

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>07/01/2013</u> and ending <u>06/30/2014</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input type="checkbox"/> Form 5558; <input checked="" type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information								
1a Name of plan <u>ASSOCIATED GROCERS OF THE SOUTH, INC GROUP HEALTH AND DENTAL CARE PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>502</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>502</u>	1c Effective date of plan <u>07/01/1991</u>					
1b Three-digit plan number (PN) ▶	<u>502</u>								
1c Effective date of plan <u>07/01/1991</u>									
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ASSOCIATED GROCERS OF THE SOUTH, INC</u> <u>P O BOX 11044</u> <u>BIRMINGHAM, AL 35202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>63-0011690</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>205-849-4839</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>424400</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>63-0011690</u>		2c Sponsor's telephone number <u>205-849-4839</u>		2d Business code (see instructions) <u>424400</u>			
2b Employer Identification Number (EIN) <u>63-0011690</u>									
2c Sponsor's telephone number <u>205-849-4839</u>									
2d Business code (see instructions) <u>424400</u>									
<u>3600 VANDERBILT ROAD</u> <u>BIRMINGHAM, AL 35217</u>									

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

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

SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of plan administrator	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) <u>ANTHONY J. DIPIAZZA</u> <u>DIPIAZZA, LAROCCA, HEETER & CO, LLC</u> <u>P. O. BOX 530095</u> <u>BIRMINGHAM, AL 35253-0095</u>			Preparer's telephone number (optional) <u>205-871-9973</u>

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

Form 5500 (2013)
v. 130118

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN	
		4c PN	
5 Total number of participants at the beginning of the plan year		5	218
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	213
b Retired or separated participants receiving benefits		6b	
c Other retired or separated participants entitled to future benefits.....		6c	
d Subtotal. Add lines 6a , 6b , and 6c		6d	213
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	
f Total. Add lines 6d and 6e		6f	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	
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:

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

4A 4D

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input type="checkbox"/> Trust (4) <input checked="" type="checkbox"/> General assets of the sponsor	(1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input type="checkbox"/> Trust (4) <input checked="" type="checkbox"/> General assets of the sponsor

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

a Pension Schedules	b General Schedules
(1) <input type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> <u>1</u> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)

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

For calendar plan year 2013 or fiscal plan year beginning **07/01/2013** and ending **06/30/2014**

A Name of plan ASSOCIATED GROCERS OF THE SOUTH,INC GROUP HEALTH AND DENTAL CARE PLAN	B Three-digit plan number (PN) ►	502
C Plan sponsor's name as shown on line 2a of Form 5500 ASSOCIATED GROCERS OF THE SOUTH,INC	D Employer Identification Number (EIN) 63-0011690	

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

(a) Name of insurance carrier

HCC LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
35-1817054	92711	HCL19935	213	07/01/2013	06/30/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

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

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

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

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

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

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

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

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)	188310	
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....	9a(4)		188310
b Benefit charges (1) Claims paid.....	9b(1)	321166	
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....	9b(3)		321166
(4) Claims charged.....	9b(4)		
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)	10000	
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....	9c(1)(H)		10000
(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.).....	9c(2)		
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement	9d(1)		
(2) Claim reserves	9d(2)		
(3) Other reserves.....	9d(3)		
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....	9e		

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan <u>ASSOCIATED GROCERS OF THE SOUTH,INC GROUP HEALTH AND DENTAL CARE PLAN</u>	B Three-digit plan number (PN) <u>502</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ASSOCIATED GROCERS OF THE SOUTH,INC</u>	D Employer Identification Number (EIN) <u>63-0011690</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

BLUE CROSS AND BLUE SHIELD OF ALABA

450 RIVERCHASE PARKWAY EAST
BIRMINGHAM, AL 35298

63-0103830

(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?
12	NONE	134596	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>07/01/2013</u> and ending <u>06/30/2014</u>		
A Name of plan <u>ASSOCIATED GROCERS OF THE SOUTH, INC GROUP HEALTH AND DENTAL CARE PLAN</u>	B Three-digit plan number (PN) ► <u>502</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ASSOCIATED GROCERS OF THE SOUTH, INC</u>	D Employer Identification Number (EIN) <u>63-0011690</u>	

Part I	Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; padding: 5px;">Assets</th> <th style="width: 25%; padding: 5px;">(a) Beginning of Year</th> <th style="width: 25%; padding: 5px;">(b) End of Year</th> </tr> </table>	Assets	(a) Beginning of Year	(b) End of Year
Assets	(a) Beginning of Year	(b) End of Year		
a Total noninterest-bearing cash	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1a</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1a		
1a				
b Receivables (less allowance for doubtful accounts):	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>			
(1) Employer contributions	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1b(1)</td> <td style="width: 25%;"><u>157800</u></td> <td style="width: 25%;"><u>158600</u></td> </tr> </table>	1b(1)	<u>157800</u>	<u>158600</u>
1b(1)	<u>157800</u>	<u>158600</u>		
(2) Participant contributions	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1b(2)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1b(2)		
1b(2)				
(3) Other	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1b(3)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1b(3)		
1b(3)				
c General investments:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(1)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(1)		
1c(1)				
(2) U.S. Government securities	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(2)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(2)		
1c(2)				
(3) Corporate debt instruments (other than employer securities):	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>			
(A) Preferred	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(3)(A)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(3)(A)		
1c(3)(A)				
(B) All other	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(3)(B)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(3)(B)		
1c(3)(B)				
(4) Corporate stocks (other than employer securities):	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>			
(A) Preferred	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(4)(A)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(4)(A)		
1c(4)(A)				
(B) Common	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(4)(B)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(4)(B)		
1c(4)(B)				
(5) Partnership/joint venture interests	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(5)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(5)		
1c(5)				
(6) Real estate (other than employer real property)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(6)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(6)		
1c(6)				
(7) Loans (other than to participants)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(7)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(7)		
1c(7)				
(8) Participant loans	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(8)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(8)		
1c(8)				
(9) Value of interest in common/collective trusts	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(9)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(9)		
1c(9)				
(10) Value of interest in pooled separate accounts	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(10)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(10)		
1c(10)				
(11) Value of interest in master trust investment accounts	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(11)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(11)		
1c(11)				
(12) Value of interest in 103-12 investment entities	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(12)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(12)		
1c(12)				
(13) Value of interest in registered investment companies (e.g., mutual funds)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(13)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(13)		
1c(13)				
(14) Value of funds held in insurance company general account (unallocated contracts)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(14)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(14)		
1c(14)				
(15) Other	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1c(15)</td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>	1c(15)		
1c(15)				

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	157800	158600

Liabilities

g Benefit claims payable	1g	157800	158600
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	157800	158600

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	0	0
---	-----------	---	---

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)	1989070	
(B) Participants	2a(1)(B)	532423	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2521493
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		321166
d Total income. Add all income amounts in column (b) and enter total	2d		2842659

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2509752	
(2) To insurance carriers for the provision of benefits	2e(2)	198311	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2708063
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	134596	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		134596
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2842659

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		0
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

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

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

(1) Name: **DIPIAZZA, LARocca, HEETER & CO., LL**

(2) EIN: **26-3731278**

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

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

**ASSOCIATED GROCERS
OF THE SOUTH, INC.
GROUP HEALTH AND DENTAL CARE PLAN
FINANCIAL STATEMENTS
FOR THE YEARS ENDED
JUNE 30, 2014 and 2013**

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CENTER FOR AUDIT QUALITY
GAQC
EBPAQC

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REPORT OF INDEPENDENT AUDITORS

The Plan Administrator
Associated Grocers of the South, Inc.
Group Health and Dental Care Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Associated Grocers of the South, Inc. Group Health and Dental Care Plan, which comprise the statements of net assets available for benefits as of June 30, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Associated Grocers of the South, Inc. Group Health and Dental Care Plan as of June 30, 2014 and 2013, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

D. Piazza LaRocca Heeter & Co., LLC

January 27, 2015

ASSOCIATED GROCERS OF THE SOUTH, INC.
GROUP HEALTH AND DENTAL CARE PLAN
Statements of Net Assets Available for Benefits
June 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
<u>ASSETS</u>		
Contribution receivable - plan sponsor	\$ <u>158,600</u>	\$ <u>157,800</u>
TOTAL ASSETS	158,600	157,800
<u>LIABILITIES</u>		
Benefits payable	<u>158,600</u>	<u>157,800</u>
TOTAL LIABILITIES	<u>158,600</u>	<u>157,800</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u><u>-</u></u>	\$ <u><u>-</u></u>

The Notes to Financial Statements are an integral part of these statements.

ASSOCIATED GROCERS OF THE SOUTH, INC.
GROUP HEALTH AND DENTAL CARE PLAN
Statements of Changes in Net Assets Available for Benefits
For the Years Ended June 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	\$ -	\$ (141,440)
ADDITIONS		
Employer contributions	1,989,070	2,152,426
Participant contributions	532,423	523,275
Reinsurance reimbursements	<u>321,166</u>	<u>26,086</u>
Total additions	2,842,659	2,701,787
DEDUCTIONS		
Participant benefits	2,509,752	2,229,648
Insurance premiums	198,311	197,743
Administrative expense	<u>134,596</u>	<u>132,956</u>
Total deductions	<u>2,842,659</u>	<u>2,560,347</u>
Net additions (deductions)	<u>-</u>	<u>141,440</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ <u>-</u>	\$ <u>-</u>

The Notes to Financial Statements are an integral part of these statements.

ASSOCIATED GROCERS OF THE SOUTH, INC.
GROUP HEALTH AND DENTAL CARE PLAN
NOTES TO FINANCIAL STATEMENTS
June 30, 2014 and 2013

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

The Plan was established to provide comprehensive major medical and dental benefits to all non-union full-time employees and to their enrolled eligible dependents and, effective June 1, 2005, all union employees and their enrolled eligible dependents. The Plan is self-funded by contributions from Associated Grocers of the South, Inc. (the Company) and employees. Benefit payments are made pursuant to plan provisions, from these contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Accounting Policies

The accounting records of the Plan are maintained on the accrual basis.

Accounting Estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Contributions

Contributions are made by the Company as needed to fund benefits. Employees may contribute specified amounts, determined by the Company, to fund a portion of their medical benefits and to extend coverage to eligible dependents.

Administrative Costs

The Plan uses the services of a third party to receive, process, and pay medical claims. The Plan pays an administrative fee for these services. Other administrative expenses are absorbed by the Company.

Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to modify the benefits provided to active employees, former employees and all dependents, to discontinue its contributions at any time, and to terminate the Plan subject to the provisions set forth in ERISA.

ASSOCIATED GROCERS OF THE SOUTH, INC.
GROUP HEALTH AND DENTAL CARE PLAN
NOTES TO FINANCIAL STATEMENTS
June 30, 2014 and 2013

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Tax Status

The Plan meets the requirements of Internal Revenue Code (IRC) 501(c)(9) and is, therefore, exempt from Federal income taxes under IRC Section 501(a). Therefore, no provision for income taxes is included in the Plan's financial statements.

Uncertain Tax Positions

The Plan follows the accounting requirements associated with uncertainty in income taxes using the provisions of Financial Accounting Standards Board (FASB) ASC 740, Income Taxes. The Plan had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements. Previous open tax years may be subject to examination by taxing authorities.

NOTE 2 - PLAN BENEFITS

The Plan is available to all non-union full time employees and, effective June 1, 2005, all union full-time employees of Associated Grocers of the South, Inc. who are scheduled to work thirty or more hours per week, and their enrolled eligible dependents.

The benefits which a participant and his/her eligible enrolled dependents are entitled to are detailed in the Plan document and employee benefit booklet.

The Plan maintains specific stop loss reinsurance.

NOTE 3 - BENEFIT OBLIGATIONS

The benefit claims currently payable include the Plan's liability for claims incurred as of year end but not reported and the Plan's liability for claims reported as of year end but not yet processed. The Plan's liability for claims incurred but not reported is estimated by the third party administrators utilizing actuarial methods which take into consideration prior claims experience and the expected time period from the date such claims are incurred to the date the related claims are submitted and paid.

ASSOCIATED GROCERS OF THE SOUTH, INC.
GROUP HEALTH AND DENTAL CARE PLAN
NOTES TO FINANCIAL STATEMENTS
June 30, 2014 and 2013

NOTE 3 - BENEFIT OBLIGATIONS (Continued)

The following tables represent the components of the Plan's claims payable and benefit obligations and the related changes.

Benefit Obligations

Years ended June 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Claims payable and total benefit obligations	\$ <u>158,600</u>	\$ <u>157,800</u>

Changes in Benefit Obligations

Years ended June 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Claims payable and total benefit obligations, beginning of year	\$ 157,800	\$ 148,500
Benefits earned	2,510,552	2,238,948
Claims paid	<u>(2,509,752)</u>	<u>(2,229,648)</u>
Claims payable and total benefit obligations, end of year	\$ <u>158,600</u>	\$ <u>157,800</u>

NOTE 4 – SUBSEQUENT EVENTS

Subsequent events have been evaluated through January 27, 2015, which is the date the financial statements were available to be issued.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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 **07/01/2013** and ending **06/30/2014**

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here _____ ► ☐
- D** Check box if filing under: ☐ Form 5558; ☒ automatic extension; ☐ the DFVC program;
☐ special extension (enter description) _____

Part II Basic Plan Information - enter all requested information

1a Name of plan ASSOCIATED GROCERS OF THE SOUTH, INC GROUP HEALTH AND DENTAL CARE PLAN	1b Three-digit plan number (PN) ► 502
	1c Effective date of plan 07/01/1991
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) ASSOCIATED GROCERS OF THE SOUTH, INC P O BOX 11044 BIRMINGHAM AL 35202 3600 VANDERBILT ROAD BIRMINGHAM AL 35217	2b Employer Identification Number (EIN) 63-0011690 2c Sponsor's telephone number (205) 849-4839 2d Business code (see instructions) 424400

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 <i>Leland C. Slay</i> Signature of plan administrator	<i>1/20/15</i> Date	<i>LELAND C. SLAY</i> 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) <i>Anthony J. DiPiazza</i> ANTHONY J. DIPIAZZA DIPIAZZA, LARocca, HEETER & CO, LLC P. O. BOX 530095 BIRMINGHAM AL 35253-0095		Preparer's telephone number (optional) 205-871-9973

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

Form 5500 (2013)
v. 130118

3a Plan administrator's name and address ☒ 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** 218**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** 213**b** Retired or separated participants receiving benefits **6b****c** Other retired or separated participants entitled to future benefits **6c****d** Subtotal. Add lines **6a**, **6b**, and **6c** **6d** 213**e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits **6e****f** Total. Add lines **6d** and **6e** **6f****g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) **6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested **6h****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:**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:**4A** 4D**9a** Plan funding arrangement (check all that apply)

- (1) ☒ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☐ Trust
 (4) ☒ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☒ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☐ Trust
 (4) ☒ General assets of the sponsor

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

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

b General Schedules

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