plan Benefits - Modified Cash Basis	3
Statements of Changes in Net Assets Available for Plan Benefits - Modified Cash Basis	4
Notes to the Financial Statements	5 - 12
Supplementary Information	
Schedule of Assets (Held at End of Year) - Modified Cash Basis	13



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Independent Auditor's Report

To the Plan Sponsor

Riesbeck Employees Profit

Sharing Plan and Trust (Also an Employee Stock Ownership Plan)

St. Clairsville, Ohio

Report on the Financial Statements

We have audited the accompanying financial statements of the Riesbeck Employees Profit Sharing Plan and Trust (Also an Employee Stock Ownership Plan), which comprise the statement of net assets available for plan benefits - modified cash basis as of December 31, 2013, and the related statement of changes in net assets available for plan benefits - modified cash basis for the year 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 the modified cash basis of accounting described in Note 2A; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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 audit. We conducted our audit 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.

Auditor's Responsibility (Continued)

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 risks 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 plan benefits - modified cash basis of the Riesbeck Employees Profit Sharing Plan and Trust (Also an Employee Stock Ownership Plan) as of December 31, 2013, and the changes in its net assets available for plan benefits - modified cash basis for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis of Accounting

We draw attention to Note 2A of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedule are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) - modified cash basis as of December 31, 2013, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary 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 audit of the financial statements and certain additional procedures, including 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 States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Other Matter - 2012 Financial Statements

The financial statements of the Riesbeck Employees Profit Sharing Plan and Trust (Also an Employee Stock Ownership Plan) as of December 31, 2012 were audited by Alpern Rosenthal, whose partners and professional staff joined BDO USA, LLP as of December 16, 2013 and has subsequently ceased operations. Alpern Rosenthal's report dated September 3, 2013 expressed an unmodified opinion on those financial statements.

A handwritten signature in dark ink that reads "BDO USA, LLP". The letters are cursive and slightly slanted.

October 6, 2014

Pittsburgh, Pennsylvania

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

**Statements of Net Assets Available for Plan Benefits -
Modified Cash Basis**

December 31	2013	2012
ASSETS		
Investments in sponsor company common stock at appraised fair value	\$ 16,134,683	\$ 16,093,272
Cash and cash equivalents	<u>3,625</u>	<u>151,214</u>
Net Assets Available for Plan Benefits	<u><u>\$ 16,138,308</u></u>	<u><u>\$ 16,244,486</u></u>

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

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

**Statements of Changes in Net Assets Available for Plan Benefits -
Modified Cash Basis**

For the Years Ended December 31	2013	2012
Additions		
Investment Income		
Net appreciation in fair value of investments - Note 3	\$ 41,411	\$ 936,919
Interest income	403	381
Dividend income - Note 1	<u>594,701</u>	<u>736,098</u>
Total Investment Income	636,515	1,673,398
Employer Contributions - Note 1	<u>740,000</u>	<u>-</u>
Total Additions	<u>1,376,515</u>	<u>1,673,398</u>
Deductions		
Distribution to participants	1,482,639	1,159,457
Administrative expenses	<u>54</u>	<u>24</u>
Total Deductions	<u>1,482,693</u>	<u>1,159,481</u>
Net Increase (Decrease) in Net Assets Available for Plan Benefits	(106,178)	513,917
Net Assets Available for Plan Benefits - Beginning of year	<u>16,244,486</u>	<u>15,730,569</u>
Net Assets Available for Plan Benefits - End of year	<u><u>\$ 16,138,308</u></u>	<u><u>\$ 16,244,486</u></u>

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

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

Notes to the Financial Statements

Note 1 - Plan Description

The following description of the Riesbeck Employees Profit Sharing Plan and Trust (Also an Employee Stock Ownership Plan) (the Plan) provides only general information. Participants should refer to the plan agreement for a complete description of the Plan's provisions.

A. General

On January 28, 1986, Riesbeck Food Markets, Inc. (the Company) adopted the Plan effective January 1, 1986 for eligible employees. The Plan qualifies as a leveraged employee stock ownership plan (ESOP), but the leverage feature of the Plan is not in effect. The Plan, as amended, is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code (IRC) of 1986, as amended and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan was last amended in October 2012. The Plan is administered by a Committee appointed by the Board of Directors of the Company. The Committee includes trustees selected by the Board of Directors to receive, hold and distribute plan assets.

B. Contributions

Employer contributions to the Plan are at the discretion of the Company's Board of Directors. Participants are not required or permitted to make contributions to the Plan. Contributions may be invested in common stock of the Company or in other qualified investments.

Effective January 1, 2012, the Company, with the consent of its stockholders, elected under the IRC to be an S Corporation for Federal and state tax purposes. During 2012, in lieu of making a discretionary contribution, the Company paid S Corporation dividends to the Plan in the amount of \$736,098 and no contributions were made. In 2013, in addition to dividends of \$594,701, the Company made discretionary contributions of \$740,000.

C. Eligibility

Employees of the Company are generally eligible to participate in the Plan at the age of twenty-one, providing they have completed one year of service in which they have worked at least 1,000 hours. Eligible employees become participants in the Plan as of January 1 of the plan year in which both requirements are met. Participants who do not have 1,000 hours of service during a plan year or are not employed on the last working day of the plan year are generally not eligible for plan allocations for that year.

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

Notes to the Financial Statements (Continued)

Note 1 - Plan Description (Continued)

D. Payment of Benefits

No distributions from the Plan will be made prior to a participant's death, normal retirement date, or without his or her prior written consent. Upon the death of a participant, his or her capital accumulation will be distributed to a named beneficiary or, if none, their legal representative. A participant who is at least age 59½, and who is fully vested in their capital accumulation may elect to make an in-service withdrawal of all or a portion of such capital accumulation. A participant may make only one such withdrawal in any single calendar year. Distributions are to be made in cash or, if the participant elects, in the form of Company common shares plus cash for any fractional share.

E. Voting Rights

Each participant is entitled to instruct the trustees as to the manner in which shares of Company stock allocated to their account shall be voted in respect to corporate transactions specified in the Plan's provisions or similar to those prescribed by Treasury Regulation under Section 409(e) of the IRC. In all other circumstances, and where no voting instructions are received, all shares of Company stock shall be voted at the discretion of the trustees.

F. Plan Termination

The Company reserves the right to terminate the Plan at any time, subject to plan provisions. Upon termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the plan terms and the IRC.

G. Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year with an allocation of shares of the Company's common stock, employer contributions, forfeitures and net income (loss) of the Plan, as determined by the provisions of the Plan. Only those participants who are eligible employees of the Company as of the last day of the plan year will receive an allocation. Allocations are based on a participant's eligible compensation, relative to total eligible compensation.

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

Notes to the Financial Statements (Continued)

Note 1 - Plan Description (Continued)

H. Vesting

Upon termination of employment, a participant has a vested interest in their account balance based on their years of vested service. Vested service consists of each plan year in which 1,000 hours of service were completed, with credit given to service starting at age 18. Participants' accounts vest according to the terms of the Plan with full vesting occurring after three years of vested service. Participants who have ended employment due to death, permanent disability, or retirement after their normal retirement date also have a fully vested interest in their account.

I. Put Option

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair value of the stock. The purpose of the put option is to ensure that participants have the ability to ultimately obtain cash.

J. Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company common stock into investments which are diversified. Participants who are at least age 55 with at least ten years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period.

K. Forfeitures

Non-vested account balances of terminated participants are forfeited and re-allocated to the accounts of remaining participants according to the Plan's provisions. There were no forfeitures of terminated non-vested account balances allocated to remaining participants during the years ended December 31, 2013 and 2012.

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

Notes to the Financial Statements (Continued)

Note 2 - Summary of Significant Accounting Policies

A. Basis of Accounting

The accompanying financial statements are maintained on the modified cash basis of accounting. Accordingly, the financial statements are not intended to present the net assets and changes in net assets of the Plan in conformity with accounting principles generally accepted in the United States of America.

B. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

C. Investment Valuation, Income Recognition and Risks

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at a measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers the assumptions that market participants would use when pricing the asset or liability.

The three levels of inputs that may be used to measure fair value are as follows:

- Level 1 - Observable inputs such as quoted prices in active markets for identical investments that the Plan has the ability to access.
- Level 2 - Inputs include:
 - a. Quoted prices for similar assets or liabilities in active markets;
 - b. Quoted prices for identical or similar assets or liabilities in inactive markets;
 - c. Inputs, other than quoted prices in active markets, that are observable either directly or indirectly;
 - d. Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.
- Level 3 - Unobservable inputs in which there is little or no market activity for the asset or liability, which require the reporting entity to develop its own estimates and assumptions relating to the pricing of the asset or liability including assumptions regarding risk.

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

Notes to the Financial Statements (Continued)

Note 2 - Summary of Significant Accounting Policies (Continued)

C. Investment Valuation, Income Recognition and Risks (Continued)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

The common shares of the Company are valued at estimated fair value on December 31, 2013 and 2012 (Level 3 within the fair value hierarchy). Fair value is determined annually through independent appraisal. The appraisal is based on a combination of the market and income valuation methods consistent with prior years. The appraiser considered historical and projected cash flow and income, return on assets, return on equity, market comparables and estimated fair value of the Company's assets and liabilities.

The valuation process involves management's selection of an independent appraiser who is engaged annually. Plan management accumulates the data for the appraiser using the audited financial statements of the Company along with projected financial results which consider market growth and other factors. The appraiser prepares a preliminary report which plan management, along with the ESOP Trustees, reviews in detail, discusses and approves. The results of this process are documented in the minutes of the ESOP Trustees.

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

Dividend income is accrued on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported on the average cost method. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with these investments and the level of uncertainty related to changes in the value of these investments, it is at least reasonably possible that changes in the near term could materially affect the amounts reported in the statements of net assets available for plan benefits and the statements of changes in net assets available for plan benefits.

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

Notes to the Financial Statements (Continued)

Note 2 - Summary of Significant Accounting Policies (Continued)

D. Administrative Expenses

Administrative expenses are paid by the Company or the Plan, as provided in the plan document.

E. Benefit Payments

Benefits are recorded when paid.

F. Subsequent Events

The Plan's management evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through October 6, 2014, the day the financial statements were approved and authorized for issue.

Note 3 - Investments

The following table sets forth the fair value of the Plan's assets measured on a recurring basis, by level, as described in Note 2:

	Significant Unobservable Inputs (Level 3)	
	<u>2013</u>	<u>2012</u>
Riesbeck Food Markets, Inc. common stock	\$ <u>16,134,683</u>	\$ <u>16,093,272</u>

The following table reconciles the change in fair value of the Plan's Level 3 assets for the years ended December 31:

	<u>2013</u>	<u>2012</u>
Beginning balance	\$16,093,272	\$15,156,353
Total unrealized gains	<u>41,411</u>	<u>936,919</u>
Ending balance	\$ <u>16,134,683</u>	\$ <u>16,093,272</u>

The Plan's investment in Riesbeck Food Markets, Inc. common stock is comprised of both Class A and Class B shares, which are identical in all respects, except for voting rights. The Class B shares are non-voting except for major Company decisions as defined in the Articles of Incorporation, and have no vote in the selection of directors.

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

Notes to the Financial Statements (Continued)

Note 3 - Investments (Continued)

The fair value of individual investments that represents 5% or more of the Plan's net assets at December 31 is as follows:

	<u>2013</u>	<u>2012</u>
Common stock of Riesbeck Food Markets, Inc.		
Class A (66,577 shares)		
Cost	\$ 3,022,940	\$ 3,022,940
Current fair value	\$10,376,025	\$10,349,395
Class B (36,950 shares)		
Cost	\$ 1,230,285	\$ 1,230,285
Current fair value	\$ 5,758,658	\$ 5,743,877

Unrealized appreciation in fair value of investments is the result of increases in the appraised fair value of the common stock of Riesbeck Food Markets, Inc.

Note 4 - Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 15, 2002, that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the 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 currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a taxing authority. The Company has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes the Plan is no longer subject to income tax examinations for years prior to 2010.

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

Notes to the Financial Statements (Continued)

Note 5 - Parties-in-interest

Certain general and administrative expenses are paid by the Company on behalf of the Plan. The amount paid by the Company on behalf of the Plan amounted to approximately \$110,000 for 2013 and \$100,000 for 2012.

The plan investments in Riesbeck Food Markets, Inc. common stock are disclosed in Note 3.

SUPPLEMENTARY INFORMATION

**RIESBECK EMPLOYEES PROFIT SHARING PLAN AND TRUST
(ALSO AN EMPLOYEE STOCK OWNERSHIP PLAN)**

EIN: 34-0490620 Plan #003

**Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) -
Modified Cash Basis**

December 31, 2013				
(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Riesbeck Food Markets, Inc.	Common stock Class A, 66,577 Shares	\$ 3,022,940	\$ 10,376,025
		Common stock Class B, 36,950 Shares	<u>1,230,285</u>	<u>5,758,658</u>
		Total	<u><u>\$ 4,253,225</u></u>	<u><u>\$ 16,134,683</u></u>

* Party-in-interest

Name of Plan:			
► Riesbeck Food Markets, Inc. Employee Stock Ownership Plan			
Employer Identification Number:►		34-0490620	
For plan year (beginning/ending):►		01/01/2013-12/31/2013	Plan number:► 003

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