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
BI-LO 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/21/2005

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

BI-LO

208 BILO BLVD
GREENVILLE, SC 29607

2b Employer Identification Number (EIN)
52-2260130

2c Sponsor's telephone number
864-286-2852

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.	10/17/2014	LISA HOUSE
	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**	11501
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**	52088
b	Retired or separated participants receiving benefits	**6b**	16
c	Other retired or separated participants entitled to future benefits	**6c**	4799
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	56903
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	110
f	Total. Add lines **6d** and **6e**.	**6f**	57013
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	18950
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	18
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:
2F 2G 2J 2K 2T 2E

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)** [X] **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) ▶	
BI-LO 401(K) SAVINGS PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
BI-LO	52-2260130	

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).. . . . . [X] 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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	130017	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

NEWPORT GROUP SECURITIES, INC.

300 INTERNATIONAL PARKWAY
SUITE 270
HEATHROW, FL 32746

(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 16	CONSULTANT	81932	Yes [ ] No [X]	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF INTL EQUITY INV - STATE STREET	225 FRANKLIN STREET BOSTON, MA 02111	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INST - STATE STREET	225 FRANKLIN STREET BOSTON, MA 02111	0.04%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX INTL STK - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY/BC SM CAP VAL I - DREYFUS TRA 200 PARK AVENUE NEW YORK, NY 10166	0.30%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD GROWTH Y - HARTFORD ADMIN 41-0679409	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS GRTH & INC A - INVESCO INVEST 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.50%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM MIDCAP VALUE IS - BOSTON FINAN	330 W. 9TH STREET KANSAS CITY, MO 64105	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS SM CP GRTH IS - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH A - BOSTON FINAN	330 W. 9TH STREET KANSAS CITY, MO 64105	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH A - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 64105	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MUTUAL GLB DISCVRY Z - FRANKLIN TE 94-3167260	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM REAL RETURN INST - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.03%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP BLUE CHIP GRTH - T. ROWE PRICE 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIRE INCOME - T. ROWE PRICE 52-2269240	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2010 - T. ROWE PRIC 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2015 - T. ROWE PRIC 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2020 - T. ROWE PRIC 52-2269240	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2025 - T. ROWE PRIC 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2030 - T. ROWE PRIC 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2035 - T. ROWE PRIC 52-2269240	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2040 - T. ROWE PRIC 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2045 - T. ROWE PRIC 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2050 - T. ROWE PRIC 52-2269240	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2055 - T. ROWE PRIC 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WF STABLE RETURN U 46-6209703	0.20%

(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

(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

(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

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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
BI-LO 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
52-2260130

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

a Name of MTIA, CCT, PSA, or 103-12 IE: WF STABLE VALUE FUND U

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6209703-001	C	23575290

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND G

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6208187-001	C	34570985

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO SHORT TERM INV FUND S

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
41-6292499-001	C	21476805

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO FIXED INCOME FUND A

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2250963-001	C	20104309

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO FIXED INCOME FUND L

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-6635237-001	C	10335232

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
BI-LO 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
52-2260130

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	139845
(2) Participant contributions	1b(2)	0	302742
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	17618165
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	137702443
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	6122858	6185381
(9) Value of interest in common/collective trusts	1c(9)	25278511	110062621
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	105321475	551688015
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	136722844	823699212
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	136722844	823699212

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)	4084207	
(B) Participants	2a(1)(B)	6824299	
(C) Others (including rollovers)	2a(1)(C)	3039147	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		13947653
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	209761	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		209761
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	6073819	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		6073819
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		325772
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		16843035
c Other income	2c		6940367
d Total income. Add all **income** amounts in column (b) and enter total	2d		44340407
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19584561	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		19584561
f Corrective distributions (see instructions)	2f		108
g Certain deemed distributions of participant loans (see instructions)	2g		27048
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	212050	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		212050
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		19823767
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		24516640
l Transfers of assets:			
(1) To this plan	2l(1)		662459728
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRANT THORNTON LLP **(2)** EIN: 36-6055558

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	
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		X	

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
BI-LO 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
52-2260130

Part I Distributions

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

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

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

EIN(s): 04-6568107

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):

Financial Statements and Report of Independent Certified Public Accountants

BI-LO 401(k) Savings Plan

December 31, 2013 and 2012

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Plan Administrator of
BI-LO 401(k) Savings Plan:

Report on the financial statements

We were engaged to audit the accompanying financial statements of **BI-LO 401(k) Savings Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph; however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entities meet the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from these entities as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

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

Supplementary information

The supplemental schedule of assets held at end of year as of December 31, 2013 is presented for purposes 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. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note 4, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Charlotte, North Carolina
October 15, 2014

Statements of net assets available for benefits

As of December 31	2013	2012
	$	$
Assets:		
Investments, at fair value	817,071,244	131,312,828
Contributions receivable - Employer	3,887,372	4,084,240
Contributions receivable - Employee	199,122	115,098
Notes receivable from participants	6,185,381	6,122,858
Total assets	827,343,119	141,635,024
Adjustment from fair value to contract value for interest in collective trust with fully benefit-responsive investment contracts	(6,940,291)	(712,842)
Net assets available for benefits	820,402,828	140,922,182

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

Statement of changes in net assets available for benefits

For the year ended December 31	2013
	$
Investment income:	
Interest and dividend income	6,073,819
Net appreciation in fair value of investments	17,168,883
Total investment income	23,242,702
Interest income on notes receivable from participants	209,761
Contributions:	
Participant	6,768,478
Employer	3,584,597
Rollover contributions	3,039,147
Total contributions	13,392,222
Deductions from net assets attributable to:	
Benefit payments	19,584,669
Deemed distributions on notes receivable from participants	27,048
Administrative expenses	212,050
Total deductions	19,823,767
Net increase in net assets available for benefits, before transfer	17,020,918
Transfer in of Winn-Dixie Stores, Inc. Profit Sharing/ 401(k) Plan	662,459,728
Net increase in net assets available for benefits, after transfer	679,480,646
Net assets available for benefits, beginning of year	140,922,182
Net assets available for benefits, end of year	820,402,828

The accompanying notes are an integral part of this financial statement.

Notes to financial statements

1 Description of the Plan

The following description of the BI-LO 401(k) Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan intended to meet the requirements of Sections 401(a) and 501(a) of the Internal Revenue Code (IRC). Eligible employees, as defined by the plan document, automatically begin participation in the Plan on the first day of the payroll period after reaching the age of 21 and completing 90 days of employment with the BI-LO LLC (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

As of March 9, 2012, the Plan Sponsor, BI-LO LLC (Plan Sponsor), merged with Winn-Dixie Stores, Inc. (Winn-Dixie). Subsequent to this merger, the Plan Sponsor has maintained the Plan for the benefit of its eligible employees and Winn-Dixie has maintained the Winn-Dixie Stores, Inc. Profit Sharing/401(k) Plan (W-D 401(k) Plan) for the benefit of its eligible employees. Effective as of the close of business December 31, 2013, the W-D 401(k) Plan merged with and into the Plan, with the Plan as the surviving plan.

The Winn-Dixie Plan participants and assets were transferred into the Plan on December 31, 2013 with assets presented as Investments on the Statement of Net Assets Available for Benefits as of December 31, 2013. In connection with the merger, the Plan Document was amended and restated on January 1, 2014. Significant changes to the existing Plan include the following:

Eligibility - Eligibility requirements have changed from age 21 and 90 days of service to age 21 and 60 consecutive days of employment. In addition, previous service under the Winn-Dixie plan will be recognized for purposes of eligibility.

Pre-Tax Deferral - Participant pre-tax contribution limits increased from 25% to 75%.

In-Plan Roth Conversions - The amended and restated Plan Document allows for direct roll over into the participant's Roth contribution account of all or a portion of the voluntary contribution account.

Contributions

Each participant may contribute to the Plan up to 25% of his or her pre-tax annual compensation, as defined in the Plan. Effective July 1, 2011, eligible employees may elect to make after-tax Roth contributions to the Plan. Contributions (pre-tax and Roth) are limited to $17,500 for 2013 and $17,000 for 2012, as stipulated by the IRC.

The Company is required to make safe-harbor matching contributions to each eligible participant's 401(k) account based upon the participant's contributions, which are funded to the Plan subsequent to year-end. If a participant leaves the Plan and has a full withdrawal subsequent to year-end, but prior to the funding of the safe-harbor match, the match is still funded to the participant's account and the earned match is sent to the participant as an additional distribution. Matching contributions are equal to 100% up to the first 3% of a participant's compensation contributed to the Plan and 50% of the next 2% of a participant's compensation contributed to the Plan. The maximum total matching contribution is 4% of a participant's compensation. A participant becomes eligible to receive a matching contribution on the first day of the first payroll period of the month after the participant reaches the age of 21 and completes a year of service with the Company. A year of service is defined as a period of 12 consecutive months during which an employee has at least 1,000 hours of service.

The Company may make a discretionary contribution to eligible participants, as determined by the Company. Participants become eligible to receive a discretionary contribution on the first day of the first payroll period of the month after the participant reaches the age of 21 and completes a year of service with the Company. Discretionary contributions, if determined by the Company, will be made to eligible participants in any year in which the eligible participant is either employed by the Company on the last day of that plan year and has completed 1,000 hours of service during that plan year, or has terminated employment from the Company during the plan year by reason of death, disability, or retirement. The Company made no discretionary contributions related to the 2013 plan year.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Such contributions are recorded as rollover contributions in the accompanying financial statements.

Catch-up Contributions

All employees who are eligible to make contributions under the Plan, and who have attained the age of 50 before the close of the plan year, are eligible to make catch-up contributions during the plan year in accordance with, and subject to, the limitations of Section 414(v) of the IRC. These catch-up contributions are eligible for a company match and were limited to $5,500 in 2013.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of the Company's contributions and plan earnings, and charged with withdrawals, if any, and allocations of plan losses and 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.

Vesting

All participants are immediately vested in their contributions plus earnings thereon. Participants are also 100% vested in the safe-harbor matching contributions made by the Company.

The Company's discretionary contributions and earnings thereon vest at a rate of 20% after one year of service, increasing 20% per year for the next four years. For purposes of determining years of vested service, the Plan considers service from a participant's hire date. Each participant becomes fully vested upon attaining age 55, death, or permanent disability.

Notes Receivable from Participants

Participants may borrow from the Plan up to 50% of their vested account balance, but not less than $1,000 or more than $50,000. Generally, loan terms may not exceed five years unless such funds are used to purchase a primary residence, in which case the term may not exceed 15 years. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the prime rate as published in the Wall Street Journal as of the first day of the calendar quarter immediately preceding the date of the loan. Loans outstanding at December 31, 2013 and 2012, carry interest rates between 3.25% and 9.50%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to disability, retirement, or termination, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account, an unlimited number of partial lump-sum payments in cash or annual installments, or various forms of annuities. For termination of service for other reasons, including death, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution, in annual installments, or in various forms of annuities.

A participant may request a withdrawal from his or her account balance based upon financial hardship, which is defined by the plan document and IRC regulations as either expenses for medical care, the payment of tuition and related educational expenses, costs related directly to the purchase of a principal residence, payments necessary to prevent eviction or foreclosure, the payment of funeral expenses, or the need to repair structural damage to a principal residence. In the event such a withdrawal is made, the distribution is subject to certain penalties, as defined by the IRC, if the participant has not attained age 59½. Also, upon making such a withdrawal, a participant is suspended from making contributions to the Plan for a period of six months.

Forfeitures

Forfeitures shall be used to offset the Plan Sponsor's future matching contributions or distributed, pro-rata, to plan participants. The Plan had forfeitures available of approximately $290,700 and $92,000 as of December 31, 2013 and 2012, respectively. Forfeitures of $8,044 were used in 2013 to offset the Plan Sponsor's matching contributions.

2 Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, "Fair Value Measurement and Disclosures," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

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

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

The valuation 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

	Investments at Fair Value			
December 31, 2013	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Mutual funds:				
Target Date Retirement Funds	101,167,157	-	-	101,167,157
International / Growth equity fund	12,637,733	-	-	12,637,733
Large growth fund	67,326,601	-	-	67,326,601
Mid growth fund	13,474,924	-	-	13,474,924
Mid Blend fund	42,490,245	-	-	42,490,245
Bond fund	39,713,995	-	-	39,713,995
Large blend fund	95,490,743	-	-	95,490,743
Large value fund	164,429,825	-	-	164,429,825
Mid value fund	8,424,333	-	-	8,424,333
Small blend fund	3,709,512	-	-	3,709,512
Small growth fund	2,822,946	-	-	2,822,946
Collective trust funds - Wells Fargo stable return	-	110,062,621	-	110,062,621
Debt securities:				
Asset backed	-	23,585,726	-	23,585,726
Corporate bonds	-	43,401,150	-	43,401,150
Government bonds	-	29,157,716	-	29,157,716
Mortgage backed	-	59,176,016	-	59,176,016
Total investments at fair value	551,688,014	265,383,229	-	817,071,244

	Investments at Fair Value			
December 31, 2012	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Mutual funds:				
Fidelity Freedom Funds	42,772,741	-	-	42,772,741
International / Growth equity fund	11,309,730	-	-	11,309,730
Large growth fund	11,085,896	-	-	11,085,896
Mid growth fund	4,583,578	-	-	4,583,578
Bond fund	12,803,314	-	-	12,803,314
Large blend fund	7,830,531	-	-	7,830,531
Large value fund	5,300,582	-	-	5,300,582
Mid value fund	5,737,918	-	-	5,737,918
Small blend fund	2,677,434	-	-	2,677,434
Small growth fund	1,219,751	-	-	1,219,751
Collective trust fund	-	25,991,353	-	25,991,353
Total investments at fair value	105,321,475	25,991,353	-	131,312,828

Purchases and sales of securities are recorded on a trade-date basis.

Dividends are recorded on the ex-dividend date.

Net gain or loss from investment activity is comprised of realized, as well as unrealized, gains or losses resulting from investment transactions. Realized gain (loss) represents the difference between sales proceeds of plan investments and the fair market value of such investments at the beginning of the year, or the cost of such investments if investments were purchased during the current year. Unrealized gain (loss) represents the difference between the fair market value of investments at the beginning of the year, or historical cost for investments purchased during the current plan year, and the fair market value at the end of the plan year.

Mutual Funds

Mutual funds are valued at the quoted net asset value (NAV) of shares held by the Plan at year-end.

Collective Trust Funds

Level 2 investment securities include various Wells Fargo Stable Return Funds and Wells Fargo Fixed Income Funds (collectively WF Funds). Collective funds are valued at NAV, based on the fair value of the underlying investments less liabilities as reported by the fund managers.

The fair value of the Plan's interest in the WF Funds is based on the Net Asset Value ("NAV") reported by the fund managers as of the financial statement dates and recent transaction prices. These funds provides for daily redemptions by the plan participants at reported NAV with no advance notice requirement. Fair values for the investments within the WF Funds are based on quoted prices in active markets and securities valued using either observable inputs or quotations from inactive markets. Under unusual circumstances, the plan level redemption may be suspended should the withdrawal cause a material adverse impact on other participating plans.

The yield earned by the Wells Fargo Stable Return Fund U at December 31, 2013 and 2012 was 1.36% and 0.94%, respectively. This represents the annualized earnings of all investments in the Fund divided by the fair value of all investments in the Fund at December 31, 2013 and 2012.

The yield earned by the Wells Fargo Stable Return Fund U with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2013 and 2012 was 1.52% and 1.95%, respectively. This represents the annualized earnings credited to participants in the Fund divided by the fair value of all investments in the Fund at December 31, 2013 and 2012.

Stable Value Fund

The Plan has entered into benefit-responsive investment contracts with insurance companies through its investments in the BI-LO Stable Value Fund. Synthetic investment contracts are stated at fair value by discounting expected future contract cash flows at the estimated market yields of the investment contracts. All synthetic investment contracts are fully benefit-responsive. The stable value fund is reported at fair value based on the fair value of the underlying investments. These underlying investments, which are comprised of fixed income securities and collective trusts that are "wrapped" by the synthetic investment contracts issued by financial institutions, are required to be reported at fair value.

Because the synthetic investment contracts are fully benefit-responsive, contract value is the relevant measurement for that portion of the net assets available for benefits attributable to the investment contracts. Contract value, as reported to the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expense. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer. Interest rates are reviewed quarterly for resetting. The average yield on investment contracts was 1.28% and 1.14% for the years ending December 31, 2013 and 2012, respectively. The average yield credited to participants on the investment contracts was 2.07% and 2.95% for the years ending December 31, 2013 and 2012, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal form the Plan, or (4) the failure of the trust to qualify for exemption from deferral income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator believes that any events that would limit the Plan's ability to transact a contract value with participants are probable of not occurring.

Debt Securities

Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.

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 risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect the amounts reported in the accompanying statements of net assets available for benefits.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Administrative Expenses

Administrative expenses are paid by the Plan as provided in the plan document. Expenses allowable by the plan document include legal, accounting and investment advisory fees.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are recorded as deemed distributions based upon the terms of the Plan document.

3 Investments

The following individual investments were greater than 5% of the Plan's net assets as of December 31, 2013 and 2012, respectively:

As of December 31	2013	2012
	$	$
Investments, at fair value:		
Vanguard Wellington Admiral	137,801,613	**
Vanguard Institutional Index Fund	66,391,030	**
T. Rowe Price Blue Chip Growth Fund	52,339,110	**
Vanguard Extended Market Index Fund	42,490,245	**
Wells Fargo Stable Return Fund	*	25,991,353
Fidelity Contrafund	*	8,622,418
Pimco Total Return Investment Fund	*	8,270,945
Fidelity Spartan 500 Index Investment Fund	*	7,830,531
Fidelity Freedom 2040 Fund	*	7,777,594
Fidelity Freedom 2025 Fund	*	7,545,154
Franklin Templeton Mutual Global Discovery Fund Class Z	*	7,429,646

* Does not represent 5% of net assets at December 31, 2013

** Does not represent 5% of net assets at December 31, 2012

During the plan year ended December 31, 2013, the Plan's net appreciation in fair value of investments was $16,843,378 and $325,505 related to the Plan's mutual funds and collective trust fund, respectively.

4 Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the Trustee of the Plan, and Wells Fargo Bank, N.A. the Trustee of the Winn-Dixie Plan, have collectively certified the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2013 and 2012
- Total investment income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2013
- Schedule H, Line 4i - Schedule of assets (held at end of year) as of December 31, 2013

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

5 Federal Income Tax Status

The plan administrator has received a favorable determination letter from the Internal Revenue Service (IRS) dated May 29, 2012, which indicated the Plan, as designed, was in compliance with the IRC. The Plan has been amended since the date of the determination letter. However, the plan administrator believes the Plan, as amended, remains in accordance with the applicable requirements of the IRC and, therefore, tax-exempt.

During 2014, the plan administrator determined that certain participants received excess contributions and insufficient matching contributions related to the 2013 plan year. The Plan has elected to utilize the self-correction program to recalculate the necessary corrective amount. The plan administrator has determined that such issues of non-compliance will be corrected in accordance with IRS rules and regulations during 2014. The plan administrator believes that the Plan will remain in compliance with the IRC and will maintain its tax-exempt status.

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 the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations prior to 2010.

6 Plan Termination

Although the Company has not expressed any intention to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, all participants will become fully vested in their accounts.

7 Party-in-Interest Transactions

Certain plan investments are shares of mutual funds issued and managed by an affiliate of Fidelity Management Trust Company (Fidelity). In addition, plan investments include collective trusts that are issued and managed by affiliates of trustee Wells Fargo. Fidelity and Wells Fargo are the trustees and, therefore, those transactions, along with notes receivable from participants' activity, qualify as party-in-interest transactions. Fees paid by the Plan for investment management services paid to the trustees or affiliates are included as a component of the net appreciation in fair value of investments.

8 Reconciliation to Form 5500

The following table reconciles the information provided in the statements of net assets available for benefits as of December 31, 2013 and 2012, and the statement of changes in net assets available for plan benefits for the year ended December 31, 2013, to the Form 5500:

			2013	2012
	Contributions	Total Investment Income	Net Assets Available for Benefits End of Year	
	$	$	$	$
Per financial statements	13,392,222	23,242,702	820,402,828	140,922,182
Current year contributions receivable - Employer and Employee	(3,643,907)	-	(3,643,907)	-
Prior year contributions receivable - Employer and Employee	4,199,338	-	-	(4,199,338)
Adjustment from fair value to contract value	-	6,940,291	6,940,291	-
Per Form 5500	13,947,653	30,182,993	823,699,212	136,722,844

9 Subsequent Events

The Plan Sponsor has evaluated all subsequent events through October 15, 2014, which is the date the financial statements were available to be issued.

Schedule H, Line 4i - Schedule of assets (held at end of year)

As of December 31, 2013

	(a)	(b)	(c)	(d)	(e)
		Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
					$
		Mutual funds:			
		Vanguard Wellington Admiral	Mutual fund	**	137,801,613
		Vanguard Instituational Index Fund	Mutual fund	**	66,391,030
		T. Rowe Price Blue Chip Growth Fund	Mutual fund	**	52,339,110
		Vanguard Extended Market Index Fund	Mutual fund	**	42,490,245
		Vanguard Total Bond Market Index Fund	Mutual fund	**	29,810,609
		American Beacon Large Cap Value Inst.	Mutual fund	**	19,946,398
		Dodge & Cox International Stock	Mutual fund	**	17,274,252
*		Fidelity Contrafund	Mutual fund	**	11,736,844
*		Spartan 500 Index Fund	Mutual fund	**	9,646,808
*		Fidelity Freedom 2025 Fund	Mutual fund	**	9,178,074
*		Fidelity Freedom 2040 Fund	Mutual fund	**	8,936,519
*		Fidelity Freedom 2020 Fund	Mutual fund	**	8,620,847
		JP Morgan Mid Cap Value	Mutual fund	**	8,424,333
		Franklin Templeton Mutual Global Discovery Fund Class Z	Mutual fund	**	8,336,787
*		Wells Fargo Advantage Common Stock Fund	Mutual fund	**	7,718,945
		T. Rowe Price Retirement 2020	Mutual fund	**	7,454,361
		Pimco Total Return Investment Fund	Mutual fund	**	7,317,923
		T. Rowe Price Retirement 2040	Mutual fund	**	6,986,004
		T. Rowe Price Retirement 2030	Mutual fund	**	6,941,370
		T. Rowe Price Retirement 2025	Mutual fund	**	6,771,298
		Invesco Growth & Income	Mutual fund	**	6,681,814
*		Fidelity Freedom 2030 Fund	Mutual fund	**	6,304,623
		T. Rowe Price Retirement 2035	Mutual fund	**	5,895,024
		Morgan Stanley Institutional Fund	Mutual fund	**	5,755,979
		T. Rowe Price Retirement 2045	Mutual fund	**	5,661,698
*		Fidelity Freedom 2035 Fund	Mutual fund	**	5,404,061
*		Fidelity Freedom 2015 Fund	Mutual fund	**	4,360,228
		Dreyfus/The Boston Company Small Cap Value Fund	Mutual fund	**	3,709,512
*		Fidelity International Discovery Fund	Mutual fund	**	3,648,090
*		Fidelity Freedom 2010 Fund	Mutual fund	**	3,283,774

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
				$
	Hartford Growth Fund	Mutual fund	**	3,250,646
	T. Rowe Price Retirement 2015	Mutual fund	**	3,179,948
	T. Rowe Price Retirement 2050	Mutual fund	**	3,113,125
	Loomis Sayles Small Cap Growth Instl	Mutual fund	**	2,822,946
	T. Rowe Price Retirement Income	Mutual fund	**	2,622,735
	Pimco Real Return Investment Fund	Mutual fund	**	2,585,463
*	Spartan Global ex U.S. Index	Mutual fund	**	2,178,654
	T. Rowe Price Retirement 2010	Mutual fund	**	1,304,513
*	Fidelity Freedom 2045 Fund	Mutual fund	**	1,217,294
	T. Rowe Price Retirement 2055	Mutual fund	**	1,082,804
*	Fidelity Freedom 2050 Fund	Mutual fund	**	1,070,293
*	Fidelity Freedom Income Fund	Mutual fund	**	851,329
	American Beacon International Fund	Mutual fund	**	652,856
*	Fidelity Freedom 2005 Fund	Mutual fund	**	535,040
*	Fidelity Freedom 2000 Fund	Mutual fund	**	392,195
	Total Mutual Funds			551,688,014
*	Wells Fargo Stable Return Fund U	Collective trust fund	**	23,575,290
	BI-LO Stable Value Fund:		**	
	Collective Trust Funds:			
*	Wells Fargo Stable Return Fund G	Collective trust fund	**	34,570,985
*	Wells Fargo Short Term Investment Fund S	Collective trust fund	**	9,017,455
	Synthetic Investment Contracts:			
	American General Life Insurance Co, 2.57%	Synthetic Investment Contract		
	Monumental Life Insurance Co, 2.20%	Synthetic Investment Contract		
	Pacific Life Ins. Co, 2.07%	Synthetic Investment Contract		
	Prudential Life Insurance Co, 3.06%	Synthetic Investment Contract		
	Total underlying investments of the synthetic investment contracts from pages 15-24		**	198,219,500
*	Various participants	Notes receivable from participants, interest rates ranging from 3.25% to 9.5%		6,185,381
	Total			823,256,625

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Historical Cost	(e) Fair Market Value
			$	$
	Total underlying investments of the synthetic investment contracts:			
*	Wells Fargo Short Term Investment Fund S	Collective Trust Fund	**	12,459,350
*	Wells Fargo Fixed Income Fund A	Collective Trust Fund	**	20,104,309
*	Wells Fargo Fixed Income Fund L	Collective Trust Fund	**	10,335,232
	American Express Credit Acct Mstr Tr, 0.68%, $975,000 par, due 3/15/2018	Asset Backed Securities	**	976,755
	AmeriCredit Auto Receivables Trust, 0.53%, $447,364 par, due 11/8/2016	Asset Backed Securities	**	447,257
	Bear Stearns Commercial Mortgage Securities Trust 2005-PWR10, 5.38%, $192,202 par, due 12/11/2040	Asset Backed Securities	**	193,270
	Bear Stearns Commercial Mortgage Securities Trust 2006-PWR13, 5.53%, $697,513 par, due 9/11/2041	Asset Backed Securities	**	763,484
	Caterpillar Financial Services Corp, 4.75%, $100,000 par, due 2/17/2015	Asset Backed Securities	**	104,768
	Daimler Finance North America LLC, 1.3%, $270,000 par, due 7/31/2015	Asset Backed Securities	**	271,585
	Daimler Finance North America LLC, 1.95%, $375,000 par, due 3/28/2014	Asset Backed Securities	**	375,930
	Ford Credit Auto Lease Trust 2012-B, 0.57%, $100,000 par, due 9/15/2015	Asset Backed Securities	**	100,080
	Ford Credit Auto Lease Trust 2013-A, 0.6%, $1,050,000 par, due 3/15/2016	Asset Backed Securities	**	1,049,969
	Ford Credit Auto Lease Trust 2013-B, 0.76%, $400,000 par, due 9/15/2016	Asset Backed Securities	**	400,548
	Ford Credit Auto Owner Trust 2012-C, 0.58%, $375,000 par, due 8/15/2015	Asset Backed Securities	**	375,304
	Ford Credit Auto Owner Trust 2013-B, 0.57%, $925,000 par, due 10/15/2017	Asset Backed Securities	**	926,082
	GE Capital Credit Card Master Note Tr, 0.95%, $850,000 par, due 6/15/2018	Asset Backed Securities	**	853,179
	GE Equipment Transportation LLC Series 2012-1, 0.99%, $434,232 par, due 11/23/2015	Asset Backed Securities	**	435,183
	GE Equipment Transportation LLC Series 2013-1, 0.69%, $925,000 par, due 11/25/2016	Asset Backed Securities	**	924,584
	Harley Davidson Motorcycle Trust 2013-1, 0.65%, $825,000 par, due 7/15/2016	Asset Backed Securities	**	823,598
	Honda Auto Receivables 2013-2 Owner Trust, 0.53%, $700,000 par, due 2/16/2017	Asset Backed Securities	**	699,776
	Honda Auto Receivables 2013-4 Owner Trust, 0.69%, $800,000 par, due 9/18/2017	Asset Backed Securities	**	800,624

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	John Deere Owner Trust 2012, 0.75%, $614,499 par, due 3/15/2016	Asset Backed Securities	**	615,365
	John Deere Owner Trust 2013-A, 0.6%, $950,000 par, due 3/15/2017	Asset Backed Securities	**	950,428
	Mercedes-Benz Auto Lease Trust 2013-A, 0.59%, $925,000 par, due 2/15/2016	Asset Backed Securities	**	925,564
	Montana Higher Ed Student Assistance, 0.77%, $146,464 par, due 9/20/2022	Asset Backed Securities	**	146,374
	Morgan Stanley Capital I Trust 2005-HQ5, 5.17%, $865,717 par, due 1/14/2042	Asset Backed Securities	**	886,953
	Morgan Stanley Capital I Trust 2005-IQ10, 5.23%, $671,805 par, due 9/15/2042	Asset Backed Securities	**	706,914
	Morgan Stanley Capital I Trust 2005-TOP19, 4.89%, $900,000 par, due 6/12/2047	Asset Backed Securities	**	944,010
	Morgan Stanley Capital I Trust 2007-IQ13, 5.36%, $625,000 par, due 3/15/2044	Asset Backed Securities	**	688,188
	Morgan Stanley Capital I Trust 2007-TOP27, 5.65%, $700,000 par, due 6/11/2042	Asset Backed Securities	**	786,471
	Morgan Stanley Capital I Trust 2012-C4, 2.11%, $750,000 par, due 3/15/2045	Asset Backed Securities	**	757,770
	NCUA Guaranteed Notes Trust 2010-R2, 0.59%, $470,151 par, due 11/6/2017	Asset Backed Securities	**	470,738
	Panhandle-Plains Higher Ed Auth Inc, 0.75%, $45,684 par, due 10/1/2018	Asset Backed Securities	**	45,708
	RSB Bondco LLC, 5.72%, $881,764 par, due 4/1/2018	Asset Backed Securities	**	929,000
	Santander Drive Auto Receivables Tr, 0.7%, $900,000 par, due 9/15/2017	Asset Backed Securities	**	900,234
	Santander Drive Auto Receivables Tr., 0.64%, $840,000 par, due 4/17/2017	Asset Backed Securities	**	840,151
	SLM Student Loan Trust 2010-1, 0.56%, $292,951 par, due 3/25/2025	Asset Backed Securities	**	292,005
	SLM Student Loan Trust 2013-2, 0.61%, $873,796 par, due 9/25/2026	Asset Backed Securities	**	872,713
	Volvo Financial Equipment LLC Series 2013-1, 0.74%, $450,000 par, due 3/15/2017	Asset Backed Securities	**	449,627
	World Omni Auto Lease Sec Trust 2012-A, 0.71%, $55,780 par, due 1/15/2015	Asset Backed Securities	**	55,793
	World Omni Auto Receivables Trust 2013-B, 0.83%, $800,000 par, due 8/15/2018	Asset Backed Securities	**	799,744
	Access Group Inc 2013-1, 0.66%, $833,644 par, due 2/25/2036	Corporate Securities	**	830,618
	Amal Ltd/Cayman Islands, 3.46%, $689,942 par, due 8/21/2021	Corporate Securities	**	727,420

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	American Express Credit Corp, 1.75%, $250,000 par, due 6/12/2015	Corporate Securities	**	254,035
	American Honda Finance Corp, 1.13%, $360,000 par, due 10/7/2016	Corporate Securities	**	361,472
	Anheuser-Busch InBev Worldwide Inc, 3.63%, $250,000 par, due 4/15/2015	Corporate Securities	**	260,033
	Apache Corp, 1.75%, $330,000 par, due 4/15/2017	Corporate Securities	**	330,667
	AT&T Inc, 2.5%, $250,000 par, due 8/15/2015	Corporate Securities	**	256,675
	AT&T Inc, 5.1%, $250,000 par, due 9/15/2014	Corporate Securities	**	257,968
	Bank of America Corp, 3.75%, $150,000 par, due 7/12/2016	Corporate Securities	**	159,468
	Bank of America NA, 0.52%, $300,000 par, due 6/15/2016	Corporate Securities	**	297,312
	Bank of America NA, 1.13%, $390,000 par, due 11/14/2016	Corporate Securities	**	390,445
	Bank of Montreal, 1.95%, $475,000 par, due 1/30/2017	Corporate Securities	**	486,961
	Bank of New York Mellon Corp/The, 1.2%, $250,000 par, due 2/20/2015	Corporate Securities	**	251,920
	Bank of New York Mellon Corp/The, 2.3%, $400,000 par, due 7/28/2016	Corporate Securities	**	413,112
	Bank of Nova Scotia, 1.75%, $500,000 par, due 3/22/2017	Corporate Securities	**	509,380
	Bank of Nova Scotia, 1.95%, $475,000 par, due 1/30/2017	Corporate Securities	**	487,065
	Barclays Bank PLC, 2.75%, $325,000 par, due 2/23/2015	Corporate Securities	**	332,342
	BB&T Corp, 0.94%, $500,000 par, due 4/28/2014	Corporate Securities	**	500,885
	Becton Dickinson and Co, 1.75%, $600,000 par, due 11/8/2016	Corporate Securities	**	611,160
	BHP Billiton Finance USA Ltd, 1.63%, $480,000 par, due 2/24/2017	Corporate Securities	**	481,301
	BMW Vehicle Owner Trust 2013-A, 0.67%, $840,000 par, due 11/27/2017	Corporate Securities	**	840,781
	BNP Paribas SA, 1.14%, $400,000 par, due 1/10/2014	Corporate Securities	**	400,068
	Caisse Centrale Desjardins, 1.6%, $1,000,000 par, due 3/6/2017	Corporate Securities	**	1,012,500
	Capital Auto Receivables Asset Trust, 0.62%, $1,000,000 par, due 7/20/2016	Corporate Securities	**	999,820
	Capital Auto Receivables Asset Trust, 0.85%, $800,000 par, due 2/21/2017	Corporate Securities	**	799,088
	Capital One MultiAsset Execution Tr, 0.96%, $500,000 par, due 9/16/2019	Corporate Securities	**	497,530
	Caterpillar Inc, 1.5%, $200,000 par, due 6/26/2017	Corporate Securities	**	199,030
	Chevron Corp, 0.89%, $140,000 par, due 6/24/2016	Corporate Securities	**	140,332
	Chevron Corp, 1.1%, $215,000 par, due 12/5/2017	Corporate Securities	**	210,268
	Chrysler Auto Receivables Trust, 0.91%, $500,000 par, due 4/16/2018	Corporate Securities	**	501,060

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	Citigroup Inc, 1.25%, $320,000 par, due 1/15/2016	Corporate Securities	**	321,062
	Citigroup Inc, 1.3%, $300,000 par, due 4/1/2016	Corporate Securities	**	300,696
	Citigroup Inc, 1.3%, $90,000 par, due 10/15/2016	Corporate Securities	**	89,686
	Comcast Corp, 5.3%, $450,000 par, due 1/15/2014	Corporate Securities	**	450,662
	ConocoPhillips, 4.6%, $500,000 par, due 1/15/2015	Corporate Securities	**	521,190
	Covidien International Finance SA, 2.8%, $150,000 par, due 6/15/2015	Corporate Securities	**	154,242
	Credit Suisse/New York NY, 3.5%, $400,000 par, due 3/23/2015	Corporate Securities	**	414,132
	Devon Energy Corp, 1.88%, $400,000 par, due 5/15/2017	Corporate Securities	**	402,912
	Diageo Capital PLC, 1.5%, $235,000 par, due 5/11/2017	Corporate Securities	**	234,492
	Diageo Finance BV, 3.25%, $300,000 par, due 1/15/2015	Corporate Securities	**	308,607
	Discover Card Execution Note Trust, 0.81%, $800,000 par, due 8/15/2017	Corporate Securities	**	802,800
	DNB Boligkreditt AS, 2.1%, $550,000 par, due 10/14/2015	Corporate Securities	**	564,025
	Ecolab Inc, 2.38%, $225,000 par, due 12/8/2014	Corporate Securities	**	228,524
	Ecolab Inc, 3%, $400,000 par, due 12/8/2016	Corporate Securities	**	419,080
	Educational Funding of the South Inc, 0.79%, $174,937 par, due 10/25/2021	Corporate Securities	**	175,021
	ERP Operating LP, 5.25%, $500,000 par, due 9/15/2014	Corporate Securities	**	515,910
	Fifth Third Auto Trust 2013-A, 0.61%, $450,000 par, due 9/15/2017	Corporate Securities	**	449,037
	FPL Recovery Funding LLC, 5.13%, $1,288,853 par, due 8/1/2017	Corporate Securities	**	1,331,399
	Gate Capital Cayman Two Ltd, 2.64%, $741,607 par, due 12/2/2021	Corporate Securities	**	756,988
	GE Dealer Floorplan Master Note Trust, 0.77%, $150,000 par, due 7/20/2016	Corporate Securities	**	150,203
	General Electric Capital Corp, 2.9%, $400,000 par, due 1/9/2017	Corporate Securities	**	417,588
	General Electric Capital Corp, 3.35%, $300,000 par, due 10/17/2016	Corporate Securities	**	318,702
	General Electric Co, 0.85%, $130,000 par, due 10/9/2015	Corporate Securities	**	130,607
	Genzyme Corp, 3.63%, $250,000 par, due 6/15/2015	Corporate Securities	**	261,073
	GlaxoSmithKline Capital PLC, 0.75%, $475,000 par, due 5/8/2015	Corporate Securities	**	476,886
	Goldman Sachs Group Inc/The, 2.9%, $300,000 par, due 7/19/2018	Corporate Securities	**	305,301
	Goldman Sachs Group Inc/The, 3.7%, $250,000 par, due 8/1/2015	Corporate Securities	**	260,322

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Historical Cost	Fair Market Value
			$	$
	Hewlett-Packard Co, 1.55%, $300,000 par, due 5/30/2014	Corporate Securities	**	301,095
	Hewlett-Packard Co, 2.6%, $200,000 par, due 9/15/2017	Corporate Securities	**	203,210
	HSBC Bank PLC, 1.5%, $700,000 par, due 5/15/2018	Corporate Securities	**	683,529
	Intel Corp, 1.35%, $600,000 par, due 12/15/2017	Corporate Securities	**	593,004
	International Business Machines Corp, 1.95%, $500,000 par, due 7/22/2016	Corporate Securities	**	513,675
	John Deere Capital Corp, 1.85%, $400,000 par, due 9/15/2016	Corporate Securities	**	409,524
	JPMorgan Chase & Co, 1.88%, $250,000 par, due 3/20/2015	Corporate Securities	**	253,380
	JPMorgan Chase & Co, 3.4%, $400,000 par, due 6/24/2015	Corporate Securities	**	415,376
	Kellogg Co, 1.75%, $700,000 par, due 5/17/2017	Corporate Securities	**	699,174
	Kraft Foods Group Inc, 1.63%, $400,000 par, due 6/4/2015	Corporate Securities	**	405,080
	National Australia Bank Ltd, 0.97%, $400,000 par, due 4/11/2014	Corporate Securities	**	400,744
	National Australia Bank Ltd, 2%, $250,000 par, due 6/20/2017	Corporate Securities	**	254,650
	National Bank of Canada, 2.2%, $425,000 par, due 10/19/2016	Corporate Securities	**	438,643
	National City Bank/Cleveland OH, 0.59%, $600,000 par, due 12/15/2016	Corporate Securities	**	594,822
	New York Life Global Funding, 1.65%, $650,000 par, due 5/15/2017	Corporate Securities	**	650,715
	Oracle Corp, 2.38%, $260,000 par, due 1/15/2019	Corporate Securities	**	262,327
	Peco Energy Co, 1.2%, $210,000 par, due 10/15/2016	Corporate Securities	**	210,605
	PepsiCo Inc, 0.75%, $100,000 par, due 3/5/2015	Corporate Securities	**	100,252
	PepsiCo Inc, 0.8%, $420,000 par, due 8/25/2014	Corporate Securities	**	421,071
	Porsche Innovative Lease Owner Trust, 0.7%, $700,000 par, due 8/22/2016	Corporate Securities	**	699,664
	Praxair Inc, 4.63%, $400,000 par, due 3/30/2015	Corporate Securities	**	420,224
	Puget Sound Energy Inc, 5.2%, $350,000 par, due 10/1/2015	Corporate Securities	**	375,690
	Rio Tinto Alcan Inc, 5.2%, $75,000 par, due 1/15/2014	Corporate Securities	**	75,120
	Rio Tinto Finance USA Ltd, 2.5%, $500,000 par, due 5/20/2016	Corporate Securities	**	515,630
	Royal Bank of Canada, 2%, $570,000 par, due 10/1/2018	Corporate Securities	**	567,042
	Sanofi, 1.63%, $250,000 par, due 3/28/2014	Corporate Securities	**	250,765
	Shell International Finance BV, 1.9%, $300,000 par, due 8/10/2018	Corporate Securities	**	298,212
	Shell International Finance BV, 4.3%, $225,000 par, due 9/22/2019	Corporate Securities	**	246,627
	Simon Property Group LP, 2.15%, $150,000 par, due 9/15/2017	Corporate Securities	**	152,070
	Simon Property Group LP, 4.2%, $500,000 par, due 2/1/2015	Corporate Securities	**	514,700
	Southern California Edison Co, 4.15%, $200,000 par, due 9/15/2014	Corporate Securities	**	205,230
	State Street Corp, 2.88%, $400,000 par, due 3/7/2016	Corporate Securities	**	416,252

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Historical Cost	Fair Market Value
			$	$
	Time Warner Cable Inc, 3.5%, $500,000 par, due 2/1/2015	Corporate Securities	**	513,725
	Toronto-Dominion Bank/The, 1.5%, $1,075,000 par, due 3/13/2017	Corporate Securities	**	1,086,503
	Total Capital SA, 2.13%, $400,000 par, due 8/10/2018	Corporate Securities	**	401,552
	Total Capital SA, 3%, $425,000 par, due 6/24/2015	Corporate Securities	**	440,219
	Toyota Auto Receivables 2013-A Owner Trust, 0.55%, $925,000 par, due 1/17/2017	Corporate Securities	**	924,972
	Travelers Cos Inc/The, 5.5%, $500,000 par, due 12/1/2015	Corporate Securities	**	545,440
	UBS AG/Stamford CT, 3.88%, $350,000 par, due 1/15/2015	Corporate Securities	**	361,848
	US Bank NA/Cincinnati OH, 6.3%, $450,000 par, due 2/4/2014	Corporate Securities	**	452,210
	Verizon Communications Inc, 1.25%, $170,000 par, due 11/3/2014	Corporate Securities	**	170,991
	Verizon Communications Inc, 2.5%, $400,000 par, due 9/15/2016	Corporate Securities	**	413,616
	Vornado Realty LP, 4.25%, $225,000 par, due 4/1/2015	Corporate Securities	**	232,027
	Yale University, 2.9%, $200,000 par, due 10/15/2014	Corporate Securities	**	203,946
	Arizona School Facilities Board, 1.12%, $565,000 par, due 7/1/2017	Government Securities	**	553,265
	BMW Bank of North America, 1%, $245,000 par, due 7/18/2014	Government Securities	**	245,586
	Brazos Higher Education Authority, 0.33%, $29,975 par, due 12/26/2018	Government Securities	**	29,964
	Brazos Higher Education Authority, 0.79%, $28,027 par, due 1/27/2020	Government Securities	**	28,037
	City of El Paso TX, 3.61%, $425,000 par, due 8/15/2014	Government Securities	**	433,411
	City of Madison WI, 5.25%, $160,000 par, due 10/1/2016	Government Securities	**	165,322
	Commonwealth of Massachusetts, 3.25%, $500,000 par, due 7/1/2014	Government Securities	**	507,055
	County of Ramsey MN, 4.35%, $395,000 par, due 2/1/2015	Government Securities	**	410,452
	Discover Bank/Greenwood DE, 1%, $245,000 par, due 7/11/2014	Government Securities	**	245,564
	GE Capital Retail Bank, 1%, $245,000 par, due 7/7/2014	Government Securities	**	245,554
	Illinois Sales Tax, 1.06%, $400,000 par, due 6/15/2015	Government Securities	**	401,172
	Maricopa County School District No 28 Kyrene Elementary, 5.2%, $305,000 par, due 7/1/2018	Government Securities	**	344,626
	Micron Semiconductor Asia Pte Ltd, 1.26%, $1,007,000 par, due 1/15/2019	Government Securities	**	1,003,486
	Milwaukee Area Technical College District, 4.3%, $390,000 par, due 12/1/2014	Government Securities	**	402,546
	Missouri Higher Education Loan Authority, 1.12%, $693,111 par, due 8/27/2029	Government Securities	**	696,888

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	New York State Urban Development Corp, 1.33%, $400,000 par, due 3/15/2016	Government Securities	**	403,388
	North Carolina St Ed Assistance Auth, 0.69%, $181,910 par, due 10/26/2020	Government Securities	**	181,764
	North Carolina State Ed Assistance Auth, 0.97%, $922,700 par, due 7/25/2039	Government Securities	**	923,798
	Oklahoma Student Loan Authority, 0.69%, $802,735 par, due 2/25/2032	Government Securities	**	795,189
	Province of Ontario Canada, 4.1%, $400,000 par, due 6/16/2014	Government Securities	**	406,920
	Societe de Financement de l'Economie Francaise, 3.38%, $475,000 par, due 5/5/2014	Government Securities	**	479,845
	South Lyon Community Schools, 0.95%, $360,000 par, due 5/1/2016	Government Securities	**	356,137
	State of Arkansas, 1.5%, $600,000 par, due 7/1/2015	Government Securities	**	607,932
	State of Georgia, 1.65%, $525,000 par, due 7/1/2018	Government Securities	**	517,503
	State of Tennessee, 1.38%, $320,000 par, due 8/1/2015	Government Securities	**	323,635
	State of Wisconsin, 5.05%, $400,000 par, due 5/1/2018	Government Securities	**	437,396
	Texas A&M PUF, 1.73%, $400,000 par, due 7/1/2018	Government Securities	**	393,116
	United States Small Business Administration, 5.46%, $638,276 par, due 2/10/2017	Government Securities	**	690,775
	United States Treasury Inflation Indexed Bonds, 0.13%, $4,815,000 par, due 4/15/2018	Government Securities	**	4,961,595
	United States Treasury Note/Bond, 0.63%, $250,000 par, due 9/30/2017	Government Securities	**	244,805
	United States Treasury Note/Bond, 0.88%, $7,000,000 par, due 9/15/2016	Government Securities	**	7,041,580
	United States Treasury Note/Bond, 1.38%, $2,162,000 par, due 7/31/2018	Government Securities	**	2,142,585
	United States Treasury Note/Bond, 2.38%, $2,500,000 par, due 8/31/2014	Government Securities	**	2,536,825
	Banc of America Merrill Lynch Commercial Mortgage Inc, 4.86%, $900,000 par, due 7/10/2043	Mortgage Backed Securities	**	936,315
	Banc of America Merrill Lynch Commercial Mortgage Inc, 5.18%, $114,128 par, due 9/10/2047	Mortgage Backed Securities	**	114,245
	Banc of America Merrill Lynch Commercial Mortgage Inc, 5.18%, $500,000 par, due 9/10/2047	Mortgage Backed Securities	**	532,270

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Historical Cost	Fair Market Value
			$	$
	CFCRE Commercial Mortgage Trust 2011-C2, 1.56%, $485,368 par, due 12/15/2021	Mortgage Backed Securities	**	487,790
	Credit Suisse Commercial Mortgage Trust Series 2006-C1, 5.46%, $132,381 par, due 2/15/2039	Mortgage Backed Securities	**	135,085
	Credit Suisse First Boston Mortgage Securities Corp, 5.1%, $425,000 par, due 8/15/2038	Mortgage Backed Securities	**	446,152
	Credit Suisse First Boston Mortgage Securities Corp, 5.1%, $47,804 par, due 8/15/2038	Mortgage Backed Securities	**	47,789
	Credit Suisse First Boston Mortgage Securities Corp, 5.11%, $444,981 par, due 7/15/2036	Mortgage Backed Securities	**	450,210
	Fannie Mae Pool, 1.94%, $666,803 par, due 1/1/2017	Mortgage Backed Securities	**	683,833
	Fannie Mae Pool, 1.94%, $738,246 par, due 1/1/2017	Mortgage Backed Securities	**	757,101
	Fannie Mae Pool, 1.94%, $763,347 par, due 1/1/2017	Mortgage Backed Securities	**	782,820
	Fannie Mae Pool, 1.94%, $785,875 par, due 1/1/2017	Mortgage Backed Securities	**	805,946
	Fannie Mae Pool, 1.94%, $809,690 par, due 1/1/2017	Mortgage Backed Securities	**	830,369
	Fannie Mae Pool, 2%, $711,201 par, due 11/1/2022	Mortgage Backed Securities	**	715,184
	Fannie Mae Pool, 2.11%, $617,137 par, due 6/1/2042	Mortgage Backed Securities	**	634,331
	Fannie Mae Pool, 2.12%, $1,239,773 par, due 6/1/2042	Mortgage Backed Securities	**	1,274,573
	Fannie Mae Pool, 2.48%, $471,597 par, due 3/1/2042	Mortgage Backed Securities	**	489,084
	Fannie Mae Pool, 2.5%, $1,456,623 par, due 1/1/2023	Mortgage Backed Securities	**	1,487,169
	Fannie Mae Pool, 2.5%, $1,509,181 par, due 11/1/2022	Mortgage Backed Securities	**	1,540,753
	Fannie Mae Pool, 2.5%, $1,525,952 par, due 4/1/2022	Mortgage Backed Securities	**	1,557,692
	Fannie Mae Pool, 2.5%, $2,555,359 par, due 5/1/2022	Mortgage Backed Securities	**	2,608,766
	Fannie Mae Pool, 2.5%, $2,965,470 par, due 8/1/2022	Mortgage Backed Securities	**	3,027,507
	Fannie Mae Pool, 2.5%, $550,271 par, due 3/1/2022	Mortgage Backed Securities	**	561,678
	Fannie Mae Pool, 2.5%, $590,659 par, due 9/1/2022	Mortgage Backed Securities	**	603,028
	Fannie Mae Pool, 2.5%, $699,782 par, due 6/1/2022	Mortgage Backed Securities	**	714,408
	Fannie Mae Pool, 2.5%, $702,510 par, due 8/1/2022	Mortgage Backed Securities	**	717,199
	Fannie Mae Pool, 2.5%, $973,206 par, due 10/1/2022	Mortgage Backed Securities	**	993,585
	Fannie Mae Pool, 2.67%, $420,330 par, due 11/1/2041	Mortgage Backed Securities	**	437,681
	Fannie Mae Pool, 2.69%, $472,957 par, due 10/1/2041	Mortgage Backed Securities	**	492,755
	Fannie Mae Pool, 2.98%, $350,104 par, due 1/1/2041	Mortgage Backed Securities	**	369,755
	Fannie Mae Pool, 3%, $399,943 par, due 10/1/2021	Mortgage Backed Securities	**	414,785
	Fannie Mae Pool, 3%, $413,330 par, due 12/1/2021	Mortgage Backed Securities	**	428,681
	Fannie Mae Pool, 3%, $488,549 par, due 2/1/2022	Mortgage Backed Securities	**	506,723
	Fannie Mae Pool, 3.12%, $754,656 par, due 2/1/2041	Mortgage Backed Securities	**	796,872
	Fannie Mae Pool, 3.42%, $301,065 par, due 9/1/2040	Mortgage Backed Securities	**	318,758
	Fannie Mae Pool, 3.5%, $1,093,299 par, due 9/1/2021	Mortgage Backed Securities	**	1,149,123
	Fannie Mae Pool, 3.5%, $258,390 par, due 3/1/2021	Mortgage Backed Securities	**	271,594
	Fannie Mae Pool, 3.5%, $328,759 par, due 5/1/2021	Mortgage Backed Securities	**	346,213
	Fannie Mae Pool, 3.5%, $396,151 par, due 8/1/2021	Mortgage Backed Securities	**	416,371
	Fannie Mae Pool, 3.5%, $739,837 par, due 7/1/2021	Mortgage Backed Securities	**	777,554
	Fannie Mae Pool, 3.5%, $844,211 par, due 12/1/2020	Mortgage Backed Securities	**	887,351

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Historical Cost	Fair Market Value
			$	$
	Fannie Mae Pool, 3.86%, $415,272 par, due 8/1/2014	Mortgage Backed Securities	**	415,197
	Fannie Mae Pool, 4.5%, $17,158 par, due 11/1/2018	Mortgage Backed Securities	**	18,261
	Fannie Mae Pool, 4.5%, $31,269 par, due 12/1/2018	Mortgage Backed Securities	**	33,295
	Fannie Mae Pool, 4.5%, $40,130 par, due 5/1/2018	Mortgage Backed Securities	**	42,681
	Fannie Mae Pool, 4.5%, $53,997 par, due 11/1/2018	Mortgage Backed Securities	**	57,465
	Fannie Mae Pool, 5%, $410,440 par, due 10/1/2021	Mortgage Backed Securities	**	441,523
	Fannie Mae Pool, 5.5%, $14,340 par, due 9/1/2021	Mortgage Backed Securities	**	15,667
	Fannie Mae Pool, 5.5%, $14,441 par, due 8/1/2021	Mortgage Backed Securities	**	15,777
	Fannie Mae Pool, 5.5%, $16,736 par, due 9/1/2021	Mortgage Backed Securities	**	18,283
	Fannie Mae Pool, 5.5%, $179,066 par, due 9/1/2021	Mortgage Backed Securities	**	195,581
	Fannie Mae Pool, 5.5%, $18,578 par, due 9/1/2021	Mortgage Backed Securities	**	20,301
	Fannie Mae Pool, 5.5%, $26,951 par, due 3/1/2022	Mortgage Backed Securities	**	29,449
	Fannie Mae Pool, 5.5%, $49,097 par, due 11/1/2021	Mortgage Backed Securities	**	53,637
	Fannie Mae Pool, 5.5%, $74,276 par, due 3/1/2021	Mortgage Backed Securities	**	81,085
	Federal Home Loan Mortgage Corp, 1.75%, $1,125,000 par, due 9/10/2015	Mortgage Backed Securities	**	1,151,235
	Federal Home Loan Mortgage Corp, 3%, $800,000 par, due 7/28/2014	Mortgage Backed Securities	**	812,800
	Federal National Mortgage Association, 0.75%, $1,575,000 par, due 12/19/2014	Mortgage Backed Securities	**	1,583,489
	Federal National Mortgage Association, 1.63%, $1,125,000 par, due 10/26/2015	Mortgage Backed Securities	**	1,149,581
	FHLMC Multifamily Structured Pass Through, 3.88%, $775,000 par, due 11/25/2017	Mortgage Backed Securities	**	834,125
	FHLMC Multifamily, 1.66%, $1,400,000 par, due 11/25/2016	Mortgage Backed Securities	**	1,419,544
	Freddie Mac Gold Pool, 3%, $1,529,570 par, due 5/1/2027	Mortgage Backed Securities	**	1,560,575
	Freddie Mac Gold Pool, 5.5%, $90,216 par, due 8/1/2020	Mortgage Backed Securities	**	97,679
	Freddie Mac Gold Pool, 6%, $104,287 par, due 3/1/2019	Mortgage Backed Securities	**	109,913
	Freddie Mac Non Gold Pool, 1.9%, $634,221 par, due 1/1/2043	Mortgage Backed Securities	**	644,032
	Freddie Mac Non Gold Pool, 2.37%, $868,470 par, due 10/1/2043	Mortgage Backed Securities	**	870,676
	Freddie Mac Non Gold Pool, 2.49%, $462,336 par, due 2/1/2042	Mortgage Backed Securities	**	479,798
	Freddie Mac Non Gold Pool, 2.81%, $627,736 par, due 10/1/2041	Mortgage Backed Securities	**	658,169
	Freddie Mac Non Gold Pool, 3%, $294,423 par, due 11/1/2040	Mortgage Backed Securities	**	311,608
	Freddie Mac Non Gold Pool, 3.02%, $228,947 par, due 9/1/2041	Mortgage Backed Securities	**	237,936
	Freddie Mac Non Gold Pool, 3.65%, $301,757 par, due 9/1/2040	Mortgage Backed Securities	**	316,326
	Freddie Mac REMICS, 5.5%, $89,573 par, due 1/15/2035	Mortgage Backed Securities	**	96,612

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	GE Capital Commercial Mortgage Corp, 4.97%, $725,000 par, due 7/10/2045	Mortgage Backed Securities	**	760,764
	Ginnie Mae II pool, 0.81%, $967,192 par, due 5/20/2058	Mortgage Backed Securities	**	962,714
	Ginnie Mae II pool, 2.5%, $1,114,155 par, due 12/20/2041	Mortgage Backed Securities	**	1,150,900
	Ginnie Mae II pool, 2.5%, $442,204 par, due 10/20/2041	Mortgage Backed Securities	**	455,378
	Ginnie Mae II pool, 4.12%, $872,793 par, due 8/1/2062	Mortgage Backed Securities	**	938,166
	Ginnie Mae II pool, 5.46%, $780,762 par, due 7/20/2059	Mortgage Backed Securities	**	841,279
	Ginnie Mae II pool, 5.46%, $863,443 par, due 7/20/2059	Mortgage Backed Securities	**	928,072
	Ginnie Mae II pool, 5.46%, $905,738 par, due 8/20/2059	Mortgage Backed Securities	**	970,290
	Ginnie Mae II pool, 5.48%, $482,431 par, due 12/20/2059	Mortgage Backed Securities	**	526,757
	Ginnie Mae II pool, 5.5%, $783,377 par, due 5/20/2060	Mortgage Backed Securities	**	869,016
	Ginnie Mae II pool, 5.55%, $1,429,054 par, due 10/20/2059	Mortgage Backed Securities	**	1,536,076
	Government National Mortgage Association, 4.37%, $92,678 par, due 11/16/2030	Mortgage Backed Securities	**	94,912
	GS Mortgage Securities Corp II Series 2005-GG4, 4.75%, $641,598 par, due 7/10/2039	Mortgage Backed Securities	**	664,657
	GS Mortgage Securities Corp II, 1.02%, $550,000 par, due 11/8/2029	Mortgage Backed Securities	**	546,904
	Hilton USA Trust 2013-HLF, 1.17%, $800,000 par, due 11/5/2030	Mortgage Backed Securities	**	800,800
	JP Morgan Chase Commercial Mortgage Securities Trust 2005-CIBC13, 5.29%, $97,876 par, due 1/12/2043	Mortgage Backed Securities	**	99,605
	LB-UBS Commercial Mortgage Trust 2004-C2, 4.37%, $162,815 par, due 3/15/2036	Mortgage Backed Securities	**	163,089
	LB-UBS Commercial Mortgage Trust 2006-C6, 5.37%, $750,000 par, due 9/15/2039	Mortgage Backed Securities	**	818,100
	Merrill Lynch Mortgage Trust 2005-MCP1, 4.75%, $700,000 par, due 6/12/2043	Mortgage Backed Securities	**	727,139
	Receivables and payables, net			544,137
	Total underlying investments of the synthetic investment contracts			198,219,500

* Party-in-interest.

** Historical-cost information is not required because the Plan's investments are completely participant-directed.

Financial Statements and Report of Independent Certified Public Accountants

BI-LO 401(k) Savings Plan

December 31, 2013 and 2012

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Plan Administrator of
BI-LO 401(k) Savings Plan:

Report on the financial statements

We were engaged to audit the accompanying financial statements of **BI-LO 401(k) Savings Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph; however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entities meet the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from these entities as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

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

Supplementary information

The supplemental schedule of assets held at end of year as of December 31, 2013 is presented for purposes 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. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note 4, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Charlotte, North Carolina
October 15, 2014

Statements of net assets available for benefits

As of December 31	2013	2012
	$	$
Assets:		
Investments, at fair value	817,071,244	131,312,828
Contributions receivable - Employer	3,887,372	4,084,240
Contributions receivable - Employee	199,122	115,098
Notes receivable from participants	6,185,381	6,122,858
Total assets	827,343,119	141,635,024
Adjustment from fair value to contract value for interest in collective trust with fully benefit-responsive investment contracts	(6,940,291)	(712,842)
Net assets available for benefits	820,402,828	140,922,182

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

Statement of changes in net assets available for benefits

For the year ended December 31	2013
	$
Investment income:	
Interest and dividend income	6,073,819
Net appreciation in fair value of investments	17,168,883
Total investment income	23,242,702
Interest income on notes receivable from participants	209,761
Contributions:	
Participant	6,768,478
Employer	3,584,597
Rollover contributions	3,039,147
Total contributions	13,392,222
Deductions from net assets attributable to:	
Benefit payments	19,584,669
Deemed distributions on notes receivable from participants	27,048
Administrative expenses	212,050
Total deductions	19,823,767
Net increase in net assets available for benefits, before transfer	17,020,918
Transfer in of Winn-Dixie Stores, Inc. Profit Sharing/ 401(k) Plan	662,459,728
Net increase in net assets available for benefits, after transfer	679,480,646
Net assets available for benefits, beginning of year	140,922,182
Net assets available for benefits, end of year	820,402,828

The accompanying notes are an integral part of this financial statement.

Notes to financial statements

1 Description of the Plan

The following description of the BI-LO 401(k) Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan intended to meet the requirements of Sections 401(a) and 501(a) of the Internal Revenue Code (IRC). Eligible employees, as defined by the plan document, automatically begin participation in the Plan on the first day of the payroll period after reaching the age of 21 and completing 90 days of employment with the BI-LO LLC (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

As of March 9, 2012, the Plan Sponsor, BI-LO LLC (Plan Sponsor), merged with Winn-Dixie Stores, Inc. (Winn-Dixie). Subsequent to this merger, the Plan Sponsor has maintained the Plan for the benefit of its eligible employees and Winn-Dixie has maintained the Winn-Dixie Stores, Inc. Profit Sharing/401(k) Plan (W-D 401(k) Plan) for the benefit of its eligible employees. Effective as of the close of business December 31, 2013, the W-D 401(k) Plan merged with and into the Plan, with the Plan as the surviving plan.

The Winn-Dixie Plan participants and assets were transferred into the Plan on December 31, 2013 with assets presented as Investments on the Statement of Net Assets Available for Benefits as of December 31, 2013. In connection with the merger, the Plan Document was amended and restated on January 1, 2014. Significant changes to the existing Plan include the following:

Eligibility - Eligibility requirements have changed from age 21 and 90 days of service to age 21 and 60 consecutive days of employment. In addition, previous service under the Winn-Dixie plan will be recognized for purposes of eligibility.

Pre-Tax Deferral - Participant pre-tax contribution limits increased from 25% to 75%.

In-Plan Roth Conversions - The amended and restated Plan Document allows for direct roll over into the participant's Roth contribution account of all or a portion of the voluntary contribution account.

Contributions

Each participant may contribute to the Plan up to 25% of his or her pre-tax annual compensation, as defined in the Plan. Effective July 1, 2011, eligible employees may elect to make after-tax Roth contributions to the Plan. Contributions (pre-tax and Roth) are limited to $17,500 for 2013 and $17,000 for 2012, as stipulated by the IRC.

The Company is required to make safe-harbor matching contributions to each eligible participant's 401(k) account based upon the participant's contributions, which are funded to the Plan subsequent to year-end. If a participant leaves the Plan and has a full withdrawal subsequent to year-end, but prior to the funding of the safe-harbor match, the match is still funded to the participant's account and the earned match is sent to the participant as an additional distribution. Matching contributions are equal to 100% up to the first 3% of a participant's compensation contributed to the Plan and 50% of the next 2% of a participant's compensation contributed to the Plan. The maximum total matching contribution is 4% of a participant's compensation. A participant becomes eligible to receive a matching contribution on the first day of the first payroll period of the month after the participant reaches the age of 21 and completes a year of service with the Company. A year of service is defined as a period of 12 consecutive months during which an employee has at least 1,000 hours of service.

The Company may make a discretionary contribution to eligible participants, as determined by the Company. Participants become eligible to receive a discretionary contribution on the first day of the first payroll period of the month after the participant reaches the age of 21 and completes a year of service with the Company. Discretionary contributions, if determined by the Company, will be made to eligible participants in any year in which the eligible participant is either employed by the Company on the last day of that plan year and has completed 1,000 hours of service during that plan year, or has terminated employment from the Company during the plan year by reason of death, disability, or retirement. The Company made no discretionary contributions related to the 2013 plan year.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Such contributions are recorded as rollover contributions in the accompanying financial statements.

Catch-up Contributions

All employees who are eligible to make contributions under the Plan, and who have attained the age of 50 before the close of the plan year, are eligible to make catch-up contributions during the plan year in accordance with, and subject to, the limitations of Section 414(v) of the IRC. These catch-up contributions are eligible for a company match and were limited to $5,500 in 2013.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of the Company's contributions and plan earnings, and charged with withdrawals, if any, and allocations of plan losses and 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.

Vesting

All participants are immediately vested in their contributions plus earnings thereon. Participants are also 100% vested in the safe-harbor matching contributions made by the Company.

The Company's discretionary contributions and earnings thereon vest at a rate of 20% after one year of service, increasing 20% per year for the next four years. For purposes of determining years of vested service, the Plan considers service from a participant's hire date. Each participant becomes fully vested upon attaining age 55, death, or permanent disability.

Notes Receivable from Participants

Participants may borrow from the Plan up to 50% of their vested account balance, but not less than $1,000 or more than $50,000. Generally, loan terms may not exceed five years unless such funds are used to purchase a primary residence, in which case the term may not exceed 15 years. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the prime rate as published in the Wall Street Journal as of the first day of the calendar quarter immediately preceding the date of the loan. Loans outstanding at December 31, 2013 and 2012, carry interest rates between 3.25% and 9.50%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to disability, retirement, or termination, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account, an unlimited number of partial lump-sum payments in cash or annual installments, or various forms of annuities. For termination of service for other reasons, including death, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution, in annual installments, or in various forms of annuities.

A participant may request a withdrawal from his or her account balance based upon financial hardship, which is defined by the plan document and IRC regulations as either expenses for medical care, the payment of tuition and related educational expenses, costs related directly to the purchase of a principal residence, payments necessary to prevent eviction or foreclosure, the payment of funeral expenses, or the need to repair structural damage to a principal residence. In the event such a withdrawal is made, the distribution is subject to certain penalties, as defined by the IRC, if the participant has not attained age 59½. Also, upon making such a withdrawal, a participant is suspended from making contributions to the Plan for a period of six months.

Forfeitures

Forfeitures shall be used to offset the Plan Sponsor's future matching contributions or distributed, pro-rata, to plan participants. The Plan had forfeitures available of approximately $290,700 and $92,000 as of December 31, 2013 and 2012, respectively. Forfeitures of $8,044 were used in 2013 to offset the Plan Sponsor's matching contributions.

2 Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, "Fair Value Measurement and Disclosures," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

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

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

The valuation 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

	Investments at Fair Value			
December 31, 2013	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Mutual funds:				
Target Date Retirement Funds	101,167,157	-	-	101,167,157
International / Growth equity fund	12,637,733	-	-	12,637,733
Large growth fund	67,326,601	-	-	67,326,601
Mid growth fund	13,474,924	-	-	13,474,924
Mid Blend fund	42,490,245	-	-	42,490,245
Bond fund	39,713,995	-	-	39,713,995
Large blend fund	95,490,743	-	-	95,490,743
Large value fund	164,429,825	-	-	164,429,825
Mid value fund	8,424,333	-	-	8,424,333
Small blend fund	3,709,512	-	-	3,709,512
Small growth fund	2,822,946	-	-	2,822,946
Collective trust funds - Wells Fargo stable return	-	110,062,621	-	110,062,621
Debt securities:				
Asset backed	-	23,585,726	-	23,585,726
Corporate bonds	-	43,401,150	-	43,401,150
Government bonds	-	29,157,716	-	29,157,716
Mortgage backed	-	59,176,016	-	59,176,016
Total investments at fair value	551,688,014	265,383,229	-	817,071,244

	Investments at Fair Value			
December 31, 2012	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Mutual funds:				
Fidelity Freedom Funds	42,772,741	-	-	42,772,741
International / Growth equity fund	11,309,730	-	-	11,309,730
Large growth fund	11,085,896	-	-	11,085,896
Mid growth fund	4,583,578	-	-	4,583,578
Bond fund	12,803,314	-	-	12,803,314
Large blend fund	7,830,531	-	-	7,830,531
Large value fund	5,300,582	-	-	5,300,582
Mid value fund	5,737,918	-	-	5,737,918
Small blend fund	2,677,434	-	-	2,677,434
Small growth fund	1,219,751	-	-	1,219,751
Collective trust fund	-	25,991,353	-	25,991,353
Total investments at fair value	105,321,475	25,991,353	-	131,312,828

Purchases and sales of securities are recorded on a trade-date basis.

Dividends are recorded on the ex-dividend date.

Net gain or loss from investment activity is comprised of realized, as well as unrealized, gains or losses resulting from investment transactions. Realized gain (loss) represents the difference between sales proceeds of plan investments and the fair market value of such investments at the beginning of the year, or the cost of such investments if investments were purchased during the current year. Unrealized gain (loss) represents the difference between the fair market value of investments at the beginning of the year, or historical cost for investments purchased during the current plan year, and the fair market value at the end of the plan year.

Mutual Funds

Mutual funds are valued at the quoted net asset value (NAV) of shares held by the Plan at year-end.

Collective Trust Funds

Level 2 investment securities include various Wells Fargo Stable Return Funds and Wells Fargo Fixed Income Funds (collectively WF Funds). Collective funds are valued at NAV, based on the fair value of the underlying investments less liabilities as reported by the fund managers.

The fair value of the Plan's interest in the WF Funds is based on the Net Asset Value ("NAV") reported by the fund managers as of the financial statement dates and recent transaction prices. These funds provides for daily redemptions by the plan participants at reported NAV with no advance notice requirement. Fair values for the investments within the WF Funds are based on quoted prices in active markets and securities valued using either observable inputs or quotations from inactive markets. Under unusual circumstances, the plan level redemption may be suspended should the withdrawal cause a material adverse impact on other participating plans.

The yield earned by the Wells Fargo Stable Return Fund U at December 31, 2013 and 2012 was 1.36% and 0.94%, respectively. This represents the annualized earnings of all investments in the Fund divided by the fair value of all investments in the Fund at December 31, 2013 and 2012.

The yield earned by the Wells Fargo Stable Return Fund U with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2013 and 2012 was 1.52% and 1.95%, respectively. This represents the annualized earnings credited to participants in the Fund divided by the fair value of all investments in the Fund at December 31, 2013 and 2012.

Stable Value Fund

The Plan has entered into benefit-responsive investment contracts with insurance companies through its investments in the BI-LO Stable Value Fund. Synthetic investment contracts are stated at fair value by discounting expected future contract cash flows at the estimated market yields of the investment contracts. All synthetic investment contracts are fully benefit-responsive. The stable value fund is reported at fair value based on the fair value of the underlying investments. These underlying investments, which are comprised of fixed income securities and collective trusts that are "wrapped" by the synthetic investment contracts issued by financial institutions, are required to be reported at fair value.

Because the synthetic investment contracts are fully benefit-responsive, contract value is the relevant measurement for that portion of the net assets available for benefits attributable to the investment contracts. Contract value, as reported to the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expense. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer. Interest rates are reviewed quarterly for resetting. The average yield on investment contracts was 1.28% and 1.14% for the years ending December 31, 2013 and 2012, respectively. The average yield credited to participants on the investment contracts was 2.07% and 2.95% for the years ending December 31, 2013 and 2012, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal form the Plan, or (4) the failure of the trust to qualify for exemption from deferral income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator believes that any events that would limit the Plan's ability to transact a contract value with participants are probable of not occurring.

Debt Securities

Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.

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 risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect the amounts reported in the accompanying statements of net assets available for benefits.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Administrative Expenses

Administrative expenses are paid by the Plan as provided in the plan document. Expenses allowable by the plan document include legal, accounting and investment advisory fees.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are recorded as deemed distributions based upon the terms of the Plan document.

3 Investments

The following individual investments were greater than 5% of the Plan's net assets as of December 31, 2013 and 2012, respectively:

As of December 31	2013	2012
	$	$
Investments, at fair value:		
Vanguard Wellington Admiral	137,801,613	**
Vanguard Institutional Index Fund	66,391,030	**
T. Rowe Price Blue Chip Growth Fund	52,339,110	**
Vanguard Extended Market Index Fund	42,490,245	**
Wells Fargo Stable Return Fund	*	25,991,353
Fidelity Contrafund	*	8,622,418
Pimco Total Return Investment Fund	*	8,270,945
Fidelity Spartan 500 Index Investment Fund	*	7,830,531
Fidelity Freedom 2040 Fund	*	7,777,594
Fidelity Freedom 2025 Fund	*	7,545,154
Franklin Templeton Mutual Global Discovery Fund Class Z	*	7,429,646

* Does not represent 5% of net assets at December 31, 2013

** Does not represent 5% of net assets at December 31, 2012

During the plan year ended December 31, 2013, the Plan's net appreciation in fair value of investments was $16,843,378 and $325,505 related to the Plan's mutual funds and collective trust fund, respectively.

4 Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the Trustee of the Plan, and Wells Fargo Bank, N.A. the Trustee of the Winn-Dixie Plan, have collectively certified the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2013 and 2012
- Total investment income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2013
- Schedule H, Line 4i - Schedule of assets (held at end of year) as of December 31, 2013

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

5 Federal Income Tax Status

The plan administrator has received a favorable determination letter from the Internal Revenue Service (IRS) dated May 29, 2012, which indicated the Plan, as designed, was in compliance with the IRC. The Plan has been amended since the date of the determination letter. However, the plan administrator believes the Plan, as amended, remains in accordance with the applicable requirements of the IRC and, therefore, tax-exempt.

During 2014, the plan administrator determined that certain participants received excess contributions and insufficient matching contributions related to the 2013 plan year. The Plan has elected to utilize the self-correction program to recalculate the necessary corrective amount. The plan administrator has determined that such issues of non-compliance will be corrected in accordance with IRS rules and regulations during 2014. The plan administrator believes that the Plan will remain in compliance with the IRC and will maintain its tax-exempt status.

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 the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations prior to 2010.

6 Plan Termination

Although the Company has not expressed any intention to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, all participants will become fully vested in their accounts.

7 Party-in-Interest Transactions

Certain plan investments are shares of mutual funds issued and managed by an affiliate of Fidelity Management Trust Company (Fidelity). In addition, plan investments include collective trusts that are issued and managed by affiliates of trustee Wells Fargo. Fidelity and Wells Fargo are the trustees and, therefore, those transactions, along with notes receivable from participants' activity, qualify as party-in-interest transactions. Fees paid by the Plan for investment management services paid to the trustees or affiliates are included as a component of the net appreciation in fair value of investments.

8 Reconciliation to Form 5500

The following table reconciles the information provided in the statements of net assets available for benefits as of December 31, 2013 and 2012, and the statement of changes in net assets available for plan benefits for the year ended December 31, 2013, to the Form 5500:

			2013	2012
	Contributions	Total Investment Income	Net Assets Available for Benefits End of Year	
	$	$	$	$
Per financial statements	13,392,222	23,242,702	820,402,828	140,922,182
Current year contributions receivable - Employer and Employee	(3,643,907)	-	(3,643,907)	-
Prior year contributions receivable - Employer and Employee	4,199,338	-	-	(4,199,338)
Adjustment from fair value to contract value	-	6,940,291	6,940,291	-
Per Form 5500	13,947,653	30,182,993	823,699,212	136,722,844

9 Subsequent Events

The Plan Sponsor has evaluated all subsequent events through October 15, 2014, which is the date the financial statements were available to be issued.

Schedule H, Line 4i - Schedule of assets (held at end of year)

As of December 31, 2013

	(a)	(b)	(c)	(d)	(e)
		Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
					$
		Mutual funds:			
		Vanguard Wellington Admiral	Mutual fund	**	137,801,613
		Vanguard Instituational Index Fund	Mutual fund	**	66,391,030
		T. Rowe Price Blue Chip Growth Fund	Mutual fund	**	52,339,110
		Vanguard Extended Market Index Fund	Mutual fund	**	42,490,245
		Vanguard Total Bond Market Index Fund	Mutual fund	**	29,810,609
		American Beacon Large Cap Value Inst.	Mutual fund	**	19,946,398
		Dodge & Cox International Stock	Mutual fund	**	17,274,252
*		Fidelity Contrafund	Mutual fund	**	11,736,844
*		Spartan 500 Index Fund	Mutual fund	**	9,646,808
*		Fidelity Freedom 2025 Fund	Mutual fund	**	9,178,074
*		Fidelity Freedom 2040 Fund	Mutual fund	**	8,936,519
*		Fidelity Freedom 2020 Fund	Mutual fund	**	8,620,847
		JP Morgan Mid Cap Value	Mutual fund	**	8,424,333
		Franklin Templeton Mutual Global Discovery Fund Class Z	Mutual fund	**	8,336,787
*		Wells Fargo Advantage Common Stock Fund	Mutual fund	**	7,718,945
		T. Rowe Price Retirement 2020	Mutual fund	**	7,454,361
		Pimco Total Return Investment Fund	Mutual fund	**	7,317,923
		T. Rowe Price Retirement 2040	Mutual fund	**	6,986,004
		T. Rowe Price Retirement 2030	Mutual fund	**	6,941,370
		T. Rowe Price Retirement 2025	Mutual fund	**	6,771,298
		Invesco Growth & Income	Mutual fund	**	6,681,814
*		Fidelity Freedom 2030 Fund	Mutual fund	**	6,304,623
		T. Rowe Price Retirement 2035	Mutual fund	**	5,895,024
		Morgan Stanley Institutional Fund	Mutual fund	**	5,755,979
		T. Rowe Price Retirement 2045	Mutual fund	**	5,661,698
*		Fidelity Freedom 2035 Fund	Mutual fund	**	5,404,061
*		Fidelity Freedom 2015 Fund	Mutual fund	**	4,360,228
		Dreyfus/The Boston Company Small Cap Value Fund	Mutual fund	**	3,709,512
*		Fidelity International Discovery Fund	Mutual fund	**	3,648,090
*		Fidelity Freedom 2010 Fund	Mutual fund	**	3,283,774

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
				$
	Hartford Growth Fund	Mutual fund	**	3,250,646
	T. Rowe Price Retirement 2015	Mutual fund	**	3,179,948
	T. Rowe Price Retirement 2050	Mutual fund	**	3,113,125
	Loomis Sayles Small Cap Growth Instl	Mutual fund	**	2,822,946
	T. Rowe Price Retirement Income	Mutual fund	**	2,622,735
	Pimco Real Return Investment Fund	Mutual fund	**	2,585,463
*	Spartan Global ex U.S. Index	Mutual fund	**	2,178,654
	T. Rowe Price Retirement 2010	Mutual fund	**	1,304,513
*	Fidelity Freedom 2045 Fund	Mutual fund	**	1,217,294
	T. Rowe Price Retirement 2055	Mutual fund	**	1,082,804
*	Fidelity Freedom 2050 Fund	Mutual fund	**	1,070,293
*	Fidelity Freedom Income Fund	Mutual fund	**	851,329
	American Beacon International Fund	Mutual fund	**	652,856
*	Fidelity Freedom 2005 Fund	Mutual fund	**	535,040
*	Fidelity Freedom 2000 Fund	Mutual fund	**	392,195
	Total Mutual Funds			551,688,014
*	Wells Fargo Stable Return Fund U	Collective trust fund	**	23,575,290
	BI-LO Stable Value Fund:		**	
	Collective Trust Funds:			
*	Wells Fargo Stable Return Fund G	Collective trust fund	**	34,570,985
*	Wells Fargo Short Term Investment Fund S	Collective trust fund	**	9,017,455
	Synthetic Investment Contracts:			
	American General Life Insurance Co, 2.57%	Synthetic Investment Contract		
	Monumental Life Insurance Co, 2.20%	Synthetic Investment Contract		
	Pacific Life Ins. Co, 2.07%	Synthetic Investment Contract		
	Prudential Life Insurance Co, 3.06%	Synthetic Investment Contract		
	Total underlying investments of the synthetic investment contracts from pages 15-24		**	198,219,500
*	Various participants	Notes receivable from participants, interest rates ranging from 3.25% to 9.5%		6,185,381
	Total			823,256,625

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Historical Cost	(e) Fair Market Value
			$	$
	Total underlying investments of the synthetic investment contracts:			
*	Wells Fargo Short Term Investment Fund S	Collective Trust Fund	**	12,459,350
*	Wells Fargo Fixed Income Fund A	Collective Trust Fund	**	20,104,309
*	Wells Fargo Fixed Income Fund L	Collective Trust Fund	**	10,335,232
	American Express Credit Acct Mstr Tr, 0.68%, $975,000 par, due 3/15/2018	Asset Backed Securities	**	976,755
	AmeriCredit Auto Receivables Trust, 0.53%, $447,364 par, due 11/8/2016	Asset Backed Securities	**	447,257
	Bear Stearns Commercial Mortgage Securities Trust 2005-PWR10, 5.38%, $192,202 par, due 12/11/2040	Asset Backed Securities	**	193,270
	Bear Stearns Commercial Mortgage Securities Trust 2006-PWR13, 5.53%, $697,513 par, due 9/11/2041	Asset Backed Securities	**	763,484
	Caterpillar Financial Services Corp, 4.75%, $100,000 par, due 2/17/2015	Asset Backed Securities	**	104,768
	Daimler Finance North America LLC, 1.3%, $270,000 par, due 7/31/2015	Asset Backed Securities	**	271,585
	Daimler Finance North America LLC, 1.95%, $375,000 par, due 3/28/2014	Asset Backed Securities	**	375,930
	Ford Credit Auto Lease Trust 2012-B, 0.57%, $100,000 par, due 9/15/2015	Asset Backed Securities	**	100,080
	Ford Credit Auto Lease Trust 2013-A, 0.6%, $1,050,000 par, due 3/15/2016	Asset Backed Securities	**	1,049,969
	Ford Credit Auto Lease Trust 2013-B, 0.76%, $400,000 par, due 9/15/2016	Asset Backed Securities	**	400,548
	Ford Credit Auto Owner Trust 2012-C, 0.58%, $375,000 par, due 8/15/2015	Asset Backed Securities	**	375,304
	Ford Credit Auto Owner Trust 2013-B, 0.57%, $925,000 par, due 10/15/2017	Asset Backed Securities	**	926,082
	GE Capital Credit Card Master Note Tr, 0.95%, $850,000 par, due 6/15/2018	Asset Backed Securities	**	853,179
	GE Equipment Transportation LLC Series 2012-1, 0.99%, $434,232 par, due 11/23/2015	Asset Backed Securities	**	435,183
	GE Equipment Transportation LLC Series 2013-1, 0.69%, $925,000 par, due 11/25/2016	Asset Backed Securities	**	924,584
	Harley Davidson Motorcycle Trust 2013-1, 0.65%, $825,000 par, due 7/15/2016	Asset Backed Securities	**	823,598
	Honda Auto Receivables 2013-2 Owner Trust, 0.53%, $700,000 par, due 2/16/2017	Asset Backed Securities	**	699,776
	Honda Auto Receivables 2013-4 Owner Trust, 0.69%, $800,000 par, due 9/18/2017	Asset Backed Securities	**	800,624

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	John Deere Owner Trust 2012, 0.75%, $614,499 par, due 3/15/2016	Asset Backed Securities	**	615,365
	John Deere Owner Trust 2013-A, 0.6%, $950,000 par, due 3/15/2017	Asset Backed Securities	**	950,428
	Mercedes-Benz Auto Lease Trust 2013-A, 0.59%, $925,000 par, due 2/15/2016	Asset Backed Securities	**	925,564
	Montana Higher Ed Student Assistance, 0.77%, $146,464 par, due 9/20/2022	Asset Backed Securities	**	146,374
	Morgan Stanley Capital I Trust 2005-HQ5, 5.17%, $865,717 par, due 1/14/2042	Asset Backed Securities	**	886,953
	Morgan Stanley Capital I Trust 2005-IQ10, 5.23%, $671,805 par, due 9/15/2042	Asset Backed Securities	**	706,914
	Morgan Stanley Capital I Trust 2005-TOP19, 4.89%, $900,000 par, due 6/12/2047	Asset Backed Securities	**	944,010
	Morgan Stanley Capital I Trust 2007-IQ13, 5.36%, $625,000 par, due 3/15/2044	Asset Backed Securities	**	688,188
	Morgan Stanley Capital I Trust 2007-TOP27, 5.65%, $700,000 par, due 6/11/2042	Asset Backed Securities	**	786,471
	Morgan Stanley Capital I Trust 2012-C4, 2.11%, $750,000 par, due 3/15/2045	Asset Backed Securities	**	757,770
	NCUA Guaranteed Notes Trust 2010-R2, 0.59%, $470,151 par, due 11/6/2017	Asset Backed Securities	**	470,738
	Panhandle-Plains Higher Ed Auth Inc, 0.75%, $45,684 par, due 10/1/2018	Asset Backed Securities	**	45,708
	RSB Bondco LLC, 5.72%, $881,764 par, due 4/1/2018	Asset Backed Securities	**	929,000
	Santander Drive Auto Receivables Tr, 0.7%, $900,000 par, due 9/15/2017	Asset Backed Securities	**	900,234
	Santander Drive Auto Receivables Tr., 0.64%, $840,000 par, due 4/17/2017	Asset Backed Securities	**	840,151
	SLM Student Loan Trust 2010-1, 0.56%, $292,951 par, due 3/25/2025	Asset Backed Securities	**	292,005
	SLM Student Loan Trust 2013-2, 0.61%, $873,796 par, due 9/25/2026	Asset Backed Securities	**	872,713
	Volvo Financial Equipment LLC Series 2013-1, 0.74%, $450,000 par, due 3/15/2017	Asset Backed Securities	**	449,627
	World Omni Auto Lease Sec Trust 2012-A, 0.71%, $55,780 par, due 1/15/2015	Asset Backed Securities	**	55,793
	World Omni Auto Receivables Trust 2013-B, 0.83%, $800,000 par, due 8/15/2018	Asset Backed Securities	**	799,744
	Access Group Inc 2013-1, 0.66%, $833,644 par, due 2/25/2036	Corporate Securities	**	830,618
	Amal Ltd/Cayman Islands, 3.46%, $689,942 par, due 8/21/2021	Corporate Securities	**	727,420

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	American Express Credit Corp, 1.75%, $250,000 par, due 6/12/2015	Corporate Securities	**	254,035
	American Honda Finance Corp, 1.13%, $360,000 par, due 10/7/2016	Corporate Securities	**	361,472
	Anheuser-Busch InBev Worldwide Inc, 3.63%, $250,000 par, due 4/15/2015	Corporate Securities	**	260,033
	Apache Corp, 1.75%, $330,000 par, due 4/15/2017	Corporate Securities	**	330,667
	AT&T Inc, 2.5%, $250,000 par, due 8/15/2015	Corporate Securities	**	256,675
	AT&T Inc, 5.1%, $250,000 par, due 9/15/2014	Corporate Securities	**	257,968
	Bank of America Corp, 3.75%, $150,000 par, due 7/12/2016	Corporate Securities	**	159,468
	Bank of America NA, 0.52%, $300,000 par, due 6/15/2016	Corporate Securities	**	297,312
	Bank of America NA, 1.13%, $390,000 par, due 11/14/2016	Corporate Securities	**	390,445
	Bank of Montreal, 1.95%, $475,000 par, due 1/30/2017	Corporate Securities	**	486,961
	Bank of New York Mellon Corp/The, 1.2%, $250,000 par, due 2/20/2015	Corporate Securities	**	251,920
	Bank of New York Mellon Corp/The, 2.3%, $400,000 par, due 7/28/2016	Corporate Securities	**	413,112
	Bank of Nova Scotia, 1.75%, $500,000 par, due 3/22/2017	Corporate Securities	**	509,380
	Bank of Nova Scotia, 1.95%, $475,000 par, due 1/30/2017	Corporate Securities	**	487,065
	Barclays Bank PLC, 2.75%, $325,000 par, due 2/23/2015	Corporate Securities	**	332,342
	BB&T Corp, 0.94%, $500,000 par, due 4/28/2014	Corporate Securities	**	500,885
	Becton Dickinson and Co, 1.75%, $600,000 par, due 11/8/2016	Corporate Securities	**	611,160
	BHP Billiton Finance USA Ltd, 1.63%, $480,000 par, due 2/24/2017	Corporate Securities	**	481,301
	BMW Vehicle Owner Trust 2013-A, 0.67%, $840,000 par, due 11/27/2017	Corporate Securities	**	840,781
	BNP Paribas SA, 1.14%, $400,000 par, due 1/10/2014	Corporate Securities	**	400,068
	Caisse Centrale Desjardins, 1.6%, $1,000,000 par, due 3/6/2017	Corporate Securities	**	1,012,500
	Capital Auto Receivables Asset Trust, 0.62%, $1,000,000 par, due 7/20/2016	Corporate Securities	**	999,820
	Capital Auto Receivables Asset Trust, 0.85%, $800,000 par, due 2/21/2017	Corporate Securities	**	799,088
	Capital One MultiAsset Execution Tr, 0.96%, $500,000 par, due 9/16/2019	Corporate Securities	**	497,530
	Caterpillar Inc, 1.5%, $200,000 par, due 6/26/2017	Corporate Securities	**	199,030
	Chevron Corp, 0.89%, $140,000 par, due 6/24/2016	Corporate Securities	**	140,332
	Chevron Corp, 1.1%, $215,000 par, due 12/5/2017	Corporate Securities	**	210,268
	Chrysler Auto Receivables Trust, 0.91%, $500,000 par, due 4/16/2018	Corporate Securities	**	501,060

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	Citigroup Inc, 1.25%, $320,000 par, due 1/15/2016	Corporate Securities	**	321,062
	Citigroup Inc, 1.3%, $300,000 par, due 4/1/2016	Corporate Securities	**	300,696
	Citigroup Inc, 1.3%, $90,000 par, due 10/15/2016	Corporate Securities	**	89,686
	Comcast Corp, 5.3%, $450,000 par, due 1/15/2014	Corporate Securities	**	450,662
	ConocoPhillips, 4.6%, $500,000 par, due 1/15/2015	Corporate Securities	**	521,190
	Covidien International Finance SA, 2.8%, $150,000 par, due 6/15/2015	Corporate Securities	**	154,242
	Credit Suisse/New York NY, 3.5%, $400,000 par, due 3/23/2015	Corporate Securities	**	414,132
	Devon Energy Corp, 1.88%, $400,000 par, due 5/15/2017	Corporate Securities	**	402,912
	Diageo Capital PLC, 1.5%, $235,000 par, due 5/11/2017	Corporate Securities	**	234,492
	Diageo Finance BV, 3.25%, $300,000 par, due 1/15/2015	Corporate Securities	**	308,607
	Discover Card Execution Note Trust, 0.81%, $800,000 par, due 8/15/2017	Corporate Securities	**	802,800
	DNB Boligkreditt AS, 2.1%, $550,000 par, due 10/14/2015	Corporate Securities	**	564,025
	Ecolab Inc, 2.38%, $225,000 par, due 12/8/2014	Corporate Securities	**	228,524
	Ecolab Inc, 3%, $400,000 par, due 12/8/2016	Corporate Securities	**	419,080
	Educational Funding of the South Inc, 0.79%, $174,937 par, due 10/25/2021	Corporate Securities	**	175,021
	ERP Operating LP, 5.25%, $500,000 par, due 9/15/2014	Corporate Securities	**	515,910
	Fifth Third Auto Trust 2013-A, 0.61%, $450,000 par, due 9/15/2017	Corporate Securities	**	449,037
	FPL Recovery Funding LLC, 5.13%, $1,288,853 par, due 8/1/2017	Corporate Securities	**	1,331,399
	Gate Capital Cayman Two Ltd, 2.64%, $741,607 par, due 12/2/2021	Corporate Securities	**	756,988
	GE Dealer Floorplan Master Note Trust, 0.77%, $150,000 par, due 7/20/2016	Corporate Securities	**	150,203
	General Electric Capital Corp, 2.9%, $400,000 par, due 1/9/2017	Corporate Securities	**	417,588
	General Electric Capital Corp, 3.35%, $300,000 par, due 10/17/2016	Corporate Securities	**	318,702
	General Electric Co, 0.85%, $130,000 par, due 10/9/2015	Corporate Securities	**	130,607
	Genzyme Corp, 3.63%, $250,000 par, due 6/15/2015	Corporate Securities	**	261,073
	GlaxoSmithKline Capital PLC, 0.75%, $475,000 par, due 5/8/2015	Corporate Securities	**	476,886
	Goldman Sachs Group Inc/The, 2.9%, $300,000 par, due 7/19/2018	Corporate Securities	**	305,301
	Goldman Sachs Group Inc/The, 3.7%, $250,000 par, due 8/1/2015	Corporate Securities	**	260,322

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Historical Cost	Fair Market Value
			$	$
	Hewlett-Packard Co, 1.55%, $300,000 par, due 5/30/2014	Corporate Securities	**	301,095
	Hewlett-Packard Co, 2.6%, $200,000 par, due 9/15/2017	Corporate Securities	**	203,210
	HSBC Bank PLC, 1.5%, $700,000 par, due 5/15/2018	Corporate Securities	**	683,529
	Intel Corp, 1.35%, $600,000 par, due 12/15/2017	Corporate Securities	**	593,004
	International Business Machines Corp, 1.95%, $500,000 par, due 7/22/2016	Corporate Securities	**	513,675
	John Deere Capital Corp, 1.85%, $400,000 par, due 9/15/2016	Corporate Securities	**	409,524
	JPMorgan Chase & Co, 1.88%, $250,000 par, due 3/20/2015	Corporate Securities	**	253,380
	JPMorgan Chase & Co, 3.4%, $400,000 par, due 6/24/2015	Corporate Securities	**	415,376
	Kellogg Co, 1.75%, $700,000 par, due 5/17/2017	Corporate Securities	**	699,174
	Kraft Foods Group Inc, 1.63%, $400,000 par, due 6/4/2015	Corporate Securities	**	405,080
	National Australia Bank Ltd, 0.97%, $400,000 par, due 4/11/2014	Corporate Securities	**	400,744
	National Australia Bank Ltd, 2%, $250,000 par, due 6/20/2017	Corporate Securities	**	254,650
	National Bank of Canada, 2.2%, $425,000 par, due 10/19/2016	Corporate Securities	**	438,643
	National City Bank/Cleveland OH, 0.59%, $600,000 par, due 12/15/2016	Corporate Securities	**	594,822
	New York Life Global Funding, 1.65%, $650,000 par, due 5/15/2017	Corporate Securities	**	650,715
	Oracle Corp, 2.38%, $260,000 par, due 1/15/2019	Corporate Securities	**	262,327
	Peco Energy Co, 1.2%, $210,000 par, due 10/15/2016	Corporate Securities	**	210,605
	PepsiCo Inc, 0.75%, $100,000 par, due 3/5/2015	Corporate Securities	**	100,252
	PepsiCo Inc, 0.8%, $420,000 par, due 8/25/2014	Corporate Securities	**	421,071
	Porsche Innovative Lease Owner Trust, 0.7%, $700,000 par, due 8/22/2016	Corporate Securities	**	699,664
	Praxair Inc, 4.63%, $400,000 par, due 3/30/2015	Corporate Securities	**	420,224
	Puget Sound Energy Inc, 5.2%, $350,000 par, due 10/1/2015	Corporate Securities	**	375,690
	Rio Tinto Alcan Inc, 5.2%, $75,000 par, due 1/15/2014	Corporate Securities	**	75,120
	Rio Tinto Finance USA Ltd, 2.5%, $500,000 par, due 5/20/2016	Corporate Securities	**	515,630
	Royal Bank of Canada, 2%, $570,000 par, due 10/1/2018	Corporate Securities	**	567,042
	Sanofi, 1.63%, $250,000 par, due 3/28/2014	Corporate Securities	**	250,765
	Shell International Finance BV, 1.9%, $300,000 par, due 8/10/2018	Corporate Securities	**	298,212
	Shell International Finance BV, 4.3%, $225,000 par, due 9/22/2019	Corporate Securities	**	246,627
	Simon Property Group LP, 2.15%, $150,000 par, due 9/15/2017	Corporate Securities	**	152,070
	Simon Property Group LP, 4.2%, $500,000 par, due 2/1/2015	Corporate Securities	**	514,700
	Southern California Edison Co, 4.15%, $200,000 par, due 9/15/2014	Corporate Securities	**	205,230
	State Street Corp, 2.88%, $400,000 par, due 3/7/2016	Corporate Securities	**	416,252

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Historical Cost	Fair Market Value
			$	$
	Time Warner Cable Inc, 3.5%, $500,000 par, due 2/1/2015	Corporate Securities	**	513,725
	Toronto-Dominion Bank/The, 1.5%, $1,075,000 par, due 3/13/2017	Corporate Securities	**	1,086,503
	Total Capital SA, 2.13%, $400,000 par, due 8/10/2018	Corporate Securities	**	401,552
	Total Capital SA, 3%, $425,000 par, due 6/24/2015	Corporate Securities	**	440,219
	Toyota Auto Receivables 2013-A Owner Trust, 0.55%, $925,000 par, due 1/17/2017	Corporate Securities	**	924,972
	Travelers Cos Inc/The, 5.5%, $500,000 par, due 12/1/2015	Corporate Securities	**	545,440
	UBS AG/Stamford CT, 3.88%, $350,000 par, due 1/15/2015	Corporate Securities	**	361,848
	US Bank NA/Cincinnati OH, 6.3%, $450,000 par, due 2/4/2014	Corporate Securities	**	452,210
	Verizon Communications Inc, 1.25%, $170,000 par, due 11/3/2014	Corporate Securities	**	170,991
	Verizon Communications Inc, 2.5%, $400,000 par, due 9/15/2016	Corporate Securities	**	413,616
	Vornado Realty LP, 4.25%, $225,000 par, due 4/1/2015	Corporate Securities	**	232,027
	Yale University, 2.9%, $200,000 par, due 10/15/2014	Corporate Securities	**	203,946
	Arizona School Facilities Board, 1.12%, $565,000 par, due 7/1/2017	Government Securities	**	553,265
	BMW Bank of North America, 1%, $245,000 par, due 7/18/2014	Government Securities	**	245,586
	Brazos Higher Education Authority, 0.33%, $29,975 par, due 12/26/2018	Government Securities	**	29,964
	Brazos Higher Education Authority, 0.79%, $28,027 par, due 1/27/2020	Government Securities	**	28,037
	City of El Paso TX, 3.61%, $425,000 par, due 8/15/2014	Government Securities	**	433,411
	City of Madison WI, 5.25%, $160,000 par, due 10/1/2016	Government Securities	**	165,322
	Commonwealth of Massachusetts, 3.25%, $500,000 par, due 7/1/2014	Government Securities	**	507,055
	County of Ramsey MN, 4.35%, $395,000 par, due 2/1/2015	Government Securities	**	410,452
	Discover Bank/Greenwood DE, 1%, $245,000 par, due 7/11/2014	Government Securities	**	245,564
	GE Capital Retail Bank, 1%, $245,000 par, due 7/7/2014	Government Securities	**	245,554
	Illinois Sales Tax, 1.06%, $400,000 par, due 6/15/2015	Government Securities	**	401,172
	Maricopa County School District No 28 Kyrene Elementary, 5.2%, $305,000 par, due 7/1/2018	Government Securities	**	344,626
	Micron Semiconductor Asia Pte Ltd, 1.26%, $1,007,000 par, due 1/15/2019	Government Securities	**	1,003,486
	Milwaukee Area Technical College District, 4.3%, $390,000 par, due 12/1/2014	Government Securities	**	402,546
	Missouri Higher Education Loan Authority, 1.12%, $693,111 par, due 8/27/2029	Government Securities	**	696,888

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	New York State Urban Development Corp, 1.33%, $400,000 par, due 3/15/2016	Government Securities	**	403,388
	North Carolina St Ed Assistance Auth, 0.69%, $181,910 par, due 10/26/2020	Government Securities	**	181,764
	North Carolina State Ed Assistance Auth, 0.97%, $922,700 par, due 7/25/2039	Government Securities	**	923,798
	Oklahoma Student Loan Authority, 0.69%, $802,735 par, due 2/25/2032	Government Securities	**	795,189
	Province of Ontario Canada, 4.1%, $400,000 par, due 6/16/2014	Government Securities	**	406,920
	Societe de Financement de l'Economie Francaise, 3.38%, $475,000 par, due 5/5/2014	Government Securities	**	479,845
	South Lyon Community Schools, 0.95%, $360,000 par, due 5/1/2016	Government Securities	**	356,137
	State of Arkansas, 1.5%, $600,000 par, due 7/1/2015	Government Securities	**	607,932
	State of Georgia, 1.65%, $525,000 par, due 7/1/2018	Government Securities	**	517,503
	State of Tennessee, 1.38%, $320,000 par, due 8/1/2015	Government Securities	**	323,635
	State of Wisconsin, 5.05%, $400,000 par, due 5/1/2018	Government Securities	**	437,396
	Texas A&M PUF, 1.73%, $400,000 par, due 7/1/2018	Government Securities	**	393,116
	United States Small Business Administration, 5.46%, $638,276 par, due 2/10/2017	Government Securities	**	690,775
	United States Treasury Inflation Indexed Bonds, 0.13%, $4,815,000 par, due 4/15/2018	Government Securities	**	4,961,595
	United States Treasury Note/Bond, 0.63%, $250,000 par, due 9/30/2017	Government Securities	**	244,805
	United States Treasury Note/Bond, 0.88%, $7,000,000 par, due 9/15/2016	Government Securities	**	7,041,580
	United States Treasury Note/Bond, 1.38%, $2,162,000 par, due 7/31/2018	Government Securities	**	2,142,585
	United States Treasury Note/Bond, 2.38%, $2,500,000 par, due 8/31/2014	Government Securities	**	2,536,825
	Banc of America Merrill Lynch Commercial Mortgage Inc, 4.86%, $900,000 par, due 7/10/2043	Mortgage Backed Securities	**	936,315
	Banc of America Merrill Lynch Commercial Mortgage Inc, 5.18%, $114,128 par, due 9/10/2047	Mortgage Backed Securities	**	114,245
	Banc of America Merrill Lynch Commercial Mortgage Inc, 5.18%, $500,000 par, due 9/10/2047	Mortgage Backed Securities	**	532,270

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Historical Cost	Fair Market Value
			$	$
	CFCRE Commercial Mortgage Trust 2011-C2, 1.56%, $485,368 par, due 12/15/2021	Mortgage Backed Securities	**	487,790
	Credit Suisse Commercial Mortgage Trust Series 2006-C1, 5.46%, $132,381 par, due 2/15/2039	Mortgage Backed Securities	**	135,085
	Credit Suisse First Boston Mortgage Securities Corp, 5.1%, $425,000 par, due 8/15/2038	Mortgage Backed Securities	**	446,152
	Credit Suisse First Boston Mortgage Securities Corp, 5.1%, $47,804 par, due 8/15/2038	Mortgage Backed Securities	**	47,789
	Credit Suisse First Boston Mortgage Securities Corp, 5.11%, $444,981 par, due 7/15/2036	Mortgage Backed Securities	**	450,210
	Fannie Mae Pool, 1.94%, $666,803 par, due 1/1/2017	Mortgage Backed Securities	**	683,833
	Fannie Mae Pool, 1.94%, $738,246 par, due 1/1/2017	Mortgage Backed Securities	**	757,101
	Fannie Mae Pool, 1.94%, $763,347 par, due 1/1/2017	Mortgage Backed Securities	**	782,820
	Fannie Mae Pool, 1.94%, $785,875 par, due 1/1/2017	Mortgage Backed Securities	**	805,946
	Fannie Mae Pool, 1.94%, $809,690 par, due 1/1/2017	Mortgage Backed Securities	**	830,369
	Fannie Mae Pool, 2%, $711,201 par, due 11/1/2022	Mortgage Backed Securities	**	715,184
	Fannie Mae Pool, 2.11%, $617,137 par, due 6/1/2042	Mortgage Backed Securities	**	634,331
	Fannie Mae Pool, 2.12%, $1,239,773 par, due 6/1/2042	Mortgage Backed Securities	**	1,274,573
	Fannie Mae Pool, 2.48%, $471,597 par, due 3/1/2042	Mortgage Backed Securities	**	489,084
	Fannie Mae Pool, 2.5%, $1,456,623 par, due 1/1/2023	Mortgage Backed Securities	**	1,487,169
	Fannie Mae Pool, 2.5%, $1,509,181 par, due 11/1/2022	Mortgage Backed Securities	**	1,540,753
	Fannie Mae Pool, 2.5%, $1,525,952 par, due 4/1/2022	Mortgage Backed Securities	**	1,557,692
	Fannie Mae Pool, 2.5%, $2,555,359 par, due 5/1/2022	Mortgage Backed Securities	**	2,608,766
	Fannie Mae Pool, 2.5%, $2,965,470 par, due 8/1/2022	Mortgage Backed Securities	**	3,027,507
	Fannie Mae Pool, 2.5%, $550,271 par, due 3/1/2022	Mortgage Backed Securities	**	561,678
	Fannie Mae Pool, 2.5%, $590,659 par, due 9/1/2022	Mortgage Backed Securities	**	603,028
	Fannie Mae Pool, 2.5%, $699,782 par, due 6/1/2022	Mortgage Backed Securities	**	714,408
	Fannie Mae Pool, 2.5%, $702,510 par, due 8/1/2022	Mortgage Backed Securities	**	717,199
	Fannie Mae Pool, 2.5%, $973,206 par, due 10/1/2022	Mortgage Backed Securities	**	993,585
	Fannie Mae Pool, 2.67%, $420,330 par, due 11/1/2041	Mortgage Backed Securities	**	437,681
	Fannie Mae Pool, 2.69%, $472,957 par, due 10/1/2041	Mortgage Backed Securities	**	492,755
	Fannie Mae Pool, 2.98%, $350,104 par, due 1/1/2041	Mortgage Backed Securities	**	369,755
	Fannie Mae Pool, 3%, $399,943 par, due 10/1/2021	Mortgage Backed Securities	**	414,785
	Fannie Mae Pool, 3%, $413,330 par, due 12/1/2021	Mortgage Backed Securities	**	428,681
	Fannie Mae Pool, 3%, $488,549 par, due 2/1/2022	Mortgage Backed Securities	**	506,723
	Fannie Mae Pool, 3.12%, $754,656 par, due 2/1/2041	Mortgage Backed Securities	**	796,872
	Fannie Mae Pool, 3.42%, $301,065 par, due 9/1/2040	Mortgage Backed Securities	**	318,758
	Fannie Mae Pool, 3.5%, $1,093,299 par, due 9/1/2021	Mortgage Backed Securities	**	1,149,123
	Fannie Mae Pool, 3.5%, $258,390 par, due 3/1/2021	Mortgage Backed Securities	**	271,594
	Fannie Mae Pool, 3.5%, $328,759 par, due 5/1/2021	Mortgage Backed Securities	**	346,213
	Fannie Mae Pool, 3.5%, $396,151 par, due 8/1/2021	Mortgage Backed Securities	**	416,371
	Fannie Mae Pool, 3.5%, $739,837 par, due 7/1/2021	Mortgage Backed Securities	**	777,554
	Fannie Mae Pool, 3.5%, $844,211 par, due 12/1/2020	Mortgage Backed Securities	**	887,351

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Historical Cost	Fair Market Value
			$	$
	Fannie Mae Pool, 3.86%, $415,272 par, due 8/1/2014	Mortgage Backed Securities	**	415,197
	Fannie Mae Pool, 4.5%, $17,158 par, due 11/1/2018	Mortgage Backed Securities	**	18,261
	Fannie Mae Pool, 4.5%, $31,269 par, due 12/1/2018	Mortgage Backed Securities	**	33,295
	Fannie Mae Pool, 4.5%, $40,130 par, due 5/1/2018	Mortgage Backed Securities	**	42,681
	Fannie Mae Pool, 4.5%, $53,997 par, due 11/1/2018	Mortgage Backed Securities	**	57,465
	Fannie Mae Pool, 5%, $410,440 par, due 10/1/2021	Mortgage Backed Securities	**	441,523
	Fannie Mae Pool, 5.5%, $14,340 par, due 9/1/2021	Mortgage Backed Securities	**	15,667
	Fannie Mae Pool, 5.5%, $14,441 par, due 8/1/2021	Mortgage Backed Securities	**	15,777
	Fannie Mae Pool, 5.5%, $16,736 par, due 9/1/2021	Mortgage Backed Securities	**	18,283
	Fannie Mae Pool, 5.5%, $179,066 par, due 9/1/2021	Mortgage Backed Securities	**	195,581
	Fannie Mae Pool, 5.5%, $18,578 par, due 9/1/2021	Mortgage Backed Securities	**	20,301
	Fannie Mae Pool, 5.5%, $26,951 par, due 3/1/2022	Mortgage Backed Securities	**	29,449
	Fannie Mae Pool, 5.5%, $49,097 par, due 11/1/2021	Mortgage Backed Securities	**	53,637
	Fannie Mae Pool, 5.5%, $74,276 par, due 3/1/2021	Mortgage Backed Securities	**	81,085
	Federal Home Loan Mortgage Corp, 1.75%, $1,125,000 par, due 9/10/2015	Mortgage Backed Securities	**	1,151,235
	Federal Home Loan Mortgage Corp, 3%, $800,000 par, due 7/28/2014	Mortgage Backed Securities	**	812,800
	Federal National Mortgage Association, 0.75%, $1,575,000 par, due 12/19/2014	Mortgage Backed Securities	**	1,583,489
	Federal National Mortgage Association, 1.63%, $1,125,000 par, due 10/26/2015	Mortgage Backed Securities	**	1,149,581
	FHLMC Multifamily Structured Pass Through, 3.88%, $775,000 par, due 11/25/2017	Mortgage Backed Securities	**	834,125
	FHLMC Multifamily, 1.66%, $1,400,000 par, due 11/25/2016	Mortgage Backed Securities	**	1,419,544
	Freddie Mac Gold Pool, 3%, $1,529,570 par, due 5/1/2027	Mortgage Backed Securities	**	1,560,575
	Freddie Mac Gold Pool, 5.5%, $90,216 par, due 8/1/2020	Mortgage Backed Securities	**	97,679
	Freddie Mac Gold Pool, 6%, $104,287 par, due 3/1/2019	Mortgage Backed Securities	**	109,913
	Freddie Mac Non Gold Pool, 1.9%, $634,221 par, due 1/1/2043	Mortgage Backed Securities	**	644,032
	Freddie Mac Non Gold Pool, 2.37%, $868,470 par, due 10/1/2043	Mortgage Backed Securities	**	870,676
	Freddie Mac Non Gold Pool, 2.49%, $462,336 par, due 2/1/2042	Mortgage Backed Securities	**	479,798
	Freddie Mac Non Gold Pool, 2.81%, $627,736 par, due 10/1/2041	Mortgage Backed Securities	**	658,169
	Freddie Mac Non Gold Pool, 3%, $294,423 par, due 11/1/2040	Mortgage Backed Securities	**	311,608
	Freddie Mac Non Gold Pool, 3.02%, $228,947 par, due 9/1/2041	Mortgage Backed Securities	**	237,936
	Freddie Mac Non Gold Pool, 3.65%, $301,757 par, due 9/1/2040	Mortgage Backed Securities	**	316,326
	Freddie Mac REMICS, 5.5%, $89,573 par, due 1/15/2035	Mortgage Backed Securities	**	96,612

Schedule H, Line 4i - Schedule of assets (held at end of year) (cont'd)

As of December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	**Description of Investment**	**Historical Cost**	**Fair Market Value**
			$	**$**
	GE Capital Commercial Mortgage Corp, 4.97%, $725,000 par, due 7/10/2045	Mortgage Backed Securities	**	760,764
	Ginnie Mae II pool, 0.81%, $967,192 par, due 5/20/2058	Mortgage Backed Securities	**	962,714
	Ginnie Mae II pool, 2.5%, $1,114,155 par, due 12/20/2041	Mortgage Backed Securities	**	1,150,900
	Ginnie Mae II pool, 2.5%, $442,204 par, due 10/20/2041	Mortgage Backed Securities	**	455,378
	Ginnie Mae II pool, 4.12%, $872,793 par, due 8/1/2062	Mortgage Backed Securities	**	938,166
	Ginnie Mae II pool, 5.46%, $780,762 par, due 7/20/2059	Mortgage Backed Securities	**	841,279
	Ginnie Mae II pool, 5.46%, $863,443 par, due 7/20/2059	Mortgage Backed Securities	**	928,072
	Ginnie Mae II pool, 5.46%, $905,738 par, due 8/20/2059	Mortgage Backed Securities	**	970,290
	Ginnie Mae II pool, 5.48%, $482,431 par, due 12/20/2059	Mortgage Backed Securities	**	526,757
	Ginnie Mae II pool, 5.5%, $783,377 par, due 5/20/2060	Mortgage Backed Securities	**	869,016
	Ginnie Mae II pool, 5.55%, $1,429,054 par, due 10/20/2059	Mortgage Backed Securities	**	1,536,076
	Government National Mortgage Association, 4.37%, $92,678 par, due 11/16/2030	Mortgage Backed Securities	**	94,912
	GS Mortgage Securities Corp II Series 2005-GG4, 4.75%, $641,598 par, due 7/10/2039	Mortgage Backed Securities	**	664,657
	GS Mortgage Securities Corp II, 1.02%, $550,000 par, due 11/8/2029	Mortgage Backed Securities	**	546,904
	Hilton USA Trust 2013-HLF, 1.17%, $800,000 par, due 11/5/2030	Mortgage Backed Securities	**	800,800
	JP Morgan Chase Commercial Mortgage Securities Trust 2005-CIBC13, 5.29%, $97,876 par, due 1/12/2043	Mortgage Backed Securities	**	99,605
	LB-UBS Commercial Mortgage Trust 2004-C2, 4.37%, $162,815 par, due 3/15/2036	Mortgage Backed Securities	**	163,089
	LB-UBS Commercial Mortgage Trust 2006-C6, 5.37%, $750,000 par, due 9/15/2039	Mortgage Backed Securities	**	818,100
	Merrill Lynch Mortgage Trust 2005-MCP1, 4.75%, $700,000 par, due 6/12/2043	Mortgage Backed Securities	**	727,139
	Receivables and payables, net			544,137
	Total underlying investments of the synthetic investment contracts			198,219,500

* Party-in-interest.

** Historical-cost information is not required because the Plan's investments are completely participant-directed.