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 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

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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.)
- [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. . . . . ▶ [X]

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
THE SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/2010

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)
SAVE MART SUPERMARKETS

1800 STANDIFORD AVENUE
MODESTO, CA 95350

2b Employer Identification Number (EIN) 94-1245496

2c Plan Sponsor's telephone number 209-548-6541

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.	10/11/2017	PAULA NICHOLS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2017	JEROLD OLSON
	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**	7878
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)**	6576
a(2) Total number of active participants at the end of the plan year	**6a(2)**	6194
b Retired or separated participants receiving benefits	**6b**	65
c Other retired or separated participants entitled to future benefits	**6c**	1623
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	7882
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	10
f Total. Add lines **6d** and **6e**.	**6f**	7892
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	7804
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	64
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2H 2J 2K 2S 2T

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) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
THE SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SAVE MART SUPERMARKETS

D Employer Identification Number (EIN)
94-1245496

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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(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)

THE VANGUARD GROUP, INC.

23-1945930

(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?
15 16 25 26 37 52	NONE	528874	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
THE SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SAVE MART SUPERMARKETS

D Employer Identification Number (EIN)
94-1245496

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

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2186884-022	C	52064605

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
THE SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SAVE MART SUPERMARKETS

D Employer Identification Number (EIN)
94-1245496

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)	117837	0
(2) Participant contributions	1b(2)	422025	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(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)	18008798	17069624
(9) Value of interest in common/collective trusts	1c(9)	43057048	52064605
(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)	673530895	723665023
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(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	735136603	792799252
	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	735136603	792799252

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)	17821169	
	(B) Participants	2a(1)(B)	24442520	
	(C) Others (including rollovers)	2a(1)(C)	3066895	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		45330584
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	1079416	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1079416
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	20823634	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		20823634
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		899268
(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)		36346924
c Other income	2c		14782
d Total income. Add all **income** amounts in column (b) and enter total	2d		104494608
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	45887450	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	200	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		45887650
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		450965
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	493344	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		493344
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		46831959
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		57662649
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CAMPBELL TAYLOR & COMPANY **(2)** EIN: 68-0251243

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
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	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

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 sections 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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
THE SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SAVE MART SUPERMARKETS

D Employer Identification Number (EIN)
94-1245496

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**

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): 23-2186884

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? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

Financial Statements and
Independent Auditor's Report of

SAVE MART SUPERMARKETS
RETIREMENT SAVINGS PLAN

December 31, 2016 and 2015

SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

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CTC CAMPBELL TAYLOR & COMPANY ♦ An Accountancy Corporation
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Committee
Save Mart Supermarkets Retirement Savings Plan
Modesto, California

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Save Mart Supermarkets Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company, 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 years ended December 31, 2016 and 2015 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. Accordingly, we do not express an opinion on these financial statements.

Other Matter
The supplemental schedule of assets held at end of year as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Campbell Taylor & Company
An Accountancy Corporation

Roseville, California
October 3, 2017

SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2016 and 2015

	2016	2015
ASSETS		
Investments, participant directed, at fair value	$ 775,729,628	$ 716,587,943
Receivables:		
Employer contributions receivable	7,243,928	7,587,709
Employee contributions receivable	-	422,025
Notes receivable from participants	18,691,733	19,372,191
Total receivables	25,935,661	27,381,925
Total assets	801,665,289	743,969,868
NET ASSETS AVAILABLE FOR BENEFITS	$ 801,665,289	$ 743,969,868

The accompanying notes are an integral part of these financial statements.

SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2016 and 2015

	2016	2015
ADDITIONS TO NET ASSETS		
Investment income:		
Net realized and unrealized appreciation (depreciation) in fair value of investments	$ 36,346,925	$ (20,818,374)
Interest and dividends	21,722,902	25,602,286
Total investment income	58,069,827	4,783,912
Contributions:		
Employer contributions	17,595,225	13,668,529
Employee contributions	24,442,520	18,416,789
Rollover contributions	3,066,895	1,263,426
Total contributions	45,104,640	33,348,744
Interest income, notes receivable from participants	1,079,416	733,574
Other additions	14,782	31,798
Total additions	104,268,665	38,898,028
DEDUCTIONS FROM NET ASSETS		
Benefits paid to participants	46,079,899	51,339,939
Administrative expenses	493,345	403,686
Total deductions	46,573,244	51,743,625
Net increase (decrease) before transfers	57,695,421	(12,845,597)
TRANSFERS		
Transfers in	-	202,430,242
Transfers out	-	(316,042)
Net transfers	-	202,114,200
Net increase	57,695,421	189,268,603
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	743,969,868	554,701,265
End of year	$ 801,665,289	$ 743,969,868

The accompanying notes are an integral part of these financial statements.

NOTE 1: DESCRIPTION OF PLAN

The following description of the Save Mart Supermarkets Retirement Savings Plan (the "Plan") provides only summarized general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, formerly the Save Mart Supermarkets 401(k) Company Match Plan, established January 1, 2010, was spun off from the Save Mart Supermarkets 401(k) Plan (the "401(k) Plan") and the Save Mart Supermarkets Retirement Plan (the "Retirement Plan"). The 401(k) Plan was first established in 1960 and the Retirement Plan was established in 1982; both the 401(k) Plan and the Retirement Plan were amended and restated effective January 1, 2006. The Plan is a qualified defined contribution plan covering all eligible employees of the Plan Sponsor, Save Mart Supermarkets, who have attained the age of 18. There is no service requirement in order to participate for elective salary deferral contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). A committee appointed by the Board of Directors of the Plan Sponsor acts as the Plan administrator. Vanguard Fiduciary Trust Company acts as the Plan trustee.

The Plan was amended and restated effective September 25, 2015 in connection with the merger of the 401(k) Plan into the Plan. The Plan was again amended and restated effective October 21, 2016 to allow for a health benefit profit sharing contribution and to remove the six month service eligibility requirement for participation.

Plan Year

The Plan year begins January 1 and ends December 31.

Contributions

The Plan allows for the following types of contributions:

- *Employee Salary Deferral 401(k) Contributions*
  The Plan includes an elective salary deferral arrangement pursuant to Section 401(k) of the Internal Revenue Code (the "Code"). Employees may voluntarily contribute from 1% to 50% of their eligible wages, subject to various nondiscrimination tests and limitations prescribed by the Code. The Plan has an automatic enrollment feature. All non-union employees are automatically enrolled on the first day of the pay period beginning on or after the date in which the employee satisfies the eligibility requirements. The automatic enrollment salary deferral contribution rate is 5% and increases 1% on January 1 of each year up to 10%. Employees may affirmatively opt out of automatic enrollment and/or automatic salary deferral increases. Union employees are excluded from automatic enrollment and auto-escalation. Effective October 9, 2015, participants were eligible to make Roth elective deferral contributions.

- *Employer Safe Harbor Matching Contributions*
  The Plan Sponsor makes a matching contribution equal to 100% of the amount of salary deferrals that do not exceed 3% of the participant's eligible compensation and 50% of the amount of salary deferrals that exceed 3% of compensation but do not exceed 5% of compensation. Union employees are not eligible for employer safe harbor matching contributions.

- *Employer Base Annual Contributions*
  The Plan Sponsor shall contribute an amount to each eligible employee equal to 2% of the first $40,000 of the employee's compensation. Union employees are not eligible for employer base annual contributions. Employees must be employed on the last day of the Plan year to be eligible to receive a base annual contribution.

NOTE 1: **DESCRIPTION OF PLAN (Continued)**

- *Employer Age and Service Contributions*
  The Plan Sponsor shall contribute an amount to each eligible employee using a formula outlined in the Plan document. The amount of the contribution is equal to the employee's eligible compensation multiplied by a ratio which incorporates age and years of service. Employees must be employed on the last day of the Plan year and have at least ten years of service to receive an age and service contribution. Union employees are not eligible for an employer age and service contribution.

- *Employer Health Benefit Contribution*
  Beginning in the Plan year ending December 31, 2016, the Plan Sponsor shall contribute $2,000 to all non-union employees hired prior to October 1, 2015. In addition, for the 2016 Plan year, the employer made a one-time tiered contribution to non-union employees hired prior to October 1, 2015 that are not considered eligible to participate in the Plan Sponsor's retirement health plan. The one time tiered contribution was equal to $1,000 for those participants with zero to five years of service, $1,500 for those with six to ten years of service, $2,000 for those with 11-15 years of service, and $2,500 for those with 16-19 years of service. Union employees are not eligible for a health benefit contribution.

- *Employee Rollover Contributions from Another Qualified Plan*
  Participants may make rollover contributions from another qualified plan.

Participant Accounts
The Plan provides various investment fund options and allows participants to direct their investments. Participant accounts are credited with the participant's contributions and an allocation of earnings and plan expenses, as defined by the Plan document. Investment earnings and losses are allocated to participants' accounts based on the earnings or losses of the investments selected.

Forfeitures
Forfeitures are first used to restore the amounts of returning participants and then used to reduce employer contributions to the Plan. Forfeited amounts totaling $81,335 and $231,848 were used to reduce employer contributions funded during the years ended December 31, 2016 and 2015, respectively. Forfeited amounts totaling $11,683 and $490 were available to reduce employer contributions as of December 31, 2016 and 2015, respectively.

Vesting
Participants are always 100% vested in their salary deferral, rollover, and employer matching contributions. Employer base annual contributions and employer age and service contributions and gains/losses credited thereon vest over a six-year graded schedule with participants becoming 20% vested after two years of service and another 20% each year thereafter until 100% vested after six years. Employer health benefit contributions and gains/losses credited thereon vest over a five-year graded schedule with participants becoming 20% vested after one year of service and another 20% each year thereafter until 100% vested after five years.

For vesting purposes, periods of service are measured under the elapsed time method.

Payment of Benefits
Payment of benefits may be made at the following times under the Plan: 1) normal retirement, 2) termination of employment of the participant, 3) termination of the Plan, 4) upon demonstration of financial hardship, 5) in-service upon age 59 ½, or 6) death or disability of the participant. Benefit payments are made in a single lump sum distribution. Benefits are recorded when paid.

Administrative Expenses
Administrative expenses are paid by the Plan and the Plan Sponsor. Expenses related to specific participant transactions are charged to the respective participant's account.

NOTE 1: **DESCRIPTION OF PLAN (Continued)**

Notes Receivable From Participants
The Plan allows participants to borrow from their accounts. Loans may not exceed the lesser of 50% of the vested balance in a participant's account or $50,000 and are due within five years (ten years for primary residence loans).

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting
The financial statements of the Plan are maintained on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

Investment Valuation and Income Recognition
Investments are reported at fair market value. Fair market 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. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation (depreciation) includes the Plan's gains and losses on investments purchased and sold as well as held during the year. Increases in the unit values of investments are reflected in each participant's individual account. Investments are valued daily.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principle balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015. If a participant ceases to make loan payments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits
Benefits to participants are recorded when paid.

Income Taxes
The Plan has adopted a prototype plan which obtained a favorable opinion letter on March 31, 2014, in which the Internal Revenue Service stated that the Plan is acceptable under Section 401 of the Code. That Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed, and is currently being operated in compliance with the applicable requirements of the Code. 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 or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has determined that as of December 31, 2016 there are no uncertain tax positions taken or expected to be taken that would require recognition or disclosure in the financial statements. The Plan is subject to routine examinations by taxing authorities; however there are currently no examinations for any tax periods in progress.

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

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued ASU 2015-07, *Fair Value Measurement (Topic 820) Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The ASU removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient.

In July 2015, FASB issued ASU 2015-12, *Plan Accounting Defined Contribution Pension Plans (Topic 962) I. Fully Benefit-Responsive Investment Contract, II. Plan Investment Disclosures, and III. Measurement Date Practical Expedient.* The ASU removes the requirements to: disclose individual assets held which exceed 5% of net assets available for benefits, disclose net appreciation in fair value by investment type, and disaggregate investments reported in the fair value hierarchy by class of investment rather than by general type of investment.

The Plan adopted ASU 2015-07 and ASU 2015-12 during plan the year ending December 31, 2015.

NOTE 3: **INFORMATION CERTIFIED BY THE TRUSTEE**

Amounts included in these financial statements were taken directly from statements provided and certified as complete and accurate by the Plan trustee, Vanguard Fiduciary Trust Company, as of and for the years ended December 31, 2016 and 2015 as follows:

	2016	2015
Money market funds	$ 16,555,613	$ 15,434,148
Mutual funds	$ 707,109,410	$ 658,096,747
Common collective trust fund	$ 52,064,605	$ 43,057,048
Notes receivable from participants	$ 18,691,733	$ 19,372,191
Net realized and unrealized appreciation (depreciation) in fair value of investments	$ 36,346,925	$ (20,818,374)
Interest and dividend income	$ 21,722,902	$ 25,602,286
Interest income from notes receivable from participants	$ 1,079,416	$ 733,574

NOTE 4: **FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board (FASB) ASC 820 provides a framework for measuring fair value. That framework provides a three-tier hierarchy that prioritizes the inputs to valuation techniques used for measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are as follows:

Level 1 - Inputs are unadjusted quoted prices for identical assets or liabilities that the Plan has the ability to access.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, model-based valuation techniques for which all significant assumptions are observable in the market, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Inputs that are unobservable and significant to the fair value measurement.

NOTE 4: **FAIR VALUE MEASUREMENTS (Continued)**

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Money market funds: Underlying short term investments with quoted prices in active markets to preserve the value of the investment at $1.00 per share.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust fund: A stable value fund that is composed primarily of fully benefit-responsive investment contracts. Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level within the fair value hierarchy the Plan's financial assets that were accounted for at fair value on a recurring basis at December 31, 2016 and 2015:

	Assets at Fair Value as of December 31, 2016			
Investments	Level 1	Level 2	Level 3	Total
Money market funds	$ 16,555,613	$ -	$ -	$ 16,555,613
Mutual funds	707,109,410	-	-	707,109,410
	723,665,023	-	-	723,665,023
Investment measured at net asset value	-	-	-	52,064,605
Investments at fair value	$ 723,665,023	$ -	$ -	$ 775,729,628

	Assets at Fair Value as of December 31, 2015			
Investments	Level 1	Level 2	Level 3	Total
Money market funds	$ 15,434,148	$ -	$ -	$ 15,434,148
Mutual funds	658,096,747	-	-	658,096,747
	673,530,895	-	-	673,530,895
Investment measured at net asset value	-	-	-	43,057,048
Investments at fair value	$ 673,530,895	$ -	$ -	$ 716,587,943

NOTE 4: **FAIR VALUE MEASUREMENTS (Continued)**

The following table summarizes investments for which fair value is measured using the net asset value per unit practical expedient as of December 31, 2016 and 2015:

December 31, 2016	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable value collective trust fund	$ 52,064,605	n/a	Daily	12 months

December 31, 2015	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable value collective trust fund	$ 43,057,048	n/a	Daily	12 months

NOTE 5: **PLAN TRANSFERS**

Prior to the September 25, 2015 merger, funds were transferred between the Plan and the Save Mart Supermarkets 401(k) Plan due to employees who transfer from non-union to union employment status or vice versa. Upon merger, all assets of the Save Mart Supermarkets 401(k) Plan were transferred to the Plan during the year ended December 31, 2015.

NOTE 6: **PLAN TERMINATION**

Although it has not expressed any intent to do so, the Plan Sponsor 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% vested in their accounts.

NOTE 7: **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.

NOTE 8: **RELATED PARTIES AND PARTY-IN-INTEREST TRANSACTIONS**

All plan investments are units of funds managed by Vanguard Fiduciary Trust Company, the trustee of the Plan. Plan assets also include notes receivable from participants. Administrative expenses are paid to the trustee for certain investment advisory services, recordkeeping and trustee fees. Indirect compensation for investment management services are recorded in appreciation (depreciation) in the fair value of investments. These transactions and investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.

NOTE 9: **RECONCILIATION TO FORM 5500**

The following tables provide a reconciliation of amounts reported in the financial statements to Form 5500:

	2016	2015
Net assets per Form 5500	$ 792,799,252	$ 735,136,603
Add: participant loans (deemed distributions on Form 5500)	1,622,109	1,363,393
Add: employer contributions receivable excluded from 5500	7,243,928	7,469,872
Net assets available for benefits as reported	$ 801,665,289	$ 743,969,868

	2016	2015
Employer contributions per Form 5500	$ 17,821,169	$ 13,411,358
Add: change in employer contributions receivable excluded from 5500	(225,944)	257,171
Employer contributions as reported	$ 17,595,225	$ 13,668,529

	2016	2015
Employee contributions per Form 5500	$ 24,442,520	$ 18,687,416
Add: change in employee contributions receivable excluded from 5500	-	(270,627)
Employee contributions as reported	$ 24,442,520	$ 18,416,789

NOTE 10: **SUBSEQUENT EVENTS**

Plan management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through October 3, 2017, the date the financial statements were available to be issued, and Plan management has determined that no subsequent events have occurred that should be disclosed.

Effective January 1, 2017, the Plan was amended and restated to raise the automatic salary deferral increase threshold from 10% to 15%.

SUPPLEMENTAL SCHEDULE

SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN
EIN: 94-1245496 / Plan No. 003
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2016

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Vanguard PRIMECAP Fund Investor	Mutual Fund	$ -	$ 71,844,676
*	Vanguard 500 Index Fund Investor	Mutual Fund	-	69,810,797
*	Vanguard Target Retirement 2025 Fund	Mutual Fund	-	62,261,366
*	Vanguard Wellington Fund Investor	Mutual Fund	-	56,215,860
*	Vanguard Retirement Savings Trust	Common Collective Trust Fund	-	52,064,605
*	Vanguard Target Retirement 2035 Fund	Mutual Fund	-	48,525,780
*	Vanguard Target Retirement 2030 Fund	Mutual Fund	-	47,620,927
*	Vanguard Windsor Fund Investor Shares	Mutual Fund	-	46,102,157
*	Vanguard Target Retirement 2020 Fund	Mutual Fund	-	43,887,244
*	Vanguard Total Stock Market Index Fund Investor	Mutual Fund	-	36,897,552
*	Vanguard Total International Stock Index Fund	Mutual Fund	-	36,675,144
*	Vanguard GNMA Fund Investor	Mutual Fund	-	30,710,440
*	Vanguard Target Retirement 2040 Fund	Mutual Fund	-	29,447,052
*	Vanguard Target Retirement 2045 Fund	Mutual Fund	-	23,770,483
*	Vanguard Total Bond Market Index Fund Investor	Mutual Fund	-	21,824,403
*	Vanguard Prime Money Market Fund	Money Market Fund	-	16,555,613
*	Vanguard Mid-Cap Index Fund Investor	Mutual Fund	-	16,454,566
*	Vanguard Target Retirement 2015 Fund	Mutual Fund	-	15,239,727
*	Vanguard Target Retirement 2050 Fund	Mutual Fund	-	13,507,736
*	Vanguard Small-Cap Index Fund Investor	Mutual Fund	-	13,376,026
*	Vanguard Target Retirement Income	Mutual Fund	-	5,888,032
*	Vanguard International Value Fund	Mutual Fund	-	5,382,560
*	Vanguard International Growth Fund Investor	Mutual Fund	-	3,576,851
*	Vanguard Target Retirement 2010 Fund	Mutual Fund	-	3,449,566
*	Vanguard Explorer Fund Investor	Mutual Fund	-	2,130,035
*	Vanguard Target Retirement 2055 Fund	Mutual Fund	-	1,626,628
*	Vanguard Total Int Bond Index Fund Admiral	Mutual Fund	-	672,442
*	Vanguard Target Retirement 2060 Fund	Mutual Fund	-	211,361
	Total investments		-	775,729,628
*	Participant Loans	Interest ranging from 5.25% to 10.50%	-	18,691,733
	Total assets held at end of year		$ -	$ 794,421,361

* Party-in-interest

Note: Cost basis has been omitted from participant directed investments.

Financial Statements and
Independent Auditor's Report of

SAVE MART SUPERMARKETS
RETIREMENT SAVINGS PLAN

December 31, 2016 and 2015

SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

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CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Committee
Save Mart Supermarkets Retirement Savings Plan
Modesto, California

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Save Mart Supermarkets Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company, 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 years ended December 31, 2016 and 2015 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. Accordingly, we do not express an opinion on these financial statements.

Other Matter
The supplemental schedule of assets held at end of year as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Campbell Taylor & Company
An Accountancy Corporation

Roseville, California
October 3, 2017

SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2016 and 2015

	2016	2015
ASSETS		
Investments, participant directed, at fair value	$ 775,729,628	$ 716,587,943
Receivables:		
Employer contributions receivable	7,243,928	7,587,709
Employee contributions receivable	-	422,025
Notes receivable from participants	18,691,733	19,372,191
Total receivables	25,935,661	27,381,925
Total assets	801,665,289	743,969,868
NET ASSETS AVAILABLE FOR BENEFITS	$ 801,665,289	$ 743,969,868

The accompanying notes are an integral part of these financial statements.

SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2016 and 2015

	2016	2015
ADDITIONS TO NET ASSETS		
Investment income:		
Net realized and unrealized appreciation (depreciation) in fair value of investments	$ 36,346,925	$ (20,818,374)
Interest and dividends	21,722,902	25,602,286
Total investment income	58,069,827	4,783,912
Contributions:		
Employer contributions	17,595,225	13,668,529
Employee contributions	24,442,520	18,416,789
Rollover contributions	3,066,895	1,263,426
Total contributions	45,104,640	33,348,744
Interest income, notes receivable from participants	1,079,416	733,574
Other additions	14,782	31,798
Total additions	104,268,665	38,898,028
DEDUCTIONS FROM NET ASSETS		
Benefits paid to participants	46,079,899	51,339,939
Administrative expenses	493,345	403,686
Total deductions	46,573,244	51,743,625
Net increase (decrease) before transfers	57,695,421	(12,845,597)
TRANSFERS		
Transfers in	-	202,430,242
Transfers out	-	(316,042)
Net transfers	-	202,114,200
Net increase	57,695,421	189,268,603
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	743,969,868	554,701,265
End of year	$ 801,665,289	$ 743,969,868

The accompanying notes are an integral part of these financial statements.

NOTE 1: DESCRIPTION OF PLAN

The following description of the Save Mart Supermarkets Retirement Savings Plan (the "Plan") provides only summarized general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, formerly the Save Mart Supermarkets 401(k) Company Match Plan, established January 1, 2010, was spun off from the Save Mart Supermarkets 401(k) Plan (the "401(k) Plan") and the Save Mart Supermarkets Retirement Plan (the "Retirement Plan"). The 401(k) Plan was first established in 1960 and the Retirement Plan was established in 1982; both the 401(k) Plan and the Retirement Plan were amended and restated effective January 1, 2006. The Plan is a qualified defined contribution plan covering all eligible employees of the Plan Sponsor, Save Mart Supermarkets, who have attained the age of 18. There is no service requirement in order to participate for elective salary deferral contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). A committee appointed by the Board of Directors of the Plan Sponsor acts as the Plan administrator. Vanguard Fiduciary Trust Company acts as the Plan trustee.

The Plan was amended and restated effective September 25, 2015 in connection with the merger of the 401(k) Plan into the Plan. The Plan was again amended and restated effective October 21, 2016 to allow for a health benefit profit sharing contribution and to remove the six month service eligibility requirement for participation.

Plan Year

The Plan year begins January 1 and ends December 31.

Contributions

The Plan allows for the following types of contributions:

- *Employee Salary Deferral 401(k) Contributions*
  The Plan includes an elective salary deferral arrangement pursuant to Section 401(k) of the Internal Revenue Code (the "Code"). Employees may voluntarily contribute from 1% to 50% of their eligible wages, subject to various nondiscrimination tests and limitations prescribed by the Code. The Plan has an automatic enrollment feature. All non-union employees are automatically enrolled on the first day of the pay period beginning on or after the date in which the employee satisfies the eligibility requirements. The automatic enrollment salary deferral contribution rate is 5% and increases 1% on January 1 of each year up to 10%. Employees may affirmatively opt out of automatic enrollment and/or automatic salary deferral increases. Union employees are excluded from automatic enrollment and auto-escalation. Effective October 9, 2015, participants were eligible to make Roth elective deferral contributions.

- *Employer Safe Harbor Matching Contributions*
  The Plan Sponsor makes a matching contribution equal to 100% of the amount of salary deferrals that do not exceed 3% of the participant's eligible compensation and 50% of the amount of salary deferrals that exceed 3% of compensation but do not exceed 5% of compensation. Union employees are not eligible for employer safe harbor matching contributions.

- *Employer Base Annual Contributions*
  The Plan Sponsor shall contribute an amount to each eligible employee equal to 2% of the first $40,000 of the employee's compensation. Union employees are not eligible for employer base annual contributions. Employees must be employed on the last day of the Plan year to be eligible to receive a base annual contribution.

NOTE 1: **DESCRIPTION OF PLAN (Continued)**

- *Employer Age and Service Contributions*
  The Plan Sponsor shall contribute an amount to each eligible employee using a formula outlined in the Plan document. The amount of the contribution is equal to the employee's eligible compensation multiplied by a ratio which incorporates age and years of service. Employees must be employed on the last day of the Plan year and have at least ten years of service to receive an age and service contribution. Union employees are not eligible for an employer age and service contribution.

- *Employer Health Benefit Contribution*
  Beginning in the Plan year ending December 31, 2016, the Plan Sponsor shall contribute $2,000 to all non-union employees hired prior to October 1, 2015. In addition, for the 2016 Plan year, the employer made a one-time tiered contribution to non-union employees hired prior to October 1, 2015 that are not considered eligible to participate in the Plan Sponsor's retirement health plan. The one time tiered contribution was equal to $1,000 for those participants with zero to five years of service, $1,500 for those with six to ten years of service, $2,000 for those with 11-15 years of service, and $2,500 for those with 16-19 years of service. Union employees are not eligible for a health benefit contribution.

- *Employee Rollover Contributions from Another Qualified Plan*
  Participants may make rollover contributions from another qualified plan.

Participant Accounts
The Plan provides various investment fund options and allows participants to direct their investments. Participant accounts are credited with the participant's contributions and an allocation of earnings and plan expenses, as defined by the Plan document. Investment earnings and losses are allocated to participants' accounts based on the earnings or losses of the investments selected.

Forfeitures
Forfeitures are first used to restore the amounts of returning participants and then used to reduce employer contributions to the Plan. Forfeited amounts totaling $81,335 and $231,848 were used to reduce employer contributions funded during the years ended December 31, 2016 and 2015, respectively. Forfeited amounts totaling $11,683 and $490 were available to reduce employer contributions as of December 31, 2016 and 2015, respectively.

Vesting
Participants are always 100% vested in their salary deferral, rollover, and employer matching contributions. Employer base annual contributions and employer age and service contributions and gains/losses credited thereon vest over a six-year graded schedule with participants becoming 20% vested after two years of service and another 20% each year thereafter until 100% vested after six years. Employer health benefit contributions and gains/losses credited thereon vest over a five-year graded schedule with participants becoming 20% vested after one year of service and another 20% each year thereafter until 100% vested after five years.

For vesting purposes, periods of service are measured under the elapsed time method.

Payment of Benefits
Payment of benefits may be made at the following times under the Plan: 1) normal retirement, 2) termination of employment of the participant, 3) termination of the Plan, 4) upon demonstration of financial hardship, 5) in-service upon age 59 ½, or 6) death or disability of the participant. Benefit payments are made in a single lump sum distribution. Benefits are recorded when paid.

Administrative Expenses
Administrative expenses are paid by the Plan and the Plan Sponsor. Expenses related to specific participant transactions are charged to the respective participant's account.

NOTE 1: **DESCRIPTION OF PLAN (Continued)**

Notes Receivable From Participants
The Plan allows participants to borrow from their accounts. Loans may not exceed the lesser of 50% of the vested balance in a participant's account or $50,000 and are due within five years (ten years for primary residence loans).

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting
The financial statements of the Plan are maintained on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

Investment Valuation and Income Recognition
Investments are reported at fair market value. Fair market 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. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation (depreciation) includes the Plan's gains and losses on investments purchased and sold as well as held during the year. Increases in the unit values of investments are reflected in each participant's individual account. Investments are valued daily.

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Payment of Benefits
Benefits to participants are recorded when paid.

Income Taxes
The Plan has adopted a prototype plan which obtained a favorable opinion letter on March 31, 2014, in which the Internal Revenue Service stated that the Plan is acceptable under Section 401 of the Code. That Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed, and is currently being operated in compliance with the applicable requirements of the Code. 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 or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has determined that as of December 31, 2016 there are no uncertain tax positions taken or expected to be taken that would require recognition or disclosure in the financial statements. The Plan is subject to routine examinations by taxing authorities; however there are currently no examinations for any tax periods in progress.

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

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued ASU 2015-07, *Fair Value Measurement (Topic 820) Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The ASU removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient.

In July 2015, FASB issued ASU 2015-12, *Plan Accounting Defined Contribution Pension Plans (Topic 962) I. Fully Benefit-Responsive Investment Contract, II. Plan Investment Disclosures, and III. Measurement Date Practical Expedient.* The ASU removes the requirements to: disclose individual assets held which exceed 5% of net assets available for benefits, disclose net appreciation in fair value by investment type, and disaggregate investments reported in the fair value hierarchy by class of investment rather than by general type of investment.

The Plan adopted ASU 2015-07 and ASU 2015-12 during plan the year ending December 31, 2015.

NOTE 3: **INFORMATION CERTIFIED BY THE TRUSTEE**

Amounts included in these financial statements were taken directly from statements provided and certified as complete and accurate by the Plan trustee, Vanguard Fiduciary Trust Company, as of and for the years ended December 31, 2016 and 2015 as follows:

	2016	2015
Money market funds	$ 16,555,613	$ 15,434,148
Mutual funds	$ 707,109,410	$ 658,096,747
Common collective trust fund	$ 52,064,605	$ 43,057,048
Notes receivable from participants	$ 18,691,733	$ 19,372,191
Net realized and unrealized appreciation (depreciation) in fair value of investments	$ 36,346,925	$ (20,818,374)
Interest and dividend income	$ 21,722,902	$ 25,602,286
Interest income from notes receivable from participants	$ 1,079,416	$ 733,574

NOTE 4: **FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board (FASB) ASC 820 provides a framework for measuring fair value. That framework provides a three-tier hierarchy that prioritizes the inputs to valuation techniques used for measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are as follows:

Level 1 - Inputs are unadjusted quoted prices for identical assets or liabilities that the Plan has the ability to access.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, model-based valuation techniques for which all significant assumptions are observable in the market, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Inputs that are unobservable and significant to the fair value measurement.

NOTE 4: **FAIR VALUE MEASUREMENTS (Continued)**

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Money market funds: Underlying short term investments with quoted prices in active markets to preserve the value of the investment at $1.00 per share.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust fund: A stable value fund that is composed primarily of fully benefit-responsive investment contracts. Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level within the fair value hierarchy the Plan's financial assets that were accounted for at fair value on a recurring basis at December 31, 2016 and 2015:

	Assets at Fair Value as of December 31, 2016			
Investments	Level 1	Level 2	Level 3	Total
Money market funds	$ 16,555,613	$ -	$ -	$ 16,555,613
Mutual funds	707,109,410	-	-	707,109,410
	723,665,023	-	-	723,665,023
Investment measured at net asset value	-	-	-	52,064,605
Investments at fair value	$ 723,665,023	$ -	$ -	$ 775,729,628

	Assets at Fair Value as of December 31, 2015			
Investments	Level 1	Level 2	Level 3	Total
Money market funds	$ 15,434,148	$ -	$ -	$ 15,434,148
Mutual funds	658,096,747	-	-	658,096,747
	673,530,895	-	-	673,530,895
Investment measured at net asset value	-	-	-	43,057,048
Investments at fair value	$ 673,530,895	$ -	$ -	$ 716,587,943

NOTE 4: **FAIR VALUE MEASUREMENTS (Continued)**

The following table summarizes investments for which fair value is measured using the net asset value per unit practical expedient as of December 31, 2016 and 2015:

December 31, 2016	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable value collective trust fund	$ 52,064,605	n/a	Daily	12 months

December 31, 2015	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable value collective trust fund	$ 43,057,048	n/a	Daily	12 months

NOTE 5: **PLAN TRANSFERS**

Prior to the September 25, 2015 merger, funds were transferred between the Plan and the Save Mart Supermarkets 401(k) Plan due to employees who transfer from non-union to union employment status or vice versa. Upon merger, all assets of the Save Mart Supermarkets 401(k) Plan were transferred to the Plan during the year ended December 31, 2015.

NOTE 6: **PLAN TERMINATION**

Although it has not expressed any intent to do so, the Plan Sponsor 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% vested in their accounts.

NOTE 7: **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.

NOTE 8: **RELATED PARTIES AND PARTY-IN-INTEREST TRANSACTIONS**

All plan investments are units of funds managed by Vanguard Fiduciary Trust Company, the trustee of the Plan. Plan assets also include notes receivable from participants. Administrative expenses are paid to the trustee for certain investment advisory services, recordkeeping and trustee fees. Indirect compensation for investment management services are recorded in appreciation (depreciation) in the fair value of investments. These transactions and investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.

NOTE 9: **RECONCILIATION TO FORM 5500**

The following tables provide a reconciliation of amounts reported in the financial statements to Form 5500:

	2016	2015
Net assets per Form 5500	$ 792,799,252	$ 735,136,603
Add: participant loans (deemed distributions on Form 5500)	1,622,109	1,363,393
Add: employer contributions receivable excluded from 5500	7,243,928	7,469,872
Net assets available for benefits as reported	$ 801,665,289	$ 743,969,868

	2016	2015
Employer contributions per Form 5500	$ 17,821,169	$ 13,411,358
Add: change in employer contributions receivable excluded from 5500	(225,944)	257,171
Employer contributions as reported	$ 17,595,225	$ 13,668,529

	2016	2015
Employee contributions per Form 5500	$ 24,442,520	$ 18,687,416
Add: change in employee contributions receivable excluded from 5500	-	(270,627)
Employee contributions as reported	$ 24,442,520	$ 18,416,789

NOTE 10: **SUBSEQUENT EVENTS**

Plan management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through October 3, 2017, the date the financial statements were available to be issued, and Plan management has determined that no subsequent events have occurred that should be disclosed.

Effective January 1, 2017, the Plan was amended and restated to raise the automatic salary deferral increase threshold from 10% to 15%.

SUPPLEMENTAL SCHEDULE

SAVE MART SUPERMARKETS RETIREMENT SAVINGS PLAN
EIN: 94-1245496 / Plan No. 003
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2016

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Vanguard PRIMECAP Fund Investor	Mutual Fund	$ -	$ 71,844,676
*	Vanguard 500 Index Fund Investor	Mutual Fund	-	69,810,797
*	Vanguard Target Retirement 2025 Fund	Mutual Fund	-	62,261,366
*	Vanguard Wellington Fund Investor	Mutual Fund	-	56,215,860
*	Vanguard Retirement Savings Trust	Common Collective Trust Fund	-	52,064,605
*	Vanguard Target Retirement 2035 Fund	Mutual Fund	-	48,525,780
*	Vanguard Target Retirement 2030 Fund	Mutual Fund	-	47,620,927
*	Vanguard Windsor Fund Investor Shares	Mutual Fund	-	46,102,157
*	Vanguard Target Retirement 2020 Fund	Mutual Fund	-	43,887,244
*	Vanguard Total Stock Market Index Fund Investor	Mutual Fund	-	36,897,552
*	Vanguard Total International Stock Index Fund	Mutual Fund	-	36,675,144
*	Vanguard GNMA Fund Investor	Mutual Fund	-	30,710,440
*	Vanguard Target Retirement 2040 Fund	Mutual Fund	-	29,447,052
*	Vanguard Target Retirement 2045 Fund	Mutual Fund	-	23,770,483
*	Vanguard Total Bond Market Index Fund Investor	Mutual Fund	-	21,824,403
*	Vanguard Prime Money Market Fund	Money Market Fund	-	16,555,613
*	Vanguard Mid-Cap Index Fund Investor	Mutual Fund	-	16,454,566
*	Vanguard Target Retirement 2015 Fund	Mutual Fund	-	15,239,727
*	Vanguard Target Retirement 2050 Fund	Mutual Fund	-	13,507,736
*	Vanguard Small-Cap Index Fund Investor	Mutual Fund	-	13,376,026
*	Vanguard Target Retirement Income	Mutual Fund	-	5,888,032
*	Vanguard International Value Fund	Mutual Fund	-	5,382,560
*	Vanguard International Growth Fund Investor	Mutual Fund	-	3,576,851
*	Vanguard Target Retirement 2010 Fund	Mutual Fund	-	3,449,566
*	Vanguard Explorer Fund Investor	Mutual Fund	-	2,130,035
*	Vanguard Target Retirement 2055 Fund	Mutual Fund	-	1,626,628
*	Vanguard Total Int Bond Index Fund Admiral	Mutual Fund	-	672,442
*	Vanguard Target Retirement 2060 Fund	Mutual Fund	-	211,361
	Total investments		-	775,729,628
*	Participant Loans	Interest ranging from 5.25% to 10.50%	-	18,691,733
	Total assets held at end of year		$ -	$ 794,421,361

* Party-in-interest

Note: Cost basis has been omitted from participant directed investments.