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 10/01/2014 and ending 09/30/2015

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;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 03/31/1983

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

301 SOUTH TIPPECANOE AVENUE
SAN BERNARDINO, CA 92408

2b Employer Identification Number (EIN) 95-2586175

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

2d Business code (see instructions) 445110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor	**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**	932
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)**	912
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	918
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	940
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	940
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	940
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **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 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 10/01/2014 and ending 09/30/2015

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

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-2586175

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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94-1687665

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

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

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

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94-1687665

(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?
51 52 62 63 64	TRUSTEE	7805	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
BANK OF AMERICA	62	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.	
BANK OF AMERICA 94-1687665	0.50%	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

(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 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 10/01/2014 and ending 09/30/2015

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

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-2586175

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	55115	63778
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	505432	1797361
(2) U.S. Government securities	1c(2)	3420432	3331472
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	2306462	2562421
(B) All other	1c(3)(B)	1200749	1421137
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	5051415	4828845
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4274569	3426243
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3194025	3505360

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	20008199	20936617
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	20008199	20936617

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)	1500000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1500000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	373	
	(B) U.S. Government securities	2b(1)(B)	86161	
	(C) Corporate debt instruments	2b(1)(C)	142103	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	81524	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		310161
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	110636	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	16562	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		127198
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	21080900	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	20992763	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		88137
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-269122	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-269122

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		59963
c Other income	2c		6824
d Total income. Add all **income** amounts in column (b) and enter total	2d		1823161
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	886938	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		886938
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	7805	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7805
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		894743
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		928418
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SWENSON CORPORATION **(2)** EIN: 03-3030586

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 10/01/2014 and ending 09/30/2015

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

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-2586175

Part I Distributions

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

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

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

EIN(s): 06-6379101

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Swenson
CORPORATION

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

FINANCIAL STATEMENTS

September 30, 2015 and 2014

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CORPORATION

REPORT OF INDEPENDENT AUDITORS

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Profit Sharing Plan for Employees of Stater Bros. Markets, which comprise the statements of net assets available for plan benefits as of September 30, 2015 and 2014, and the related statements of changes in net assets available for plan benefits for the years ended September 30, 2015 and 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of September 30, 2015 and 2014 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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

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Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, line 4i - Schedule of Assets (Held at End of Year) and Schedule H, line 4j - Schedule of Reportable Transactions in Excess of 5% of Plan Assets as of and for the year ended September 30, 2015 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Swenson Corporation

SWENSON CORPORATION

May 27, 2016

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Statements of Net Assets Available for Plan Benefits

September 30, 2015 and 2014

ASSETS

	2015	2014
Cash equivalents	**$ 1,797,361**	$ 505,432
Investments at fair value:		
U.S. government securities	**3,331,472**	3,420,432
Corporate bonds	**3,983,558**	3,507,211
Corporate stocks	**4,828,845**	5,051,415
Asset backed securities	**2,005,055**	1,409,186
Mortgage backed securities	**1,270,740**	1,581,386
Other fixed income	**85,218**	109,822
Real estate investment trusts	**144,347**	93,631
Mutual Funds	**3,426,243**	4,274,569
Total investments	**19,075,478**	19,447,652
Accrued investment income	**63,778**	55,115
Net assets available for plan benefits	**$ 20,936,617**	$ 20,008,199

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKETS

Statements of Changes in Net Assets Available for Plan Benefits

For the Years Ended September 30, 2015 and 2014

	2015	2014
Additions to net assets attributed to:		
Investment income:		
Interest and dividend income	$ 437,359	$ 407,657
Net (depreciation) appreciation in fair value of investments	(114,198)	1,040,535
	323,161	1,448,192
Contributions:		
Employer and other	1,500,000	1,000,000
Total additions	1,823,161	2,448,192
Deductions from net assets attributed to:		
Benefit payments	886,938	956,373
Administration fees	7,805	1,240
Total deductions	894,743	957,613
Net increase	928,418	1,490,579
Net assets available for plan benefits, beginning of year, at fair value	20,008,199	18,517,620
Net assets available for plan benefits, end of year, at fair value	$ 20,936,617	$ 20,008,199

See accompanying notes and report of independent auditors.

Swenson

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

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

General

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

Eligibility

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

Contributions and vesting

The Company makes discretionary profit sharing contributions as determined by the Board of Directors of the Company. For the years ended September 30, 2015 and 2014, the Company made discretionary profit sharing contributions of $1,500,000 and $1,000,000, respectively, to all eligible participants. Profit sharing contributions and the earnings thereon vest on a six or seven-year graduated schedule, based upon years of service and date participant became eligible.

Participant accounts

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

Benefit obligations

In conformity with guidance for accounting and disclosure by employee benefit plans, benefit obligations to terminated employees who have withdrawn from participation in the Plan are not accrued in the statements of net assets available for plan benefits; rather, such amounts are disclosed in the notes to the financial statements. There were no such benefit obligations as of September 30, 2015 and 2014.

(Continued)

Swenson

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

Cash equivalents

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

Payment of benefits

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

Benefits are recorded when paid.

Forfeitures

Forfeitures of non-vested account balances are used to pay Plan expenses or allocated to participants. For the years ended September 30, 2015 and 2014, the Plan did not use any of the forfeiture balance to pay Plan expenses.

Administrative expenses

The Plan administrative expenses are paid by the Company. For the years ended September 30, 2015 and 2014, the Company paid $101,800 and $93,721, respectively, relating to Plan expenses.

Basis of accounting

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

Use of estimates

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

Risks and uncertainties

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

(Continued)

Swenson

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

Investment valuation and income recognition

Investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a description of the valuation methodologies used in determining the fair value of the Plan's investments. Purchases and sales of securities are recorded on a trade-date basis.

Accounting standard updates

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-07, on Fair Value Measurement (Topic 820), *Disclosure for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in ASU 2015-07 remove the requirements to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient and 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 ASU is effective for fiscal years beginning after December 15, 2016 for nonpublic entities with early adoption permitted. ASU 2015-07 is to be applied retrospectively. Management has elected to adopt the ASU early.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960) Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient* (the "Update"). Part I eliminates the requirements to measure fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type: however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. The ASU is effective for fiscal years beginning after December 15, 2015 with early adoption permitted. Parts I and II are to be applied retrospectively. Management has elected to adopt Parts I and II early.

2. Tax status

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

(Continued)

Swenson

2. Tax status (continued)

GAAP requires Plan administration to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2015, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the taxing jurisdiction; however, there are currently no audits for any tax periods in progress.

3. Plan termination

Although the Company has not expressed any intent to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants shall become fully vested in their account balances and the net assets of the Plan will be allocated to the participants in accordance with the terms of the Plan.

4. Information certified by the trustee

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

	2015	2014
Cash equivalents	**$ 1,797,361**	$ 505,432
Investment assets	**$ 19,075,478**	$ 19,447,652
Accrued investment income	**$ 58,419**	$ 55,115
Interest and dividend income	**$ 437,359**	$ 407,657
Net (depreciation) appreciation in fair value of investments	**$ (114,198)**	$ 1,040,535
Benefit payments	**$ 892,297**	$ 956,373

Swenson

5. Fair value measurements

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

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

Level 2 – Inputs to the valuation methodology include

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

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

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

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

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

(Continued)

Swenson

5. Fair value measurements (continued)

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

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2015:

	Level 1	Level 2	Level 3	Total
Investments:				
U.S. government securities	**$ 1,414,547**	**$ 1,916,925**	**$ -**	**$ 3,331,472**
Corporate stocks	**4,828,845**	**-**	**-**	**4,828,845**
Real estate investment funds	**-**	**144,347**	**-**	**144,347**
Corporate bonds	**-**	**3,983,558**	**-**	**3,983,558**
Asset backed securities	**-**	**2,005,055**	**-**	**2,005,055**
Mortgage backed securties	**-**	**1,270,740**	**-**	**1,270,740**
Other fixed income	**-**	**85,218**	**-**	**85,218**
Mutual funds	**3,426,243**	**-**	**-**	**3,426,243**
	$ 9,669,635	**$ 9,405,843**	**$ -**	**$ 19,075,478**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2014:

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

Swenson

6. Related party transaction

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

7. Subsequent events

Management has evaluated subsequent events through May 27, 2016, the date on which the financial statements were available to be issued. No subsequent events were noted that would require disclosure.

Swenson

Supplemental Schedules

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Glenmede Small Capitalization	$ -	$ 1,319,540
		United States Treas Nt	-	1,309,858
*	Bank of America	BofA Cash Reserves	-	986,860
		CMG Ultra Short Term Bond	-	755,561
		Scout Mid Cap Fund	-	724,972
		Columbia Mid Cap Index Fund	-	626,171
*	Bank of America	BofA Cash Reserves	-	448,612
		Federal Natl Mtg Assn	-	413,915
*	Bank of America	BofA Cash Reserves	-	361,791
		Federal Home Ln Mtg Corp	-	273,831
		Federal Home Ln Mtg Corp	-	242,029
		Apple Inc	-	230,527
		Federal Natl Mtg Assn	-	204,344
		Federal Home Ln Mtg Corp	-	141,508
		General Elec Co	-	113,086
		Johnson & Johnson	-	110,060
		Federal Natl Mtg Assn	-	109,737
		JP Morgan Chase & Co	-	106,210
		United States Treas Nt	-	104,689
		Government Natl Mtg Assn	-	102,157
		Ally Master Owner Tr	-	99,991
		Pfizer Inc	-	98,156
		General Elec Cap Corp	-	97,135
		Citigroup Coml Mtg Tr 2006-C5	-	92,324
		Verizon Communications Inc	-	90,240
		Home Depot Inc	-	89,389
		Government Natl Mtg Assn	-	89,360
		Intel Corp	-	80,926
		Nissan Auto Lease TR 2014-B	-	80,828
		LB-UBS CMBS TR	-	80,419

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Comcast Corp	-	79,689
		Cisco Sys Inc	-	79,590
		Comm 2006-C8 Mtg Tr	-	78,809
		Citigroup Inc	-	78,632
		Government Natl Mtg Assn	-	77,463
		Goldman Sachs Group Inc	-	76,454
		Altria Group Inc	-	75,562
		Mercedes-Benz Auto Lse Tr	-	75,072
		Government Natl Mtg Assn	-	74,704
		Wachovia Bk Coml Mtg Tr Coml	-	74,489
		Philip Morris Intl Inc	-	73,460
		Bear Stearns Cos Inc	-	72,770
		Cobalt CMBS Coml Mtg TR 2007-C2	-	72,591
		Wachovia Bk Coml Mtg Tr 2006-C24	-	71,836
		Oracle Corp	-	71,229
		Chevron Corp	-	70,834
		Quebec Prov Cda	-	70,749
		GM Finl Automobile Leasing TR 2015-2	-	70,200
		Ontario Prov Cda	-	70,139
		GM Finl Automobile Leasing TR 2015-1	-	70,061
		Capital Auto Receivables Asset	-	69,994
		Mastercard Inc	-	69,753
		Smart Abs Ser 2012-2US Tr	-	69,616
		CVS Health Corp	-	68,887
		Wal-Mart Stores Inc	-	68,147
		Microsoft Corp	-	67,319
		Government Natl Mtg Assn	-	65,580
		Mercedes-Benz Auto Lease Tr	-	65,001
		JP Morgan Chase Coml Mtg Secs	-	63,827
		Nova Scotia Prov CDA	-	63,353

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Morgan Stanley Cap I TR	-	63,274
		Lowes Cos Inc	-	63,062
		Unitedhealth Group Inc	-	62,993
		Morgan Stanley	-	62,855
		Government Natl Mtg Assn	-	62,709
		Boeing Co	-	61,285
		Smart Trust	-	60,194
		Santander Drive Auto Receivables	-	60,059
		CD 2007-CD5 Mtg Tr	-	59,720
		Simon Ppty Group Inc New	-	59,525
		United Parcel Svc Inc	-	58,326
		Conocophillips	-	56,065
		Citigroup Inc	-	55,267
		Kroger Co	-	54,394
		Metlife Inc	-	53,845
		Target Corp	-	53,567
		General Dynamics Corp	-	53,111
		Loews Corp	-	52,865
		Exxon Mobil Corp	-	52,863
		Federal Natl Mtg Assn	-	52,657
		Anheuser Busch Inbev Worldwide	-	52,628
		Nvidia Corp	-	51,518
		Verizon Communications Inc	-	51,199
		LB-UBS Coml Tr 2006-C6	-	51,176
		Valero Energy Corp New	-	51,145
		SLM Student Ln Tr 2012-6	-	51,092
		BP Cap Mkts P L C	-	51,060
		Abbott Labs	-	51,039
		Delta Air Lines Inc Del	-	50,838
		Public Svc Elec Gas Co Secd	-	50,773

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Electronic Arts Inc	-	50,609
		Government Natl Mtg Assn	-	50,498
		Pepsico Inc	-	50,248
		Carolina Pwr & Lt Co	-	50,171
		Americredit Auto Receivables	-	49,984
		Capital Auto Receivables Asset	-	49,950
		Bear Stearns Commercial Mtg Secs	-	49,939
		Ford Cr Floorplan Master Owner	-	49,890
		HSBC Hldgs Plc	-	49,829
		Wells Fargo & Co New	-	49,766
		Bank New York Inc	-	49,762
		Toronto Dominion Bk Unsecd Sr	-	49,742
		Cisco Sys Inc	-	49,656
		NBC Universal Media LLC	-	49,301
		Merck & Co Inc New	-	48,667
		Verisign Inc	-	48,545
		Public Svc Enterprise Group	-	48,147
		Lyondellbasell Industries NV	-	47,765
		Dr Pepper Snapple Inc	-	47,588
		Government Natl Mtg Assn	-	47,111
		Blackrock Inc	-	47,000
		Stryker Corp	-	46,862
		Best Buy Inc	-	46,808
		AT&T Inc	-	46,736
		Darden Restaurants Inc	-	46,196
		Prudential Finl Inc Medium	-	46,183
		Marathon Pete Corp	-	46,052
		Exelon Corp	-	45,708
		Federal Natl Mtg Assn	-	45,477
		Boeing Co	-	45,397

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Moodys Corp	-	45,172
		Amerisourcebergen Corp	-	45,120
		Government Natl Mtg Assn	-	45,039
		Santander Drive Auto Receivables	-	44,973
		Archer Daniels Midland Co	-	44,932
		PNC Finl Svcs Group Inc	-	44,846
		Oracle Corp	-	44,170
		Ace Ina Hldg Inc	-	44,052
		Cardinal Health Inc	-	43,941
		Mercedes-Benz Auto Lease Trust	-	43,659
		Ebay Inc	-	43,650
		Dentsply Intl Inc New	-	43,440
		Capital One Finl Corp	-	43,439
		JP Morgan Chase Coml Mtg Secs	-	43,249
		Metlife Inc	-	42,975
		General Growth Pptys Inc	-	42,954
		Price T Rowe Group Inc	-	42,882
		Red Hat Inc	-	42,481
		Merck & Co Inc	-	42,228
		Carnival Corp	-	41,897
		GE Equip Transn LLC Ser 2013-2	-	41,894
		Macerich Co	-	41,867
		Government Natl Mtg Assn	-	41,691
		Rockwell Automation Inc	-	41,501
		Federal Natl Mtg Assn	-	41,395
		Entergy Corp New	-	41,339
		Gilead Sciences Inc	-	40,847
		State Str Corp	-	40,810
		BB&T Corp Sr Medium Term NT	-	40,408
		U S Bancorp	-	40,358

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Visa Inc	-	40,333
		Google Inc	-	40,217
		Santander Drive Auto Receivables	-	39,985
		Transcanada Pipelines Ltd	-	39,980
		International Paper Co	-	39,906
		Unitedhealth Group Inc	-	39,852
		Bank Montreal Unsecd	-	39,851
		Caterpillar Finl Svcs Corp	-	39,851
		Shell Intl Fin B V	-	39,554
		Sempra Energy	-	39,226
		F5 Networks Inc	-	39,025
		Government Natl Mtg Assn	-	39,016
		Simon Ppty Group LP	-	38,814
		Apple Inc	-	38,767
		Dover Corp	-	38,597
		Conocophillips	-	38,087
		Diageo Cap Plc	-	38,021
		Government Natl Mtg Assn	-	37,660
		Detroit Edison Co	-	37,056
		Gamestop Corp	-	36,553
		Navient Corp	-	36,339
		Bard CR Inc	-	35,958
		Celgene Corp	-	35,912
		Pinnacle West Cap Corp	-	35,662
		United Technologies Corp	-	35,553
		Royal Bk CDA Unsecd Global	-	35,524
		National Rural Utils Coop Fin	-	35,379
		Federal Natl Mtg Assn	-	35,192
		Amgen Inc	-	35,103
		Halliburton Co	-	35,084

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Americredit Automobile Receivables Tr	-	35,048
		Yum Brands Inc	-	35,047
		Arizona Pub Svc Co Sr Unsecd Nt	-	34,965
		Wachovia Bk Coml Mtg Tr 2006-C24	-	34,911
		Transalta Corp	-	34,816
		Transocean Ltd	-	34,509
		Public Svc Co Colo 1st Mtg Secd	-	34,412
		Medtronic Inc	-	34,365
		EOG Res Inc	-	33,925
		Chevron Corp New	-	33,847
		Staples Inc	-	33,829
		Federal Home Ln Mtg Corp	-	33,783
		Equifax Inc	-	33,624
		Federal Natl Mtg Assn	-	33,594
		Wells Fargo & Co	-	33,583
		Conagra Foods Inc	-	33,581
		Wal-Mart Stores Inc	-	33,263
		Consolidated Edison Co Ny Inc	-	33,132
		JP Morgan Chase Coml Mtg Secs	-	32,944
		Mosaic Co	-	32,759
		Commonwealth Edison Co	-	32,693
		Berkshire Hathaway Inc Del	-	32,600
		L-3 Communications Corp	-	31,829
		Hewlett Packard Co	-	31,361
		CVS Caremark Corp	-	30,985
		GS Mtg Secs Tr	-	30,778
		Becton Dickinson & Co	-	30,541
		Wisconsin Energy Corp	-	30,470
		Pacificorp	-	30,465
		Prudential Finl Inc Medium	-	30,426

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		CSX Corp	-	30,370
		Dominion Res Inc Va New	-	30,338
		Federal Home Ln Mtg Corp	-	30,226
		Federal Home Ln Mtg Corp	-	30,151
		GE Equip Transn LLC Ser 2014-1	-	30,140
		LYB Intl Finance Bv	-	30,140
		PPL Cap Fdg Inc	-	30,045
		Burlington Northn Santa Fe LLC	-	30,042
		Thomson Reuters Corp Sr Unsecd	-	30,000
		Comerica Inc	-	29,963
		Government Natl Mtg Assn	-	29,854
		Federal Home Ln Mtg Corp	-	29,807
		Wachovia Bk Coml Mtg Tr 2006-C25	-	29,768
		Biogen Idec Inc	-	29,765
		Capital One Finl Corp	-	29,752
		Government Natl Mtg Assn	-	29,678
		Reed Elsevier Cap Inc Sr Unsecd	-	29,440
		Watson Pharmaceuticals Inc	-	29,256
		Kimco Rlty Corp	-	29,116
		McKesson Corp	-	29,079
		CMS Energy Corp	-	28,834
		Kinder Morgan Energy Partners	-	28,688
		C H Robinson Worldwide Inc	-	28,603
		Google Inc	-	28,596
		Government Natl Mtg Assn	-	28,288
		Facebook Inc	-	28,229
		Hartford Finl Svcs Group Inc	-	27,966
		Principal Finl Group Inc	-	27,647
		Federal Home Ln Mtg Corp	-	27,602
		Cardinal Health Inc	-	27,272

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Centurylink Inc	-	27,180
		Government Natl Mtg Assn	-	27,146
		Alleghany Corp Del	-	27,027
		Vale Overseas Ltd	-	26,458
		Disney Walt Co	-	26,368
		LB UBS Commercial Mtg Tr	-	26,276
		American Intl Group Inc	-	26,265
		Ford Mtr Co Del	-	26,068
		Anadarko Pete Corp	-	25,981
		Hasbro Inc	-	25,970
		Pepsico Inc	-	25,933
		Cigna Corp	-	25,898
		Ohio Pwr Co	-	25,857
		Devon Energy Corp New Unsecd	-	25,649
		JP Morgan Chase Coml Mtg Secs	-	25,514
		Fifth Third Bankcorp	-	25,481
		Federal Home Ln Mtg Corp	-	25,454
		Wachovia Bk Coml Mtg Tr Coml	-	25,280
		News Corp New	-	25,215
		Pacific Gas & Elec Co	-	25,169
		Directv Hldgs LLC / Directv Fing	-	25,163
		Santander Drive Auto Recvbl Tr	-	24,987
		Federal Natl Mtg Assn	-	24,708
		Rio Tinto Fin USA Ltd	-	24,385
		Abbvie Inc	-	24,358
		Cimarex Energy Co.	-	24,341
		Enterprise Prods Oper LLC	-	24,164
		Canadian Nat Res Ltd	-	23,894
		CNA Finl Corp	-	23,683
		Macys Retail Hldgs Inc	-	23,515

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Plains All Amern Pipeline LP	-	23,399
		SLC Student Ln Tr 2006-2	-	23,398
		Goldman Sachs Group Inc	-	23,283
		Williams Partners LP	-	23,081
		Encana Corp	-	23,032
		GE Coml Mtg Corp 2006-C1	-	22,970
		Cenovus Energy Inc Sr	-	22,794
		Royal Bk Scotland PLC	-	22,734
		Bear Stearns Coml Mtg Secs Inc	-	22,728
		Rogers Communications Inc	-	22,630
		EMC Corp	-	22,396
		Telefonica Emisiones S A U	-	22,347
		Chubb Corp	-	22,186
		Petro-CDA	-	21,983
		Continental Res Inc	-	21,709
		Federal Natl Mtg Assn	-	21,288
		Alexion Pharmaceuticals Inc	-	21,113
		Federal Natl Mtg Assn	-	20,864
		Express Scripts Hldg Co	-	20,613
		Federal Natl Mtg Assn	-	20,460
		Eastman Chem Co	-	20,264
		Scripps Networks Interactive Inc	-	19,626
		Federal Home Ln Mtg Corp	-	18,288
		Starwood Hotels & Resorts	-	18,016
		Procter & Gamble Co	-	17,841
		Federal Natl Mtg Assn	-	17,761
		Vertex Pharmaceuticals Inc	-	17,287
		21st Centy Fox Amer Inc	-	17,164
		Santander Drive Auto Receivables	-	17,150
		Bear Stearns Commercial Mtg Secs	-	16,815

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Federal Home Ln Mtg Corp	-	16,630
		Federal Home Ln Mtg Corp	-	16,161
		AT&T Inc	-	15,768
		Noble Hldg Intl Ltd	-	15,406
		3M Co	-	15,311
		Smart Trust	-	15,107
		Smart Abs Ser 2012-4US Tr	-	15,080
		Federal Natl Mtg Assn	-	14,509
		Federal Home Ln Mtg Corp	-	14,258
		Government Natl Mtg Assn	-	13,680
		L-3 Communications Hldgs Inc	-	13,588
		Federal Home Ln Mtg Corp	-	12,788
		Amazon Com Inc	-	11,773
		Nisource Fin Corp	-	11,104
		Americredit Automobile Receivabl	-	10,758
		McKesson Corp	-	10,547
		Hartford Finl Svcs Group Inc	-	10,300
		Federal Home Ln Mtg Corp	-	10,094
		Suntrust Bks Inc	-	9,407
		Keycorp Student Ln Tr	-	7,921
		Government Natl Mtg Assn	-	7,540
		Coca Cola Co	-	7,382
		Anthem Inc	-	7,000
		Lincoln Natl Corp Ind	-	6,312
		Federal Natl Mtg Assn	-	5,634
		Genuine Parts Co	-	5,554
		Intercontinental Exchange Inc	-	5,405
		Federal Natl Mtg Assn	-	5,399
		Avery Dennison Corp	-	4,978
		Aon PLC	-	3,544

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Salesforce Com Inc	-	3,055
		Government Natl Mtg Assn	-	2,770
		Federal Natl Mtg Assn	-	1,537
		Government Natl Mtg Assn	-	1,382
		Smart Abs Ser 2013-1US Tr	-	1,319
		Federal Home Ln Mtg Corp	-	400
*	Bank of America	BofA Temporary Overnight Deposit	-	98
				$ 20,872,839

* Indicates party-in-interest

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

For the Year Ended September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	United States Treas NTS DTD 8/15/14	6	$ 642,329	$ -	$ -	$ -
	United States Treas NTS DTD 8/15/14	4	$ -	$ 984,015	$ 968,513	$ 15,502
	United States Treas NT DTD 2/17/15	6	$ 1,368,848	$ -	$ -	$ -
	United States Treas NT DTD 2/17/15	1	$ -	$ 58,903	$ 59,857	$ (954)
	BofA Cash Reserves Capital Class	360	$ 7,795,790	$ -	$ -	$ -
	BofA Cash Reserves Capital Class	125	$ -	$ 6,503,958	$ 6,503,958	$ -
	Bank of America Temporary Overnight Deposit	160	$ 3,789,212	$ -	$ -	$ -
	Bank of America Temporary Overnight Deposit	152	$ -	$ 3,789,113	$ 3,789,113	$ -

See accompanying notes and report of independent auditors.

Swenson

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 10/01/2014 and ending 09/30/2015

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;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
Profit Sharing Plan for Employees of Stater Bros. Markets

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 03/31/1983

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

301 South Tippecanoe Avenue

San Bernardino CA 92408

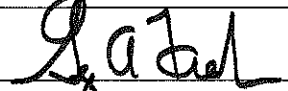
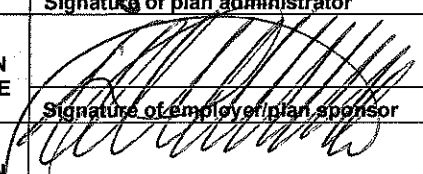
2b Employer Identification Number (EIN)
95-2586175

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

2d Business code (see instructions)
445110

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

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

SIGN HERE		6/9/16	George Frahm
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		6/9/16	David J. Harris
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor	**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**	932
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)**	912
a(2) Total number of active participants at the end of the plan year	**6a(2)**	918
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	21
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	940
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	940
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	940
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

For the Year Ended September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of Asset (including interest rate and maturity in case of a loan)	Number of transactions	Purchase price	Selling price	Cost of assets	Net gain/ (loss)
	United States Treas NTS DTD 8/15/14	6	$ 642,329	$ -	$ -	$ -
	United States Treas NTS DTD 8/15/14	4	$ -	$ 984,015	$ 968,513	$ 15,502
	United States Treas NT DTD 2/17/15	6	$ 1,368,848	$ -	$ -	$ -
	United States Treas NT DTD 2/17/15	1	$ -	$ 58,903	$ 59,857	$ (954)
	BofA Cash Reserves Capital Class	360	$ 7,795,790	$ -	$ -	$ -
	BofA Cash Reserves Capital Class	125	$ -	$ 6,503,958	$ 6,503,958	$ -
	Bank of America Temporary Overnight Deposit	160	$ 3,789,212	$ -	$ -	$ -
	Bank of America Temporary Overnight Deposit	152	$ -	$ 3,789,113	$ 3,789,113	$ -

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Glenmede Small Capitalization	$ -	$ 1,319,540
		United States Treas Nt	-	1,309,858
*	Bank of America	BofA Cash Reserves	-	986,860
		CMG Ultra Short Term Bond	-	755,561
		Scout Mid Cap Fund	-	724,972
		Columbia Mid Cap Index Fund	-	626,171
*	Bank of America	BofA Cash Reserves	-	448,612
		Federal Natl Mtg Assn	-	413,915
*	Bank of America	BofA Cash Reserves	-	361,791
		Federal Home Ln Mtg Corp	-	273,831
		Federal Home Ln Mtg Corp	-	242,029
		Apple Inc	-	230,527
		Federal Natl Mtg Assn	-	204,344
		Federal Home Ln Mtg Corp	-	141,508
		General Elec Co	-	113,086
		Johnson & Johnson	-	110,060
		Federal Natl Mtg Assn	-	109,737
		JP Morgan Chase & Co	-	106,210
		United States Treas Nt	-	104,689
		Government Natl Mtg Assn	-	102,157
		Ally Master Owner Tr	-	99,991
		Pfizer Inc	-	98,156
		General Elec Cap Corp	-	97,135
		Citigroup Coml Mtg Tr 2006-C5	-	92,324
		Verizon Communications Inc	-	90,240
		Home Depot Inc	-	89,389
		Government Natl Mtg Assn	-	89,360
		Intel Corp	-	80,926
		Nissan Auto Lease TR 2014-B	-	80,828
		LB-UBS CMBS TR	-	80,419

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Comcast Corp	-	79,689
		Cisco Sys Inc	-	79,590
		Comm 2006-C8 Mtg Tr	-	78,809
		Citigroup Inc	-	78,632
		Government Natl Mtg Assn	-	77,463
		Goldman Sachs Group Inc	-	76,454
		Altria Group Inc	-	75,562
		Mercedes-Benz Auto Lse Tr	-	75,072
		Government Natl Mtg Assn	-	74,704
		Wachovia Bk Coml Mtg Tr Coml	-	74,489
		Philip Morris Intl Inc	-	73,460
		Bear Stearns Cos Inc	-	72,770
		Cobalt CMBS Coml Mtg TR 2007-C2	-	72,591
		Wachovia Bk Coml Mtg Tr 2006-C24	-	71,836
		Oracle Corp	-	71,229
		Chevron Corp	-	70,834
		Quebec Prov Cda	-	70,749
		GM Finl Automobile Leasing TR 2015-2	-	70,200
		Ontario Prov Cda	-	70,139
		GM Finl Automobile Leasing TR 2015-1	-	70,061
		Capital Auto Receivables Asset	-	69,994
		Mastercard Inc	-	69,753
		Smart Abs Ser 2012-2US Tr	-	69,616
		CVS Health Corp	-	68,887
		Wal-Mart Stores Inc	-	68,147
		Microsoft Corp	-	67,319
		Government Natl Mtg Assn	-	65,580
		Mercedes-Benz Auto Lease Tr	-	65,001
		JP Morgan Chase Coml Mtg Secs	-	63,827
		Nova Scotia Prov CDA	-	63,353

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Morgan Stanley Cap I TR	-	63,274
		Lowes Cos Inc	-	63,062
		Unitedhealth Group Inc	-	62,993
		Morgan Stanley	-	62,855
		Government Natl Mtg Assn	-	62,709
		Boeing Co	-	61,285
		Smart Trust	-	60,194
		Santander Drive Auto Receivables	-	60,059
		CD 2007-CD5 Mtg Tr	-	59,720
		Simon Ppty Group Inc New	-	59,525
		United Parcel Svc Inc	-	58,326
		Conocophillips	-	56,065
		Citigroup Inc	-	55,267
		Kroger Co	-	54,394
		Metlife Inc	-	53,845
		Target Corp	-	53,567
		General Dynamics Corp	-	53,111
		Loews Corp	-	52,865
		Exxon Mobil Corp	-	52,863
		Federal Natl Mtg Assn	-	52,657
		Anheuser Busch Inbev Worldwide	-	52,628
		Nvidia Corp	-	51,518
		Verizon Communications Inc	-	51,199
		LB-UBS Coml Tr 2006-C6	-	51,176
		Valero Energy Corp New	-	51,145
		SLM Student Ln Tr 2012-6	-	51,092
		BP Cap Mkts P L C	-	51,060
		Abbott Labs	-	51,039
		Delta Air Lines Inc Del	-	50,838
		Public Svc Elec Gas Co Secd	-	50,773

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Electronic Arts Inc	-	50,609
		Government Natl Mtg Assn	-	50,498
		Pepsico Inc	-	50,248
		Carolina Pwr & Lt Co	-	50,171
		Americredit Auto Receivables	-	49,984
		Capital Auto Receivables Asset	-	49,950
		Bear Stearns Commercial Mtg Secs	-	49,939
		Ford Cr Floorplan Master Owner	-	49,890
		HSBC Hldgs Plc	-	49,829
		Wells Fargo & Co New	-	49,766
		Bank New York Inc	-	49,762
		Toronto Dominion Bk Unsecd Sr	-	49,742
		Cisco Sys Inc	-	49,656
		NBC Universal Media LLC	-	49,301
		Merck & Co Inc New	-	48,667
		Verisign Inc	-	48,545
		Public Svc Enterprise Group	-	48,147
		Lyondellbasell Industries NV	-	47,765
		Dr Pepper Snapple Inc	-	47,588
		Government Natl Mtg Assn	-	47,111
		Blackrock Inc	-	47,000
		Stryker Corp	-	46,862
		Best Buy Inc	-	46,808
		AT&T Inc	-	46,736
		Darden Restaurants Inc	-	46,196
		Prudential Finl Inc Medium	-	46,183
		Marathon Pete Corp	-	46,052
		Exelon Corp	-	45,708
		Federal Natl Mtg Assn	-	45,477
		Boeing Co	-	45,397

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Moodys Corp	-	45,172
		Amerisourcebergen Corp	-	45,120
		Government Natl Mtg Assn	-	45,039
		Santander Drive Auto Receivables	-	44,973
		Archer Daniels Midland Co	-	44,932
		PNC Finl Svcs Group Inc	-	44,846
		Oracle Corp	-	44,170
		Ace Ina Hldg Inc	-	44,052
		Cardinal Health Inc	-	43,941
		Mercedes-Benz Auto Lease Trust	-	43,659
		Ebay Inc	-	43,650
		Dentsply Intl Inc New	-	43,440
		Capital One Finl Corp	-	43,439
		JP Morgan Chase Coml Mtg Secs	-	43,249
		Metlife Inc	-	42,975
		General Growth Pptys Inc	-	42,954
		Price T Rowe Group Inc	-	42,882
		Red Hat Inc	-	42,481
		Merck & Co Inc	-	42,228
		Carnival Corp	-	41,897
		GE Equip Transn LLC Ser 2013-2	-	41,894
		Macerich Co	-	41,867
		Government Natl Mtg Assn	-	41,691
		Rockwell Automation Inc	-	41,501
		Federal Natl Mtg Assn	-	41,395
		Entergy Corp New	-	41,339
		Gilead Sciences Inc	-	40,847
		State Str Corp	-	40,810
		BB&T Corp Sr Medium Term NT	-	40,408
		U S Bancorp	-	40,358

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Visa Inc	-	40,333
		Google Inc	-	40,217
		Santander Drive Auto Receivables	-	39,985
		Transcanada Pipelines Ltd	-	39,980
		International Paper Co	-	39,906
		Unitedhealth Group Inc	-	39,852
		Bank Montreal Unsecd	-	39,851
		Caterpillar Finl Svcs Corp	-	39,851
		Shell Intl Fin B V	-	39,554
		Sempra Energy	-	39,226
		F5 Networks Inc	-	39,025
		Government Natl Mtg Assn	-	39,016
		Simon Ppty Group LP	-	38,814
		Apple Inc	-	38,767
		Dover Corp	-	38,597
		Conocophillips	-	38,087
		Diageo Cap Plc	-	38,021
		Government Natl Mtg Assn	-	37,660
		Detroit Edison Co	-	37,056
		Gamestop Corp	-	36,553
		Navient Corp	-	36,339
		Bard CR Inc	-	35,958
		Celgene Corp	-	35,912
		Pinnacle West Cap Corp	-	35,662
		United Technologies Corp	-	35,553
		Royal Bk CDA Unsecd Global	-	35,524
		National Rural Utils Coop Fin	-	35,379
		Federal Natl Mtg Assn	-	35,192
		Amgen Inc	-	35,103
		Halliburton Co	-	35,084

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Americredit Automobile Receivables Tr	-	35,048
		Yum Brands Inc	-	35,047
		Arizona Pub Svc Co Sr Unsecd Nt	-	34,965
		Wachovia Bk Coml Mtg Tr 2006-C24	-	34,911
		Transalta Corp	-	34,816
		Transocean Ltd	-	34,509
		Public Svc Co Colo 1st Mtg Secd	-	34,412
		Medtronic Inc	-	34,365
		EOG Res Inc	-	33,925
		Chevron Corp New	-	33,847
		Staples Inc	-	33,829
		Federal Home Ln Mtg Corp	-	33,783
		Equifax Inc	-	33,624
		Federal Natl Mtg Assn	-	33,594
		Wells Fargo & Co	-	33,583
		Conagra Foods Inc	-	33,581
		Wal-Mart Stores Inc	-	33,263
		Consolidated Edison Co Ny Inc	-	33,132
		JP Morgan Chase Coml Mtg Secs	-	32,944
		Mosaic Co	-	32,759
		Commonwealth Edison Co	-	32,693
		Berkshire Hathaway Inc Del	-	32,600
		L-3 Communications Corp	-	31,829
		Hewlett Packard Co	-	31,361
		CVS Caremark Corp	-	30,985
		GS Mtg Secs Tr	-	30,778
		Becton Dickinson & Co	-	30,541
		Wisconsin Energy Corp	-	30,470
		Pacificorp	-	30,465
		Prudential Finl Inc Medium	-	30,426

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		CSX Corp	-	30,370
		Dominion Res Inc Va New	-	30,338
		Federal Home Ln Mtg Corp	-	30,226
		Federal Home Ln Mtg Corp	-	30,151
		GE Equip Transn LLC Ser 2014-1	-	30,140
		LYB Intl Finance Bv	-	30,140
		PPL Cap Fdg Inc	-	30,045
		Burlington Northn Santa Fe LLC	-	30,042
		Thomson Reuters Corp Sr Unsecd	-	30,000
		Comerica Inc	-	29,963
		Government Natl Mtg Assn	-	29,854
		Federal Home Ln Mtg Corp	-	29,807
		Wachovia Bk Coml Mtg Tr 2006-C25	-	29,768
		Biogen Idec Inc	-	29,765
		Capital One Finl Corp	-	29,752
		Government Natl Mtg Assn	-	29,678
		Reed Elsevier Cap Inc Sr Unsecd	-	29,440
		Watson Pharmaceuticals Inc	-	29,256
		Kimco Rlty Corp	-	29,116
		McKesson Corp	-	29,079
		CMS Energy Corp	-	28,834
		Kinder Morgan Energy Partners	-	28,688
		C H Robinson Worldwide Inc	-	28,603
		Google Inc	-	28,596
		Government Natl Mtg Assn	-	28,288
		Facebook Inc	-	28,229
		Hartford Finl Svcs Group Inc	-	27,966
		Principal Finl Group Inc	-	27,647
		Federal Home Ln Mtg Corp	-	27,602
		Cardinal Health Inc	-	27,272

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Centurylink Inc	-	27,180
		Government Natl Mtg Assn	-	27,146
		Alleghany Corp Del	-	27,027
		Vale Overseas Ltd	-	26,458
		Disney Walt Co	-	26,368
		LB UBS Commercial Mtg Tr	-	26,276
		American Intl Group Inc	-	26,265
		Ford Mtr Co Del	-	26,068
		Anadarko Pete Corp	-	25,981
		Hasbro Inc	-	25,970
		Pepsico Inc	-	25,933
		Cigna Corp	-	25,898
		Ohio Pwr Co	-	25,857
		Devon Energy Corp New Unsecd	-	25,649
		JP Morgan Chase Coml Mtg Secs	-	25,514
		Fifth Third Bankcorp	-	25,481
		Federal Home Ln Mtg Corp	-	25,454
		Wachovia Bk Coml Mtg Tr Coml	-	25,280
		News Corp New	-	25,215
		Pacific Gas & Elec Co	-	25,169
		Directv Hldgs LLC / Directv Fing	-	25,163
		Santander Drive Auto Recvbl Tr	-	24,987
		Federal Natl Mtg Assn	-	24,708
		Rio Tinto Fin USA Ltd	-	24,385
		Abbvie Inc	-	24,358
		Cimarex Energy Co.	-	24,341
		Enterprise Prods Oper LLC	-	24,164
		Canadian Nat Res Ltd	-	23,894
		CNA Finl Corp	-	23,683
		Macys Retail Hldgs Inc	-	23,515

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Plains All Amern Pipeline LP	-	23,399
		SLC Student Ln Tr 2006-2	-	23,398
		Goldman Sachs Group Inc	-	23,283
		Williams Partners LP	-	23,081
		Encana Corp	-	23,032
		GE Coml Mtg Corp 2006-C1	-	22,970
		Cenovus Energy Inc Sr	-	22,794
		Royal Bk Scotland PLC	-	22,734
		Bear Stearns Coml Mtg Secs Inc	-	22,728
		Rogers Communications Inc	-	22,630
		EMC Corp	-	22,396
		Telefonica Emisiones S A U	-	22,347
		Chubb Corp	-	22,186
		Petro-CDA	-	21,983
		Continental Res Inc	-	21,709
		Federal Natl Mtg Assn	-	21,288
		Alexion Pharmaceuticals Inc	-	21,113
		Federal Natl Mtg Assn	-	20,864
		Express Scripts Hldg Co	-	20,613
		Federal Natl Mtg Assn	-	20,460
		Eastman Chem Co	-	20,264
		Scripps Networks Interactive Inc	-	19,626
		Federal Home Ln Mtg Corp	-	18,288
		Starwood Hotels & Resorts	-	18,016
		Procter & Gamble Co	-	17,841
		Federal Natl Mtg Assn	-	17,761
		Vertex Pharmaceuticals Inc	-	17,287
		21st Centy Fox Amer Inc	-	17,164
		Santander Drive Auto Receivables	-	17,150
		Bear Stearns Commercial Mtg Secs	-	16,815

See accompanying notes and report of independent auditors.

Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Federal Home Ln Mtg Corp	-	16,630
		Federal Home Ln Mtg Corp	-	16,161
		AT&T Inc	-	15,768
		Noble Hldg Intl Ltd	-	15,406
		3M Co	-	15,311
		Smart Trust	-	15,107
		Smart Abs Ser 2012-4US Tr	-	15,080
		Federal Natl Mtg Assn	-	14,509
		Federal Home Ln Mtg Corp	-	14,258
		Government Natl Mtg Assn	-	13,680
		L-3 Communications Hldgs Inc	-	13,588
		Federal Home Ln Mtg Corp	-	12,788
		Amazon Com Inc	-	11,773
		Nisource Fin Corp	-	11,104
		Americredit Automobile Receivabl	-	10,758
		McKesson Corp	-	10,547
		Hartford Finl Svcs Group Inc	-	10,300
		Federal Home Ln Mtg Corp	-	10,094
		Suntrust Bks Inc	-	9,407
		Keycorp Student Ln Tr	-	7,921
		Government Natl Mtg Assn	-	7,540
		Coca Cola Co	-	7,382
		Anthem Inc	-	7,000
		Lincoln Natl Corp Ind	-	6,312
		Federal Natl Mtg Assn	-	5,634
		Genuine Parts Co	-	5,554
		Intercontinental Exchange Inc	-	5,405
		Federal Natl Mtg Assn	-	5,399
		Avery Dennison Corp	-	4,978
		Aon PLC	-	3,544

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Swenson

PROFIT SHARING PLAN FOR EMPLOYEES OF STATER BROS. MARKET

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

September 30, 2015

Identification Number: 95-2586175
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
		Salesforce Com Inc	-	3,055
		Government Natl Mtg Assn	-	2,770
		Federal Natl Mtg Assn	-	1,537
		Government Natl Mtg Assn	-	1,382
		Smart Abs Ser 2013-1US Tr	-	1,319
		Federal Home Ln Mtg Corp	-	400
*	Bank of America	BofA Temporary Overnight Deposit	-	98
				$ 20,872,839

* Indicates party-in-interest

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