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 10/01/2013 and ending 09/30/2014

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
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 03/31/1983

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

STATER BROS. MARKETS

301 SOUTH TIPPECANOE AVENUE
SAN BERNARDINO, CA 92408

2b Employer Identification Number (EIN)
95-2586175

2c Sponsor's telephone number
909-733-5000

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.	07/01/2015	GEORGE FRAHM
	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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	954
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**	912
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	19
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	932
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	932
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	932
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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 10/01/2013 and ending 09/30/2014

A Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
STATER BROS. MARKETS

D Employer Identification Number (EIN)
95-2586175

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

BANK OF AMERICA

06-6379101

(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)

(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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
STATER BROS. MARKETS

D Employer Identification Number (EIN)
95-2586175

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1000000	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	44742	55115
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5190960	505432
(2) U.S. Government securities	1c(2)	3350184	3420432
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	2004537	2306462
(B) All other	1c(3)(B)	1132336	1200749
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		5051415
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3031698	4274569
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	2763163	3194025

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	18517620	20008199
Liabilities			
g Benefit claims payable	1g	20654	
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	20654	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	18496966	20008199

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)	1000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	291	
(B) U.S. Government securities	2b(1)(B)	86155	
(C) Corporate debt instruments	2b(1)(C)	133025	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	72844	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		292315
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	103295	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12047	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		115342
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	27542215	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	27199715	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		342500
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	524204	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		524204

		(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)		168542
c Other income	2c		5288
d Total income. Add all **income** amounts in column (b) and enter total	2d		2448191
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	935718	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		935718
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)	1240	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1240
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		936958
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1511233
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)** [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: SWENSON CORPORATION **(2)** EIN: 03-3030586

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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
STATER BROS. MARKETS

D Employer Identification Number (EIN)
95-2586175

Part I Distributions

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

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

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

EIN(s): 06-6379101

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):

Swenson
CORPORATION

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

FINANCIAL STATEMENTS

September 30, 2014 and 2013

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REPORT OF INDEPENDENT AUDITORS

Participants and the Administrative Committee
Profit Sharing Plan for Employees of Stater Bros. Markets

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Profit Sharing Plan for Employees of Stater Bros. Markets, which comprise the statements of net assets available for plan benefits as of September 30, 2014 and 2013, and the related statements of changes in net assets available for plan benefits for the years ended September 30, 2014 and 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of September 30, 2014 and 2013 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Business Advisors
Certified Public Accountants
10606 Trademark Parkway N., Suite 203, Rancho Cucamonga, CA 91730
909 / 989-5867 FAX 909 / 989-1471

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CORPORATION

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, line 4i - Schedule of Assets (Held at End of Year) and Schedule H, line 4j - Schedule of Reportable Transactions in Excess of 5% of Plan Assets as of and for the year ended September 30, 2014 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Swenson Corporation
SWENSON CORPORATION

June 10, 2015

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Statements of Net Assets Available for Plan Benefits

September 30, 2014 and 2013

ASSETS

	2014	2013
Cash equivalents	$ 505,432	$ 5,190,960
Investments at fair value:		
U.S. government securities	3,420,432	3,350,184
Corporate bonds	3,507,211	3,136,873
Corporate stocks	5,051,415	-
Asset backed securities	1,409,186	1,033,978
Mortgage backed securities	1,581,386	1,615,927
Other fixed income	109,822	113,258
Real estate investment trusts	93,631	-
Mutual Funds	4,274,569	3,031,698
Total investments	19,447,652	12,281,918
Employer contribution receivable	-	1,000,000
Accrued investment income	55,115	44,742
Net assets available for plan benefits	$ 20,008,199	$ 18,517,620

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Statements of Changes in Net Assets Available for Plan Benefits

For the Years Ended September 30, 2014 and 2013

ADDITIONS

	2014	2013
Additions to net assets attributed to:		
Investment income:		
Interest and dividend income	$ 407,657	$ 302,532
Net appreciation in fair value of investments	1,040,535	1,040,402
	1,448,192	1,342,934
Contributions:		
Employer	1,000,000	1,000,000
Total additions	2,448,192	2,342,934

DEDUCTIONS

Deductions from net assets attributed to:		
Benefit payments	956,373	1,173,688
Administration fees	1,240	-
Total deductions	957,613	1,173,688
Net increase	1,490,579	1,169,246
Net assets available for plan benefits, beginning of year, at fair value	18,517,620	17,348,374
Net assets available for plan benefits, end of year, at fair value	$ 20,008,199	$ 18,517,620

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Notes to Financial Statements

September 30, 2014 and 2013

1. Description of the Plan including summary of significant accounting policies

The following brief description of the Profit Sharing Plan for Employees of Stater Bros. Markets (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution Plan administered by Stater Bros. Markets (the "Company", "Plan Sponsor" or "Plan Administrator"); it was established March 21, 1983, and amended and restated on October 1, 2009, covering all non-collective bargaining employees of the Company. The Plan has been amended further since its restatement on October 1, 2009 for new laws, compliance and other Plan changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All covered employees who have completed one year of service are included in the Plan. Upon completing one year of service and being employed by the Company on the last day of the Plan year, employees are eligible to receive an allocation of Company discretionary contributions. Participation continues until retirement, total and permanent disability, termination of employment, or death, at which time the participant's vested account balance becomes payable.

Contributions and vesting

The Company makes discretionary profit sharing contributions as determined by the Board of Directors of the Company. For the years ended September 30, 2014 and 2013, the Company made discretionary profit sharing contributions of $1,000,000 to all eligible participants. Profit sharing contributions and the earnings thereon vest on a six or seven-year graduated schedule, based upon years of service and date participant became eligible.

Participant accounts

Each participant's account is credited with an allocation of the Company's contribution, Plan earnings and forfeitures as described in the Plan document.

Benefit obligations

In conformity with guidance for accounting and disclosure by employee benefit plans, benefit obligations to terminated employees who have withdrawn from participation in the Plan are not accrued in the statements of net assets available for plan benefits; rather, such amounts are disclosed in the notes to the financial statements. There were no such benefit obligations as of September 30, 2014 and 2013.

(Continued)

Swenson

1. Description of the Plan including summary of significant accounting policies (continued)

Cash equivalents

Cash equivalents include highly liquid instruments with an original maturity of twelve months or less.

Payment of benefits

Upon termination of service, death, disability or reaching retirement age, participants may request a lump sum cash distribution equal to the value of their vested account balance, receive monthly, quarterly or annual distributions over a period determined by the participant but in accordance with tax rules and regulations, or roll-over their vested account balance into an Individual Retirement Account or another qualified employer plan. However, if the account balance is less than or equal to $5,000 the participant does not need to request a distribution as the funds will be distributed to the participant automatically.

Benefits are recorded when paid.

Forfeitures

Forfeitures of non-vested account balances are used to pay Plan expenses or allocated to participants. For the years ended September 30, 2014 and 2013, the Plan did not use any of the forfeiture balance to pay Plan expenses.

Administrative expenses

The Plan administrative expenses are paid by the Company. For the years ended September 30, 2014 and 2013, the Company paid $93,721 and $98,417, respectively, relating to Plan expenses.

Basis of accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of estimates

The preparation of financial statements in conformity with GAAP requires the Plan Administrator to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Risks and uncertainties

The Plan utilizes various investment securities. Investment securities in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

(Continued)

Swenson

1. Description of the Plan including summary of significant accounting policies (continued)

Investment valuation and income recognition

Investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a description of the valuation methodologies used in determining the fair value of the Plan's investments. Purchases and sales of securities are recorded on a trade-date basis.

Accounting standard updates

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-09, *Fair Value Measurement* (FASB ASC Topic 820), an update to ASU 2011-04 which required additional disclosures and clarified measurements for certain instruments. ASU 2011-04 was effective for annual reporting periods beginning after December 15, 2011; ASU 2013-09 defers the effective date of certain disclosures. The Plan has elected to adopt the update early and the update did not have a material impact on either the disclosures or fair value measurements.

In October 2012, the FASB approved for issuance the FASB ASU on *Technical Corrections and Improvements*, which contains conforming amendments to the Codification to reflect the measurement and disclosure requirements of *Fair Value Measurement* (FASB ASC Topic 820). ASU 2012-04 is effective for annual reporting periods beginning after December 15, 2013 for nonpublic entities. The Update did not have a material impact to either the disclosures or fair value measurements from the required adoption of this guidance.

2. Tax status

The Plan obtained its latest opinion letter on May 5, 2011, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the latest opinion letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan administration 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 September 30, 2014, there are no uncertain tax 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 the taxing jurisdiction; however, there are currently no audits for any tax periods in progress. The tax returns for the years ended September 30, 2009, 2010, 2011, 2012 and 2013 are open to audit.

Swenson

3. Plan termination

Although the Company has not expressed any intent 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 of ERISA. In the event of Plan termination, participants shall become fully vested in their account balances and the net assets of the Plan will be allocated to the participants in accordance with the terms of the Plan.

4. Investments

The Plan's investments are held by Bank of America, N.A and the following table represents the fair values of those investments that represent 5% or more of the Plan's net assets at September 30, 2014:

CMG Ultra Short Term Bond	$ 1,299,833
Glenmede Small Capitalization	1,208,185

5. Information certified by the trustee

The following is a summary of the information included in the Plan's financial statements that was prepared by the trustee and furnished to the Plan Administrator. The trustee has certified that such information is complete and accurate.

	2014	2013
Cash equivalents	**$ 505,432**	$ 5,190,960
Investment assets	**$ 19,447,652**	$ 12,281,918
Accrued investment income	**$ 55,115**	$ 44,742
Interest and dividend income	**$ 407,657**	$ 302,532
Net appreciation in fair value of investments	**$ 1,040,535**	$ 1,040,402
Benefit payments	**$ 956,373**	$ 1,173,688

Swenson

6. Fair value measurements

FASB ASC 820, *Fair Value Measurements and Disclosures,* established 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 the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

Following is a description of the valuation methodologies used for assets measured at fair value.

- *Cash equivalents:* Money market securities are valued at the closing price reported in the active market in which the individual security is traded.
- *U.S. government securities, mortgage and asset-backed securities:* Valued at the closing price reported in the active market in which the individual security is traded.
- *Corporate bonds:* Certain corporate bonds are valued at the closing price reported in the active market in which the bond is traded. Other corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings.
- *Corporate stocks*: Valued at the closing price reported on the active market on which the individual securities are traded.
- *Other fixed income*: Certain bonds are valued at the closing price reported in the active market in which the bond is traded. Other bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings.
- *Real estate investment trusts*: Valued at the closing price reported in the active market on which the individual securities are traded. Equity REITs invest in and own properties (thus responsible for the equity or value of their real estate assets).

(Continued)

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6. **Fair value measurements (continued)**

- *Mutual funds:* Valued at the net asset value ("NAV") of shares held by the Plan at the close of business of the New York Stock Exchange ("NYSE"). Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to 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 assets at fair value as of September 30, 2014:

	Level 1	Level 2	Level 3	Total
Investments:				
U.S. government securities	$ 1,335,017	$ 2,085,415	$ -	$ 3,420,432
Corporate stocks	5,051,415	-	-	5,051,415
Real estate investment trusts	-	93,631	-	93,631
Corporate bonds:				
Domestic corporate bonds	-	2,850,359	-	2,850,359
International corporate bonds	-	656,852	-	656,852
Total corporate bonds	-	3,507,211	-	3,507,211
Asset backed securities	-	1,409,186	-	1,409,186
Mortgage backed securties	-	1,581,386	-	1,581,386
Other fixed income	-	109,822	-	109,822
Mutual funds	4,274,569	-	-	4,274,569
	$ 10,661,001	$ 8,786,651	$ -	$ 19,447,652

(Continued)

Swenson

6. Fair value measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2013:

	Level 1	Level 2	Level 3	Total
Investments:				
U.S. government securities	$ 1,378,377	$ 1,971,807	$ -	$ 3,350,184
Corporate bonds:				
Domestic corporate bonds	-	2,539,199	-	2,539,199
International corporate bonds	-	597,674	-	597,674
Total corporate bonds	-	3,136,873	-	3,136,873
Asset backed securities	-	1,033,978	-	1,033,978
Mortgage backed securties	-	1,615,927	-	1,615,927
Other fixed income	-	113,258	-	113,258
Mutual funds	3,031,698	-	-	3,031,698
	$ 4,410,075	$ 7,871,843	$ -	$ 12,281,918

7. Related party transaction

Certain Plan investments are shares of mutual funds managed by Bank of America, N.A. Bank of America, N.A. is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

8. Reconciliation of financial statements to the Form 5500

The following is a reconciliation of total deductions per the financial statements at September 30, 2014 to the Form 5500:

Total deductions per the financial statements	$ 957,613
Less adjustment of accrued distributions from prior year	20,654
Total deductions per the Form 5500	$ 936,959

The financial statements are prepared on the accrual basis method of accounting and Form 5500 is prepared on the cash basis method of accounting. Therefore, contributions receivable are removed to reconcile to the Form 5500.

9. Subsequent events

Management has evaluated subsequent events through June 10, 2015, the date on which the financial statements were available to be issued. No subsequent events were noted that would require disclosure.

Swenson

Supplemental Schedules

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		CMG Ultra Short Term Bond	-	$ 1,299,833
		Glenmede Small Capitalization	-	1,208,185
		Scout Mid Cap Fund	-	898,356
		Columbia Mid Cap Index Fund	-	868,194
		United States Treas Nt	-	588,564
		Federal Home Ln Mtg Corp	-	460,207
		Federal Natl Mtg Assn	-	413,793
		United States Treas Nt	-	328,000
		United States Treas Nt	-	326,185
*		BofA Cash Reserves	-	299,003
		Apple Inc	-	226,889
		Federal Natl Mtg Assn	-	213,298
		Federal Home Ln Mtg Corp	-	163,261
		Microsoft Corp	-	153,498
*		BofA Cash Reserves	-	144,064
		Federal Home Ln Mtg Corp	-	139,502
		Federal Home Ln Mtg Corp	-	112,343
		General Elec Cap Corp	-	100,135
		Ally Master Owner Tr	-	100,052
		Government Natl Mtg Assn	-	99,349
		United States Treas Nt	-	98,268
		Pfizer Inc	-	94,447
		Government Natl Mtg Assn	-	92,959
		Merck & Co Inc	-	87,853
		JP Morgan Chase & Co	-	87,649
		Bear Stearns Cos Inc	-	87,254
		Johnson & Johnson	-	86,764
		Citigroup Inc	-	84,208
		Exxon Mobil Corp	-	82,388
		GE Equip Transn LLC Ser 2014-1	-	80,011

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Home Depot Inc	-	78,896
		Cisco Sys Inc	-	78,581
		Comcast Corp	-	78,411
		Government Natl Mtg Assn	-	78,262
		GE Equip Transn LLC Ser 2013-2	-	78,181
		Qualcomm Inc	-	76,415
		JP Morgan Chase Coml Mtg Secs	-	76,062
		Oracle Corp	-	75,565
		Goldman Sachs Group Inc	-	74,558
		Philip Morris Intl Inc	-	74,143
		LB UBS Commercial Mtg Tr	-	72,536
		JP Morgan Chase Coml Mtg Secs	-	72,059
		Wachovia Bk Coml Mtg Tr 2006-C24	-	71,543
		Government Natl Mtg Assn	-	71,087
		Government Natl Mtg Assn	-	71,082
		Federal Natl Mtg Assn	-	70,301
		Smart Abs Ser 2012-2US Tr	-	70,140
		Capital Auto Receivables Asset	-	70,041
		Altria Group Inc	-	69,829
		Citigroup Coml Mtg Tr 2006-C5	-	69,713
		Gilead Sciences Inc	-	66,531
		Conocophillips	-	66,190
		AT&T Inc	-	66,145
		Government Natl Mtg Assn	-	65,625
		Mercedes-Benz Auto Lease Tr	-	65,025
		Morgan Stanley	-	64,477
*		BofA Cash Reserves	-	62,365
		Chevron Corp	-	61,330
		Facebook Inc	-	61,019
		Verizon Communications Inc	-	60,895

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Abbvie Inc	-	59,955
		Mastercard Inc	-	59,284
		Wells Fargo & Co New	-	58,958
		Priceline Group Inc	-	57,929
		AT&T Inc	-	57,649
		Lyondellbasell Industries NV	-	56,938
		Lockheed Martin Corp	-	56,662
		Citigroup Inc	-	56,613
		Smart Abs Ser 2012-4US Tr	-	55,430
		Caterpillar Inc	-	55,259
		CVS Health Corp	-	55,156
		Phillips 66	-	54,722
		Lowes Cos Inc	-	54,613
		Ontario Prov Cda	-	54,392
		CS First Boston Mtg Sec Corp	-	54,038
		Simon Ppty Group LP	-	53,765
		Bear Stearns Commercial Mtg Secs	-	53,632
		Capital One Finl Corp	-	53,298
		Southwest Airls Co	-	52,985
		Wachovia Bk Coml Mtg Tr 2006-C24	-	52,186
		Kroger Co	-	52,052
		Government Natl Mtg Assn	-	52,026
		Emerson Elec Co	-	51,879
		Government Natl Mtg Assn	-	51,785
		Federal Home Ln Mtg Corp	-	51,610
		Government Natl Mtg Assn	-	50,730
		Archer Daniels Midland co	-	50,691
		HSBC Hldgs Plc	-	50,639
		BP Cap Mkts P L C	-	50,612
		Discover Finl Svcs	-	50,546

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Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Raytheon Co	-	50,505
		Cisco Sys Inc	-	50,363
		General Dynamics Corp	-	50,328
		Wellpoint Inc	-	50,121
		Government Natl Mtg Assn	-	50,086
		Ford Cr Floorplan Master Owner	-	50,066
		Smart Trust	-	50,001
		Public Svc Elec Gas co Secd	-	49,882
		Quebec Prov Cda	-	49,797
		Carolina Pwr & Lt Co	-	49,633
		Nova Scotia Prov CDA	-	49,290
		Pepsico Inc	-	49,115
		SLC Student Ln Tr 2006-2	-	48,765
		EOG Res Inc	-	48,520
		Centurylink Inc	-	48,168
		Northrop Grumman Corp	-	47,961
		Prudential Finl Inc Medium	-	47,927
		Comm 2006-C8 Mtg Tr	-	47,913
		Government Natl Mtg Assn	-	47,382
		Cardinal Health Inc	-	46,600
		Federal Natl Mtg Assn	-	46,562
		Boeing Co	-	46,465
		Valero Energy Corp New	-	46,224
		Delta Air Lines Inc Del	-	45,983
		National Oilwell Varco Inc	-	45,964
		Aon PLC	-	45,939
		Disney Walt co	-	45,850
		Aetna Inc	-	45,765
		Marathon Oil Corp	-	45,484
		Illinois Tool Wks Inc	-	45,418

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Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Oracle Corp	-	45,359
		Ace Ina Hldg Inc	-	45,188
		Kimberly Clark Corp	-	45,179
		Verisign Inc	-	44,482
		Invesco Ltd	-	44,336
		PNC Finl Svcs Group Inc	-	43,809
		Delphi Automotive PLC	-	43,551
		Best Buy Inc	-	43,365
		Medtronic Inc	-	43,365
		Federal Home Ln Mtg Corp	-	43,324
		Public Svc Enterprise Group	-	43,310
		Wyndham Worldwide Corp	-	43,230
		JP Morgan Chase Coml Mtg Secs	-	43,190
		Government Natl Mtg Assn	-	43,111
		Hess Corp	-	42,916
		Federal Natl Mtg Assn	-	42,171
		International Paper Co	-	42,154
		Government Natl Mtg Assn	-	42,074
		Federal Natl Mtg Assn	-	41,979
		Entergy Corp New	-	41,836
		Electronic Arts Inc	-	41,414
		Altera Corp	-	41,362
		Capital Auto Receivables Asset	-	40,694
		Bard CR Inc	-	40,672
		Government Natl Mtg Assn	-	40,585
		Tyson Foods Inc	-	40,394
		US Bankcorp	-	40,364
		Transcanada Pipelines Ltd	-	40,326
		Aflac Inc	-	40,309
		Wachovia Bk Coml Mtg Tr	-	40,244

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Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		BB&T Corp Sr Medium Term NT	-	40,045
		Wachovia Bk Coml Mtg Tr 2006-C25	-	40,033
		Bank Montreal Unsecd	-	39,967
		Host Hotels & Resorts Inc	-	39,866
		Government Natl Mtg Assn	-	39,761
		Ball Corp	-	39,670
		Caterpillar Finl Svcs Corp	-	39,660
		Diageo Cap Plc	-	39,321
		Dr Pepper Snapple Inc	-	39,229
		Conocophillips	-	39,194
		Anheuser Busch Inbev Worldwide	-	39,072
		Federal Natl Mtg Assn	-	38,215
		McKesson Corp	-	38,210
		NBC Universal Media LLC	-	38,127
		Keycorp New	-	38,017
		Genreal Elec Co	-	37,764
		Federal Home Ln Mtg Corp	-	37,499
		Federal Home Ln Mtg Corp	-	37,486
		GS Mtg Secs Tr	-	37,478
		Amgen Inc	-	36,804
		Detroit Edison Co	-	36,458
		American Intl Group Inc	-	36,356
		Blackrock Inc	-	36,115
		Halliburton Co	-	35,630
		Directv Hldgs LLC / Directv Fing	-	35,573
		Novartis Cap Corp	-	35,551
		Federal Home Ln Mtg Corp	-	35,467
		Toronto Dominion Bk Unsecd Sr	-	35,446
		Royal Bk CDA Unsecd Global	-	35,413
		National Rural Utils Coop Fin	-	35,096

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Bank New York Inc	-	35,072
		Transalta Corp	-	35,005
		Americredit Automobile Receivables Tr	-	34,918
		Smart Abs Ser 2013-1US Tr	-	34,875
		Thomson Reuters Corp Sr Unsecd	-	34,734
		Assurant Inc	-	34,722
		Wells Fargo & Co	-	34,234
		Sempra Energy	-	34,136
		Consolidated Edison Co Ny Inc	-	34,076
		Wal-Mart Stores Inc	-	34,073
		Commonwealth Edison Co	-	33,933
		News Corp New	-	33,828
		Directv	-	33,656
		Conagra Foods Inc	-	33,568
		Time Warner Cable Inc	-	33,338
		Apple Inc	-	33,095
		Loews Corp	-	32,893
		GE Equip Midticket LLC Ser	-	32,645
		Government Natl Mtg Assn	-	32,618
		L-3 Communications Corp	-	32,609
		Celegene Corp	-	32,225
		Metlife Inc	-	32,070
		Hewlett Packard Co	-	31,858
		Government Natl Mtg Assn	-	31,674
		Scripps Networks Interactive Inc	-	31,005
		Visa Inc	-	30,939
		Biogen Idec Inc	-	30,765
		Federal Home Ln Mtg Corp	-	30,765
		Eastman Chem Co	-	30,612
		Prudential Finl Inc Medium	-	30,253

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Capital One Finl Corp	-	30,139
		Kinder Morgan Energy Partners	-	30,102
		Government Natl Mtg Assn	-	30,083
		CSX Corp	-	30,054
		Berkshire Hathaway Inc Del	-	29,838
		Comerica Inc	-	29,733
		Burlington Northn Santa Fe LLC	-	29,582
		Parker Hannifin Corp	-	29,565
		PPL Cap Fdg Inc	-	29,561
		News Amer Inc	-	29,492
		Reed Elsevier Cap Inc Sr Unsecd	-	29,305
		CMS Energy Corp	-	29,294
		Gamestop Corp	-	28,593
		Nisource Fin Corp	-	28,534
		Hartford Finl Svcs Group Inc	-	28,533
		Royal Bk Scotland PLC	-	28,460
		Dominion Res Inc Va New	-	28,257
		United Technologies Corp	-	28,029
		Google Inc	-	27,655
		Vale Overseas Ltd	-	27,542
		Procter & Gamble Co	-	27,467
		Cardinal Health Inc	-	27,399
		AES Corp	-	27,367
		Express Scripts Inc	-	27,302
		Anadarko Pete Corp	-	27,270
		Google Inc	-	27,136
		Alleghany Corp Del	-	27,070
		Ohio Pwr Co	-	27,057
		Government Natl Mtg Assn	-	26,970
		Kimco Rlty Corp	-	26,881

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Wachovia Bk Coml Mtg Tr Coml	-	26,478
		Boston Properties LP	-	26,464
		Cigna Corp	-	26,284
		Federal Home Ln Mtg Corp	-	26,111
		PPG Inds Inc	-	25,967
		Federal Natl Mtg Assn	-	25,955
		Continental Res Inc	-	25,896
		Yum Brands Inc	-	25,895
		Encana Corp	-	25,803
		Ameren Corp	-	25,796
		Federal Natl Mtg Assn	-	25,710
		Bear Stearns Coml Mtg Secs Inc	-	25,668
		Fifth Third Bankcorp	-	25,476
		Federal Natl Mtg Assn	-	25,441
		France Telcom Sa	-	25,311
		Devon Energy Corp New Unsecd	-	25,230
		Marsh & Mclennan Cos Inc	-	25,176
		Santander Drive Auto Receivables	-	25,006
		Pacific Gas & Elec Co	-	24,751
		Enterprise Prods Oper LLC	-	24,606
		Plains All Amern Pipeline LP	-	24,536
		Moodys Corp	-	24,476
		Waste Mgmt Inc Del	-	24,138
		CNA Finl Corp	-	24,036
		Abbvie Inc	-	23,903
		Federal Natl Mtg Assn	-	23,876
		Macys Retail Hldgs Inc	-	23,861
		Edison Intl	-	23,654
		Santander Drive Auto Receivables	-	23,572
		Federal Home Ln Mtg Corp	-	23,498

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Rogers Communications Inc	-	23,417
		Xilinx Inc	-	23,335
		Federal Home Ln Mtg Corp	-	23,054
		Petro-CDA	-	22,806
		Chubb Corp	-	22,610
		Telefonica Emisiones S A U	-	22,273
		Navient Corp	-	21,642
		Verizon Communications Inc	-	21,546
		Government Natl Mtg Assn	-	21,225
		Noble Hldg Intl Ltd	-	20,691
		Ace Ltd	-	20,135
		Federal Home Ln Mtg Corp	-	19,670
		Citigroup/Deutsche Bk Comml Mtg	-	19,534
		Vertex Pharmaceuticals Inc	-	19,317
		Federal Natl Mtg Assn	-	18,913
		Americredit Automobile	-	18,409
		Santander Drive Auto Recvbl Tr	-	18,337
		Halliburton Co	-	18,127
		Keycorp Student Ln Tr	-	16,443
		Lorillard Inc	-	16,415
		Government Natl Mtg Assn II	-	16,365
		Marriott Intl Inc New	-	16,147
		Government Natl Mtg Assn	-	15,976
		Federal Home Ln Mtg Corp	-	15,539
		Ebay Inc	-	15,120
		Mercedes-Benz Auto Lse Tr	-	14,885
		Edwards Lifesciences Corp	-	14,403
		Federal Home Ln Mtg Corp	-	14,040
		Hewlett Packard Co	-	13,017
		Intel Corp	-	12,953

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Federal Home Ln Mtg Corp	-	12,766
		Government Natl Mtg Assn	-	12,382
		Becton Dickinson & Co	-	12,291
		International Business Machs	-	12,149
		Federal Natl Mtg Assn	-	11,649
		Broadcom Corp	-	11,601
		Newell Rubbermaid Inc	-	10,529
		Government Natl Mtg Assn	-	10,220
		Waste Mgmt Inc Del	-	8,793
		Expedia Inc Del	-	8,236
		Coca Cola Co	-	7,977
		Federal Natl Mtg Assn	-	7,960
		Federal Natl Mtg Assn	-	7,737
		LB-UBS Coml Mtg Tr 2005 C2	-	7,245
		Federal Natl Mtg Assn	-	6,938
		VF Corp	-	6,471
		Iowa Student Ln Liquidity Corp	-	6,226
		Federal Home Ln Mtg Corp	-	5,885
		Government Natl Mtg Assn	-	4,107
		JP Morgan Chase Coml Mtg Secs	-	4,010
		Educational Fdg South Inc	-	2,742
		Nelnet Ed Ln Fdg Inc 2004-2A	-	2,378
		Federal Natl Mtg Assn	-	1,868
		Wachovia Bk Coml Mtg Tr 2004-C16	-	1,096
				$ 19,953,084

* Indicates party-in-interest

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, Line 4j - Schedule of Reportable Transactions in Excess of 5% of Plan Assets

For the Year Ended September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	CMG Ultra Short Term Bond Fund	4	$ 900,000	$ -	$ -	$ -
	CMG Ultra Short Term Bond Fund	1	$ -	$ 125,000	$ 124,764	$ 236
	Columbia Mid Cap Index Fund Class Z Shares	2	$ 865,000	$ -	$ -	$ -
	Columbia Mid Cap Index Fund Class Z Shares	1	$ -	$ 15,000	$ 14,188	$ 812
	Glenmede Small Capitalization Equity Portfolio Instl Cl	1	$ 1,300,000	$ -	$ -	$ -
	BofA Cash Reserves Capital Class	354	$ 10,065,475	$ -	$ -	$ -
	BofA Cash Reserves Capital Class	112	$ -	$ 10,225,909	$ 10,225,909	$ -
	Eaton Vance Atlanta Cap Smid-Cap Fund CL I	2	$ 145,000	$ -	$ -	$ -
	Eaton Vance Atlanta Cap Smid-Cap Fund CL I	1	$ -	$ 1,412,965	$ 1,324,149	$ 88,816
	Scout Mid Cap Fund	2	$ 200,000	$ -	$ -	$ -
	Scout Mid Cap Fund	2	$ -	$ 710,000	$ 680,423	$ 29,577
	United States Treas Nt DTD 11/15/13	3	$ 600,887	$ -	$ -	$ -
	United States Treas Nt DTD 11/15/13	2	$ -	$ 280,749	$ 277,721	$ 3,028
	Bank of America Temporary Overnight Deposit	141	$ 3,408,177	$ -	$ -	$ -
	Bank of America Temporary Overnight Deposit	135	$ -	$ 7,933,271	$ 7,933,271	$ -

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Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		CMG Ultra Short Term Bond	-	$ 1,299,833
		Glenmede Small Capitalization	-	1,208,185
		Scout Mid Cap Fund	-	898,356
		Columbia Mid Cap Index Fund	-	868,194
		United States Treas Nt	-	588,564
		Federal Home Ln Mtg Corp	-	460,207
		Federal Natl Mtg Assn	-	413,793
		United States Treas Nt	-	328,000
		United States Treas Nt	-	326,185
*		BofA Cash Reserves	-	299,003
		Apple Inc	-	226,889
		Federal Natl Mtg Assn	-	213,298
		Federal Home Ln Mtg Corp	-	163,261
		Microsoft Corp	-	153,498
*		BofA Cash Reserves	-	144,064
		Federal Home Ln Mtg Corp	-	139,502
		Federal Home Ln Mtg Corp	-	112,343
		General Elec Cap Corp	-	100,135
		Ally Master Owner Tr	-	100,052
		Government Natl Mtg Assn	-	99,349
		United States Treas Nt	-	98,268
		Pfizer Inc	-	94,447
		Government Natl Mtg Assn	-	92,959
		Merck & Co Inc	-	87,853
		JP Morgan Chase & Co	-	87,649
		Bear Stearns Cos Inc	-	87,254
		Johnson & Johnson	-	86,764
		Citigroup Inc	-	84,208
		Exxon Mobil Corp	-	82,388
		GE Equip Transn LLC Ser 2014-1	-	80,011

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PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Home Depot Inc	-	78,896
		Cisco Sys Inc	-	78,581
		Comcast Corp	-	78,411
		Government Natl Mtg Assn	-	78,262
		GE Equip Transn LLC Ser 2013-2	-	78,181
		Qualcomm Inc	-	76,415
		JP Morgan Chase Coml Mtg Secs	-	76,062
		Oracle Corp	-	75,565
		Goldman Sachs Group Inc	-	74,558
		Philip Morris Intl Inc	-	74,143
		LB UBS Commercial Mtg Tr	-	72,536
		JP Morgan Chase Coml Mtg Secs	-	72,059
		Wachovia Bk Coml Mtg Tr 2006-C24	-	71,543
		Government Natl Mtg Assn	-	71,087
		Government Natl Mtg Assn	-	71,082
		Federal Natl Mtg Assn	-	70,301
		Smart Abs Ser 2012-2US Tr	-	70,140
		Capital Auto Receivables Asset	-	70,041
		Altria Group Inc	-	69,829
		Citigroup Coml Mtg Tr 2006-C5	-	69,713
		Gilead Sciences Inc	-	66,531
		Conocophillips	-	66,190
		AT&T Inc	-	66,145
		Government Natl Mtg Assn	-	65,625
		Mercedes-Benz Auto Lease Tr	-	65,025
		Morgan Stanley	-	64,477
*		BofA Cash Reserves	-	62,365
		Chevron Corp	-	61,330
		Facebook Inc	-	61,019
		Verizon Communications Inc	-	60,895

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Abbvie Inc	-	59,955
		Mastercard Inc	-	59,284
		Wells Fargo & Co New	-	58,958
		Priceline Group Inc	-	57,929
		AT&T Inc	-	57,649
		Lyondellbasell Industries NV	-	56,938
		Lockheed Martin Corp	-	56,662
		Citigroup Inc	-	56,613
		Smart Abs Ser 2012-4US Tr	-	55,430
		Caterpillar Inc	-	55,259
		CVS Health Corp	-	55,156
		Phillips 66	-	54,722
		Lowes Cos Inc	-	54,613
		Ontario Prov Cda	-	54,392
		CS First Boston Mtg Sec Corp	-	54,038
		Simon Ppty Group LP	-	53,765
		Bear Stearns Commercial Mtg Secs	-	53,632
		Capital One Finl Corp	-	53,298
		Southwest Airls Co	-	52,985
		Wachovia Bk Coml Mtg Tr 2006-C24	-	52,186
		Kroger Co	-	52,052
		Government Natl Mtg Assn	-	52,026
		Emerson Elec Co	-	51,879
		Government Natl Mtg Assn	-	51,785
		Federal Home Ln Mtg Corp	-	51,610
		Government Natl Mtg Assn	-	50,730
		Archer Daniels Midland co	-	50,691
		HSBC Hldgs Plc	-	50,639
		BP Cap Mkts P L C	-	50,612
		Discover Finl Svcs	-	50,546

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Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Raytheon Co	-	50,505
		Cisco Sys Inc	-	50,363
		General Dynamics Corp	-	50,328
		Wellpoint Inc	-	50,121
		Government Natl Mtg Assn	-	50,086
		Ford Cr Floorplan Master Owner	-	50,066
		Smart Trust	-	50,001
		Public Svc Elec Gas co Secd	-	49,882
		Quebec Prov Cda	-	49,797
		Carolina Pwr & Lt Co	-	49,633
		Nova Scotia Prov CDA	-	49,290
		Pepsico Inc	-	49,115
		SLC Student Ln Tr 2006-2	-	48,765
		EOG Res Inc	-	48,520
		Centurylink Inc	-	48,168
		Northrop Grumman Corp	-	47,961
		Prudential Finl Inc Medium	-	47,927
		Comm 2006-C8 Mtg Tr	-	47,913
		Government Natl Mtg Assn	-	47,382
		Cardinal Health Inc	-	46,600
		Federal Natl Mtg Assn	-	46,562
		Boeing Co	-	46,465
		Valero Energy Corp New	-	46,224
		Delta Air Lines Inc Del	-	45,983
		National Oilwell Varco Inc	-	45,964
		Aon PLC	-	45,939
		Disney Walt co	-	45,850
		Aetna Inc	-	45,765
		Marathon Oil Corp	-	45,484
		Illinois Tool Wks Inc	-	45,418

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Oracle Corp	-	45,359
		Ace Ina Hldg Inc	-	45,188
		Kimberly Clark Corp	-	45,179
		Verisign Inc	-	44,482
		Invesco Ltd	-	44,336
		PNC Finl Svcs Group Inc	-	43,809
		Delphi Automotive PLC	-	43,551
		Best Buy Inc	-	43,365
		Medtronic Inc	-	43,365
		Federal Home Ln Mtg Corp	-	43,324
		Public Svc Enterprise Group	-	43,310
		Wyndham Worldwide Corp	-	43,230
		JP Morgan Chase Coml Mtg Secs	-	43,190
		Government Natl Mtg Assn	-	43,111
		Hess Corp	-	42,916
		Federal Natl Mtg Assn	-	42,171
		International Paper Co	-	42,154
		Government Natl Mtg Assn	-	42,074
		Federal Natl Mtg Assn	-	41,979
		Entergy Corp New	-	41,836
		Electronic Arts Inc	-	41,414
		Altera Corp	-	41,362
		Capital Auto Receivables Asset	-	40,694
		Bard CR Inc	-	40,672
		Government Natl Mtg Assn	-	40,585
		Tyson Foods Inc	-	40,394
		US Bankcorp	-	40,364
		Transcanada Pipelines Ltd	-	40,326
		Aflac Inc	-	40,309
		Wachovia Bk Coml Mtg Tr	-	40,244

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		BB&T Corp Sr Medium Term NT	-	40,045
		Wachovia Bk Coml Mtg Tr 2006-C25	-	40,033
		Bank Montreal Unsecd	-	39,967
		Host Hotels & Resorts Inc	-	39,866
		Government Natl Mtg Assn	-	39,761
		Ball Corp	-	39,670
		Caterpillar Finl Svcs Corp	-	39,660
		Diageo Cap Plc	-	39,321
		Dr Pepper Snapple Inc	-	39,229
		Conocophillips	-	39,194
		Anheuser Busch Inbev Worldwide	-	39,072
		Federal Natl Mtg Assn	-	38,215
		McKesson Corp	-	38,210
		NBC Universal Media LLC	-	38,127
		Keycorp New	-	38,017
		Genreal Elec Co	-	37,764
		Federal Home Ln Mtg Corp	-	37,499
		Federal Home Ln Mtg Corp	-	37,486
		GS Mtg Secs Tr	-	37,478
		Amgen Inc	-	36,804
		Detroit Edison Co	-	36,458
		American Intl Group Inc	-	36,356
		Blackrock Inc	-	36,115
		Halliburton Co	-	35,630
		Directv Hldgs LLC / Directv Fing	-	35,573
		Novartis Cap Corp	-	35,551
		Federal Home Ln Mtg Corp	-	35,467
		Toronto Dominion Bk Unsecd Sr	-	35,446
		Royal Bk CDA Unsecd Global	-	35,413
		National Rural Utils Coop Fin	-	35,096

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Bank New York Inc	-	35,072
		Transalta Corp	-	35,005
		Americredit Automobile Receivables Tr	-	34,918
		Smart Abs Ser 2013-1US Tr	-	34,875
		Thomson Reuters Corp Sr Unsecd	-	34,734
		Assurant Inc	-	34,722
		Wells Fargo & Co	-	34,234
		Sempra Energy	-	34,136
		Consolidated Edison Co Ny Inc	-	34,076
		Wal-Mart Stores Inc	-	34,073
		Commonwealth Edison Co	-	33,933
		News Corp New	-	33,828
		Directv	-	33,656
		Conagra Foods Inc	-	33,568
		Time Warner Cable Inc	-	33,338
		Apple Inc	-	33,095
		Loews Corp	-	32,893
		GE Equip Midticket LLC Ser	-	32,645
		Government Natl Mtg Assn	-	32,618
		L-3 Communications Corp	-	32,609
		Celegene Corp	-	32,225
		Metlife Inc	-	32,070
		Hewlett Packard Co	-	31,858
		Government Natl Mtg Assn	-	31,674
		Scripps Networks Interactive Inc	-	31,005
		Visa Inc	-	30,939
		Biogen Idec Inc	-	30,765
		Federal Home Ln Mtg Corp	-	30,765
		Eastman Chem Co	-	30,612
		Prudential Finl Inc Medium	-	30,253

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Capital One Finl Corp	-	30,139
		Kinder Morgan Energy Partners	-	30,102
		Government Natl Mtg Assn	-	30,083
		CSX Corp	-	30,054
		Berkshire Hathaway Inc Del	-	29,838
		Comerica Inc	-	29,733
		Burlington Northn Santa Fe LLC	-	29,582
		Parker Hannifin Corp	-	29,565
		PPL Cap Fdg Inc	-	29,561
		News Amer Inc	-	29,492
		Reed Elsevier Cap Inc Sr Unsecd	-	29,305
		CMS Energy Corp	-	29,294
		Gamestop Corp	-	28,593
		Nisource Fin Corp	-	28,534
		Hartford Finl Svcs Group Inc	-	28,533
		Royal Bk Scotland PLC	-	28,460
		Dominion Res Inc Va New	-	28,257
		United Technologies Corp	-	28,029
		Google Inc	-	27,655
		Vale Overseas Ltd	-	27,542
		Procter & Gamble Co	-	27,467
		Cardinal Health Inc	-	27,399
		AES Corp	-	27,367
		Express Scripts Inc	-	27,302
		Anadarko Pete Corp	-	27,270
		Google Inc	-	27,136
		Alleghany Corp Del	-	27,070
		Ohio Pwr Co	-	27,057
		Government Natl Mtg Assn	-	26,970
		Kimco Rlty Corp	-	26,881

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Wachovia Bk Coml Mtg Tr Coml	-	26,478
		Boston Properties LP	-	26,464
		Cigna Corp	-	26,284
		Federal Home Ln Mtg Corp	-	26,111
		PPG Inds Inc	-	25,967
		Federal Natl Mtg Assn	-	25,955
		Continental Res Inc	-	25,896
		Yum Brands Inc	-	25,895
		Encana Corp	-	25,803
		Ameren Corp	-	25,796
		Federal Natl Mtg Assn	-	25,710
		Bear Stearns Coml Mtg Secs Inc	-	25,668
		Fifth Third Bankcorp	-	25,476
		Federal Natl Mtg Assn	-	25,441
		France Telcom Sa	-	25,311
		Devon Energy Corp New Unsecd	-	25,230
		Marsh & Mclennan Cos Inc	-	25,176
		Santander Drive Auto Receivables	-	25,006
		Pacific Gas & Elec Co	-	24,751
		Enterprise Prods Oper LLC	-	24,606
		Plains All Amern Pipeline LP	-	24,536
		Moodys Corp	-	24,476
		Waste Mgmt Inc Del	-	24,138
		CNA Finl Corp	-	24,036
		Abbvie Inc	-	23,903
		Federal Natl Mtg Assn	-	23,876
		Macys Retail Hldgs Inc	-	23,861
		Edison Intl	-	23,654
		Santander Drive Auto Receivables	-	23,572
		Federal Home Ln Mtg Corp	-	23,498

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Rogers Communications Inc	-	23,417
		Xilinx Inc	-	23,335
		Federal Home Ln Mtg Corp	-	23,054
		Petro-CDA	-	22,806
		Chubb Corp	-	22,610
		Telefonica Emisiones S A U	-	22,273
		Navient Corp	-	21,642
		Verizon Communications Inc	-	21,546
		Government Natl Mtg Assn	-	21,225
		Noble Hldg Intl Ltd	-	20,691
		Ace Ltd	-	20,135
		Federal Home Ln Mtg Corp	-	19,670
		Citigroup/Deutsche Bk Comml Mtg	-	19,534
		Vertex Pharmaceuticals Inc	-	19,317
		Federal Natl Mtg Assn	-	18,913
		Americredit Automobile	-	18,409
		Santander Drive Auto Recvbl Tr	-	18,337
		Halliburton Co	-	18,127
		Keycorp Student Ln Tr	-	16,443
		Lorillard Inc	-	16,415
		Government Natl Mtg Assn II	-	16,365
		Marriott Intl Inc New	-	16,147
		Government Natl Mtg Assn	-	15,976
		Federal Home Ln Mtg Corp	-	15,539
		Ebay Inc	-	15,120
		Mercedes-Benz Auto Lse Tr	-	14,885
		Edwards Lifesciences Corp	-	14,403
		Federal Home Ln Mtg Corp	-	14,040
		Hewlett Packard Co	-	13,017
		Intel Corp	-	12,953

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Federal Home Ln Mtg Corp	-	12,766
		Government Natl Mtg Assn	-	12,382
		Becton Dickinson & Co	-	12,291
		International Business Machs	-	12,149
		Federal Natl Mtg Assn	-	11,649
		Broadcom Corp	-	11,601
		Newell Rubbermaid Inc	-	10,529
		Government Natl Mtg Assn	-	10,220
		Waste Mgmt Inc Del	-	8,793
		Expedia Inc Del	-	8,236
		Coca Cola Co	-	7,977
		Federal Natl Mtg Assn	-	7,960
		Federal Natl Mtg Assn	-	7,737
		LB-UBS Coml Mtg Tr 2005 C2	-	7,245
		Federal Natl Mtg Assn	-	6,938
		VF Corp	-	6,471
		Iowa Student Ln Liquidity Corp	-	6,226
		Federal Home Ln Mtg Corp	-	5,885
		Government Natl Mtg Assn	-	4,107
		JP Morgan Chase Coml Mtg Secs	-	4,010
		Educational Fdg South Inc	-	2,742
		Nelnet Ed Ln Fdg Inc 2004-2A	-	2,378
		Federal Natl Mtg Assn	-	1,868
		Wachovia Bk Coml Mtg Tr 2004-C16	-	1,096
				$ 19,953,084

* Indicates party-in-interest

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

Schedule H, Line 4j - Schedule of Reportable Transactions in Excess of 5% of Plan Assets

For the Year Ended September 30, 2014

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	CMG Ultra Short Term Bond Fund	4	$ 900,000	$ -	$ -	$ -
	CMG Ultra Short Term Bond Fund	1	$ -	$ 125,000	$ 124,764	$ 236
	Columbia Mid Cap Index Fund Class Z Shares	2	$ 865,000	$ -	$ -	$ -
	Columbia Mid Cap Index Fund Class Z Shares	1	$ -	$ 15,000	$ 14,188	$ 812
	Glenmede Small Capitalization Equity Portfolio Instl Cl	1	$ 1,300,000	$ -	$ -	$ -
	BofA Cash Reserves Capital Class	354	$ 10,065,475	$ -	$ -	$ -
	BofA Cash Reserves Capital Class	112	$ -	$ 10,225,909	$ 10,225,909	$ -
	Eaton Vance Atlanta Cap Smid-Cap Fund CL I	2	$ 145,000	$ -	$ -	$ -
	Eaton Vance Atlanta Cap Smid-Cap Fund CL I	1	$ -	$ 1,412,965	$ 1,324,149	$ 88,816
	Scout Mid Cap Fund	2	$ 200,000	$ -	$ -	$ -
	Scout Mid Cap Fund	2	$ -	$ 710,000	$ 680,423	$ 29,577
	United States Treas Nt DTD 11/15/13	3	$ 600,887	$ -	$ -	$ -
	United States Treas Nt DTD 11/15/13	2	$ -	$ 280,749	$ 277,721	$ 3,028
	Bank of America Temporary Overnight Deposit	141	$ 3,408,177	$ -	$ -	$ -
	Bank of America Temporary Overnight Deposit	135	$ -	$ 7,933,271	$ 7,933,271	$ -

See accompanying notes and report of independent auditors.

Swenson

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 10/01/2013 and ending 09/30/2014

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 Profit Sharing Plan for Employees of Stater Bros. Markets

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 03/31/1983

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

301 South Tippecanoe Avenue

San Bernardino CA 92408

2b Employer Identification Number (EIN) 95-2586175

2c Sponsor's telephone number (909) 733-5000

2d Business code (see instructions) 445110

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

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

SIGN HERE	[signature]	10/26/15	George Frahm
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10/26/15	David J. Harris
	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**	954
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**	912
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	19
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	932
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	932
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	932
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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