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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 04/27/2014 and ending 04/25/2015

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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;
- [X] 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
BROOKSHIRE BROTHERS KSOP

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 04/25/1998

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

1201 ELLEN TROUT DRIVE
LUFKIN, TX 75902-1233

2b Employer Identification Number (EIN)
75-2692839

2c Plan Sponsor's telephone number
936-634-8155

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.	01/18/2016	JESSICA BROWN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/18/2016	JESSICA BROWN
	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	**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**	4808
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	4396
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	3987
b	Retired or separated participants receiving benefits	**6b**	129
c	Other retired or separated participants entitled to future benefits	**6c**	827
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	4943
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	38
f	Total. Add lines **6d** and **6e**.	**6f**	4981
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	4506
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	300
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 2F 2G 2J 2K 2P 2Q 2R 2T 3H

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

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

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

a Pension Schedules

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

b General Schedules

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

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 04/27/2014 and ending 04/25/2015

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

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

1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	521021	4981	04/27/2014	04/25/2015

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
112770	0

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

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

BUSINESS BENEFITS CORP OF EAST TEXA
1609 S CHESTNUT ST
STE 201
LUFKIN, TX 75901-6176

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
112770	0		3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	24781966

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 04/27/2014 and ending 04/25/2015

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

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

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)

BUSINESS BENEFITS CORP OF EAST TX

75-2077159

(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?
49 55	OTHER SERVICES	0	Yes [X] No [ ]	Yes [ ] No [X]	12654	Yes [ ] No [X]

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 50 64	CONTRACT ADMINISTRATOR	211097	Yes [X] No [ ]	Yes [X] No [ ]	646	Yes [ ] No [X]

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

IBBOTSON ASSOCIATES INC.

36-2923857

(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?
26 70	INVESTMENT ADVISORY	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
BUSINESS BENEFITS CORP OF EAST TX	49 55	12654

(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.
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	COMMISSIONS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
IBBOTSON ASSOCIATES INC.	26 70	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	8 BASIS POINTS ON ASSETS MANAGED BY IBBOTSON

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 04/27/2014 and ending 04/25/2015

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

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

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP VALUE III SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-022	P	58312

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP BLEND SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-029	P	337579

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-020	P	360081

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN GOVT & HQ BOND SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-007	P	355997

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL EMERG MARKETS SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-013	P	134606

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL SMALLCAP SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-014	P	118119

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP VALUE SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-019	P	105164

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-018	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68022

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-021	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74806

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN U.S. PROPERTY SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 160117

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN BOND AND MORTGAGE SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-005	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 347202

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DIVERSIFIED INTL SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-015	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 210390

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-016	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 526907

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP VALUE I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-043	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 260305

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL I SEPARATE ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-048	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34309

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-028	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124107

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-023	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 92751

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH III SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-026	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10939

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP GROWTH I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-070	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90101

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP BLEND II SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-065	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-066	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 329296

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH II SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-067	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44569

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP VALUE III SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-068	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 101444

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2010 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-075	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 785371

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-076	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3283051

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2030 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-077	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3058408

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-078	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1308666

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-079	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	747773
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	78391
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN PREF SECS SEP ACCT-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-087	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	152157
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN REAL ESTATE SECS SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-095	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	368143
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL STABLE VALUE SGNTURE			
b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY			
c EIN-PN 93-6274328-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2425186
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP VALUE II SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-096	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	95613
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP VALUE I SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-098	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INFLATION PROTECT SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-099	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	226145
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM BALANCED SEP ACCT-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-105	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	169021
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM CONS BALANCED SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-106	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	174360

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM CONS GROWTH SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-107	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	169443
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM FLEXIBLE INCOME SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-108	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	182905
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM STRAT GROWTH SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-109	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	64455
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2015 SEP ACCT-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-110	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2697041
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2025 SEP ACCT-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-111	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3387990
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2035 SEP ACCT-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-112	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2054110
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2045 SEP ACCT-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-113	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	962759
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2055 SEP ACCT-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-114	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	146674
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CORE PLUS BOND I SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-115	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CAPITAL APPR SA-R1			
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY			
c EIN-PN 42-0127290-119	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	619218

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL BOND MKT INDEX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-122	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 102970

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2060 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-130	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2179

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 04/27/2014 and ending 04/25/2015

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

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)	0	0
(2) Participant contributions	1b(2)	83925	0
(3) Other	1b(3)	0	50580
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1659	1659
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	164482	99606
(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)	2504973	2425186
(10) Value of interest in pooled separate accounts	1c(10)	21661373	24781966
(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)	58160	12558
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	82961927	77621043
(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	107436499	104992598
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	1659	1659
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	18834545	14677557
k Total liabilities (add all amounts in lines 1g through1j)	1k	18836204	14679216
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	88600295	90313382

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)	5378392	
(B) Participants	2a(1)(B)	2602650	
(C) Others (including rollovers)	2a(1)(C)	106495	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		8087537
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	2403	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2403
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	140397	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		140397

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		32511
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2096922
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		20388
d Total income. Add all **income** amounts in column (b) and enter total	2d		10380158
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7094704	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		7094704
f Corrective distributions (see instructions)	2f		198799
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		1161454
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	212114	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		212114
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8667071
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1713087
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: RSM US LLP **(2)** EIN: 42-0714325

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	0
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	0

			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	0
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	0
e	Was this plan covered by a fidelity bond?	4e	X		3000000
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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 04/27/2014 and ending 04/25/2015

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

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): 42-0127290

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):

Brookshire Brothers KSOP

Financial Report
April 25, 2015

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

RSM

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RSM US LLP

Independent Auditor's Report

To the Participants and Administrative Committee
Brookshire Brothers KSOP
Lufkin, Texas

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Brookshire Brothers KSOP (the Plan), which comprise the statements of net assets available for benefits as of April 25, 2015 and April 26, 2014, and the related statement of changes in net assets available for benefits for the year ended April 25, 2015, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified or provided by GreatBanc Trust Company (GreatBanc) and Delaware Charter Guarantee and Trust d/b/a Principal Trust Company (Principal), the trustees of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustees hold the Plan's assets and execute transactions. The Plan Administrator has obtained certifications from the trustees as of April 25, 2015 and April 26, 2014, and for the year ended April 25, 2015, that the information provided to the Plan Administrator by the trustees is complete and accurate, to the best of their knowledge.

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.

Emphasis of Matter
As discussed in Note 2 of the financial statements, the Plan adopted new accounting guidance related to the presentation of fair value of certain investments, and disclosure of investments. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting. Our disclaimer of opinion is not modified with respect to these matters.

Other Matter
The supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), for the year ended April 25, 2015, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

RSM US LLP

Dallas, Texas
January 15, 2016

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Brookshire Brothers KSOP

Statements of Net Assets Available for Benefits
April 25, 2015 and April 26, 2014

	2015				2014			
	Participant Directed 401k	**Nonparticipant Directed Allocated**	**Nonparticipant Directed Unallocated**	**Total**	Participant Directed 401k	Nonparticipant Directed Allocated	Nonparticipant Directed Unallocated	Total
Assets								
Investments at fair value:								
Employer common stock	**$ -**	**$ 64,401,860**	**$ 13,239,815**	**$ 77,641,675**	$ -	$ 65,472,886	$ 17,489,041	$ 82,961,927
Pooled separate accounts	**24,781,966**	**-**	**-**	**24,781,966**	21,661,373	-	-	21,661,373
Common stocks	**112,164**	**-**	**-**	**112,164**	222,641	-	-	222,641
Common collective trust	**2,386,213**	**-**	**-**	**2,386,213**	2,483,549	-	-	2,483,549
Receivables:								
Participants contributions receivable	**-**	**-**	**-**	**-**	83,925	-	-	83,925
Employer contribution receivable	**-**	**50,580**	**-**	**50,580**	-	-	-	-
Cash and cash equivalents	**-**	**1,659**	**-**	**1,659**	-	1,659	-	1,659
Total assets	**27,280,343**	**64,454,099**	**13,239,815**	**104,974,257**	24,451,488	65,474,545	17,489,041	107,415,074
Liabilities								
Excess contributions refundable	**204,362**	**-**	**-**	**204,362**	198,799	-	-	198,799
Interest payable	**-**	**-**	**60,209**	**60,209**	-	-	80,656	80,656
Loan payable	**-**	**-**	**14,566,768**	**14,566,768**	-	-	18,733,126	18,733,126
Other	**-**	**50,580**	**-**	**50,580**	-	20,763	-	20,763
Total liabilities	**204,362**	**50,580**	**14,626,977**	**14,881,919**	198,799	20,763	18,813,782	19,033,344
Net assets available for benefits	**$ 27,075,981**	**$ 64,403,519**	**$ (1,387,162)**	**$ 90,092,338**	$ 24,252,689	$ 65,453,782	$ (1,324,741)	$ 88,381,730

See Notes to Financial Statements.

Brookshire Brothers KSOP

Statement of Changes in Net Assets Available for Benefits
Year Ended April 25, 2015

	401k	Allocated	Unallocated	Total
Additions:				
Investment income:				
Net appreciation in fair value of investments	$ 2,138,326	$ 120,553	$ 35,160	$ 2,294,039
Contributions:				
Participant	2,398,288	-	-	2,398,288
Employer	-	50,580	5,327,812	5,378,392
Rollover	106,495	-	-	106,495
Allocation of 122,797 shares of employer common stock, at fair value	-	4,284,386	-	4,284,386
Total additions	4,643,109	4,455,519	5,362,972	14,461,600
Deductions:				
Administrative expenses	212,114	-	-	212,114
Interest expense	-	-	1,141,007	1,141,007
Distributions to participants	1,607,703	5,505,782	-	7,113,485
Allocation of 122,797 shares of employer common stock, at fair value	-	-	4,284,386	4,284,386
Total deductions	1,819,817	5,505,782	5,425,393	12,750,992
Net increase (decrease) in net assets available for benefits	2,823,292	(1,050,263)	(62,421)	1,710,608
Net assets available for benefits:				
Beginning of year	24,252,689	65,453,782	(1,324,741)	88,381,730
End of year	$ 27,075,981	$ 64,403,519	$ (1,387,162)	$ 90,092,338

See Notes to Financial Statements.

Note 1. Description of Plan

The following description of the Brookshire Brothers KSOP (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: Brookshire Brothers Holding, Inc. and Subsidiaries, formerly Brookshire Brothers Ltd, (Holding) has investments in wholly owned subsidiaries and special purpose subsidiaries which include, Brookshire Brothers, Inc., Brookshire Brothers Beverage Corporation, BBRE Management, LLC, BBL Real Estate Holding, Ltd. and Polk Oil Company, Inc. (the Subsidiaries and collectively, with Holding, the Company). The Company established the Plan effective as of April 26, 1998 (as amended and restated April 26, 2009). The Plan operates as a leveraged ESOP and is designed to comply with the Internal Revenue Code (Code). It is also subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Effective April 26, 2009, the salary deferral accounts of the Brookshire Brothers 401(k) Plan were merged into the ESOP. Following the merger, the ESOP was amended and restated, effective April 26, 2009, to be known as the Brookshire Brothers KSOP. The KSOP was formed to administer the employer issued stock held by the ESOP and the participant directed investments previously administered through the Brookshire Brothers 401(k) Plan.

Plan assets consist of common stock of Holding (Employer Stock) and participant-directed 401(k) investment accounts. Plan accounts for participants with Employer Stock are called ESOP Accounts. During the year ended April 25, 2015, 157,260 shares of Employer Stock were distributed from the Plan to participants. During the period ending April 29, 2000, there were 600,182 shares of Employer Stock transferred to the Plan from the Company's profit sharing plan (Profit Sharing Stock). Plan accounts for participants with Profit Sharing Stock are called Profit Sharing Accounts.

The borrowings by the Plan are scheduled to be repaid over a period of 20 years. As the Plan makes each payment, an appropriate percentage of Employer Stock will be released for allocation to eligible employees' accounts in the form of employer contributions. The borrowing is collateralized by the unallocated shares of Employer Stock and is guaranteed by the Company. The lender has no rights against shares once they are allocated under the KSOP.

The financial statements of the Plan for the years presented reflect separately the assets and liabilities and changes therein pertaining to:

(a) the accounts of employees with vested rights in allocated Employer Stock and Profit Sharing Stock (Allocated);
(b) Employer Stock not yet allocated to employees (Unallocated); and
(c) participant 401(k) accounts

The Plan is dependent on the Company's ability to provide contributions to the plan sufficient to service the debt of the Plan (Note 7). The Company is primarily a retail grocery and petroleum chain with locations in East Texas and Western Louisiana. A significant downturn in those regions could have a material adverse affect on the Company, its stock value and its ability to repay the related debt.

Eligibility: Employees of the Company are eligible for participation for both 401(k) deferrals and for the employer contributions after completing 1,000 hours of service within twelve months of employment and attaining the age of 18 years. If not credited with 1,000 hours of service during this 12-month period, a year of eligibility service will be completed at the end of any Plan year (beginning after date of hire during which the employee is credited with at least 1,000 hours of service). In addition, any person who was employed by David’s Supermarkets before being acquired by the Company, shall be deemed eligible effective April 27, 2014.

Only eligible participants who have completed a year of service during the Plan year and are actively employed on the last day of the Plan year shall be eligible to share in the discretionary employer contributions for the Plan year.

Notwithstanding the foregoing, eligible participants who completed a year of service during the Plan year but are not actively employed on the last day of the Plan year due to retirement (normal or late), total and permanent disability or death in the current Plan year and complete 1,000 hours during the Plan year shall share in the allocation of contributions for that Plan year.

Trust fund management: GreatBanc Trust Company (GreatBanc) is the Trustee of the stock accounts and the KSOP Administrative Committee is the Administrator of the Plan. Delaware Charter Guarantee and Trust d/b/a Principal Trust Company (Principal) is the Trustee of the 401(k) participant-directed accounts. The Trustees maintain custody of the Plan's assets and the Administrator maintains trust fund records on a Plan year basis.

Contributions: The Employer stock accounts are nonparticipant-directed and cover eligible employees of the Company. There are certain limitations on annual additions to a participant's account.

Dividend income received, if any, on Allocated and Unallocated Employer Stock may be used to repay the principal and interest on the borrowings. Shares released as a result of principal payments made with dividends earned on financed shares are allocated to participants' accounts in accordance with the Plan.

Dividends on Profit Sharing Stock, if any, will be allocated to participants with a profit sharing account and shall not be used to reduce the KSOP debt.

The Plan participants of the 401(k) directed accounts are allowed to voluntarily contribute from one to fifteen percent (1% to 15%) of their salaries to the participant-directed provision of the Plan. Participants may also contribute rollover amounts representing distributions from other qualified plans.

Each Plan year, the Company may make employer contributions through a discretionary ESOP contribution or a discretionary matching contributions into each eligible participant’s nonparticipant-directed account in the form of Employer Stock or cash. The discretionary ESOP contribution is allocated to the eligible participants based on their eligible compensation. Effective May 1, 2011, compensation shall exclude fringe benefits, welfare benefits, and amounts paid as bonuses pursuant to Code Section 414(s) and the Regulations, there under. Compensation shall not include prizes or awards regardless of whether such prizes or awards are includible in the gross income of the Participant. During the year ended April 25, 2015, 96,087 shares of Employer Stock were allocated to the nonparticipant-directed accounts.

The discretionary matching contributions are made to match all or part of the elective contributions made of $.50 on the $1.00 up to a maximum of 6% of compensation. An employee qualifies to receive an allocation of the Company's matching contribution by making elective contributions during the Plan year and meeting the eligibility requirements for participation in the KSOP. During the year ended April 25, 2015, 26,710 shares of Employer stock were allocated to the nonparticipant-directed account. The employer contributions of Employer Stock are valued based on prior year's Employer Stock value.

Participant investment options: Participants may direct their participant-directed salary deferral contributions to selected investments as made available and determined by the Plan Administrator. Participants may change their investment options any time throughout the year via direct phone or internet access to Principal. Participant-directed accounts may be invested in a variety of pooled investments offered by Principal. Some of these pooled investments may be in stocks. Others may be in bonds, common collective trust or other types of investments.

Voting rights: Shares of Employer Stock Allocated to individual participants are to be voted by the participants on corporate matters involving approval or disapproval of any corporate merger or consolidation, recapitalization, liquidation, dissolution sale of substantially all assets of a trade or business or similar transaction as the Department of Treasury may prescribe in regulations. The Trustee shall vote on other corporate matters for Allocated Employer Stock and all matters for Unallocated Employer Stock.

Vesting: At the date of KSOP formation (April 26, 2009), each existing participant became 100% vested in their Employer Stock and 401(k) Matching account balances.

Participants who become eligible subsequent to KSOP formation become 100% vested upon attainment of normal retirement age, if five years of service has been achieved, or upon death or permanent disability. Plan accounts for such participants with Employer Stock vest in accordance with the following schedule. A year of vesting service is a year in which the participant works at least 1,000 hours.

Years of Service	Vesting Service Percentage
0-4 years	0%
5 years	100%

Subsequent to KSOP formation, 401(k) Match Accounts are 100% vested upon attainment of normal retirement age, if three years of service has been achieved, or upon death or permanent disability. Plan accounts for participants with 401(k) Match Accounts vest in accordance with the following schedule. A year of vesting service is a year in which the participant works at least 1,000 hours. In addition, any person who was employed by David's Supermarkets before being acquired by the Company, shall be granted one year of service effective April 27, 2014.

Years of Service	Vesting Service Percentage
Less than 3 years	0%
3 years	100%

Participants are immediately vested in their participant-directed 401(k) contributions plus actual earnings/losses thereon.

Distributions: The plan includes an automatic "Put Option" for Employer Shares. This requires that Holding or the Plan purchase the stock immediately upon distribution to beneficiaries at an independently determined fair market value. The plan can make discretionary cash-outs and lump sum payments of up to $20,000, and amounts exceeding will be paid over an installment period; however the Company issues notes for balances exceeding $20,000. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash for Employer Shares.

The Plan provides for payments of benefits to participants or their beneficiaries (i) upon participant's attainment of Normal Retirement Age per the Plan, (ii) in the event of total disability (as defined in the Plan), (iii) in the event of the participant's death, or (iv) in the event of termination of employment because of other reasons. The payment(s) can be in one lump sum, subject to Plan limitations, or over a period not longer than five years, with certain exceptions. Participants with balances that exceed $1,000 have the option of leaving funds invested in the Plan after termination of employment until April 1 following age 70½. Terminated employees that elect to leave funds invested in the Plan continue to share in the allocation of income earned on trust assets; however, none of the annual contributions made to the Plan are allocated to such employees. Terminated participants with balances that do not exceed $1,000 must take lump sum distributions.

Distributions from a participant's elective account may be made in one lump sum or request an annuity be purchased for the term of which shall not exceed the participants life expectancy.

Retired participants generally must receive a distribution of their entire vested balance not later than the calendar year in which the participant attains age 70½.

Forfeitures: If a participant resigns or is dismissed from employment before completing the vesting period as described above, the nonvested Portion of the participant's account is forfeited at the date of termination. If the participant returns to employment after the one-year break in service but prior to five consecutive one-year breaks in service, then the amount initially forfeited will be restored to the participant's account through forfeitures and then contributions as necessary. Forfeited shares are reallocated to each participant. During 2015, 8,964 shares were forfeited, 8,180 of these shares were reallocated and 784 of these shares were reinstated. There were no unallocated forfeitures at April 25, 2015 or April 26, 2014.

Administrative expenses: Expenses incurred in the administration of the Plan may be paid from employee plan assets or directly by the Plan or Company. Administrative expenses and investment expenses paid by plan assets amounted to $212,114. Other administrative expenses for the 2015 plan year were paid by the Company.

Diversification: Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Participants who elect to diversify may elect to have the value (up to 50%) of the accounts transferred to another qualified plan.

Note 2. Summary of Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting in all material respects.

Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates. The Plan relies significantly on the use of estimates in determining the valuation of Holding's common stock.

Investment valuation and income recognition: The Plan's investments are measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

The Employer common stock is valued at fair value. Fair value is determined by the Trustee based on an annual independent appraisal for the Employer Stock, which was $34.89 and $34.82 at April 25, 2015 and April 26, 2014, respectively. The Plan Administrator believes the independent appraisal provides a reasonable estimate of the value of the Employer Stock. Because of the significance of the assumptions required in the valuation of the Employer Stock, the actual value could materially differ had a ready market for the securities existed.

Dividends on stock are recorded on the ex-dividend date, and purchases and sales are recorded on a trade date basis. The change in market value from year to year is reported as net appreciation/depreciation in fair value of investments, net of realized gains and losses. Realized gains and losses from security transactions are accounted for on the specific identification basis.

Payment of benefits: Benefits are recorded when paid.

Recent accounting pronouncements: In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in this update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this update are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. The Plan adopted this update for the 2015 plan year, and it was retrospectively applied to the year ending April 26, 2014. Prior year disclosures have been revised to reflect the retrospective application of this update. The impact of adopting this update is reflected in Note 6.

In July 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosures, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force)* collectively referred to as the update. The purpose of this update is to simplify plan accounting.

- The amendments in Part I of this update designate contract value as the only required measure for direct investments in fully benefit-responsive investment contracts. Fully benefit-responsive investment contracts will be presented at contract value; accordingly there will no longer be an adjustment from fair value to contract value on the face of the financial statements.

- The amendments in Part II of this update will eliminate the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will still be required to be presented in the aggregate. In addition, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is in a fund that files a U.S. Department of Labor Form 5500, Annual Return/Report of Employee Benefit Plan, as a direct filing entity, disclosure of that investment's strategy will no longer be required.

- The amendments in Part III of this update reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

The update may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this update are effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all periods presented; the amendments in Part III shall be applied prospectively. The Plan adopted this update for the 2015 plan year, and the amendments in Part I and Part II were retrospectively applied to the period ending April 24, 2014. Prior year disclosures in Note 6 have been revised to reflect the retrospective application. The impact of adopting these amendments is reflected in the financial statements.

Fiscal year-end: The Plan's fiscal year ends on the last Saturday in April, resulting in years of either 52 or 53 weeks.

Subsequent events: The Plan management has evaluated subsequent events through January 15, 2016, the date the financial statements were available to be issued.

Note 3. Plan Termination

Subject to the repayment of the secured loan, the Company shall have the right at any time to terminate the Plan subject to the provisions of ERISA. Upon any full or partial termination, all amounts credited to the affected participants' accounts shall become 100% vested and shall not thereafter be subject to forfeiture, and all unallocated amounts shall be allocated to the accounts of all participants in accordance with the provisions of the Plan.

Note 4. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 12, 2008 that the Plan and related trust are qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. An application for a new determination letter for the KSOP was filed with the Internal Revenue Service on June 21, 2010 with a letter acknowledging the receipt of the application by the Internal Revenue Service received on July 6, 2010.

Note 5. Information Certified and Provided by GreatBanc and Principal

The following is a summary of the plan's asset and income information as of April 25, 2015 and April 26, 2014, and for the year ended April 25, 2015, included throughout the Plan's financial statements and supplemental schedule, that was prepared or derived from information provided by the trustees, GreatBanc and Principal, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustees that information provided to the Plan Administrator by the trustees related to the following assets and income, are complete and accurate to the best of their knowledge. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedule related to the following assets:

	GreatBanc	Principal	Total
2015:			
Employer common stock	**$ 77,641,675**	**$ -**	**$ 77,641,675**
Pooled separate accounts	**-**	**24,781,966**	**24,781,966**
Common stocks	**-**	**112,164**	**112,164**
Common collective trust	**-**	**2,386,213**	**2,386,213**
Cash and cash equivalents	**1,659**	**-**	**1,659**
	$ 77,643,334	**$ 27,280,343**	**$ 104,923,677**
Investment income, net appreciation in fair value of investments	**$ 155,713**	**$ 2,138,326**	**$ 2,294,039**
2014:			
Employer common stock	$ 82,961,927	$ -	$ 82,961,927
Pooled separate accounts	-	21,661,373	21,661,373
Common stocks	-	222,641	222,641
Common collective trust	-	2,483,549	2,483,549
Cash and cash equivalents	1,659	-	1,659
	$ 82,963,586	$ 24,367,563	$ 107,331,149

Stock accounts: Total shares certified by the trustees include allocated shares of 1,845,854 and 1,880,324 and unallocated shares of 379,473 and 502,270 at April 25, 2015 and April 26, 2014, respectively. Allocated shares include 1,672,668 and 1,699,938 shares of KSOP Stock and 173,186 and 180,386 shares of Profit Sharing Stock at April 25, 2015 and April 26, 2014, respectively. During the year ended April 25, 2015, the Employer Stock appreciated in value by $155,713.

Note 6. Fair Value Measurements

ASC 820, *Fair Value Measurement and Disclosures*, establishes a 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. 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. There have been no changes in the methodologies used at April 25, 2015 and April 26, 2014.

- *Common stocks:* Self-directed brokerage accounts include primarily investments in common stocks. These investments are valued at the closing price reported on the active market on which the individual securities are traded.

- *Pooled separate accounts (PSA):* Valued based on the net asset value (NAV) of shares held by the Plan based on the market value of its underlying investments as determined by Principal Life Insurance Company.

- *Common collective trust:* The common/collective investment trust is made up of a stable value fund that is composed primarily of fully benefit-responsive investment contracts that is valued at the NAV of units of the bank collective trust. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV.

- *Investment in Brookshire Brothers Holding, Inc. common stock:* Valued by the trustee based on an annual independent appraisal. The appraiser utilizes a combination of a market approach and income approach to determine the fair value of the stock. The income approach uses a discounted cash flow model based on the financial statements of the Plan Sponsor, adjusted for extraordinary items. The market approach compares the Sponsor to similar companies in the same industry. Both the market approach and income approach are weighted equally and combined to determine the fair value.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of April 25, 2015 and April 26, 2014.

	Fair Value Measurements at Reporting Date Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2015:				
Self directed brokerage accounts	**$ 112,164**	**$ 112,164**	**$ -**	**$ -**
Investment in employer common stock	**77,641,675**	**-**	**-**	**77,641,675**
Total assets in the fair value hierarchy	**77,753,839**	**112,164**	**-**	**77,641,675**
Pooled separate accounts measured at NAV (i)	**24,781,966**	**-**	**-**	**-**
Collective investment trust measured at NAV (i)	**2,386,213**	**-**	**-**	**-**
Total investments at fair value	**$ 104,922,018**	**$ 112,164**	**$ -**	**$ 77,641,675**
2014:				
Self directed brokerage accounts	$ 222,641	$ 222,641	$ -	$ -
Investment in employer common stock	82,961,927	-	-	82,961,927
Total assets in the fair value hierarchy	83,184,568	222,641	-	82,961,927
Pooled separate accounts measured at NAV (i)	21,661,373	-	-	-
Collective investment trust measured at NAV (i)	2,483,549	-	-	-
Total investments at fair value	$ 107,329,490	$ 222,641	$ -	$ 82,961,927

(i) In accordance with ASC 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the items presented in the statement of net assets available for benefits.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

During the year ended April 25, 2015, the Plan did not make any transfers between Level 1, 2, or 3 assets and liabilities.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended April 25, 2015.

	Level 3 Assets Investment in Employer Stock
Balance, beginning of year	$ 82,961,927
Net appreciation in fair value of investments	155,713
Distributions	(5,475,965)
Balance, end of year	**$ 77,641,675**

The following table presents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value, and the significant unobservable inputs used to value the financial instruments:

Instrument	Fair Value	Valuation Techniques	Unobservable Input	Range of Significant Input Values	Weighted Average
Employer common stock	$ 77,641,675	Discounted cash flow (income approach)	Discount rate	2.70% - 16.25%	8.25%
			Growth rate	3.50% - 8.00%	4.40%
		Guideline public company method (market approach)	Price multiples from comparable companies	5.3x - 6.5x	5.9x
			Minority interest and lack of marketability adjustments	5%	5%

The following table sets forth additional disclosures of the Plan's investments, whose fair value is estimated using net asset value (NAV) per share (or its equivalent) as of April 25, 2015 and April 26, 2014:

	Fair Value		Unfunded	Redemption	Redemption
	2015	2014	Commitment	Frequency	Notice Period
Pooled separated accounts:					
Balanced/asset allocation (a)	**$ 19,272,597**	$ 17,061,266	-	Daily	None
Fixed income (b)	**1,184,471**	1,035,450	-	Daily	None
International equity (c)	**497,424**	412,360	-	Daily	None
Large U.S. equity (d)	**1,794,620**	1,532,253	-	Daily	None
Small/mid U.S. equity (e)	**1,872,737**	1,494,647	-	Daily	None
Commercial real estate (b)	**160,117**	125,397	-	Daily	None
Common collective trust (f)	**2,386,213**	2,483,549	-	Daily	None
	$ 27,168,179	$ 24,144,922			

Investments in the pooled separate accounts and common collective trust can be redeemed immediately at the current net asset value per share based on the fair value of the underlying assets. The fair value of the investments in the above categories has been estimated using the net asset value per share of the investments.

(a) This asset class is generally comprised of a combination of fixed income and equity investment options. These investment options may include balanced, asset allocation, target-date, and target-risk investment options. Although typically lower risk than investment options that invest solely in equities, all investment options in this category have the potential to lose value.

(b) This asset class is generally comprised of investment options that invest in bonds, or debt of a company or government entity (including U.S. and Non- U.S.). It may also include real estate investment options that directly own property. These investment options typically carry more risk than short-term fixed income investment options (including, for real estate investment options, liquidity risk), but less overall risk than equities. All investment options in this category have the potential to lose value.

(c) This asset class is comprised of investment options that invest in stocks, or shares of ownership in companies with their principal place of business or office outside the United States. These investment options often carry more risk than U.S. equity investment options but may have the potential for higher returns. They may be an appropriate choice for long-term investors who are seeking the potential for growth. All investment options in this category have the potential to lose value.

(d) This asset class is generally comprised of investment options that invest in stocks, or shares of ownership in large, well-established, U.S. companies. These investment options typically carry more risk than fixed income investment options but have the potential for higher returns over longer time periods. They may be an appropriate choice for long-term investors who are seeking the potential for growth. All investment options in this category have the potential to lose value.

(e) This asset class is generally comprised of investment options that invest in stocks, or shares of ownership in small to medium-sized U.S. companies. These investment options typically carry more risk than larger U.S. equity investment options but have the potential for higher returns. They may be an appropriate choice for long-term investors who are seeking the potential for growth. All investment options in this category have the potential to lose value.

(f) This asset class is generally composed of investments in conventional, synthetic and separate account investment contracts (collective contracts) issued by life insurance companies, banks and other financial institutions. The objective of the fund is to provide a diversified group of investments offering competitive levels of yield consistent with stable fixed-income methodology and the careful and prudent assumption of investment risk providing for preservation of capital, stability and predictability of returns, and liquidity to pay plan benefits and high credit quality. All investment options in this category have the potential to lose value.

Note 7. Loans Payable

Effective December 22, 1999, the KSOP borrowed $72,665,907 from the Company and Holding to acquire 2,746,255 shares of Holding stock. This borrowing consisted of two indirect loans, $9,900,000 from Holding and $62,765,907 from the Company both with interest rates of 6.2% and secured by the Holding stock (Holding and the Company borrowed funds from an unrelated lender). The unallocated shares are fully pledged on the debt. As payments of principal and interest are made on the loans, shares are released and allocated to participants. As of April 24, 2004, the $9,900,000 loan was paid off. The Plan uses the principal and interest method for releasing shares. Under this method, the Plan releases shares based upon the ratio of the principal and interest paid on the term note for the current fiscal year to the sum of future principal and interest payments at the beginning of the current fiscal year. The Plan released 122,797 shares for the year ended April 25, 2015.

Activity on the loan accruals is as follows:

	Principal
Balance, April 27, 2013	$ 22,656,250
Payments	(3,923,124)
Balance, April 26, 2014	18,733,126
Payments	(4,166,358)
Balance, April 25, 2015	**$ 14,566,768**

	Interest
Payments	$ 1,161,454
Interest accrued, April 25, 2015	60,209
Interest accrued, April 26, 2014	(80,656)
Interest expense, April 25, 2015	**$ 1,141,007**

Maturities of the above notes are scheduled to occur as follows with final maturity scheduled for 2019:

Fiscal year ended:	
2016	$ 4,424,672
2017	4,699,002
2018	4,990,340
2019	452,754
	$ 14,566,768

Note 8. Contributions

The Company and Holding are obligated to make contributions in cash to the Plan which, when aggregated with any Plan dividends, and other earnings, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loans.

Note 9. Plan Administration

Certain administrative functions are performed by officers and employees of the Company. No such officers or employees receive compensation from the Plan.

Note 10. Party-in-Interest Transactions

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary to the Plan or party rendering services to the Plan, the employer and certain others. As such, transactions conducted with the Company and Trustees qualify as party-in-interest transactions.

Note 11. Risks and Uncertainties

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

Note 12. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	2015	2014
Net assets available for benefits:		
Net assets available for benefits per the financial statements	**$ 90,092,338**	$ 88,381,730
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	**38,973**	21,426
Excess contributions refundable	**204,362**	198,799
Other	**(22,291)**	(1,660)
Net assets available for benefits per Schedule H to the Form 5500	**$ 90,313,382**	$ 88,600,295

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended April 25, 2015:

Statement of change in net assets available for benefits:	
Additions:	
Total additions per the financial statements	$ 14,461,600
Add 2015 excess contributions refundable	204,362
Less allocation of shares, at market	(4,284,386)
Add net adjustment from contract value to fair value for fully benefit-responsive investment contracts	17,547
Other	(18,965)
Additions - Form 5500	$ 10,380,158
Deductions:	
Total deductions per the financial statements	$ 12,750,992
Less allocation of shares, at market	(4,284,386)
Add 2014 excess contributions refundable	198,799
Other	1,666
Deductions - Form 5500	$ 8,667,071

Brookshire Brothers KSOP

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
April 25, 2015
EIN: 75-2815324
PN: 002

	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	Cost	Current Value
	Cash	Cash	$ 1,659	$ 1,659
*	Brookshire Brothers Holding, Inc.	Common stock - 2,225,327 shares	55,818,147	77,641,675
*	Principal Life Insurance Company	Union Bond & Trust Company Principal Stable Value Fund	**	2,386,213
	Pooled separate accounts:			
*	Principal Life Insurance Company	Prin Bond and Mortgage	**	347,202
*	Principal Life Insurance Company	Prin Capital Appr	**	619,218
*	Principal Life Insurance Company	Prin Diversified Intl	**	210,390
*	Principal Life Insurance Company	Prin Govt & HQ Bond	**	355,997
*	Principal Life Insurance Company	Prin Inflation Protect	**	226,145
*	Principal Life Insurance Company	Prin Intl Emerg Markets	**	134,606
*	Principal Life Insurance Company	Prin Intl I Separate	**	34,309
*	Principal Life Insurance Company	Prin Intl SmallCap Sep	**	118,119
*	Principal Life Insurance Company	Prin LargeCap Growth I	**	329,296
*	Principal Life Insurance Company	Prin LargeCap Growth II	**	44,569
*	Principal Life Insurance Company	Prin LargeCap Value III	**	101,444
*	Principal Life Insurance Company	Prin LgCap Growth Sep	**	68,022
*	Principal Life Insurance Company	Prin LgCap S&P 500 Index	**	526,907
*	Principal Life Insurance Company	Prin LgCap Value Sep	**	105,164
*	Principal Life Insurance Company	Prin LifeTime Strat Inc	**	78,391
*	Principal Life Insurance Company	Prin LifeTime 2010 Sep	**	785,371
*	Principal Life Insurance Company	Prin LifeTime 2015 Sep	**	2,697,041
*	Principal Life Insurance Company	Prin LifeTime 2020	**	3,283,051
*	Principal Life Insurance Company	Prin LifeTime 2025 Sep	**	3,387,990
*	Principal Life Insurance Company	Prin LifeTime 2030 Sep	**	3,058,408
*	Principal Life Insurance Company	Prin LifeTime 2035 Sep	**	2,054,110
*	Principal Life Insurance Company	Prin LifeTime 2040 Sep	**	1,308,666
*	Principal Life Insurance Company	Prin LifeTime 2045 Sep	**	962,759
*	Principal Life Insurance Company	Prin LifeTime 2050 Sep	**	747,773
*	Principal Life Insurance Company	Prin LifeTime 2055 Sep	**	146,674
*	Principal Life Insurance Company	Prin LifeTime 2060 Sep	**	2,179
*	Principal Life Insurance Company	Prin MidCap Growth III SA	**	10,939
*	Principal Life Insurance Company	Prin MidCap Growth Sep Acct	**	74,806
*	Principal Life Insurance Company	Prin MidCap S&P 400 Idx SA	**	92,751
*	Principal Life Insurance Company	Prin MidCap Sep Acct	**	360,081
*	Principal Life Insurance Company	Prin MidCap Value I SA	**	260,305
*	Principal Life Insurance Company	Prin MidCap Value III SA	**	58,312
*	Principal Life Insurance Company	Prin Pref Secs Sep Acct	**	152,157
*	Principal Life Insurance Company	Prin Real Estate Secs SA	**	368,143
*	Principal Life Insurance Company	Prin SmallCap Growth I SA	**	90,101
*	Principal Life Insurance Company	Prin SmallCap Value II SA	**	95,613
*	Principal Life Insurance Company	Prin SmCap Blend Sep Acct	**	337,579
*	Principal Life Insurance Company	Prin SmCap S&P 600 Index SA	**	124,107
*	Principal Life Insurance Company	Prin SAM Balanced Sep Acct	**	169,021
*	Principal Life Insurance Company	Prin SAM Cons Balanced SA	**	174,360
*	Principal Life Insurance Company	Prin SAM Cons Growth SA	**	169,443
*	Principal Life Insurance Company	Prin SAM Flexible Income SA	**	182,905
*	Principal Life Insurance Company	Prin SAM Strat Growth SA	**	64,455
*	Principal Life Insurance Company	Prin U.S. Property Sep Acct	**	160,117
*	Principal Life Insurance Company	Principal Bond Mkt Index SA	**	102,970
	Total pooled separate accounts			24,781,966

Brookshire Brothers KSOP

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) (Continued)
April 25, 2015
EIN: 75-2692839
PN: 002

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	Cost	Current Value
Self-directed brokerage accounts:			
Various common stocks	Self-directed brokerage accounts	**	112,164
Total assets held for investment			$ 104,923,677

* Party-in-interest to the Plan
** Cost information is not applicable, as investments are participant directed.

The information above has been certified by GreatBanc and Principal, the Trustees, as complete and accurate.

See Independent Auditor's Report.

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 04/27/2014 TO 04/25/2015

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Funds Inc	Interest Bearing Cash Brookshire Brothers Cash	$ 0.00	$ 1,658.89
*	Brookshire Brothers	Employer Security Brookshire Brothers Stock	$ 0.00	$ 71,578,573.92
*	Brookshire Brothers	Employer Security Brookshire PSP Stk	$ 0.00	$ 6,042,469.22
	CAMBRIA ETF TR	Corporate Stock - Common CAMBRIA ETF TR GLOBAL VALUE ETF	$ 0.00	$ 2,175.15
	CAMBRIA ETF TR	Corporate Stock - Common CAMBRIA ETF TR SHAREHOLDER YIELD ETF	$ 0.00	$ 3,354.13
	CHICAGO BRDG & IRON CO N V	Corporate Stock - Common CHICAGO BRIDGE & IRON CO N V ISIN#US1672	$ 0.00	$ 4,915.75
	CISCO SYS INC	Corporate Stock - Common CISCO SYSTEMS INC	$ 0.00	$ 2,964.49
	CURRENCYSHARES CDN DLR TR	Corporate Stock - Common CURRENCYSHARES CDN DLR TR CDN DOLLAR SH$	$ 0.00	$ 4,086.00
	DIAMOND OFFSHORE DRILLING INC	Corporate Stock - Common DIAMOND OFFSHORE DRILLING INC COM	$ 0.00	$ 3,123.14
	ENERGY XXI BERMUDA	Corporate Stock - Common ENERGY XXI LTD USD UNRESTRICTED SHSISIN#	$ 0.00	$ 437.33
	PERSHING IN-HOUSE CUSIP	Corporate Stock - Common EOG RES INC COM	$ 0.00	$ 4,856.24
	EXXON MOBIL CORP	Corporate Stock - Common EXXON MOBIL CORP COM	$ 0.00	$ 4,443.17
	FEDERATED INVESTORS, INC.	Registered Investment Company FEDERATED CAPITAL RESERVES	$ 0.00	$ 12,558.06
	FERRELLGAS PARTNERS L P	Corporate Stock - Common FERRELLGAS PARTNERS L P UNIT LTD PARTNER	$ 0.00	$ 3,679.50
	FIRST MAJESTIC SILVER CORP	Corporate Stock - Common FIRST MAJESTIC SILVER CORP COM ISIN#CA32	$ 0.00	$ 21,005.27

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 04/27/2014 TO 04/25/2015

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	FREEPORT-MCMORAN INC	Corporate Stock - Common FREEPORT-MCMORAN INCCL B	$ 0.00	$ 2,155.43
	HERSHEY CO	Corporate Stock - Common HERSHEY CO COM	$ 0.00	$ 2,838.90
	ISHARES INC	Corporate Stock - Common ISHARES INC MSCI GERMANY ETF	$ 0.00	$ 3,038.28
	ISHARES INC	Corporate Stock - Common ISHARES INC MSCI ITALY CAPPED ETF	$ 0.00	$ 6,198.41
	ISHARES SILVER TR	Corporate Stock - Common ISHARES SILVER TR ISHARES	$ 0.00	$ 3,012.00
	ISHARES TR	Corporate Stock - Common ISHARES TR CORE HIGHDIVID ETF	$ 0.00	$ 4,019.49
	MARKET VECTORS ETF TR	Corporate Stock - Common MARKET VECTORS ETF TR INDIA SMALL CAP IN	$ 0.00	$ 4,566.94
	MICROSOFT CORP	Corporate Stock - Common MICROSOFT CORP COM	$ 0.00	$ 4,911.32
	NOBLE ENERGY INC	Corporate Stock - Common NOBLE ENERGY INC COM	$ 0.00	$ 1,514.70
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Bond and Mortgage SA-R1	$ 0.00	$ 347,202.11
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Capital Appr SA-R1	$ 0.00	$ 619,217.98
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Diversified Intl SA-R1	$ 0.00	$ 210,390.25
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Govt & HQ Bond SA-R1	$ 0.00	$ 355,997.06
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Inflation Protect SA-R1	$ 0.00	$ 226,145.10
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Intl Emerg Markets SA-R1	$ 0.00	$ 134,606.47

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 04/27/2014 TO 04/25/2015

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Intl I Separate Acct-R1	$ 0.00	$ 34,309.26
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Intl SmallCap Sep Acct-R1	$ 0.00	$ 118,119.30
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Growth I SA-R1	$ 0.00	$ 329,295.95
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Growth II SA-R1	$ 0.00	$ 44,569.30
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Value III SA-R1	$ 0.00	$ 101,444.21
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap Growth Sep Acct-R1	$ 0.00	$ 68,022.32
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap S&P 500 Index SA-R1	$ 0.00	$ 526,907.20
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap Value Sep Acct-R1	$ 0.00	$ 105,163.84
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime Strat Inc SA-R1	$ 0.00	$ 78,391.43
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2010 Sep Acct-R1	$ 0.00	$ 785,371.31
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2015 Sep Acct-R1	$ 0.00	$ 2,697,040.58
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2020 Sep Acct-R1	$ 0.00	$ 3,283,050.61
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2025 Sep Acct-R1	$ 0.00	$ 3,387,989.80
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2030 Sep Acct-R1	$ 0.00	$ 3,058,407.60
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2035 Sep Acct-R1	$ 0.00	$ 2,054,110.37

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 04/27/2014 TO 04/25/2015

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2040 Sep Acct-R1	$ 0.00	$ 1,308,665.78
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2045 Sep Acct-R1	$ 0.00	$ 962,758.54
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2050 Sep Acct-R1	$ 0.00	$ 747,772.83
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2055 Sep Acct-R1	$ 0.00	$ 146,673.96
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Growth III SA-R1	$ 0.00	$ 10,938.70
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Growth Sep Acct-R1	$ 0.00	$ 74,806.14
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap S&P 400 Idx SA-R1	$ 0.00	$ 92,750.76
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Sep Acct-R1	$ 0.00	$ 360,080.93
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Value I SA-R1	$ 0.00	$ 260,304.55
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Value III SA-R1	$ 0.00	$ 58,312.21
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Pref Secs Sep Acct-R1	$ 0.00	$ 152,156.69
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Real Estate Secs SA-R1	$ 0.00	$ 368,142.81
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmallCap Growth I SA-R1	$ 0.00	$ 90,100.90
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmallCap Value II SA-R1	$ 0.00	$ 95,613.38
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmCap Blend Sep Acct-R1	$ 0.00	$ 337,578.65

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 04/27/2014 TO 04/25/2015

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmCap S&P 600 Index SA-R1	$ 0.00	$ 124,107.20
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Balanced Sep Acct-R1	$ 0.00	$ 169,021.23
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Cons Balanced SA-R1	$ 0.00	$ 174,360.49
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Cons Growth SA-R1	$ 0.00	$ 169,443.47
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Flexible Income SA-R1	$ 0.00	$ 182,904.53
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Strat Growth SA-R1	$ 0.00	$ 64,454.50
*	Principal Life Insurance Company	Pooled Separate Accounts Prin U.S. Property Sep Acct-R1	$ 0.00	$ 160,116.81
*	Principal Life Insurance Company	Pooled Separate Accounts Principal Bond Mkt Index SA-R1	$ 0.00	$ 102,969.63
*	Union Bond & Trust Company	Common/Collective Trust Principal Stable Value Sgnture	$ 0.00	$ 2,425,186.00
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2060 SEP ACCT-R1	$ 0.00	$ 2,179.28
	ROYAL GOLD INC	Corporate Stock - Common ROYAL GOLD INC	$ 0.00	$ 6,304.24
	SILVER WHEATON CORP	Corporate Stock - Common SILVER WHEATON CORP COM ISIN#CA828336107	$ 0.00	$ 1,927.01
	SPDR INDEX SHS FDS	Corporate Stock - Common SPDR INDEX SHS FDS EURO STOXX 50 ETF	$ 0.00	$ 4,079.18

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)