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

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016

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 (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
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.	05/26/2017	GEORGE FRAHM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number

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**	942
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)**	920
a(2) Total number of active participants at the end of the plan year	**6a(2)**	916
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	28
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	945
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**.	**6f**	946
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	943
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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.**	**2015** **This Form is Open to Public Inspection.**

For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016

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

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-2586175

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

BANK OF AMERICA

94-1687665

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

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

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

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

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

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

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

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

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

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

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

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

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

BANK OF AMERICA

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	15207	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: SWENSON CORPORATION	**b** EIN:	03-3030586
c	Position: AUDITOR		
d	Address: 10606 TRADEMARK PARKWAY N SUITE 203 RANCHO CUCAMONGA, CA 91730	**e** Telephone:	909-989-5867

Explanation: INTERNAL MANAGEMENT DECISION

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

2015

This Form is Open to Public Inspection

For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016

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)	63778	61433
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1797361	2907816
(2) U.S. Government securities	1c(2)	3331472	3900070
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	2562421	2725228
(B) All other	1c(3)(B)	1421137	1900720
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	4828845	3791563
(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)	3426243	2799761
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3505360	4024843

			(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	20936617	22111434
	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	20936617	22111434

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)	2430	
	(B) U.S. Government securities	2b(1)(B)	80273	
	(C) Corporate debt instruments	2b(1)(C)	147042	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	90895	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		320640
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	119441	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	25749	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		145190
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	27221163	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	27012491	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		208672
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	468295	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		468295

		(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)		328342
c Other income	2c		4832
d Total income. Add all **income** amounts in column (b) and enter total	2d		2975971
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1785947	
(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)		1785947
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)	15207	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		15207
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1801154
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1174817
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: SOREN MCADAM LLP **(2)** EIN: 77-0549163

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	N/A	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	N/A	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				
o Did the plan trust incur unrelated business taxable income?	4o				
p Were in-service distributions made during the plan year?	4p				

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

6a Name of trust

6b Trust's EIN

6c Name of trustee or custodian

6d Trustee's or custodian's telephone number

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

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A

22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

Profit Sharing Plan for Employees of Stater Bros. Markets

Financial Statements

and

Supplemental Schedules

with

Independent Auditors' Report

September 30, 2016 and 2015

Table of Contents

	Page
Independent Auditors' Report	1
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Supplemental Schedules	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	11
Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)	32
Schedule H, Line 4j – Schedule of Reportable Transactions	33

SorenMcAdam

Independent Auditors' Report

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Profit Sharing Plan for Employees of Stater Bros. Markets (the Plan), which comprise the statement of net assets available for benefits as of September 30, 2016, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' 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 3, which was certified by Bank of America, N.A., the Trustee of the Plan, except for comparing the 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 and for the year ended September 30, 2016, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion on the 2016 financial statements. Accordingly, we do not express an opinion on the 2016 financial statements referred to in the first paragraph.

2068 Orange Tree Lane, Suite 100, Redlands, CA 92374 909.798.2222 office 909.798.9772 fax SorenMcAdam.com

SorenMcAdam

Other Matter – Supplemental Schedules

The supplemental schedules on pages 11 through 34 as of and for the year ended September 30, 2016, are required by the DOL 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 referred to above.

Other Matter – 2015 Financial Statements

The financial statements of the Plan as of September 30, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Bank of America, N.A., the Trustee of the Plan. Their report, dated May 27, 2016, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations 2016

The form and content of the information included in the 2016 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 Rules and Regulations for Reporting and Disclosure under ERISA.

Soren McAdam LLP

Redlands, California
May 25, 2017

Profit Sharing Plan for Employees of Stater Bros. Markets

Statements of Net Assets Available for Benefits

	September 30,	
	2016	**2015**
ASSETS		
Investments	$ 22,050,001	$ 20,872,839
Accrued income	61,433	63,778
Net assets available for benefits	$ 22,111,434	$ 20,936,617

See accompanying notes to financial statements.

Profit Sharing Plan for Employees of Stater Bros. Markets

Statement of Changes in Net Assets Available for Benefits

Year Ended September 30, 2016

Employer contributions	$ 1,500,000
Investment income	
Interest income	325,802
Dividend income	257,920
Net appreciation in fair value of investments	889,811
Total investment income	1,473,533
Other income	2,438
Benefits paid to participants	(1,785,947)
Administrative expenses	(15,207)
Change in net assets available for benefits	1,174,817
Net assets available for benefits	
Balance, September 30, 2015	20,936,617
Balance, September 30, 2016	$ 22,111,434

See accompanying notes to financial statements.

Profit Sharing Plan for Employees of Stater Bros. Markets

Notes to Financial Statements

1. Description of the Plan

The following description of the Profit Sharing Plan for Employees of Stater Bros. Markets (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan providing benefits to all employees of Stater Bros. Markets (the Company) who have completed one year of service, are not governed by a collective bargaining agreement under which retirement benefits were the subject of good faith bargaining, are not a leased employee, and are not an independent contractor.

Contributions

Under the provisions of the Plan, the Company may make discretionary profit sharing contributions to the Plan as determined by the Board of Directors of the Company. All contributions are invested at the discretion of the Company. Participants must be employed on the last day of the Plan year to receive an allocation of the Company's profit sharing contribution. Company profit sharing contributions are allocated among eligible participants in the ratio which each eligible participant's annual compensation bears to the total compensation of all participants. For the year ended September 30, 2016, the Company made a discretionary profit sharing contribution of $1,500,000 to the Plan.

Participant Account

An account is maintained for each participant. The participant's account is credited with an allocation of the Company's profit sharing contributions and the Plan earnings and losses.

Vesting

Vesting in the Company's profit sharing contributions and earnings thereon is based on years of service. A year of service is given for each one year period of service with the Company. After two years of service, a participant becomes 20 percent vested. Each service year thereafter will increase the participant's vesting by 20 percent, with 100 percent vesting after six years.

Upon death, total disability, or attainment of normal retirement age, a participant becomes fully vested.

Investment Options

The Company directs the Company's profit sharing contributions to investment options offered by the Plan. These investment options are comprised of money market funds, mutual funds, U.S. Government securities, corporate bonds, corporate stock, asset backed securities, mortgage backed securities, real estate investment trusts, and other fixed income offered by Bank of America, N.A (BofA).

Forfeited Accounts

At September 30, 2016 and 2015, there were no forfeited nonvested accounts. These funds are available to pay plan administrative expenses or to be reallocated to eligible participants. During the year ended September 30, 2016, $10,466 of forfeited nonvested accounts was reallocated to eligible participants.

Profit Sharing Plan for Employees of Stater Bros. Markets

Notes to Financial Statements

1. Description of the Plan (Continued)

Payment of Benefits

Upon termination of service, death, disability, or retirement, a participant may elect to receive a lump-sum distribution of the value of the vested interest in the participant's account or may elect to receive monthly, quarterly, semi-annual, or annual installments over a period determined by the participant that is in accordance with respective rules and regulations. Participants with vested account balances equal to or less than $1,000 will receive an automatic lump-sum distribution of their vested account balance.

2. Summary of Accounting Policies

The preparation of these financial statements requires Plan management to make estimates and assumptions. Those estimates and assumptions affect the reported amounts of net assets available for benefits, net appreciation in fair value of investments, as well as disclosures of contingent assets and liabilities. Actual results could differ from those estimates. Plan management has considered events occurring through May 25, 2017 in its evaluation of the conditions on which estimates were based or for changes in conditions subsequent to the date of the statement of net assets available for benefits, which should be disclosed. The financial statements were available to be issued at this date.

Plan management also determines the accounting principles to be used in the preparation of financial statements. A description of the significant accounting policies employed in the preparation of these financial statements follows:

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Administrator determines the Plan's valuation policies utilizing information provided by the Trustee. See Note 4 for fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold, as well as investments held during the year.

Risks and Uncertainties

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

Payment of Benefits

Benefits are recorded when paid.

2. Summary of Accounting Policies (Continued)

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment related expenses are included in administrative expenses in the statement of changes in net assets available for benefits.

Reclassifications

Certain amounts for the prior year have been reclassified to conform to the financial statement presentation in the current year.

3. Information Certified by the Trustee (Unaudited)

At September 30, 2016 and 2015, the Plan's investments were held by the Trustee. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Trustee as complete and accurate in accordance with Section 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA).

	2016	2015
Investments		
Corporate bonds	$ 4,703,811	$ 3,983,558
U.S. Government securities	3,900,070	3,331,472
Corporate stock	3,791,564	4,828,845
Money market funds	2,907,816	1,797,361
Mutual funds	2,799,761	3,426,243
Asset backed securities	2,753,255	2,005,055
Mortgage backed securities	1,093,644	1,270,740
Real estate investment trusts	100,080	144,347
Other fixed income	–	85,218
Total investments	$ 22,050,001	$ 20,872,839
Accrued income	$ 61,433	$ 58,419
Investment income		
Interest income	$ 325,802	
Dividend income	257,920	
Net appreciation in fair value of investments	889,811	
Total investment income	$ 1,473,533	

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the Accounting Standards Codification Topic 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the valuation methodologies used at September 30, 2016 and 2015.

Money market funds: Valued at the historical cost, which represents fair value.

Mutual funds: Valued at the daily closing price as reported by the fund, which represents the net asset value (NAV) of shares held by the Plan at year end.

U.S. Government securities, asset backed securities, and mortgage backed securities: Valued at the closing price reported in the active or inactive market in which the individual securities are traded.

Corporate bonds: Certain corporate bonds are valued at the closing price reported in the inactive 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 stock: Valued at the closing price reported in the active market on which the individual securities are traded.

Other fixed income: Certain bonds are valued at the closing price reported in the inactive 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.

4. Fair Value Measurements (Continued)

Real estate investment trusts (REITs): Valued at the closing price reported in the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while Plan management 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 different fair value measurements at the reporting date.

The following table sets forth, by level within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2016:

	Level 1	Level 2	Level 3	Total
Corporate stock	$ 3,791,564	$ –	$ –	$ 3,791,564
Money market funds	2,907,816	–	–	2,907,816
Mutual funds	2,799,761	–	–	2,799,761
Real estate investment trusts	100,080	–	–	100,080
Corporate bonds	–	4,703,811	–	4,703,811
U.S. Government securities	1,633,303	2,266,767	–	3,900,070
Asset backed securities	–	2,753,255	–	2,753,255
Mortgage backed securities	–	1,093,644	–	1,093,644
Total investments at fair value	$ 11,232,524	$ 10,817,477	$ –	$ 22,050,001

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

	Level 1	Level 2	Level 3	Total
Corporate stock	$ 4,828,845	$ –	$ –	$ 4,828,845
Mutual funds	3,426,243	–	–	3,426,243
Money market funds	1,797,361	–	–	1,797,361
Real estate investment trusts	144,347	–	–	144,347
Corporate bonds	–	3,983,558	–	3,983,558
U.S. Government securities	–	3,331,472	–	3,331,472
Asset backed securities	–	2,005,055	–	2,005,055
Mortgage backed securities	–	1,270,740	–	1,270,740
Other fixed income	–	85,218	–	85,218
Total investments at fair value	$ 10,196,796	$ 10,676,043	$ –	$ 20,872,839

5. Related-Party and Party-in-Interest Transactions

The Plan invests in a money market fund managed by BofA. BofA acts as Trustee for only those investments as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Fees incurred by the Plan for investment management services are paid by the Plan. The Company directly pays any other fees related to the Plan's operations.

6. Tax Status

The Plan obtained a determination letter dated May 5, 2011, in which the Internal Revenue Service 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 determination letter. However, the Plan Trustee, Plan Administrator, and the Plan's tax counsel believe that the Plan is currently designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

7. Plan Termination

Although it has not expressed any intent to do so, the Company 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 would become 100 percent vested in the Company profit sharing contributions.

Supplemental Schedules

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Money market funds				
	Federated Funds	Federated Government Obligations Fund Premier Class	$ 1,996,816	$ 1,996,816
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	911,000	911,000
	Total money market funds		2,907,816	2,907,816
Mutual funds				
	Glenmede Investments	Glenmede Small Capitalization Equity Portfolio Institutional Class	1,116,696	1,140,478
	Scout Investments	Scout Mid Cap Fund	862,265	815,451
	Principal Investments	Principal Midcap Blend Fund Institutional Class	721,000	732,225
	Wells Fargo	Wells Fargo Special Small Cap Value Fund Institutional Class	110,000	111,607
	Total mututal funds		2,809,961	2,799,761
U.S. Government securities				
	Federal Home Loan Banks	$155,000 bond, 1.375% due 2/18/21	155,455	155,941
	Federal National Mortgage Association	$760,000 note, 2.625% due 9/6/24	789,431	813,603
	Federal Home Loan Mortgage Corp	$375,000 note, 2.375% due 1/13/22	395,684	394,890
	Federal Home Loan Mortgage Corp	$145,000 note, 1.000% due 3/8/17	145,361	145,333
	United States of America	$246,494 treasury note, 0.125% due 4/15/19	245,895	250,690
	United States of America	$225,000 treasury note, 1.250% due 1/31/20	227,575	227,075
	United States of America	$995,000 treasury note, 2.000% due 2/15/25	994,945	1,030,372
	United States of America	$125,000 treasury note, 1.625% due 5/15/26	126,182	125,166

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
U.S. Government securities (continued)				
	Federal Home Loan Mortgage Corp	$11,056.83 principal balance, pool #G13136, 4.500% due 5/1/23	11,719	11,795
	Federal Home Loan Mortgage Corp	$24,959.36 principal balance, pool #G14783, 3.500% due 10/1/26	26,340	26,386
	Federal Home Loan Mortgage Corp	$12,722.70 principal balance, pool #G14824, 4.000% due 6/1/26	13,339	13,501
	Federal Home Loan Mortgage Corp	$42,693.03 principal balance, pool #G18569, 3.000% due 9/1/30	44,526	44,860
	Federal Home Loan Mortgage Corp	$6,769.87 principal balance, pool #J04492, 5.000% due 3/1/22	7,169	6,954
	Federal Home Loan Mortgage Corp	$12,348.10 principal balance, pool #J07550, 5.000% due 4/1/23	12,460	13,262
	Federal Home Loan Mortgage Corp	$21,772.81 principal balance, pool #J16002, 4.000% due 7/1/26	23,106	23,110
	Federal Home Loan Mortgage Corp	$18,993.93 principal balance, pool #J16396, 3.000% due 8/1/26	19,914	19,958
	Federal Home Loan Mortgage Corp	$22,341.56 principal balance, pool #J16794, 3.000% due 10/1/26	23,389	23,475
	Federal National Mortgage Association	$23,443.77 principal balance, pool #AI5973, 3.500% due 10/1/26	24,729	24,736
	Federal National Mortgage Association	$25,261.63 principal balance, pool #AH4626, 3.500% due 2/1/26	26,777	26,649
	Federal National Mortgage Association	$14,586.45 principal balance, pool #AH5801, 3.500% due 2/1/26	15,439	15,374
	Federal National Mortgage Association	$23,902.55 principal balance, pool #AL6598, 3.500% due 4/1/30	25,146	25,216
	Federal National Mortgage Association	$21,998.57 principal balance, pool #AL8073, 3.500% due 10/1/30	23,379	23,194
	Federal National Mortgage Association	$15,954.71 principal balance, pool #AK0798, 3.500% due 1/1/27	16,797	16,842

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
U.S. Government securities (continued)				
	Federal National Mortgage Association	$27,848.53 principal balance, pool #AS6925, 3.000% due 4/1/31	29,034	29,264
	Federal National Mortgage Association	$32,418.98 principal balance, pool #AV5068, 3.500% due 2/1/29	34,394	34,173
	Federal National Mortgage Association	$37,188.76 principal balance, pool #AW9203, 3.500% due 8/1/29	39,176	39,230
	Federal National Mortgage Association	$69,668.88 principal balance, pool #BC0260, 3.000% due 2/1/31	72,989	73,207
	Federal National Mortgage Association	$91,952.41 principal balance, pool #BC4017, 3.000% due 3/1/31	96,320	96,589
	Federal National Mortgage Association	$89,443.62 principal balance, pool #BA2882, 3.000% due 11/1/30	93,832	94,017
	Federal National Mortgage Association	$34,922.79 principal balance, pool #889985, 5.500% due 11/1/23	37,984	38,244
	Federal National Mortgage Association	$10,466.15 principal balance, pool #890263, 4.000% due 11/1/25	11,173	11,172
	Federal National Mortgage Association	$3,716.21 principal balance, pool #949023, 6.000% due 8/1/22	3,787	3,959
	Federal National Mortgage Association	$4,470.14 principal balance, pool #987293, 5.500% due 7/1/23	4,471	4,790
	Federal National Mortgage Association	$16,108.36 principal balance, pool #AB3674, 3.500% due 10/1/26	16,962	17,043
	Total U.S. Government securities		3,834,879	3,900,070
Corporate bonds				
	AT&T Inc.	$50,000 par value senior unsecured note, call 4/30/22, 3.000% due 6/30/22	51,678	51,406
	AT&T Inc.	$40,000 par value senior unsecured global note, 3.800% due 3/15/22	41,637	42,844
	ACE INA Holdings Inc.	$40,000 par value guaranteed senior note, 5.800% due 3/15/18	47,570	42,621

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Aetna Inc.	$45,000 par value new senior unsecured note, call 4/15/23, 2.800% due 06/15/23	45,639	45,951
	Alleghany Corp Del	$25,000 par value senior unsecured note, 4.950% due 6/27/22	24,974	27,760
	American International Group Inc.	$40,000 par value senior unsecured note, 4.125% due 2/15/24	39,760	43,101
	Amgen Inc.	$40,000 par value senior unsecured note, call 2/22/24, 3.625% due 5/22/24	40,056	42,861
	Anheuser-Busch InBev Finance Inc.	$60,000 par value unsecured senior note, call 12/1/22, 3.300% due 2/1/23	62,223	63,331
	Apple Inc.	$55,000 par value senior unsecured note, 2.400% due 5/3/23	55,082	55,998
	Arizona Public Service Company	$45,000 par value senior unsecured note, call 12/15/19, 2.200% due 1/15/20	45,377	46,052
	BB&T Corp	$40,000 par value unsecured senior medium term note, 2.250% due 2/1/19	39,839	40,762
	Bank New York Inc.	$50,000 par value unsecured medium term senior note, variable rate due 5/22/18	49,985	50,050
	Bear Stearns Companies Inc.	$85,000 par value senior unsecured note, 7.250% due 2/1/18	98,773	91,282
	Becton Dickinson & Co	$30,000 par value senior unsecured note, call 9/15/24, 3.734% due 12/15/24	30,041	32,535
	Berkshire Hathaway Inc. Del	$60,000 par value unsecured senior note, call 1/15/23, 2.750% due 3/15/23	61,125	62,351
	Boeing Co	$25,000 par value note, 6.000% due 3/15/19	25,768	27,815
	Burlington Northern Santa Fe LLC	$30,000 par value senior unsecured note, call 12/1/23, 3.400% due 9/1/24	29,995	32,294
	CMS Energy Corp	$35,000 par value senior unsecured note, call 12/1/23, 3.875% due 3/1/24	37,469	38,191

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	CNA Financial Corp	$20,000 par value senior unsecured note, 7.350% due 11/15/19	24,329	23,059
	CSX Corp	$30,000 par value senior unsecured note, call 5/1/24, 3.400% due 8/1/24	29,993	32,159
	CVS Caremark Corp	$30,000 par value senior unsecured note, call 5/20/22, 3.500% due 7/20/22	30,139	32,112
	Capital One Financial Corp	$50,000 par value unsecured senior note, 3.500% due 6/15/23	50,178	52,125
	Cardinal Health Inc.	$25,000 par value senior unsecured note, 4.625% due 12/15/20	26,740	27,675
	Carolina Power & Light Company	$55,000 par value 1st mortgage, call 2/15/22, 2.800% due 05/15/22	55,694	57,824
	Caterpillar Financial Services Corp	$45,000 par value senior unsecured medium term note, 2.850% due 6/1/22	45,045	47,247
	Celanese US Holdings LLC	$25,000 par value senior unsecured note, 4.625% due 11/15/22	27,285	27,403
	Chevron Corp	$35,000 par value new senior unsecured note, call 9/5/22, 2.355% due 12/5/22	33,223	35,634
	Cisco Systems Inc.	$55,000 par value unsecured senior note, 2.200% due 2/28/21	56,161	56,275
	Citigroup Inc.	$85,000 par value senior unsecured note, 4.500% due 1/14/22	92,590	93,877
	Columbia Pipeline Group Inc.	$35,000 par value unsecured guaranteed senior global note, 4.500% due 6/1/25	38,171	38,016
	Comerica Inc.	$30,000 par value senior unsecured note, call 4/23/19, 2.125% due 5/23/19	30,078	30,257
	Commonwealth Edison Co	$30,000 par value 1st mortgage series 106, 6.150% due 9/15/17	34,185	31,356
	Conagra Foods Inc.	$40,000 par value unsecured senior note, call 10/25/22, 3.200% due 1/25/23	38,732	41,620

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Consolidated Edison Co of New York Inc.	$30,000 par value DEB, 5.850% due 4/1/18	29,987	32,030
	Detroit Edison Co	$35,000 par value 1st mortgage bond, call 7/1/20, 3.450% due 10/1/20	36,136	37,434
	Devon Energy Corp	$25,000 par value new unsecured senior note, call 4/15/21, 4.000% due 7/15/21	26,144	26,085
	Diageo Investment Corp	$35,000 par value guaranteed senior unsecured note, 2.875% due 5/11/22	34,874	36,726
	Dominion Resources Inc. VA	$40,000 par value new senior unsecured note, call 7/1/25, 3.900% due 10/1/25	40,214	43,036
	Duke Realty Limited Partnership	$35,000 par value new senior unsecured note, call 1/15/23, 3.625% due 4/15/23	34,663	36,700
	Eastman Chemical Co	$30,000 par value senior unsecured note, call 12/15/19, 2.700% due 1/15/20	30,844	30,772
	Enterprise Products Operating LLC	$25,000 par value senior unsecured note, call 12/15/22, 3.350% due 3/15/23	24,977	25,581
	Express Scripts Holding Co	$30,000 par value senior unsecured note, 3.900% due 2/15/22	32,041	32,370
	Fifth Third Bancorp	$35,000 par value senior note, 3.500% due 3/15/22	36,172	37,054
	General Electric Capital Corp	$110,000 par value senior unsecured medium term note, 3.100% due 1/9/23	114,909	116,861
	Goldman Sachs Group Inc.	$75,000 par value senior unsecured medium term note, 3.850% due 7/8/24	74,901	79,631
	Hartford Financial Services Group Inc.	$25,000 par value senior medium term note, 6.000% due 1/15/19	29,833	27,246
	Home Depot Inc.	$40,000 par value unsecured senior note, call 11/12/25, 3.000% due 4/1/26	40,855	42,317
	Kimco Realty Corp	$30,000 par value senior unsecured note, call 3/1/23, 3.125% due 6/1/23	28,943	30,841

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Kinder Morgan Energy Partners LP	$30,000 par value senior unsecured note, call 1/1/21, 3.500% due 3/1/21	29,848	30,976
	L-3 Communications Corp	$30,000 par value unsecured senior note, call 11/15/20, 4.950% due 2/15/21	29,875	33,109
	Loews Corp	$50,000 par value unsecured senior note, call 2/15/23, 2.625% due 5/15/23	46,825	50,463
	Macy's Retail Holdings Inc.	$25,000 par value senior unsecured note, 2.875% due 2/15/23	23,005	24,434
	Marathon Petroleum Corp	$30,000 par value senior unsecured note, call 11/15/20, 3.400% due 12/15/20	30,040	31,177
	McKesson Corp	$30,000 par value senior unsecured bond, call 9/15/22, 2.700% due 12/15/22	28,862	30,531
	Merck & Co Inc.	$50,000 par value new senior unsecured note, call 11/10/24, 2.750% due 2/10/25	49,918	51,813
	Metlife Inc.	$40,000 par value unsecured senior note series D, 4.368% due 9/15/23	41,003	44,327
	Morgan Stanley	$85,000 par value senior unsecured medium term note, 3.125% due 7/27/26	84,786	85,508
	National Rural Utilities Cooperative Finance Corp	$35,000 par value collateral trust bond, 3.050% due 2/15/22	34,880	36,871
	NBC Universal Media LLC	$45,000 par value unsecured senior note, 4.375% due 4/1/21	50,182	50,071
	Nisource Finance Corp	$10,000 par value note, 6.400% due 3/15/18	11,202	10,675
	Oracle Corp	$50,000 par value senior unsecured note, call 3/15/22, 2.500% due 5/15/22	49,508	51,324
	PNC Financial Services Group Inc.	$45,000 par value senior unsecured note step up 11/12, variable rate due 11/9/22	44,227	46,110
	PPL Capital Funding Inc.	$30,000 par value senior unsecured note, call 3/1/23, 3.400% due 6/1/23	28,909	31,685
	Pacific Gas & Electric Co	$35,000 par value senior unsecured note, call 3/15/23, 3.250% due 6/15/23	35,864	37,240

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Pacificorp	$30,000 par value 1st mortgage secured note, call 4/1/25, 3.350% due 7/1/25	29,962	32,298
	Pepsico Inc.	$50,000 par value unsecured senior note, 2.750% due 3/5/22	48,444	52,680
	Plains All American Pipeline LP / PPA Finance Corp	$25,000 par value senior unsecured note, call 9/9/14, 3.600% due 11/1/24	24,969	24,224
	Procter & Gamble Co	$50,000 par value senior unsecured note, 2.700% due 2/2/26	49,818	52,561
	Prudential Financial Inc.	$30,000 par value senior unsecured medium term note, 2.300% due 8/15/18	30,255	30,527
	Public Service Company of Colorado	$45,000 par value 1st mortgage secured note, call 12/15/24, 2.900% due 5/15/25	45,500	47,075
	Public Service Electric and Gas Co	$40,000 par value secured 1st mortgage 10 year medium term note, call 5/15/24, 3.150% due 8/15/24	39,928	42,377
	Reed Elsevier Capital Inc.	$30,000 par value senior unsecured guaranteed note, call 7/15/22, 3.125% due 10/15/22	28,174	30,749
	Regions Financial Corp	$40,000 par value new unsecured senior global note, call 1/8/21, 3.200% due 2/8/21	40,746	41,582
	Scripps Networks Interactive Inc.	$40,000 par value senior unsecured note, call 8/15/24, 3.900% due 11/15/24	39,168	42,016
	Sempra Energy	$40,000 par value senior unsecured note, call 7/1/22, 2.875% due 10/1/22	39,488	41,352
	Simon Property Group LP	$50,000 par value senior unsecured note, call 12/1/22, 2.750% due 2/1/23	49,462	51,249
	Southern California Edison Co.	$40,000 par value 1st mortgage bond, call 3/1/21, 3.875% due 6/1/21	43,080	43,791
	Southern Co	$45,000 par value unsecured senior note, call 5/1/23, 2.950% due 7/1/23	45,453	46,494

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	State Street Corp	$50,000 par value senior unsecured note, 3.700% due 11/20/23	52,012	54,764
	Target Corp	$40,000 par value senior unsecured note, 3.500% due 7/1/24	42,160	43,734
	21st Century Fox America, Inc.	$30,000 par value senior DEB, 7.250% due 5/18/18	34,083	32,759
	US Bancorp	$50,000 par value senior unsecured medium term note, 1.650% due 5/15/17	50,544	50,146
	United Technologies Corp	$45,000 par value note, 3.100% due 6/1/22	45,504	48,284
	UnitedHealth Group Inc.	$40,000 par value senior unsecured note, 2.875% due 3/15/23	39,506	41,725
	Verizon Communications Inc.	$50,000 par value senior unsecured note, 3.450% due 3/15/21	50,103	53,275
	Wal-Mart Stores Inc.	$50,000 par value senior unsecured note, call 1/11/23, 2.550% due 4/11/23	49,154	51,915
	Wells Fargo & Co	$60,000 par value new subordinated medium term senior note Series M, 3.450% due 2/13/23	59,924	61,871
	Williams Partners LP	$25,000 par value senior unsecured note, call 1/15/22, 3.600% due 3/15/22	24,886	25,434
	Wisconsin Energy Corp	$30,000 par value senior unsecured note, call 3/15/25, 3.550% due 6/15/25	29,822	32,206
	Actavis Funding SCS	$45,000 par value senior unsecured guaranteed note, call 1/15/22, 3.450% due 3/15/22	45,155	47,243
	BP Capital Markets PLC	$50,000 par value senior unsecured note United Kingdom, 3.814% due 2/10/24	50,875	53,985
	Bank Montreal	$50,000 par value unsecured medium term senior note, Canada, variable rate due 7/18/19	50,018	50,112

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Canadian National Resources Ltd	$35,000 par value senior unsecured note, Canada, 3.800% due 4/15/24	34,878	34,832
	Cenovus Energy Inc.	$25,000 par value senior unsecured note, call 5/15/22, Canada, 3.000% due 8/15/22	23,745	23,772
	Covidien International Finance SA	$50,000 par value unsecured guaranteed senior note, call 3/15/22, Luxemburg, 3.200% due 6/15/22	53,164	53,091
	HSBC Holdings PLC	$45,000 par value senior unsecured note, United Kingdom, 5.100% due 4/5/21	46,276	49,748
	LYB International Finance BV	$30,000 par value guaranteed senior unsecured note, Netherlands, 4.000% due 7/15/23	30,744	32,518
	Province of Nova Scotia	$60,000 par value bond, Canada, 5.125% due 1/26/17	68,114	60,774
	Province of Ontario	$75,000 par value senior unsecured bond, Canada, 2.450% due 6/29/22	76,058	77,864
	Petro-Canada	$30,000 par value unsecured bond, Canada, 6.050% due 5/15/18	34,187	32,056
	Province of Quebec	$75,000 par value bond, Canada, 4.625% due 5/14/18	79,726	79,286
	Rogers Communications Inc.	$30,000 par value guaranteed senior note, Canada, 6.800% due 8/15/18	34,692	32,879
	Royal Bank of Canada	$50,000 par value unsecured global medium term senior bank note, Canada, 2.200% due 7/27/18	50,512	50,703
	Shire Acquisition Investments Ireland DA	$30,000 par value senior unsecured note, call 7/23/23, Ireland, 2.875% due 9/23/23	30,058	30,145
	Telefonica Emisiones SAU	$20,000 par value guaranteed note, 5.462% due 2/16/21	21,656	22,711
	Thomson Reuters Corp	$30,000 par value senior unsecured note, call 6/29/24, Canada, 3.850% due 9/29/24	29,845	31,840

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Toronto-Dominion Bank	$55,000 par value unsecured senior medium term bank note, Canada, 1.950% due 1/22/19	55,274	55,635
	TransAlta Corp	$35,000 par value senior unsecured note, Canada, 1.900% due 6/3/17	35,115	35,025
	Vale Overseas Ltd	$30,000 par value guaranteed note, Cayman Islands, 4.375% due 1/11/22	29,529	29,662
	Total corporate bonds		4,585,727	4,703,811
Corporate stock				
	Michael Kors Holdings Ltd	Corporate stock	5,327	5,989
	Amazon.Com Inc.	Common stock	27,216	36,842
	Best Buy Inc.	Common stock	28,497	36,691
	Comcast Corp	New Class A common stock	46,613	65,013
	Darden Restaurants Inc.	Corporate stock	26,134	29,127
	Ford Motor Co Del	Common stock, par value $0.01	47,376	39,276
	Genuine Parts Co	Corporate stock	29,039	31,642
	Home Depot Inc.	Corporate stock	41,283	63,568
	Lowes Companies, Inc.	Corporate stock	23,851	32,206
	McDonalds Corp	Corporate stock	33,235	31,147
	News Corp	New Class A common stock	36,970	34,642
	Ross Stores Inc.	Corporate stock	35,285	36,394
	Urban Outfitters Inc.	Corporate stock	27,460	32,587
	Altria Group Inc.	Corporate stock	34,160	56,591
	Archer Daniels Midland Co	Corporate stock	15,012	14,422
	Coca Cola Co	Corporate stock	4,801	5,332
	Kroger Co	Corporate stock	27,434	33,420
	Pepsico Inc.	Corporate stock	43,415	46,336

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate stock (continued)				
	Philip Morris International Inc.	Corporate stock	55,328	62,901
	Procter & Gamble Co	Corporate stock	14,489	17,052
	Sysco Corp	Corporate stock	34,716	34,307
	Tyson Foods Inc.	Class A common stock	26,668	38,754
	Wal-Mart Stores Inc.	Corporate stock	61,096	55,749
	Walgreens Boots Alliance Inc.	Corporate stock	11,549	11,448
	Baker Hughes Inc.	Corporate stock	35,142	34,925
	Chevron Corp	Corporate stock	48,136	48,064
	ConocoPhillips	Corporate stock	57,688	44,687
	Exxon Mobil Corp	Corporate stock	46,645	48,004
	National Oilwell Varco Inc.	Corporate stock	8,084	9,442
	Noble Energy Inc.	Corporate stock	28,893	29,986
	Tesoro Corp	Corporate stock	16,157	15,832
	Valero Energy Corp New	Corporate stock	28,259	35,404
	Aflac Inc.	Corporate stock	32,499	38,091
	Berkshire Hathaway Inc. Del	New Class B common stock	23,692	25,138
	Blackrock Inc.	Class A common stock	18,277	19,210
	Cme Group Inc.	Corporate stock	6,583	6,480
	Citigroup Inc.	New common stock	60,016	61,446
	Discover Financial Services	Corporate stock	20,356	20,188
	Fifth Third Bancorp	Corporate stock	29,207	35,907
	JP Morgan Chase & Co	Corporate stock	47,527	55,003
	Marsh & Mclennan Cos Inc.	Corporate stock	28,526	34,970
	Navient Corp	Corporate stock	32,593	34,511
	T. Rowe Price Group Inc.	Corporate stock	36,771	31,388
	Principal Financial Group Inc.	Corporate stock	31,447	36,933

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate stock (continued)				
	Prudential Financial Inc.	Corporate stock	39,507	39,682
	S&P Global Inc.	Corporate stock	29,363	40,373
	Wells Fargo & Co	New common stock	13,768	13,151
	Aetna Inc.	New common stock	35,551	36,367
	Alexion Pharmaceuticals Inc.	Corporate stock	20,816	15,440
	AmerisourceBergen Corp	Corporate stock	32,772	31,343
	Amgen Inc.	Corporate stock	10,665	11,677
	Baxter International Inc.	Corporate stock	35,395	34,986
	Becton Dickinson & Co	Corporate stock	25,333	26,420
	Biogen Idec Inc.	Corporate stock	26,804	28,486
	Celgene Corp	Corporate stock	24,724	28,537
	Express Scripts Holding Co	Corporate stock	22,681	19,043
	Gilead Sciences Inc.	Corporate stock	10,839	12,422
	Hologic Inc.	Corporate stock	29,067	33,200
	Johnson & Johnson	Corporate stock	79,722	97,221
	McKesson Corp	Corporate stock	44,017	38,019
	Merck & Co Inc.	New common stock	55,894	68,152
	Pfizer Inc.	Corporate stock	64,291	73,566
	Vertex Pharmaceuticals Inc.	Corporate stock	18,344	18,401
	Zimmer Biomet Holdings Inc.	Corporate stock	3,962	4,031
	Eaton Corp PLC	Corporate stock	34,280	35,812
	Alaska Air Group Inc.	Corporate stock	8,078	9,089
	Boeing Co	Corporate stock	51,744	46,768
	Delta Air Lines Inc. Del	New common stock	34,578	30,032
	Emerson Electric Co	Corporate stock	36,526	36,358
	General Electric Co	Corporate stock	22,290	26,451

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate stock (continued)				
	Illinois Tool Works Inc.	Corporate stock	29,329	38,588
	Lockheed Martin Corp	Corporate stock	39,342	43,389
	Raytheon Co	New common stock	34,755	36,074
	United Continental Holdings Inc.	Corporate stock	26,139	23,926
	United Parcel Service Inc.	Class B common stock	33,058	36,417
	Waste Management Inc. Del	Corporate stock	33,022	31,689
	Adobe Systems Inc.	Corporate stock	36,059	41,788
	Alphabet Inc.	Class A common stock	95,584	111,764
	Apple Inc.	Corporate stock	96,385	141,652
	Applied Materials Inc.	Corporate stock	4,129	4,191
	Cisco Systems Inc.	Corporate stock	48,743	65,946
	Electronic Arts Inc.	Corporate stock	7,438	12,810
	Facebook Inc.	Class A common stock	69,960	93,252
	F5 Networks Inc.	Corporate stock	28,782	30,038
	Intel Corp	Corporate stock	26,692	31,106
	Mastercard Inc.	Class A common stock	38,835	54,956
	Microsoft Corp	Corporate stock	99,294	122,861
	NetApp Inc.	Corporate stock	5,867	6,018
	Oracle Corp	Corporate stock	4,736	4,517
	Qualcomm Inc.	Corporate stock	42,699	57,951
	Verisign Inc.	Corporate stock	21,367	30,592
	Visa Inc.	Class A common stock	31,648	38,290
	LyondellBasell Industries NV	Class A common stock	34,566	35,894
	Dow Chemical Co	Corporate stock	21,072	23,997
	Newmont Mining Corp	Corporate stock	18,258	17,798

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate stock (continued)				
	Nucor Corp	Corporate stock	32,070	31,598
	AT&T Inc.	Corporate stock	17,179	20,142
	CenturyLink Inc.	Corporate stock	36,268	31,819
	Verizon Communications Inc.	Corporate stock	55,657	60,089
	AES Corp	Corporate stock	24,989	30,519
	Centerpoint Energy Inc.	Corporate stock	31,039	32,150
	Entergy Corp	Corporate stock	32,669	34,452
	Pinnacle West Capital Corp	Corporate stock	23,447	24,545
	Public Service Enterprise Group	Corporate stock	15,472	18,674
	Total corporate stock		3,381,012	3,791,564
Asset backed securities				
	Ally Master Owner Trust	$100,000 par value asset backed note, series 2012-4, class A, 1.720% due 7/15/19	100,422	100,328
	Ally Master Owner Trust	$100,000 par value series 2012-5, class A, 1.540% due 9/16/19	100,332	100,361
	Ally Master Owner Trust	$60,000 par value 2014-5 asset backed note, class A-1, variable rate due 10/15/19	59,876	60,076
	Ally Master Owner Trust	$118,000 par value 2014-5 asset backed note, class A-2, 1.600% due 10/15/19	118,475	118,490
	Ally Auto Receivables Trust	$85,000 par value 2016-2 note, class A-3, 1.480% due 5/15/20	85,232	85,281
	AmeriCredit Auto Receivables Trust	$41,969.52 par value series 2014-3, class A3, 1.150% due 6/10/19	41,928	41,981
	AmeriCredit Automobile	$100,000 par value 2016-3 backed note, variable rate due 11/8/19	100,000	100,167

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Asset backed securities (continued)				
	AmeriCredit Auto Receivables Trust	$8,530.28 par value 2015-2 backed notes, class A-2-A, 0.830% due 9/10/18	8,530	8,529
	AmeriCredit Auto Receivables Trust	$33,009.40 par value 2015-4 Class A2A, 1.260% due 4/8/19	33,007	33,032
	AmeriCredit Auto Receivables Trust	$50,773.58 par value 2016-1 note, class A-2-A, 1.520% due 6/10/19	50,773	50,894
	AmeriCredit Auto Receivables Trust	$90,000 par value 2016-2 note, class A-2-A, 1.420% due 10/8/19	89,992	90,113
	Bear Stearns Commercial Mortgage Securities Trust	$8,269.08 par value series 2006 PW14 mortgage passthru CTF, 5.189% due 12/11/38	8,732	8,263
	Bear Stearns Commercial Mortgage Securities Trust	$42,648.87 par value 2007-TOP26 mortgage passthru, class A-4, 5.471% due 1/12/45	43,840	43,040
	CFCRE 2016-C4 Mortgage Trust	$23,588.45 par value mortgage passthru CTF, class A-1, 1.501% due 5/10/58	23,588	23,579
	COMM 2016-CCRE28 Mortgage Trust	$116,274.68 par value mortgage passthru CTF, class A-1, 1.770% due 2/10/49	117,110	116,992
	CNH Equipment Trust 2014-B	$51,006.66 par value note, class A-3, 0.910% due 5/15/19	50,933	50,966
	COMM 2014 CCRE18 Mortgage Trust	$33,328.49 par value mortgage passthru CTF, class A-1, 1.442% due 7/15/47	33,215	33,393
	Capital Auto Receivables Asset Trust	$75,000 par value 2016-2 asset backed note, class A-2B, variable rate due 1/20/19	75,000	75,196
	Capital Auto Receivables Asset Trust	$7,982.89 par value series 2014-3, class A2, 1.180% due 12/20/17	7,982	7,984
	Carmax Auto Owner Trust 2015-3	$22,833.74 par value asset backed note, class A-2, 1.100% due 11/15/18	22,788	22,847
	Cobalt CMBS Commercial Mortgage Trust 2007-C2	$87,803.31 par value commerical mortgage passthru CTF, class A-3, 5.484% due 4/15/47	92,791	88,522

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Asset backed securities (continued)				
	Ford Credit Floorplan Master Owner Trust A	$100,000 par value 2014-1 note, class A-1, 1.200% due 2/15/19	99,777	100,060
	Ford Credit Floorplan Master Owner Trust A	$50,000 par value 2014-1 note, class A-2, variable rate due 2/15/19	50,000	50,038
	Ford Credit Floorplan Master Owner Trust A	$50,000 par value 2016-4 note, class A, variable rate due 7/15/20	50,000	50,009
	Ford Credit Auto Owner Trust	$46,108.27 par value 2016-A note, class A-2A, 1.120% due 12/15/18	46,106	46,153
	GE Dealer Floorplan Master Note Trust	$75,000 par value series 2015-1, class A, variable rate due 1/20/20	73,969	74,959
	GM Financial Automobile Leasing Trust	$50,310.27 par value 2015-3 asset backed note, class A-2-A, 1.370% due 6/20/18	50,305	50,292
	GM Financial Automobile Leasing Trust	$41,040.91 par value 2015-2 note, class A-2A, 1.180% due 4/20/18	41,040	41,038
	GM Financial Automobile Leasing Trust	$100,000 par value 2015-2 note, class A-3, 1.680% due 12/20/18	100,418	100,452
	GM Financial Automobile Leasing Trust	$22,476.28 par value 2015-1 asset backed note, class A2, 1.100% due 12/20/17	22,475	22,482
	JP Morgan Chase Commerical Mortgage Securities Trust 2007 CIBC20	$7,513.80 par value mortgage passthru CTF, 5.688% due 2/12/51	7,928	7,549
	JP Morgan Chase Commerical Mortgage Securities Trust 2007-LDP12	$4,063.35 par value mortgage passthru CTF, 5.833% due 2/15/51	4,197	4,060
	JPMBB Commerical Mortgage Securities Trust 2014-C23	$54,261.24 par value commerical mortgage passthru CTF, class A1, 1.650% due 9/15/47	54,210	54,484
	Keycorp Student Loan Trust	$618.62 par value 1999-A asset backed note, class A-2, variable rate due 12/27/29	600	615
	LB-UBS CMBS Trust	$90,102.61 par value 2007-C7, class A3, 5.866% due 9/15/45	97,321	93,337

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Asset backed securities (continued)				
	Mercedes Benz Auto Lease Trust 2015-A	$33,757.19 par value asset backed CTF, class A-3, 1.100% due 8/15/17	33,752	33,766
	Morgan Stanley Capital I Trust	$81,132.61 par value 2007-TOP27 mortgage passthru CTF A-4, variable rate due 6/11/42	86,452	82,820
	SG Commercial Mortgage Securities Trust 2016-C5	$121,798.38 par value mortgage passthru CTF, class A-1, 1.345% due 10/10/48	121,798	121,261
	SLM Student Loan Trust 2012-6	$16,908.35 par value student loan backed note A-2, variable rate due 9/25/19	16,834	16,899
	Smart Trust	$60,000 par value series 2015-1US, class A3A, 1.500% due 9/14/18	59,997	59,853
	Santander Drive Auto Receivables Trust 2015-3	$2,176.95 par value note, class A-2A, 1.020% due 9/17/18	2,177	2,177
	Santander Drive Auto Receivables Trust 2015-4	$12,075.31 par value note, class A-2-A, 1.200% due 12/17/18	12,075	12,080
	Santander Drive Auto Receivables Trust 2015-5	$12,011.18 par value auto receivable note, class A-2A, 1.120% due 11/15/18	12,011	12,016
	Santander Drive Auto Receivables Trust 2016-2	$90,000 par value note, class A-2-A, 1.380% due 7/15/19	90,112	90,139
	SLM Student Loan Trust 2006-6	$84,151.88 par value note, class A 3 floating rate, variable rate due 10/27/25	82,449	82,911
	Smart ABS Series 2012-2US Trust	$16,579.92 par value note, class A-3B, variable rate due 2/14/18	16,580	16,602
	Wachovia Bank Commercial Mortgage Trust	$9,972.62 par value commerical mortgage passthrough certificate series 2006-A-1A, variable rate due 6/15/45	10,088	9,967
	Wachovia Bank Commercial Mortgage Trust	$42,897.90 par value commerical mortgage passthru CTF 2006-C29, class A-1, 5.297% due 11/15/48	46,139	42,948
	Wells Fargo Commercial Mortgage Trust 2012-LC5	$125,000 par value commerical mortgage passthru CTF, class A-2, 1.844% due 10/15/45	125,518	125,549

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Asset backed securities (continued)				
	Wells Fargo Commercial Mortgage Trust 2015-NX24	$87,990.31 par value mortgage passthru CTF, class A1, 1.889% due 12/15/48	88,829	88,705
	Total asset backed securities		2,767,703	2,753,255
Mortgage backed securities				
	Bear Stearns Commercial Mortgage Securities Trust	$17,229.17 par value mortgage passthru CTF, class A-4, 5.201% due 12/11/38	18,912	17,219
	Bear Stearns Commercial Mortgage Securities Trust 2007-PWR16	$46,326.74 par value mortgage passthru, class A-4, variable rate due 6/11/40	47,739	47,046
	CD 2007-CD5 Mortgage Trust	$52,239.44 par value commerical mortgage passthru CTF, class A-4, 5.886% due 11/15/44	55,989	53,552
	Federal Home Loan Mortgage Corp	$13,761.52 par value series 2622 CL PE, 4.500% due 5/15/18	14,439	14,099
	Federal National Mortgage Association	$13,890.32 par value series 2010-143, class B, 3.500% due 12/25/25	14,491	14,162
	Government National Mortgage Association	$21,280.41 par value series 2011-161, class A, 1.738% due 1/16/34	21,693	21,279
	Government National Mortgage Association	$11,212.51 par value series 2012-111, class AC, 2.211% due 4/16/47	11,582	11,229
	Government National Mortgage Association	$27,487.44 par value series 2012-142, class A, 1.105% due 5/16/37	27,764	27,065
	Government National Mortgage Association	$69,219.32 par value series 2012-58 pass thru securities, class A, 2.500% due 1/16/40	71,436	70,079
	Government National Mortgage Association	$27,318.58 par value series 2013-2, class AB, 1.600% due 12/16/42	27,871	27,258
	Government National Mortgage Association	$40,164.62 par value series 2013-12, class A, 1.410% due 10/16/42	40,698	39,706
	Government National Mortgage Association	$50,724.61 par value series 2013-33, class A, 1.061% due 7/16/38	50,489	49,384

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Mortgage backed securities (continued)				
	Government National Mortgage Association	$35,488.09 par value series 2013-17, class AH, 1.558% due 10/16/43	36,198	35,088
	Government National Mortgage Association	$60,871.67 par value series 2013-30, class A, 1.500% due 5/16/42	61,328	60,497
	Government National Mortgage Association	$63,482.57 par value series 2013-61, class A, 1.450% due 1/16/43	63,701	62,464
	Government National Mortgage Association	$87,091.13 par value series 2013-57, class A, 1.350% due 6/16/37	87,180	86,157
	Government National Mortgage Association	$56,058.65 par value series 2013-050, class AH, 2.100% due 6/16/39	56,793	56,096
	Government National Mortgage Association	$37,668.16 par value series 2013-078, class AB, 1.624% due 1/1/55	38,045	37,606
	Government National Mortgage Association	$79,190.05 par value series 2013-138, class A, 2.150% due 8/16/35	79,747	79,546
	Government National Mortgage Association	$22,981.98 par value series 2014-52, class A20, variable rate due 8/16/41	23,249	23,474
	Government National Mortgage Association	$82,121.46 par value series 2015-78, class A, 2.917% due 6/16/40	84,482	84,001
	Government National Mortgage Association	$114,327.95 par value series 2015-109, class A, 2.527% due 2/16/40	116,058	115,746
	JP Morgan Chase Commerical Mortgage Securities Trust 2007-LDP10	$23,454.46 par value mortgage passthru, class A3, 5.420% due 1/15/49	23,968	23,629
	Morgan Stanley Capital Trust I 2007-HQ11	$36,512.03 par value mortgage passthru CTF, class A-4, 5.447% due 2/12/44	37,972	36,567
	Wachovia Bank Commercial Mortgage Trust	$695.37 par value commercial mortgage passthru certified 2006-C26, class A3, 6.011% due 6/15/45	747	695
	Total mortgage backed securities		1,112,571	1,093,644

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Real estate investment trusts				
	American Tower Corp	Real estate investment trust class A common stock	38,615	38,759
	Digital Realty Trust Inc.	Real estate investment trust common stock	22,837	23,017
	Iron Mountain Inc.	Real estate investment trust common stock	4,440	4,241
	Public Storage Inc.	Real estate investment trust common stock	21,045	18,744
	Simon Property Group Inc.	Real estate investment trust common stock	13,872	15,319
	Total real estate investment trusts		100,809	100,080
Total investments			$ 21,500,478	$ 22,050,001

* A party-in-interest as defined by ERISA

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)

Year Ended September 30, 2016

(a) Identity of Issue, Borrower, Lessor, or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Bank Montreal	$10,000 par value unsecured medium term senior note, Canada, variable rate due 7/14/17	$ 9,996	$ 9,989
CMS Energy Corp	$10,000 par value senior note, 6.250% due 2/1/20	11,439	11,528
Cisco Systems Inc.	$50,000 par value senior unsecured note, 3.500% due 6/15/25	51,626	54,845
Eastman Chemical Co	$5,000 par value senior unsecured note, call 12/15/19, 2.700% due 1/15/20	5,142	5,137
Federal Home Loan Banks	$210,000 par value consolidated bond, 0.375% due 6/24/16	209,971	210,015
Federal National Mortgage Association	$120,000 par value note, 2.125% due 4/24/26	119,650	120,479
Federal National Mortgage Association	$110,000 par value note, 0.875% due 12/20/17	110,155	109,953
Federal National Mortgage Association	$210,000 par value unsecured note, 0.375% due 7/5/16	209,979	209,984
Federal National Mortgage Association	$60,000 par value medium term note, 2.375% due 1/13/22	61,781	62,999
Federal Home Loan Mortgage Corp	$240,000 par value reference note, 1.000% due 3/8/17	240,598	240,766
Microsoft Corp	$50,000 par value unsecured senior note, call 9/3/22, 2.650% due 11/3/22	50,384	49,886
Procter & Gamble Co	$10,000 par value senior unsecured note, 2.700% due 2/2/26	9,964	10,185
Toronto-Dominion Bank	$10,000 par value unsecured senior medium term bank note, Canada, 1.950% due 1/22/19	10,016	10,097

* A party-in-interest as defined by ERISA

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended September 30, 2016

	(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Series I – Single transactions in excess of 5% of Plan assets							
	Federated Funds	Federated Government Obligations Fund Premier Class	$ 1,500,000	$ –	$ 1,500,000	$ 1,500,000	$ –
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	1,500,000	–	1,500,000	1,500,000	–
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	–	1,500,000	1,500,000	1,500,000	–
Series III – Series of transactions in excess of 5% of Plan assets							
	Blackrock Liquidity Funds	TempFund Institutional Shares	1,218,265	–	1,218,265	1,218,265	–
	Blackrock Liquidity Funds	TempFund Institutional Shares	–	1,218,265	1,218,265	1,218,265	–
*	Bank of America, N.A.	Cash Reserves Capital Class Shares	2,981,123	–	2,981,123	2,981,123	–
*	Bank of America, N.A.	Cash Reserves Capital Class Shares	–	4,778,386	4,778,386	4,778,386	–
	Columbia Management Investment Advisors, LLC	CMG Ultra Short Term Bond Fund	400,000	–	400,000	400,000	–
	Columbia Management Investment Advisors, LLC	CMG Ultra Short Term Bond Fund	–	1,157,459	1,155,561	1,157,459	1,898
	Federated Funds	Federated Government Obligations Fund Premier Class	4,635,426	–	4,635,426	4,635,426	–
	Federated Funds	Federated Government Obligations Fund Premier Class	–	2,638,611	2,638,611	2,638,611	–

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended September 30, 2016

	(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Series III – Series of transactions in excess of 5% of Plan assets (Continued)							
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	$ 6,314,719	$ –	$ 6,314,719	$ 6,314,719	$ –
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	–	5,403,818	5,403,818	5,403,818	–

* A party-in-interest as defined by ERISA

There are no category (ii) or (iv) reportable transactions.

Columns for "Lease Rental" and "Expenses Incurred with Transactions" are not applicable.

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

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 10/01/2015 and ending 09/30/2016

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
- ☒ a single-employer plan;
- ☐ a DFE (specify) ____

B This return/report is:
- ☐ the first return/report;
- ☐ the final return/report;
- ☐ an amended return/report;
- ☐ a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 03/31/1983

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
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	Signature of plan administrator	Date 5/26/17	Enter name of individual signing as plan administrator: George Frahm
SIGN HERE	Signature of employer/plan sponsor	Date 5/26/17	Enter name of individual signing as employer or plan sponsor: David J. Harris
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)

Preparer's telephone number

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**	942
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)**	920
a(2) Total number of active participants at the end of the plan year	**6a(2)**	916
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	28
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	945
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f Total. Add lines **6d** and **6e**.	**6f**	946
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	943
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended September 30, 2016

	(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
	Series I – Single transactions in excess of 5% of Plan assets						
	Federated Funds	Federated Government Obligations Fund Premier Class	$ 1,500,000	$ –	$ 1,500,000	$ 1,500,000	$ –
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	1,500,000	–	1,500,000	1,500,000	–
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	–	1,500,000	1,500,000	1,500,000	–
	Series III – Series of transactions in excess of 5% of Plan assets						
	Blackrock Liquidity Funds	TempFund Institutional Shares	1,218,265	–	1,218,265	1,218,265	–
	Blackrock Liquidity Funds	TempFund Institutional Shares	–	1,218,265	1,218,265	1,218,265	–
*	Bank of America, N.A.	Cash Reserves Capital Class Shares	2,981,123	–	2,981,123	2,981,123	–
*	Bank of America, N.A.	Cash Reserves Capital Class Shares	–	4,778,386	4,778,386	4,778,386	–
	Columbia Management Investment Advisors, LLC	CMG Ultra Short Term Bond Fund	400,000	–	400,000	400,000	–
	Columbia Management Investment Advisors, LLC	CMG Ultra Short Term Bond Fund	–	1,157,459	1,155,561	1,157,459	1,898
	Federated Funds	Federated Government Obligations Fund Premier Class	4,635,426	–	4,635,426	4,635,426	–
	Federated Funds	Federated Government Obligations Fund Premier Class	–	2,638,611	2,638,611	2,638,611	–

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended September 30, 2016

	(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Series III – Series of transactions in excess of 5% of Plan assets (Continued)							
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	$ 6,314,719	$ –	$ 6,314,719	$ 6,314,719	$ –
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	–	5,403,818	5,403,818	5,403,818	–

* A party-in-interest as defined by ERISA

There are no category (ii) or (iv) reportable transactions.

Columns for "Lease Rental" and "Expenses Incurred with Transactions" are not applicable.

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)

Year Ended September 30, 2016

(a) Identity of Issue, Borrower, Lessor, or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Bank Montreal	$10,000 par value unsecured medium term senior note, Canada, variable rate due 7/14/17	$ 9,996	$ 9,989
CMS Energy Corp	$10,000 par value senior note, 6.250% due 2/1/20	11,439	11,528
Cisco Systems Inc.	$50,000 par value senior unsecured note, 3.500% due 6/15/25	51,626	54,845
Eastman Chemical Co	$5,000 par value senior unsecured note, call 12/15/19, 2.700% due 1/15/20	5,142	5,137
Federal Home Loan Banks	$210,000 par value consolidated bond, 0.375% due 6/24/16	209,971	210,015
Federal National Mortgage Association	$120,000 par value note, 2.125% due 4/24/26	119,650	120,479
Federal National Mortgage Association	$110,000 par value note, 0.875% due 12/20/17	110,155	109,953
Federal National Mortgage Association	$210,000 par value unsecured note, 0.375% due 7/5/16	209,979	209,984
Federal National Mortgage Association	$60,000 par value medium term note, 2.375% due 1/13/22	61,781	62,999
Federal Home Loan Mortgage Corp	$240,000 par value reference note, 1.000% due 3/8/17	240,598	240,766
Microsoft Corp	$50,000 par value unsecured senior note, call 9/3/22, 2.650% due 11/3/22	50,384	49,886
Procter & Gamble Co	$10,000 par value senior unsecured note, 2.700% due 2/2/26	9,964	10,185
Toronto-Dominion Bank	$10,000 par value unsecured senior medium term bank note, Canada, 1.950% due 1/22/19	10,016	10,097

* A party-in-interest as defined by ERISA

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Money market funds				
	Federated Funds	Federated Government Obligations Fund Premier Class	$ 1,996,816	$ 1,996,816
*	Bank of America, N.A.	Bank of America Temporary Overnight Deposit	911,000	911,000
	Total money market funds		2,907,816	2,907,816
Mutual funds				
	Glenmede Investments	Glenmede Small Capitalization Equity Portfolio Institutional Class	1,116,696	1,140,478
	Scout Investments	Scout Mid Cap Fund	862,265	815,451
	Principal Investments	Principal Midcap Blend Fund Institutional Class	721,000	732,225
	Wells Fargo	Wells Fargo Special Small Cap Value Fund Institutional Class	110,000	111,607
	Total mututal funds		2,809,961	2,799,761
U.S. Government securities				
	Federal Home Loan Banks	$155,000 bond, 1.375% due 2/18/21	155,455	155,941
	Federal National Mortgage Association	$760,000 note, 2.625% due 9/6/24	789,431	813,603
	Federal Home Loan Mortgage Corp	$375,000 note, 2.375% due 1/13/22	395,684	394,890
	Federal Home Loan Mortgage Corp	$145,000 note, 1.000% due 3/8/17	145,361	145,333
	United States of America	$246,494 treasury note, 0.125% due 4/15/19	245,895	250,690
	United States of America	$225,000 treasury note, 1.250% due 1/31/20	227,575	227,075
	United States of America	$995,000 treasury note, 2.000% due 2/15/25	994,945	1,030,372
	United States of America	$125,000 treasury note, 1.625% due 5/15/26	126,182	125,166

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
U.S. Government securities (continued)				
	Federal Home Loan Mortgage Corp	$11,056.83 principal balance, pool #G13136, 4.500% due 5/1/23	11,719	11,795
	Federal Home Loan Mortgage Corp	$24,959.36 principal balance, pool #G14783, 3.500% due 10/1/26	26,340	26,386
	Federal Home Loan Mortgage Corp	$12,722.70 principal balance, pool #G14824, 4.000% due 6/1/26	13,339	13,501
	Federal Home Loan Mortgage Corp	$42,693.03 principal balance, pool #G18569, 3.000% due 9/1/30	44,526	44,860
	Federal Home Loan Mortgage Corp	$6,769.87 principal balance, pool #J04492, 5.000% due 3/1/22	7,169	6,954
	Federal Home Loan Mortgage Corp	$12,348.10 principal balance, pool #J07550, 5.000% due 4/1/23	12,460	13,262
	Federal Home Loan Mortgage Corp	$21,772.81 principal balance, pool #J16002, 4.000% due 7/1/26	23,106	23,110
	Federal Home Loan Mortgage Corp	$18,993.93 principal balance, pool #J16396, 3.000% due 8/1/26	19,914	19,958
	Federal Home Loan Mortgage Corp	$22,341.56 principal balance, pool #J16794, 3.000% due 10/1/26	23,389	23,475
	Federal National Mortgage Association	$23,443.77 principal balance, pool #AI5973, 3.500% due 10/1/26	24,729	24,736
	Federal National Mortgage Association	$25,261.63 principal balance, pool #AH4626, 3.500% due 2/1/26	26,777	26,649
	Federal National Mortgage Association	$14,586.45 principal balance, pool #AH5801, 3.500% due 2/1/26	15,439	15,374
	Federal National Mortgage Association	$23,902.55 principal balance, pool #AL6598, 3.500% due 4/1/30	25,146	25,216
	Federal National Mortgage Association	$21,998.57 principal balance, pool #AL8073, 3.500% due 10/1/30	23,379	23,194
	Federal National Mortgage Association	$15,954.71 principal balance, pool #AK0798, 3.500% due 1/1/27	16,797	16,842

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
U.S. Government securities (continued)				
	Federal National Mortgage Association	$27,848.53 principal balance, pool #AS6925, 3.000% due 4/1/31	29,034	29,264
	Federal National Mortgage Association	$32,418.98 principal balance, pool #AV5068, 3.500% due 2/1/29	34,394	34,173
	Federal National Mortgage Association	$37,188.76 principal balance, pool #AW9203, 3.500% due 8/1/29	39,176	39,230
	Federal National Mortgage Association	$69,668.88 principal balance, pool #BC0260, 3.000% due 2/1/31	72,989	73,207
	Federal National Mortgage Association	$91,952.41 principal balance, pool #BC4017, 3.000% due 3/1/31	96,320	96,589
	Federal National Mortgage Association	$89,443.62 principal balance, pool #BA2882, 3.000% due 11/1/30	93,832	94,017
	Federal National Mortgage Association	$34,922.79 principal balance, pool #889985, 5.500% due 11/1/23	37,984	38,244
	Federal National Mortgage Association	$10,466.15 principal balance, pool #890263, 4.000% due 11/1/25	11,173	11,172
	Federal National Mortgage Association	$3,716.21 principal balance, pool #949023, 6.000% due 8/1/22	3,787	3,959
	Federal National Mortgage Association	$4,470.14 principal balance, pool #987293, 5.500% due 7/1/23	4,471	4,790
	Federal National Mortgage Association	$16,108.36 principal balance, pool #AB3674, 3.500% due 10/1/26	16,962	17,043
	Total U.S. Government securities		3,834,879	3,900,070
Corporate bonds				
	AT&T Inc.	$50,000 par value senior unsecured note, call 4/30/22, 3.000% due 6/30/22	51,678	51,406
	AT&T Inc.	$40,000 par value senior unsecured global note, 3.800% due 3/15/22	41,637	42,844
	ACE INA Holdings Inc.	$40,000 par value guaranteed senior note, 5.800% due 3/15/18	47,570	42,621

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Aetna Inc.	$45,000 par value new senior unsecured note, call 4/15/23, 2.800% due 06/15/23	45,639	45,951
	Alleghany Corp Del	$25,000 par value senior unsecured note, 4.950% due 6/27/22	24,974	27,760
	American International Group Inc.	$40,000 par value senior unsecured note, 4.125% due 2/15/24	39,760	43,101
	Amgen Inc.	$40,000 par value senior unsecured note, call 2/22/24, 3.625% due 5/22/24	40,056	42,861
	Anheuser-Busch InBev Finance Inc.	$60,000 par value unsecured senior note, call 12/1/22, 3.300% due 2/1/23	62,223	63,331
	Apple Inc.	$55,000 par value senior unsecured note, 2.400% due 5/3/23	55,082	55,998
	Arizona Public Service Company	$45,000 par value senior unsecured note, call 12/15/19, 2.200% due 1/15/20	45,377	46,052
	BB&T Corp	$40,000 par value unsecured senior medium term note, 2.250% due 2/1/19	39,839	40,762
	Bank New York Inc.	$50,000 par value unsecured medium term senior note, variable rate due 5/22/18	49,985	50,050
	Bear Stearns Companies Inc.	$85,000 par value senior unsecured note, 7.250% due 2/1/18	98,773	91,282
	Becton Dickinson & Co	$30,000 par value senior unsecured note, call 9/15/24, 3.734% due 12/15/24	30,041	32,535
	Berkshire Hathaway Inc. Del	$60,000 par value unsecured senior note, call 1/15/23, 2.750% due 3/15/23	61,125	62,351
	Boeing Co	$25,000 par value note, 6.000% due 3/15/19	25,768	27,815
	Burlington Northern Santa Fe LLC	$30,000 par value senior unsecured note, call 12/1/23, 3.400% due 9/1/24	29,995	32,294
	CMS Energy Corp	$35,000 par value senior unsecured note, call 12/1/23, 3.875% due 3/1/24	37,469	38,191

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	CNA Financial Corp	$20,000 par value senior unsecured note, 7.350% due 11/15/19	24,329	23,059
	CSX Corp	$30,000 par value senior unsecured note, call 5/1/24, 3.400% due 8/1/24	29,993	32,159
	CVS Caremark Corp	$30,000 par value senior unsecured note, call 5/20/22, 3.500% due 7/20/22	30,139	32,112
	Capital One Financial Corp	$50,000 par value unsecured senior note, 3.500% due 6/15/23	50,178	52,125
	Cardinal Health Inc.	$25,000 par value senior unsecured note, 4.625% due 12/15/20	26,740	27,675
	Carolina Power & Light Company	$55,000 par value 1st mortgage, call 2/15/22, 2.800% due 05/15/22	55,694	57,824
	Caterpillar Financial Services Corp	$45,000 par value senior unsecured medium term note, 2.850% due 6/1/22	45,045	47,247
	Celanese US Holdings LLC	$25,000 par value senior unsecured note, 4.625% due 11/15/22	27,285	27,403
	Chevron Corp	$35,000 par value new senior unsecured note, call 9/5/22, 2.355% due 12/5/22	33,223	35,634
	Cisco Systems Inc.	$55,000 par value unsecured senior note, 2.200% due 2/28/21	56,161	56,275
	Citigroup Inc.	$85,000 par value senior unsecured note, 4.500% due 1/14/22	92,590	93,877
	Columbia Pipeline Group Inc.	$35,000 par value unsecured guaranteed senior global note, 4.500% due 6/1/25	38,171	38,016
	Comerica Inc.	$30,000 par value senior unsecured note, call 4/23/19, 2.125% due 5/23/19	30,078	30,257
	Commonwealth Edison Co	$30,000 par value 1st mortgage series 106, 6.150% due 9/15/17	34,185	31,356
	Conagra Foods Inc.	$40,000 par value unsecured senior note, call 10/25/22, 3.200% due 1/25/23	38,732	41,620

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Consolidated Edison Co of New York Inc.	$30,000 par value DEB, 5.850% due 4/1/18	29,987	32,030
	Detroit Edison Co	$35,000 par value 1st mortgage bond, call 7/1/20, 3.450% due 10/1/20	36,136	37,434
	Devon Energy Corp	$25,000 par value new unsecured senior note, call 4/15/21, 4.000% due 7/15/21	26,144	26,085
	Diageo Investment Corp	$35,000 par value guaranteed senior unsecured note, 2.875% due 5/11/22	34,874	36,726
	Dominion Resources Inc. VA	$40,000 par value new senior unsecured note, call 7/1/25, 3.900% due 10/1/25	40,214	43,036
	Duke Realty Limited Partnership	$35,000 par value new senior unsecured note, call 1/15/23, 3.625% due 4/15/23	34,663	36,700
	Eastman Chemical Co	$30,000 par value senior unsecured note, call 12/15/19, 2.700% due 1/15/20	30,844	30,772
	Enterprise Products Operating LLC	$25,000 par value senior unsecured note, call 12/15/22, 3.350% due 3/15/23	24,977	25,581
	Express Scripts Holding Co	$30,000 par value senior unsecured note, 3.900% due 2/15/22	32,041	32,370
	Fifth Third Bancorp	$35,000 par value senior note, 3.500% due 3/15/22	36,172	37,054
	General Electric Capital Corp	$110,000 par value senior unsecured medium term note, 3.100% due 1/9/23	114,909	116,861
	Goldman Sachs Group Inc.	$75,000 par value senior unsecured medium term note, 3.850% due 7/8/24	74,901	79,631
	Hartford Financial Services Group Inc.	$25,000 par value senior medium term note, 6.000% due 1/15/19	29,833	27,246
	Home Depot Inc.	$40,000 par value unsecured senior note, call 11/12/25, 3.000% due 4/1/26	40,855	42,317
	Kimco Realty Corp	$30,000 par value senior unsecured note, call 3/1/23, 3.125% due 6/1/23	28,943	30,841

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Kinder Morgan Energy Partners LP	$30,000 par value senior unsecured note, call 1/1/21, 3.500% due 3/1/21	29,848	30,976
	L-3 Communications Corp	$30,000 par value unsecured senior note, call 11/15/20, 4.950% due 2/15/21	29,875	33,109
	Loews Corp	$50,000 par value unsecured senior note, call 2/15/23, 2.625% due 5/15/23	46,825	50,463
	Macy's Retail Holdings Inc.	$25,000 par value senior unsecured note, 2.875% due 2/15/23	23,005	24,434
	Marathon Petroleum Corp	$30,000 par value senior unsecured note, call 11/15/20, 3.400% due 12/15/20	30,040	31,177
	McKesson Corp	$30,000 par value senior unsecured bond, call 9/15/22, 2.700% due 12/15/22	28,862	30,531
	Merck & Co Inc.	$50,000 par value new senior unsecured note, call 11/10/24, 2.750% due 2/10/25	49,918	51,813
	Metlife Inc.	$40,000 par value unsecured senior note series D, 4.368% due 9/15/23	41,003	44,327
	Morgan Stanley	$85,000 par value senior unsecured medium term note, 3.125% due 7/27/26	84,786	85,508
	National Rural Utilities Cooperative Finance Corp	$35,000 par value collateral trust bond, 3.050% due 2/15/22	34,880	36,871
	NBC Universal Media LLC	$45,000 par value unsecured senior note, 4.375% due 4/1/21	50,182	50,071
	Nisource Finance Corp	$10,000 par value note, 6.400% due 3/15/18	11,202	10,675
	Oracle Corp	$50,000 par value senior unsecured note, call 3/15/22, 2.500% due 5/15/22	49,508	51,324
	PNC Financial Services Group Inc.	$45,000 par value senior unsecured note step up 11/12, variable rate due 11/9/22	44,227	46,110
	PPL Capital Funding Inc.	$30,000 par value senior unsecured note, call 3/1/23, 3.400% due 6/1/23	28,909	31,685
	Pacific Gas & Electric Co	$35,000 par value senior unsecured note, call 3/15/23, 3.250% due 6/15/23	35,864	37,240

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Pacificorp	$30,000 par value 1st mortgage secured note, call 4/1/25, 3.350% due 7/1/25	29,962	32,298
	Pepsico Inc.	$50,000 par value unsecured senior note, 2.750% due 3/5/22	48,444	52,680
	Plains All American Pipeline LP / PPA Finance Corp	$25,000 par value senior unsecured note, call 9/9/14, 3.600% due 11/1/24	24,969	24,224
	Procter & Gamble Co	$50,000 par value senior unsecured note, 2.700% due 2/2/26	49,818	52,561
	Prudential Financial Inc.	$30,000 par value senior unsecured medium term note, 2.300% due 8/15/18	30,255	30,527
	Public Service Company of Colorado	$45,000 par value 1st mortgage secured note, call 12/15/24, 2.900% due 5/15/25	45,500	47,075
	Public Service Electric and Gas Co	$40,000 par value secured 1st mortgage 10 year medium term note, call 5/15/24, 3.150% due 8/15/24	39,928	42,377
	Reed Elsevier Capital Inc.	$30,000 par value senior unsecured guaranteed note, call 7/15/22, 3.125% due 10/15/22	28,174	30,749
	Regions Financial Corp	$40,000 par value new unsecured senior global note, call 1/8/21, 3.200% due 2/8/21	40,746	41,582
	Scripps Networks Interactive Inc.	$40,000 par value senior unsecured note, call 8/15/24, 3.900% due 11/15/24	39,168	42,016
	Sempra Energy	$40,000 par value senior unsecured note, call 7/1/22, 2.875% due 10/1/22	39,488	41,352
	Simon Property Group LP	$50,000 par value senior unsecured note, call 12/1/22, 2.750% due 2/1/23	49,462	51,249
	Southern California Edison Co.	$40,000 par value 1st mortgage bond, call 3/1/21, 3.875% due 6/1/21	43,080	43,791
	Southern Co	$45,000 par value unsecured senior note, call 5/1/23, 2.950% due 7/1/23	45,453	46,494

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	State Street Corp	$50,000 par value senior unsecured note, 3.700% due 11/20/23	52,012	54,764
	Target Corp	$40,000 par value senior unsecured note, 3.500% due 7/1/24	42,160	43,734
	21st Century Fox America, Inc.	$30,000 par value senior DEB, 7.250% due 5/18/18	34,083	32,759
	US Bancorp	$50,000 par value senior unsecured medium term note, 1.650% due 5/15/17	50,544	50,146
	United Technologies Corp	$45,000 par value note, 3.100% due 6/1/22	45,504	48,284
	UnitedHealth Group Inc.	$40,000 par value senior unsecured note, 2.875% due 3/15/23	39,506	41,725
	Verizon Communications Inc.	$50,000 par value senior unsecured note, 3.450% due 3/15/21	50,103	53,275
	Wal-Mart Stores Inc.	$50,000 par value senior unsecured note, call 1/11/23, 2.550% due 4/11/23	49,154	51,915
	Wells Fargo & Co	$60,000 par value new subordinated medium term senior note Series M, 3.450% due 2/13/23	59,924	61,871
	Williams Partners LP	$25,000 par value senior unsecured note, call 1/15/22, 3.600% due 3/15/22	24,886	25,434
	Wisconsin Energy Corp	$30,000 par value senior unsecured note, call 3/15/25, 3.550% due 6/15/25	29,822	32,206
	Actavis Funding SCS	$45,000 par value senior unsecured guaranteed note, call 1/15/22, 3.450% due 3/15/22	45,155	47,243
	BP Capital Markets PLC	$50,000 par value senior unsecured note United Kingdom, 3.814% due 2/10/24	50,875	53,985
	Bank Montreal	$50,000 par value unsecured medium term senior note, Canada, variable rate due 7/18/19	50,018	50,112

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Canadian National Resources Ltd	$35,000 par value senior unsecured note, Canada, 3.800% due 4/15/24	34,878	34,832
	Cenovus Energy Inc.	$25,000 par value senior unsecured note, call 5/15/22, Canada, 3.000% due 8/15/22	23,745	23,772
	Covidien International Finance SA	$50,000 par value unsecured guaranteed senior note, call 3/15/22, Luxemburg, 3.200% due 6/15/22	53,164	53,091
	HSBC Holdings PLC	$45,000 par value senior unsecured note, United Kingdom, 5.100% due 4/5/21	46,276	49,748
	LYB International Finance BV	$30,000 par value guaranteed senior unsecured note, Netherlands, 4.000% due 7/15/23	30,744	32,518
	Province of Nova Scotia	$60,000 par value bond, Canada, 5.125% due 1/26/17	68,114	60,774
	Province of Ontario	$75,000 par value senior unsecured bond, Canada, 2.450% due 6/29/22	76,058	77,864
	Petro-Canada	$30,000 par value unsecured bond, Canada, 6.050% due 5/15/18	34,187	32,056
	Province of Quebec	$75,000 par value bond, Canada, 4.625% due 5/14/18	79,726	79,286
	Rogers Communications Inc.	$30,000 par value guaranteed senior note, Canada, 6.800% due 8/15/18	34,692	32,879
	Royal Bank of Canada	$50,000 par value unsecured global medium term senior bank note, Canada, 2.200% due 7/27/18	50,512	50,703
	Shire Acquisition Investments Ireland DA	$30,000 par value senior unsecured note, call 7/23/23, Ireland, 2.875% due 9/23/23	30,058	30,145
	Telefonica Emisiones SAU	$20,000 par value guaranteed note, 5.462% due 2/16/21	21,656	22,711
	Thomson Reuters Corp	$30,000 par value senior unsecured note, call 6/29/24, Canada, 3.850% due 9/29/24	29,845	31,840

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate bonds (continued)				
	Toronto-Dominion Bank	$55,000 par value unsecured senior medium term bank note, Canada, 1.950% due 1/22/19	55,274	55,635
	TransAlta Corp	$35,000 par value senior unsecured note, Canada, 1.900% due 6/3/17	35,115	35,025
	Vale Overseas Ltd	$30,000 par value guaranteed note, Cayman Islands, 4.375% due 1/11/22	29,529	29,662
	Total corporate bonds		4,585,727	4,703,811
Corporate stock				
	Michael Kors Holdings Ltd	Corporate stock	5,327	5,989
	Amazon.Com Inc.	Common stock	27,216	36,842
	Best Buy Inc.	Common stock	28,497	36,691
	Comcast Corp	New Class A common stock	46,613	65,013
	Darden Restaurants Inc.	Corporate stock	26,134	29,127
	Ford Motor Co Del	Common stock, par value $0.01	47,376	39,276
	Genuine Parts Co	Corporate stock	29,039	31,642
	Home Depot Inc.	Corporate stock	41,283	63,568
	Lowes Companies, Inc.	Corporate stock	23,851	32,206
	McDonalds Corp	Corporate stock	33,235	31,147
	News Corp	New Class A common stock	36,970	34,642
	Ross Stores Inc.	Corporate stock	35,285	36,394
	Urban Outfitters Inc.	Corporate stock	27,460	32,587
	Altria Group Inc.	Corporate stock	34,160	56,591
	Archer Daniels Midland Co	Corporate stock	15,012	14,422
	Coca Cola Co	Corporate stock	4,801	5,332
	Kroger Co	Corporate stock	27,434	33,420
	Pepsico Inc.	Corporate stock	43,415	46,336

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate stock (continued)				
	Philip Morris International Inc.	Corporate stock	55,328	62,901
	Procter & Gamble Co	Corporate stock	14,489	17,052
	Sysco Corp	Corporate stock	34,716	34,307
	Tyson Foods Inc.	Class A common stock	26,668	38,754
	Wal-Mart Stores Inc.	Corporate stock	61,096	55,749
	Walgreens Boots Alliance Inc.	Corporate stock	11,549	11,448
	Baker Hughes Inc.	Corporate stock	35,142	34,925
	Chevron Corp	Corporate stock	48,136	48,064
	ConocoPhillips	Corporate stock	57,688	44,687
	Exxon Mobil Corp	Corporate stock	46,645	48,004
	National Oilwell Varco Inc.	Corporate stock	8,084	9,442
	Noble Energy Inc.	Corporate stock	28,893	29,986
	Tesoro Corp	Corporate stock	16,157	15,832
	Valero Energy Corp New	Corporate stock	28,259	35,404
	Aflac Inc.	Corporate stock	32,499	38,091
	Berkshire Hathaway Inc. Del	New Class B common stock	23,692	25,138
	Blackrock Inc.	Class A common stock	18,277	19,210
	Cme Group Inc.	Corporate stock	6,583	6,480
	Citigroup Inc.	New common stock	60,016	61,446
	Discover Financial Services	Corporate stock	20,356	20,188
	Fifth Third Bancorp	Corporate stock	29,207	35,907
	JP Morgan Chase & Co	Corporate stock	47,527	55,003
	Marsh & Mclennan Cos Inc.	Corporate stock	28,526	34,970
	Navient Corp	Corporate stock	32,593	34,511
	T. Rowe Price Group Inc.	Corporate stock	36,771	31,388
	Principal Financial Group Inc.	Corporate stock	31,447	36,933

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate stock (continued)				
	Prudential Financial Inc.	Corporate stock	39,507	39,682
	S&P Global Inc.	Corporate stock	29,363	40,373
	Wells Fargo & Co	New common stock	13,768	13,151
	Aetna Inc.	New common stock	35,551	36,367
	Alexion Pharmaceuticals Inc.	Corporate stock	20,816	15,440
	AmerisourceBergen Corp	Corporate stock	32,772	31,343
	Amgen Inc.	Corporate stock	10,665	11,677
	Baxter International Inc.	Corporate stock	35,395	34,986
	Becton Dickinson & Co	Corporate stock	25,333	26,420
	Biogen Idec Inc.	Corporate stock	26,804	28,486
	Celgene Corp	Corporate stock	24,724	28,537
	Express Scripts Holding Co	Corporate stock	22,681	19,043
	Gilead Sciences Inc.	Corporate stock	10,839	12,422
	Hologic Inc.	Corporate stock	29,067	33,200
	Johnson & Johnson	Corporate stock	79,722	97,221
	McKesson Corp	Corporate stock	44,017	38,019
	Merck & Co Inc.	New common stock	55,894	68,152
	Pfizer Inc.	Corporate stock	64,291	73,566
	Vertex Pharmaceuticals Inc.	Corporate stock	18,344	18,401
	Zimmer Biomet Holdings Inc.	Corporate stock	3,962	4,031
	Eaton Corp PLC	Corporate stock	34,280	35,812
	Alaska Air Group Inc.	Corporate stock	8,078	9,089
	Boeing Co	Corporate stock	51,744	46,768
	Delta Air Lines Inc. Del	New common stock	34,578	30,032
	Emerson Electric Co	Corporate stock	36,526	36,358
	General Electric Co	Corporate stock	22,290	26,451

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate stock (continued)				
	Illinois Tool Works Inc.	Corporate stock	29,329	38,588
	Lockheed Martin Corp	Corporate stock	39,342	43,389
	Raytheon Co	New common stock	34,755	36,074
	United Continental Holdings Inc.	Corporate stock	26,139	23,926
	United Parcel Service Inc.	Class B common stock	33,058	36,417
	Waste Management Inc. Del	Corporate stock	33,022	31,689
	Adobe Systems Inc.	Corporate stock	36,059	41,788
	Alphabet Inc.	Class A common stock	95,584	111,764
	Apple Inc.	Corporate stock	96,385	141,652
	Applied Materials Inc.	Corporate stock	4,129	4,191
	Cisco Systems Inc.	Corporate stock	48,743	65,946
	Electronic Arts Inc.	Corporate stock	7,438	12,810
	Facebook Inc.	Class A common stock	69,960	93,252
	F5 Networks Inc.	Corporate stock	28,782	30,038
	Intel Corp	Corporate stock	26,692	31,106
	Mastercard Inc.	Class A common stock	38,835	54,956
	Microsoft Corp	Corporate stock	99,294	122,861
	NetApp Inc.	Corporate stock	5,867	6,018
	Oracle Corp	Corporate stock	4,736	4,517
	Qualcomm Inc.	Corporate stock	42,699	57,951
	Verisign Inc.	Corporate stock	21,367	30,592
	Visa Inc.	Class A common stock	31,648	38,290
	LyondellBasell Industries NV	Class A common stock	34,566	35,894
	Dow Chemical Co	Corporate stock	21,072	23,997
	Newmont Mining Corp	Corporate stock	18,258	17,798

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Corporate stock (continued)				
	Nucor Corp	Corporate stock	32,070	31,598
	AT&T Inc.	Corporate stock	17,179	20,142
	CenturyLink Inc.	Corporate stock	36,268	31,819
	Verizon Communications Inc.	Corporate stock	55,657	60,089
	AES Corp	Corporate stock	24,989	30,519
	Centerpoint Energy Inc.	Corporate stock	31,039	32,150
	Entergy Corp	Corporate stock	32,669	34,452
	Pinnacle West Capital Corp	Corporate stock	23,447	24,545
	Public Service Enterprise Group	Corporate stock	15,472	18,674
	Total corporate stock		3,381,012	3,791,564
Asset backed securities				
	Ally Master Owner Trust	$100,000 par value asset backed note, series 2012-4, class A, 1.720% due 7/15/19	100,422	100,328
	Ally Master Owner Trust	$100,000 par value series 2012-5, class A, 1.540% due 9/16/19	100,332	100,361
	Ally Master Owner Trust	$60,000 par value 2014-5 asset backed note, class A-1, variable rate due 10/15/19	59,876	60,076
	Ally Master Owner Trust	$118,000 par value 2014-5 asset backed note, class A-2, 1.600% due 10/15/19	118,475	118,490
	Ally Auto Receivables Trust	$85,000 par value 2016-2 note, class A-3, 1.480% due 5/15/20	85,232	85,281
	AmeriCredit Auto Receivables Trust	$41,969.52 par value series 2014-3, class A3, 1.150% due 6/10/19	41,928	41,981
	AmeriCredit Automobile	$100,000 par value 2016-3 backed note, variable rate due 11/8/19	100,000	100,167

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Asset backed securities (continued)				
	AmeriCredit Auto Receivables Trust	$8,530.28 par value 2015-2 backed notes, class A-2-A, 0.830% due 9/10/18	8,530	8,529
	AmeriCredit Auto Receivables Trust	$33,009.40 par value 2015-4 Class A2A, 1.260% due 4/8/19	33,007	33,032
	AmeriCredit Auto Receivables Trust	$50,773.58 par value 2016-1 note, class A-2-A, 1.520% due 6/10/19	50,773	50,894
	AmeriCredit Auto Receivables Trust	$90,000 par value 2016-2 note, class A-2-A, 1.420% due 10/8/19	89,992	90,113
	Bear Stearns Commercial Mortgage Securities Trust	$8,269.08 par value series 2006 PW14 mortgage passthru CTF, 5.189% due 12/11/38	8,732	8,263
	Bear Stearns Commercial Mortgage Securities Trust	$42,648.87 par value 2007-TOP26 mortgage passthru, class A-4, 5.471% due 1/12/45	43,840	43,040
	CFCRE 2016-C4 Mortgage Trust	$23,588.45 par value mortgage passthru CTF, class A-1, 1.501% due 5/10/58	23,588	23,579
	COMM 2016-CCRE28 Mortgage Trust	$116,274.68 par value mortgage passthru CTF, class A-1, 1.770% due 2/10/49	117,110	116,992
	CNH Equipment Trust 2014-B	$51,006.66 par value note, class A-3, 0.910% due 5/15/19	50,933	50,966
	COMM 2014 CCRE18 Mortgage Trust	$33,328.49 par value mortgage passthru CTF, class A-1, 1.442% due 7/15/47	33,215	33,393
	Capital Auto Receivables Asset Trust	$75,000 par value 2016-2 asset backed note, class A-2B, variable rate due 1/20/19	75,000	75,196
	Capital Auto Receivables Asset Trust	$7,982.89 par value series 2014-3, class A2, 1.180% due 12/20/17	7,982	7,984
	Carmax Auto Owner Trust 2015-3	$22,833.74 par value asset backed note, class A-2, 1.100% due 11/15/18	22,788	22,847
	Cobalt CMBS Commercial Mortgage Trust 2007-C2	$87,803.31 par value commerical mortgage passthru CTF, class A-3, 5.484% due 4/15/47	92,791	88,522

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Asset backed securities (continued)				
	Ford Credit Floorplan Master Owner Trust A	$100,000 par value 2014-1 note, class A-1, 1.200% due 2/15/19	99,777	100,060
	Ford Credit Floorplan Master Owner Trust A	$50,000 par value 2014-1 note, class A-2, variable rate due 2/15/19	50,000	50,038
	Ford Credit Floorplan Master Owner Trust A	$50,000 par value 2016-4 note, class A, variable rate due 7/15/20	50,000	50,009
	Ford Credit Auto Owner Trust	$46,108.27 par value 2016-A note, class A-2A, 1.120% due 12/15/18	46,106	46,153
	GE Dealer Floorplan Master Note Trust	$75,000 par value series 2015-1, class A, variable rate due 1/20/20	73,969	74,959
	GM Financial Automobile Leasing Trust	$50,310.27 par value 2015-3 asset backed note, class A-2-A, 1.370% due 6/20/18	50,305	50,292
	GM Financial Automobile Leasing Trust	$41,040.91 par value 2015-2 note, class A-2A, 1.180% due 4/20/18	41,040	41,038
	GM Financial Automobile Leasing Trust	$100,000 par value 2015-2 note, class A-3, 1.680% due 12/20/18	100,418	100,452
	GM Financial Automobile Leasing Trust	$22,476.28 par value 2015-1 asset backed note, class A2, 1.100% due 12/20/17	22,475	22,482
	JP Morgan Chase Commerical Mortgage Securities Trust 2007 CIBC20	$7,513.80 par value mortgage passthru CTF, 5.688% due 2/12/51	7,928	7,549
	JP Morgan Chase Commerical Mortgage Securities Trust 2007-LDP12	$4,063.35 par value mortgage passthru CTF, 5.833% due 2/15/51	4,197	4,060
	JPMBB Commerical Mortgage Securities Trust 2014-C23	$54,261.24 par value commerical mortgage passthru CTF, class A1, 1.650% due 9/15/47	54,210	54,484
	Keycorp Student Loan Trust	$618.62 par value 1999-A asset backed note, class A-2, variable rate due 12/27/29	600	615
	LB-UBS CMBS Trust	$90,102.61 par value 2007-C7, class A3, 5.866% due 9/15/45	97,321	93,337

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Asset backed securities (continued)				
	Mercedes Benz Auto Lease Trust 2015-A	$33,757.19 par value asset backed CTF, class A-3, 1.100% due 8/15/17	33,752	33,766
	Morgan Stanley Capital I Trust	$81,132.61 par value 2007-TOP27 mortgage passthru CTF A-4, variable rate due 6/11/42	86,452	82,820
	SG Commercial Mortgage Securities Trust 2016-C5	$121,798.38 par value mortgage passthru CTF, class A-1, 1.345% due 10/10/48	121,798	121,261
	SLM Student Loan Trust 2012-6	$16,908.35 par value student loan backed note A-2, variable rate due 9/25/19	16,834	16,899
	Smart Trust	$60,000 par value series 2015-1US, class A3A, 1.500% due 9/14/18	59,997	59,853
	Santander Drive Auto Receivables Trust 2015-3	$2,176.95 par value note, class A-2A, 1.020% due 9/17/18	2,177	2,177
	Santander Drive Auto Receivables Trust 2015-4	$12,075.31 par value note, class A-2-A, 1.200% due 12/17/18	12,075	12,080
	Santander Drive Auto Receivables Trust 2015-5	$12,011.18 par value auto receivable note, class A-2A, 1.120% due 11/15/18	12,011	12,016
	Santander Drive Auto Receivables Trust 2016-2	$90,000 par value note, class A-2-A, 1.380% due 7/15/19	90,112	90,139
	SLM Student Loan Trust 2006-6	$84,151.88 par value note, class A 3 floating rate, variable rate due 10/27/25	82,449	82,911
	Smart ABS Series 2012-2US Trust	$16,579.92 par value note, class A-3B, variable rate due 2/14/18	16,580	16,602
	Wachovia Bank Commercial Mortgage Trust	$9,972.62 par value commerical mortgage passthrough certificate series 2006-A-1A, variable rate due 6/15/45	10,088	9,967
	Wachovia Bank Commercial Mortgage Trust	$42,897.90 par value commerical mortgage passthru CTF 2006-C29, class A-1, 5.297% due 11/15/48	46,139	42,948
	Wells Fargo Commercial Mortgage Trust 2012-LC5	$125,000 par value commerical mortgage passthru CTF, class A-2, 1.844% due 10/15/45	125,518	125,549

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Asset backed securities (continued)				
	Wells Fargo Commercial Mortgage Trust 2015-NX24	$87,990.31 par value mortgage passthru CTF, class A1, 1.889% due 12/15/48	88,829	88,705
	Total asset backed securities		2,767,703	2,753,255
Mortgage backed securities				
	Bear Stearns Commercial Mortgage Securities Trust	$17,229.17 par value mortgage passthru CTF, class A-4, 5.201% due 12/11/38	18,912	17,219
	Bear Stearns Commercial Mortgage Securities Trust 2007-PWR16	$46,326.74 par value mortgage passthru, class A-4, variable rate due 6/11/40	47,739	47,046
	CD 2007-CD5 Mortgage Trust	$52,239.44 par value commerical mortgage passthru CTF, class A-4, 5.886% due 11/15/44	55,989	53,552
	Federal Home Loan Mortgage Corp	$13,761.52 par value series 2622 CL PE, 4.500% due 5/15/18	14,439	14,099
	Federal National Mortgage Association	$13,890.32 par value series 2010-143, class B, 3.500% due 12/25/25	14,491	14,162
	Government National Mortgage Association	$21,280.41 par value series 2011-161, class A, 1.738% due 1/16/34	21,693	21,279
	Government National Mortgage Association	$11,212.51 par value series 2012-111, class AC, 2.211% due 4/16/47	11,582	11,229
	Government National Mortgage Association	$27,487.44 par value series 2012-142, class A, 1.105% due 5/16/37	27,764	27,065
	Government National Mortgage Association	$69,219.32 par value series 2012-58 pass thru securities, class A, 2.500% due 1/16/40	71,436	70,079
	Government National Mortgage Association	$27,318.58 par value series 2013-2, class AB, 1.600% due 12/16/42	27,871	27,258
	Government National Mortgage Association	$40,164.62 par value series 2013-12, class A, 1.410% due 10/16/42	40,698	39,706
	Government National Mortgage Association	$50,724.61 par value series 2013-33, class A, 1.061% due 7/16/38	50,489	49,384

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Mortgage backed securities (continued)				
	Government National Mortgage Association	$35,488.09 par value series 2013-17, class AH, 1.558% due 10/16/43	36,198	35,088
	Government National Mortgage Association	$60,871.67 par value series 2013-30, class A, 1.500% due 5/16/42	61,328	60,497
	Government National Mortgage Association	$63,482.57 par value series 2013-61, class A, 1.450% due 1/16/43	63,701	62,464
	Government National Mortgage Association	$87,091.13 par value series 2013-57, class A, 1.350% due 6/16/37	87,180	86,157
	Government National Mortgage Association	$56,058.65 par value series 2013-050, class AH, 2.100% due 6/16/39	56,793	56,096
	Government National Mortgage Association	$37,668.16 par value series 2013-078, class AB, 1.624% due 1/1/55	38,045	37,606
	Government National Mortgage Association	$79,190.05 par value series 2013-138, class A, 2.150% due 8/16/35	79,747	79,546
	Government National Mortgage Association	$22,981.98 par value series 2014-52, class A20, variable rate due 8/16/41	23,249	23,474
	Government National Mortgage Association	$82,121.46 par value series 2015-78, class A, 2.917% due 6/16/40	84,482	84,001
	Government National Mortgage Association	$114,327.95 par value series 2015-109, class A, 2.527% due 2/16/40	116,058	115,746
	JP Morgan Chase Commerical Mortgage Securities Trust 2007-LDP10	$23,454.46 par value mortgage passthru, class A3, 5.420% due 1/15/49	23,968	23,629
	Morgan Stanley Capital Trust I 2007-HQ11	$36,512.03 par value mortgage passthru CTF, class A-4, 5.447% due 2/12/44	37,972	36,567
	Wachovia Bank Commercial Mortgage Trust	$695.37 par value commercial mortgage passthru certified 2006-C26, class A3, 6.011% due 6/15/45	747	695
	Total mortgage backed securities		1,112,571	1,093,644

Profit Sharing Plan for Employees of Stater Bros. Markets

EIN # 95-2586175 Plan 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Real estate investment trusts				
	American Tower Corp	Real estate investment trust class A common stock	38,615	38,759
	Digital Realty Trust Inc.	Real estate investment trust common stock	22,837	23,017
	Iron Mountain Inc.	Real estate investment trust common stock	4,440	4,241
	Public Storage Inc.	Real estate investment trust common stock	21,045	18,744
	Simon Property Group Inc.	Real estate investment trust common stock	13,872	15,319
	Total real estate investment trusts		100,809	100,080
Total investments			$ 21,500,478	$ 22,050,001

* A party-in-interest as defined by ERISA