Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/1990

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

20803 FRONT STREET
COTTONWOOD, CA 96022-0000

2b Employer Identification Number (EIN)
68-0173691

2c Sponsor's telephone number
530-347-4621

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.	06/17/2010	ASSOCIATED PENSION CONSULTANTS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

20803 FRONT STREET
COTTONWOOD, CA 96022-0000

3b Administrator's EIN
68-0173691

3c Administrator's telephone number
530-347-4621

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	596
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	529
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	35
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	564
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	564
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	282
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
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 Characteristic Codes in the instructions:
2E 2J 2K 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

D Employer Identification Number (EIN)
68-0173691

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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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)

ASSOCIATED PENSION CONSULTANTS

PO BOX 1282
CHICO, CA 95927-0000

94-2456320

(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?
10	NONE	18400	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

NEAL LEIDHOLDT AN ACCOUNTANCY CO

PO BOX 492416
REDDING, CA 96049-0000

68-0142874

(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?
10	NONE	19219	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

D Employer Identification Number (EIN)
68-0173691

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	118903	8355
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	22503	19337
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	119804	214388
(2) U.S. Government securities	1c(2)	29237	29144
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	11648	6623
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5575187	7657581
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	5877282	7935428
Liabilities			
g Benefit claims payable	1g	80400	68
h Operating payables	1h	250	125
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	80650	193
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5796632	7935235

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)	0	
(B) Participants	2a(1)(B)	518139	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		518139
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8700	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8700
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	22058	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		22058
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	2017255	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1682466	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		334789

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-5119	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-5119
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1580240
c Other income	2c		168
d Total income. Add all **income** amounts in column (b) and enter total	2d		2458975
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	282753	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		282753
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	37619	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		37619
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		320372
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2138603
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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) [X] 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 [X] No

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

(1) Name: NEAL LEIDHOLDT AN ACCT CORP **(2)** EIN: 68-0142874

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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	
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			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

D Employer Identification Number (EIN)
68-0173691

Part I Distributions

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

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

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

EIN(s): 68-0224679

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 **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 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(es). 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 items 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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS
December 31, 2009 and 2008

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NEAL & LEIDHOLDT
An Accountancy Corporation

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448 Redcliff Drive • Redding, CA 96002
(530) 221-7770 • Fax (530) 223-1868

INDEPENDENT AUDITOR'S REPORT

TO THE ADMINISTRATIVE COMMITTEE OF
NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS
401(k) PROFIT SHARING PLAN
Cottonwood, California

We have audited the accompanying statements of net assets available for benefits of North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the year and the five months then ended, respectively. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the years then ended, respectively, in conformity with generally accepted accounting principles in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information included in the supplemental schedules of assets held for investment purposes at end of year, investment assets both acquired and disposed of within the plan year, and reportable transactions, together referred to as "supplemental information", are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

NEAL & LEIDHOLDT, AN
ACCOUNTANCY CORPORATION

Neal + Leidholdt

May 17, 2010

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

ASSETS

	2009	2008
CASH (Note 4)	$ 222,743	$ 238,708
RECEIVABLES:		
Participants' contributions	19,337	22,503
INVESTMENTS, AT FAIR VALUE (Note 5)	7,693,349	5,616,071
Total Assets	7,935,429	5,877,282
PAYABLES:		
Distributions in transit	68	80,400
Admin fee in transit	125	250
Total Liabilities	193	80,650
NET ASSETS AVAILABLE FOR BENEFITS	$ 7,935,236	$ 5,796,632

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

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 4O1(k) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2009 and 2008

	2009	2008
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME:		
Interest and dividends	$ 156,276	$ 301,575
Net appreciation in fair value of investments (Note 5)	1,784,393	0
Other income	168	1,024
TOTAL INVESTMENT INCOME	1,940,837	302,599
CONTRIBUTIONS:		
Participants	518,139	574,814
TOTAL CONTRIBUTIONS	518,139	574,814
TOTAL ADDITIONS	2,458,976	877,413
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net depreciation in fair value of Investments (Note 5)	0	4,149,963
Benefits paid to participants	282,753	1,415,033
Administrative expense	37,619	47,225
TOTAL DEDUCTIONS	320,372	5,612,221
NET INCREASE (DECREASE)	2,138,604	(4,734,808)
NET ASSETS AVAILABLE FOR BENEFITS, Beginning of period	5,796,632	10,531,440
END OF YEAR	$ 7,935,236	$ 5,796,632

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

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 4O1(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN

The following description of the North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan provides only general information. Participants should refer to the Plan's agreement for a more complete description of the Plan's provisions.

a. GENERAL. The Plan is a defined contribution plan covering substantially all employees of the Company who have one year of prior grocery experience, are age twenty-one or older, and work at least 1,000 hours per year. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. CONTRIBUTIONS. Each year, the Company may contribute a discretionary matching contribution and discretionary profit sharing contribution to the Plan. Participants may contribute up to the maximum amount set by law per IRS code section 402g. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

c. PARTICIPANTS' ACCOUNTS. Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution and an allocation of: (1) Plan earnings, and (2) forfeitures of terminated participant's non-vested accounts and charged with allocation of administrative expenses. Allocations are based on participant's account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

d. VESTING. Participants are immediately vested in their voluntary contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their account is based on years of continuous service. A participant is 100% vested after six years of credited service.

e. PAYMENT OF BENEFITS. On termination of service, a participant shall receive a lump-sum amount equal to the value of his or her account, or monthly, quarterly or annual installments over a period of not more than the participants assumed life expectancy.

f. FORFEITED ACCOUNTS. At December 31, 2009 and 2008, forfeiture non-vested accounts totaled $1,178 and $786, respectively. These accounts will be allocated to participants based on participants' 401(k) contributions. In addition; in the years ended December 31, 2009 and 2008, $624 and $4,487, respectively, was allocated to participants from forfeited non-vested accounts.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

BASIS OF ACCOUNTING. The financial statements of the Plan are prepared on the accrual basis of accounting.

DATE OF MANAGEMENT'S REVIEW. Subsequent events were evaluated through May 17, 2010, which is the date the financial statements were available to be issued.

ESTIMATES. The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION. The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

PAYMENT OF BENEFITS. Benefits are recorded when paid.

OPERATING EXPENSES. All expenses of maintaining the Plan are paid by the Plan.

NOTE 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

December 31, 2009	Fair Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual funds	$ 3,810,214	$ 3,810,214	$
Common stocks	6,271	6,271	
Corporate bonds	351	351	
U.S. Government securities	29,144	29,144	
Unit Investment Trusts	3,847,369	3,847,369	
Cash and Certificate of Deposit	222,743	121,098	101,645
Total	$ 7,916,092,	$ 7,814,447	$ 101,645

NOTE 3. FAIR VALUE MEASUREMENTS, Cont'd

December 31, 2008	Fair Value	(Level 1)	(Level 2)
Mutual funds	$ 3,012,279	$ 3,012,279	$
Common stocks	11,237	11,237	
Corporate bonds	411	411	
U.S. Government securities	29,237	29,237	
Unit Investment Trusts	2,562,907	2,562,907	
Cash and Certificate of Deposit	238,708	131,893	106,815
Total	$ 5,854,779	$ 5,747,964	$ 106,815

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were only used when Level 1 inputs were not available.

Level 1 fair Value Measurements

The fair value of mutual funds and unit investment trusts are based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.

Level 2 Fair Value Measurements

The fair value of the certificates of deposit is based on amortized cost or original cost plus accrued interest.

NOTE 4. CASH

Cash consists of certificates of deposit, money market, and checking accounts. Certificates of deposit at December 31, 2009 and 2008 consist of amounts on deposit at banks, with an interest rate of 2.22% and 4.94%, respectively, with maturities of twelve months or less. Cash includes $0 and $0, which is in excess of federally insured limits at December 31, 2009 and 2008, respectively.

NOTE 5. INVESTMENTS

All investments in the Plan are non-participant directed. The following table presents the fair values of investments at December 31, 2009 and 2008. Investments that represent 5% or more of the Plan's net assets are separately identified.

Investments at Fair Value as Determined by Quoted Market Price:	2009	2008
Van Kampen Equity Fund and Income Fund: 90,241 and 92,579 shares, respectively	$ 702,976	$ 597,138
Van Kampen Global Franchise Fund: 21,405 and 23,518 shares, respectively	411,827	356,301
Other Mutual Funds	2,695,411	2,058,840
Common Stock	6,271	11,237
Corporate Bonds	351	411
U.S. Government Securities	29,144	29,237
Unit Investment Trusts	3,847,369	2,562,907
TOTAL INVESTMENTS AT FAIR VALUE	$ 7,693,349	$ 5,616,071

During the years ended December 31, 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period) appreciated in value by $1,784,393 and depreciated in value by $4,149,963 respectively, detailed for the year ended December 31, 2009 and 2008 as follows:

	2009	2008
Mutual Funds	$ 940,149	$ (1,875,798)
Common Stock	(4,915)	(28,537)
Corporate Bonds	(60)	(67)
U.S. Government Equities	(94)	(599)
Miscellaneous Equities	849,313	(2,244,962)
TOTAL (DEPRECIATION) APPRECIATION	$ 1,784,393	$ (4,149,963)

NOTE 6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 7. BENEFITS PAYABLE

At the period-end, amounts were due to participants that no longer worked for the Company. Participants who have terminated service are to receive their vested amounts. At December 31, 2009 and 2008, $130,074 and $231,795, respectively were due to terminated employees.

NOTE 8. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated May 2, 1996, that the Plan and related trusts are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE 9. 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 10. SUBSEQUENT EVENTS

Subsequent to the Plan's year end, the Plan sponsor engaged in four prohibited transactions with the Plan. The Plan sponsor borrowed money from the Plan and paid it back, on one occasion within the day, on two occasions within one day and on one occasion in five days. The Plan sponsor paid interest on the money.

SUPPLEMENTAL SCHEDULES

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
Plan Year January 1, 2009 through December 31, 2009
Three-digit Plan Number 001
E.I.N. #68-0173691

A	B	C	D	E
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	AMERICAN HOUSING TRUST	8.3% 12/25/18	346	351
	FHLMC	6.5% 10-15-23	23,472	26,579
	FHLMC	7.0% 3-15-22	2,431	2,565
	STIFEL NICOLAUS	CASH FUND/MONEY MARKET	112,743	112,743
	PREMIER WEST	CHECKING	8,355	8,355
	BANK OF COMMERCE	CERTIFICATE OF DEPOSIT	101,645	101,645
	NORTH VALLEY BANCORP	COMMON STOCK	37,538	6,270
	NORTEL NETWORKS CORP	COMMON STOCK	504	2
	AMERN HIGH INCOME TR SBI	MUTUAL FUND	213,591	190,029
	BOND FUND OF AMERICA	MUTUAL FUND	115,678	108,700
	CAPITAL WORLD BOND FUND	MUTUAL FUND	140,593	145,562
	CAPITAL WORLD GRTH	MUTUAL FUND	228,783	310,196
	CLAYMORE SECS PORT #460	MUTUAL FUND	159,284	133,799
	CLAYMORE SECS PORT #514	MUTUAL FUND	166,082	112,710
	EATON VANCE HLTH SCIN	MUTUAL FUND	110,920	99,422
	EUROPACIFIC	MUTUAL FUND	25,822	34,412
	DREYFUS PREMIER INTERNATIONAL FD	MUTUAL FUND	80,501	100,246
	FT AEROSPACE & DEFENSE #1257	MUTUAL FUND	132,008	117,919
	FT BANKING #1806	MUTUAL FUND	136,144	104,668
	FT BIOTECH #1052	MUTUAL FUND	213,245	193,626
	FT DOW TARGET 10 #2070	MUTUAL FUND	51,782	56,639
	FT ENERGY #2188	MUTUAL FUND	183,413	187,521
	FT EQUITY INCOME #2235	MUTUAL FUND	253,193	256,385
	FT FINANCIAL SERVICES #2186	MUTUAL FUND	127,420	128,354
	FT FINANCIALS SELECT #1786	MUTUAL FUND	66,605	67,080
	FT GLOBAL AGRICULTURE #2055	MUTUAL FUND	46,613	51,043
	FT GLOBAL TARGET 15 #1812	MUTUAL FUND	172,364	152,307
	FT GLOBAL TARGET 15 #1970	MUTUAL FUND	88,464	132,197
	FT GREATER CHINA #1734	MUTUAL FUND	25,865	33,383
	FT GREATER CHINA #1947	MUTUAL FUND	56,559	97,811
	FT NYSE INTL TRGT 25 #1812	MUTUAL FUND	167,897	137,290
	FT PFD INCOME PORT #1973	MUTUAL FUND	97,509	121,780
	FT PFD INCOME PORT #2004	MUTUAL FUND	93,466	103,443
	FT PFD INCOME PORT #2064	MUTUAL FUND	105,350	103,321
	FT PHARM SELECT #2076	MUTUAL FUND	65,055	78,210
	FT REIT GROWTH & INCOME	MUTUAL FUND	59,440	63,323
	FT S&P TARGET 24 #1812	MUTUAL FUND	55,709	52,920
	FT TECH SELECT #1609	MUTUAL FUND	53,498	53,662
	FT TRGT SM CAP PORT #1900	MUTUAL FUND	46,035	42,358
	FT VALUE LINE TARGET 25 #2120	MUTUAL FUND	153,856	167,664
	FUNDAMENTAL INVESTORS IN	MUTUAL FUND	99,122	104,342
	GOLDMAN SACHS	MUTUAL FUND	201,208	172,065
	GOLDMAN SACHS	MUTUAL FUND	117,474	121,288
	GROWTH FUND OF AMER	MUTUAL FUND	174,502	226,287
	MAINSTAY HIGH YIELD	MUTUAL FUND	11,491	27,900
	MAINSTAY HIGH INCOME BUILDER FUND	MUTUAL FUND	8,496	19,336
	MAINSTAY GROWTH AND EQUITY FUND	MUTUAL FUND	31,343	51,844
	MAINSTAY ICAP SELECT EQUITY	MUTUAL FUND	10,939	17,180

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
Plan Year January 1, 2009 through December 31, 2009
Three-digit Plan Number 001
E.I.N. #68-0173691

A	B	C	D	E
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	NEW PERSPECTIVE	MUTUAL FUND	239,655	289,022
	PARK AVENUE PORTFOLIO	MUTUAL FUND	138,323	164,343
	PIONEER MID-CAP VALUE FUND	MUTUAL FUND	193,356	136,015
	PIONEER SERIES TRUST OAK RIDGE	MUTUAL FUND	142,982	150,364
	PIONEER SERIES TRUST GROWTH OPPOR	MUTUAL FUND	113,698	93,481
	PUTNAM INVT FDS INTL	MUTUAL FUND	56,593	60,934
	SUNAMERICA STYLE SELECT SERIES	MUTUAL FUND	90,593	72,440
	VAN KAMPEN EQUITY AND INCOME FUND	MUTUAL FUND	496,567	411,827
	VAN KAMPEN GLOBAL FRANCHISE FND	MUTUAL FUND	763,111	702,976
	VK BIRINYI EQUITY	MUTUAL FUND	99,891	150,519
	VK EAFE SELECT 20 #882	MUTUAL FUND	136,476	173,411
	VK EAFE SELECT 20 #800	MUTUAL FUND	207,706	204,496
	VK EAFE SELECT 20 #828	MUTUAL FUND	140,510	202,599
	VK MORGAN STNLY TECH #931	MUTUAL FUND	213,566	213,444
	VK MORGAN STNLY TECH #856	MUTUAL FUND	61,739	77,673
	VM MORGAN STNLY TECH #818	MUTUAL FUND	72,242	75,814
	TOTAL			7,916,090

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
Plan Year January 1, 2009 through December 31, 2009
Three-digit Plan Number 001
E.I.N. #68-0173691

A	B	C	D	E
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	AMERICAN HOUSING TRUST	8.3% 12/25/18	346	351
	FHLMC	6.5% 10-15-23	23,472	26,579
	FHLMC	7.0% 3-15-22	2,431	2,565
	STIFEL NICOLAUS	CASH FUND/MONEY MARKET	112,743	112,743
	PREMIER WEST	CHECKING	8,355	8,355
	BANK OF COMMERCE	CERTIFICATE OF DEPOSIT	101,645	101,645
	NORTH VALLEY BANCORP	COMMON STOCK	37,538	6,270
	NORTEL NETWORKS CORP	COMMON STOCK	504	2
	AMERN HIGH INCOME TR SBI	MUTUAL FUND	213,591	190,029
	BOND FUND OF AMERICA	MUTUAL FUND	115,678	108,700
	CAPITAL WORLD BOND FUND	MUTUAL FUND	140,593	145,562
	CAPITAL WORLD GRTH	MUTUAL FUND	228,783	310,196
	CLAYMORE SECS PORT #460	MUTUAL FUND	159,284	133,799
	CLAYMORE SECS PORT #514	MUTUAL FUND	166,082	112,710
	EATON VANCE HLTH SCIN	MUTUAL FUND	110,920	99,422
	EUROPACIFIC	MUTUAL FUND	25,822	34,412
	DREYFUS PREMIER INTERNATIONAL FD	MUTUAL FUND	80,501	100,246
	FT AEROSPACE & DEFENSE #1257	MUTUAL FUND	132,008	117,919
	FT BANKING #1806	MUTUAL FUND	136,144	104,668
	FT BIOTECH #1052	MUTUAL FUND	213,245	193,626
	FT DOW TARGET 10 #2070	MUTUAL FUND	51,782	56,639
	FT ENERGY #2188	MUTUAL FUND	183,413	187,521
	FT EQUITY INCOME #2235	MUTUAL FUND	253,193	256,385
	FT FINANCIAL SERVICES #2186	MUTUAL FUND	127,420	128,354
	FT FINANCIALS SELECT #1786	MUTUAL FUND	66,605	67,080
	FT GLOBAL AGRICULTURE #2055	MUTUAL FUND	46,613	51,043
	FT GLOBAL TARGET 15 #1812	MUTUAL FUND	172,364	152,307
	FT GLOBAL TARGET 15 #1970	MUTUAL FUND	88,464	132,197
	FT GREATER CHINA #1734	MUTUAL FUND	25,865	33,383
	FT GREATER CHINA #1947	MUTUAL FUND	56,559	97,811
	FT NYSE INTL TRGT 25 #1812	MUTUAL FUND	167,897	137,290
	FT PFD INCOME PORT #1973	MUTUAL FUND	97,509	121,780
	FT PFD INCOME PORT #2004	MUTUAL FUND	93,466	103,443
	FT PFD INCOME PORT #2064	MUTUAL FUND	105,350	103,321
	FT PHARM SELECT #2076	MUTUAL FUND	65,055	78,210
	FT REIT GROWTH & INCOME	MUTUAL FUND	59,440	63,323
	FT S&P TARGET 24 #1812	MUTUAL FUND	55,709	52,920
	FT TECH SELECT #1609	MUTUAL FUND	53,498	53,662
	FT TRGT SM CAP PORT #1900	MUTUAL FUND	46,035	42,358
	FT VALUE LINE TARGET 25 #2120	MUTUAL FUND	153,856	167,664
	FUNDAMENTAL INVESTORS IN	MUTUAL FUND	99,122	104,342
	GOLDMAN SACHS	MUTUAL FUND	201,208	172,065
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	TOTAL			7,916,090

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For the calendar plan year 2009 or fiscal plan year beginning 01/01/2009 **and ending** 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) _____

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

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

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

Part II Basic Plan Information --- enter all requested information.

1a Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 08/01/1990

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

20803 FRONT STREET

US COTTONWOOD CA 96022-0000

2b Employer Identification Number (EIN)
68-0173691

2c Sponsor's telephone number
(530) 347-4621

2d Business code (see instructions)
445110

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

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

SIGN HERE	Signature of plan administrator	Date: 6-7-10	Enter name of individual signing as plan administrator: Richard E. Morgan Jr.
SIGN HERE	Signature of employer/plan sponsor	Date: 6-7-10	Enter name of individual signing as employer or plan sponsor: Richard E. Morgan Jr.
SIGN HERE	Signature of DFE	Date: 6-7-10	Enter name of individual signing as DFE: Richard E. Morgan Jr.

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	

5 Total number of participants at the beginning of the plan year	**5**	596
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c** and **6d**)		
a Active participants	**6a**	529
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	35
d Subtotal. Add lines **6a, 6b** and **6c**	**6d**	564
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	564
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	282
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2J 2K 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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