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
GEMPERLE BROTHERS PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/29/1969

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
GEMPERLE BROTHERS

10218 LANDER AVENUE
TURLOCK, CA 95380-9627

2b Employer Identification Number (EIN) 94-1441610

2c Sponsor's telephone number 209-667-2651

2d Business code (see instructions) 112300

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.	07/27/2010	BARRY MARCUS
	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")
GEMPERLE BROTHERS

10218 LANDER AVENUE
TURLOCK, CA 95380-9627

3b Administrator's EIN
94-1441610

3c Administrator's telephone number
209-667-2651

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**	240
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**	171
b	Retired or separated participants receiving benefits	**6b**	5
c	Other retired or separated participants entitled to future benefits	**6c**	76
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	252
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	253
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	253
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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 3D

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)		0	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)	X		**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
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

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)

AMERICAN INVESTORS COMPANY

2682 BISHOP DRIVE STREET 123
P.O. BOX 1307
SAN RAMON, CA 94583

94-2201424

(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?
27 28	INVESTMENT ADVISOR	30190	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FOX & FOX BENEFIT CONSULTANTS

7082 N. MAPLE AVE. #104
FRESNO, CA 93720

77-0228429

(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 17	TPA	8100	Yes [ ] No [X]	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?
28			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

(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 G (Form 5500)	Financial Transaction Schedules	OMB No. 1210-0110
Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.**	**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:
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN):
94-1441610

Part I Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
0	0	0	0	0	0

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears
0	0	0	0	0	0

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
			0

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
0	0	0	0	0	0

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

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
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

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)	586352	622970
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	13065	30324
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	905352	2130273
(2) U.S. Government securities	1c(2)	70041	2261
(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)	71827	81449
(B) Common	1c(4)(B)	3161991	4274398
(5) Partnership/joint venture interests	1c(5)	401439	277503
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)	2099490	2493147
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1251197	390862
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	40479	0

			(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	8601233	10303187
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	10802	11613
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	10802	11613
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	8590431	10291574

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)	622970	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		622970
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	179312	
	(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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		179312
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	141624	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		141624
	(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

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	1015275	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1015275
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c	Other income	2c		39695
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1998876
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	255632	
	(2) To insurance carriers for the provision of benefits	2e(2)		
	(3) Other	2e(3)		
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		255632
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		
i	Administrative expenses: (1) Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)	30190	
	(4) Other	2i(4)	11911	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		42101
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		297733
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		1701143
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) [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: ATHERTON & ASSOCIATES **(2)** EIN: 94-1239084

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		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

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): _____ _____

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):

GEMPERLE BROTHERS
PROFIT SHARING PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2009



ATHERTON
& ASSOCIATES, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

July 6, 2010

Board of Trustees
Gemperle Brothers Profit Sharing Plan
Turlock, California

We have audited the accompanying statements of net assets available for benefits of Gemperle Brothers Profit Sharing Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. 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 audits 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 Gemperle Brothers Profit Sharing Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules as of and for the year ended December 31, 2009, 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. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have 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 as a whole.

Atherton & Associates, LLP

An Independently Owned Member of RSM McGladrey

GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Investments, at fair value		
Money market funds	$ 1,984,382	$ 754,721
Corporate stocks, common	4,274,398	3,161,991
Corporate stocks, preferred	81,449	71,827
U.S. Government securities	2,261	70,041
Mutual funds	390,862	1,251,197
Life insurance contract	-	40,479
Partnership interests	277,503	401,439
Notes receivable	2,493,147	2,099,490
Total investments	9,504,002	7,851,185
Receivables		
Employers' contributions	622,970	586,352
Interest receivable	30,324	13,065
Total receivables	653,294	599,417
Cash	145,891	150,631
Total assets	10,303,187	8,601,233
LIABILITIES, accrued expenses	11,613	10,802
NET ASSETS AVAILABLE FOR BENEFITS	$10,291,574	$ 8,590,431

The Notes to Financial Statements are an integral part of these statements

GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2009

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Net appreciation in fair value of investments	$ 1,015,275
Interest	179,312
Dividends	141,624
Other investment income	41,145
Total investment income	1,377,356
Employers' contributions	622,970
Total additions	2,000,326
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	255,632
Administrative expenses	43,551
Total deductions	299,183
Net increase in net assets	1,701,143
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	8,590,431
End of year	$10,291,574

The Notes to Financial Statements are an integral part of these statements

GEMPERLE BROTHERS PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 1. Description of the Plan

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

1. General. The Plan is a defined contribution plan covering all full-time employees of Gemperle Brothers and Gemperle Egg Packing, Inc. (the Company) who have completed one year of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is non-participant directed.

2. Contributions. Each year the Company contributes a percentage of qualified employee earnings. Contributions are at management's discretion. The Plan does not allow participant contributions.

3. Participant Accounts. Each participant's account is credited with an allocation of (a) the Company's contributions, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

4. Payment of Benefits. On termination of service due to death or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or in installments.

5. Vesting. A participant's vesting in the Company contributions portion of their account plus earnings thereon is based on years of continuous service. A participant becomes 100 percent vested after six years of credited service.

6. Forfeited Accounts. At December 31, 2009, there were no forfeited nonvested accounts which had not been allocated to eligible participants.

7. Administrative Expenses. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. While the Company does pay some administrative expenses of the Plan directly, the majority of the administrative expenses are paid by the Plan.

Note 2. Summary of Accounting Policies

Basis of Accounting:

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

Investment Valuations and Income Recognition:

The Plan's investments are stated at fair value. If available, quoted market prices are used to value investments. Partnership interests have been valued based on estimated appraised value. Notes receivable have been valued on the basis of future principal payments. The loans are secured by deeds of trust.

Purchases and sales of securities are recorded on a trade-date basis. Dividends and interest income earned in brokerage accounts are recorded when paid. Interest income earned on all other income producing assets is recorded on the accrual basis.

Note 2. Summary of Accounting Policies (Continued)

Risk 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 and balances and the amounts reported in the statements of net assets available for benefits.

Terminated Vested Benefits:

The Plan records benefits when paid. Total vested benefits due to terminated and retired participants but not paid was $2,288,771 as of December 31, 2009.

Reclassifications:

Certain reclassifications have been made to the 2008 financial statements to conform with the 2009 financial statement presentation. Such reclassifications had no effect on net decrease in net assets as previously recorded.

Use of Estimates:

The preparation of the 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 net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

Subsequent Events:

In preparing these financial statements, the Companies have evaluated events and transactions for potential recognition or disclosure through July 6, 2010, the date the financial statements were available to be issued.

Note 3. Concentration of Credit Risk

The Plan maintains its cash balances at various institutions, which at times may exceed federally insured limits. The uninsured cash amounts at December 31, 2009 were $1,734,382.

The Federal Deposits Insurance Corporation (FDIC) insures the money market funds held in the Plan's TD Ameritrade account for a maximum of $250,000. Securities held in the Plan's TD Ameritrade account are insured by the Securities Investor Protection Corporation for a maximum of $500,000. In addition, TD Ameritrade provides supplementary protection through other insurance companies, which is for securities only.

Note 4. Investments

Investments that represent 5% or more of the Plan's net assets at December 31, 2009 are as follows:

Money Market - TD Ameritrade	$1,984,382

Note 4. Investments (Continued)

Investments that represent 5% or more of the Plan's net assets at December 31, 2008 are as follows:

Money Market - TD Ameritrade	$ 754,525
Note Receivable - John C. Williams	447,917

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Investments at fair value as determined by quoted market price

Corporate stocks	$1,263,811
U.S. Government securities	(1,727)
Mutual funds	(126,547)
Life insurance contract	16,404
Partnership interests	(136,666)
Net appreciation in fair value of investments	$1,015,275

Note 5. Plan Termination

Although it has not expressed any interest 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 percent vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

Note 6. Income Tax Status

The Plan obtained its latest determination letter on August 30, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Note 7. Party-In-Interest Transactions

The following parties are considered parties-in-interest in accordance with Section 3(14) of ERISA:

Gemperle Brothers, Plan Sponsor
Gemperle Egg Packing, Inc., Plan Sponsor

The Plan incurred $3,750 of administrative expenses with the plan sponsor. At December 31, 2009 and 2008, $225 and $330 was included in accrued expenses and due to the plan sponsor, respectively.

Note 8. Fair Value Measurements

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

Level 1 — Represents financial assets whose fair value is determined based upon observable unadjusted quoted market prices for identical financial assets in active markets that the Plan has the ability to access.

Level 2 — Represents financial assets whose fair value is determined based upon: quoted market prices for similar assets in active markets; quoted market prices for identical assets in inactive markets; inputs other than quoted market prices that are observable for the assets such as interest rates or yield curves, or other inputs derived principally from or corroborated from other observable market information.

Level 3 — Represents financial assets whose fair value is determined based upon inputs that are unobservable, including the Plan's own determinations of the assumptions that a market participant would use in pricing the asset.

There have been no changes in the methodologies used at December 31, 2009 and 2008. The following is a description of the valuation methodologies used for assets measured at fair value.

Common stocks, preferred stocks, and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Money market funds and mutual funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Life insurance contract: Valued at the Cash Surrender Value (CSV) of the policy at year end, less any applicable distribution charges and plus any dividends at year end.

Partnership interests: Valued by comparing the discounted FMV of the property to the book value of the land and other depreciable assets.

Notes receivable: Valued at amortized cost, which approximates fair value.

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Money market funds	$1,984,382	$ -	$ -	$1,984,382
Corporate stocks, common	4,274,398	-	-	4,274,398
Corporate stock, preferred	81,449	-	-	81,449
U.S. Government securities	2,261	-	-	2,261
Mutual funds	390,862	-	-	390,862
Partnership interests	-	-	277,503	277,503
Notes receivable	-	-	2,493,147	2,493,147
Total assets at fair value	$6,733,352	$ -	$2,770,650	$9,504,002

Note 8. Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 754,721	$ -	$ -	$ 754,721
Corporate stocks, common	3,161,991	-	-	3,161,991
Corporate stock, preferred	71,827	-	-	71,827
U.S. Government securities	70,041	-	-	70,041
Mutual funds	1,251,197	-	-	1,251,197
Life insurance contract	-	-	40,479	40,479
Partnership interests	-	-	401,439	401,439
Notes receivable	-	-	2,099,490	2,099,490
Total assets at fair value	$5,309,777	$ -	$2,541,408	$7,851,185

Level 3 gains and losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

	Life Insurance Contract	Partnership Interests	Notes Receivable
Balance, beginning of year	$ 40,479	$ 401,439	$2,099,490
Total gains/losses for the period (realized and unrealized) that are included in earnings	16,404	(146,655)	-
Purchases, sales, issuances and settlements (net)	(56,883)	22,719	393,657
Balance, end of year	$ -	$ 277,503	$2,493,147

SUPPLEMENTAL SCHEDULES - FORM 5500 PURPOSES

GEMPERLE BROTHERS PROFIT SHARING PLAN
E.I.N. 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.		(d) Cost	(e) Current Value
	Money Market Funds				
*	Money Market - TD Ameritrade	Units	Money market funds	$1,984,382	$1,984,382
*	TD Ameritrade - Corporate Stocks - Common				
	Abbott Laboratories	1,400	Common Stock	$ 44,178	$ 75,586
	Alcoa Inc	1,000	Common Stock	29,899	16,120
	Alliance Resource Partners LP	1,000	Common Stock	27,480	43,370
	Alliant Techsystems Inc	300	Common Stock	15,741	26,481
	AmerisourceBergen Corp	1,300	Common Stock	20,604	33,891
	Annaly Capital Management Inc	1,000	Common Stock	13,834	17,350
	Bank America Corp	15,000	Common Stock	303,281	225,900
	Bank Of New York Co Inc	500	Common Stock	12,179	13,985
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	Baytex Energy Trust	1,250	Common Stock	24,785	35,375
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	Caterpillar Inc	1,300	Common Stock	23,432	74,087
	ChevronTexaco Corp	1,000	Common Stock	32,257	76,990
	Cimarex Energy	750	Common Stock	20,415	39,728
	Cisco Systems	1,000	Common Stock	15,330	23,940
	Citigroup Inc	1,000	Common Stock	21,515	3,310
	Colgate-Palmolive Company	400	Common Stock	23,047	32,860
	Comcast Corp	1,900	Common Stock	49,006	47,576
	Covidien Ltd	700	Common Stock	30,707	33,523
	Devon Energy Corp	730	Common Stock	19,765	53,655
	Diamond Offshore Drilling Inc	1,250	Common Stock	25,705	123,025
	Dominion Resources Inc	500	Common Stock	14,335	19,460
	Dynegy Inc (Holding Co) CL A	300	Common Stock	9,240	543
	Edison International	600	Common Stock	15,987	20,868

GEMPERLE BROTHERS PROFIT SHARING PLAN
E.I.N. 94-1441610
PLAN NUMBER 001
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DECEMBER 31, 2009

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*	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Elan Corp P L C	2,200 Common Stock	$ 19,617	$ 14,344
	Ensco International Inc	725 Common Stock	19,895	28,957
	Exelon Corp	400 Common Stock	16,406	19,548
	Exxon Mobil	1,480 Common Stock	58,615	100,921
	General Dynamics Corp	950 Common Stock	50,479	64,762
	General Electric Co	4,220 Common Stock	127,380	63,848
	Gilead Sciences Inc	1,400 Common Stock	25,774	60,578
	Halliburton Co	1,800 Common Stock	12,480	54,162
	Hess Corporation	525 Common Stock	9,731	31,762
	Hewlett-Packard Co	6,000 Common Stock	258,792	309,060
	HomeFed Corporation	40 Common Stock	-	980
	Hospira Inc.	140 Common Stock	2,749	7,140
	Intel Corp	1,800 Common Stock	27,550	36,720
	iShares COMEX Gold Trust	3,400 Common Stock	247,588	365,058
	Johnson & Johnson	1,520 Common Stock	59,943	97,903
	Kinder Morgan Energy Partners LP	1,000 Common Stock	45,179	60,980
	L-3 Communications Holdings, Inc	350 Common Stock	14,894	30,433
	Laboratory Amer Hldg Corp	600 Common Stock	24,439	44,904
	Lockheed Martin Corp	850 Common Stock	49,947	64,048
	Magellan Midstream Partners LP	800 Common Stock	12,555	34,664
	Marathon Oil Corp	1,300 Common Stock	15,036	40,586
	Medcohealth Solutions	1,000 Common Stock	16,433	63,910
	Medtronic Inc	400 Common Stock	19,275	17,592
	Merck & Co Inc	1,211 Common Stock	30,117	44,250
	Microsoft Corporation	1,000 Common Stock	16,859	30,480
	Nestle S A	750 Common Stock	19,890	36,262
	Northrop Grumman Corp	800 Common Stock	50,308	44,680
	Novartis A G Spon ADR Fsponsored	1,000 Common Stock	41,106	54,430
	Occidental Petroleum Corp	900 Common Stock	9,874	73,215
	OGE Energy Corp	1,500 Common Stock	32,955	55,335
	Oracle Corp	1,000 Common Stock	15,580	24,530
	Patterson-UTI Energy Inc	1,250 Common Stock	19,951	19,188
	Pengrowth Energy Trust	1,300 Common Stock	23,644	12,519
	Penn West Energy Trust	800 Common Stock	24,876	14,080

GEMPERLE BROTHERS PROFIT SHARING PLAN
E.I.N. 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
*	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Petroleo Brasileiro SA Petrobras	1,000 Common Stock	$ 29,736	$ 47,680
	Pfizier Inc	2,100 Common Stock	48,529	38,199
	Pharmerica Corp	54 Common Stock	615	858
	Pimco Corporate Opportunity Fund	1,700 Common Stock	25,442	24,480
	Qualcomm Inc	500 Common Stock	18,330	23,130
	Raytheon Co CL B	1,300 Common Stock	70,217	66,976
	Royal Dutch Petroleum Co	400 Common Stock	16,171	24,044
	San Juan Basin Royalty Trust	625 Common Stock	5,000	10,775
	Schlumberger LTD	750 Common Stock	14,700	48,817
	SLM Corporation	1,500 Common Stock	20,282	16,905
	Source Capital Inc	450 Common Stock	15,442	19,309
	Stryker Corp	600 Common Stock	26,596	30,222
	Sun Microsystems Inc	1,525 Common Stock	58,070	14,289
	Sunoco Inc	350 Common Stock	27,884	9,135
	TEVA Pharmaceutical	548 Common Stock	6,392	30,787
	Texas Instruments Inc	1,000 Common Stock	30,132	26,060
	Tidewater Inc	650 Common Stock	19,366	31,168
	Transocean Inc	594 Common Stock	13,524	49,183
	Tyco Electronics Ltd	800 Common Stock	31,203	19,640
	Tyco Intl LTD New	200 Common Stock	12,207	7,136
	United Natural Foods Inc	1,500 Common Stock	43,269	40,110
	US Bancorp (Del)	1,000 Common Stock	13,709	22,510
	Valero Energy Corp	400 Common Stock	24,386	6,700
	Wal Mart Stores Inc	1,100 Common Stock	31,909	58,795
	Zimmer Holdings Inc	75 Common Stock	-	4,433
	Great Plains Energy, Inc.	85 Common Stock	13,581	1,648
	JP Morgan Chase & Co.	3,000 Common Stock	104,800	125,010
	Oceaneering International, Inc.	400 Common Stock	27,370	23,408
	Wells Fargo Bank	4,000 Common Stock	95,930	107,960
			$3,273,189	$4,274,398
*	TD Ameritrade - Corporate Stocks - Preferred			
	AES Tr III 6.75% TR Pfd Conv Secs	1,000 Preferred shares	$ 50,470	$ 46,250

GEMPERLE BROTHERS PROFIT SHARING PLAN
E.I.N. 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.		(d) Cost	(e) Current Value
*	TD Ameritrade - Corporate Stocks - Preferred (Continued)				
	Comcast Cl. A	1,400 Preferred shares		$ 34,181	$ 23,604
	Source Capital	350 Preferred shares		11,002	11,595
				$ 95,653	$ 81,449
	U.S. Government Securities				
*	GNMA#455522 - TD Ameritrade	2027/09	7.500%	$ 949	$ 1,589
*	GNMA#518559 - TD Ameritrade	2029/10	7.000%	582	672
				$ 1,531	$ 2,261
*	TD Ameritrade - Mutual Funds				
	Forward Select Income Fund Institutional	19,436 Shares		$ 469,237	$ 390,862
	Partnership Interests				
	Golden State Properties			$ 49,989	$ 161,870
	Peabody Self Storage			47,072	115,633
				$ 97,061	$ 277,503
	Notes Receivable				
	John C. Williams	6/28/09; 8.50%; secured by deed of trust		$ 447,917	$ 447,917
	Golden State Properties	06/05/15; 7.50%; secured by deed of trust		210,052	210,052
	John Grover	8/27/12; 6.50%; secured by deed of trust		175,000	175,000
	352 E. Olive Ave., LLC	11/1/17; 7.25%; secured by deed of trust		244,754	244,754
	Skeels Farms LTD.	1/26/16; 7.00%; secured by deed of trust		160,496	160,496

GEMPERLE BROTHERS PROFIT SHARING PLAN
E.I.N. 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	Notes receivable (Continued)			
	Skeels Farms (Lot 8)	9/1/11; 7.00%; secured by deed of trust	$ 265,199	$ 265,199
	William Endsley	07/27/09; 6.00%; secured by deed of trust	107,000	107,000
	Three To One Investment Group	8/1/12; 7.00%; secured by deed of trust	129,909	129,909
	Robert and Joelle Triebsch	2/12/19; 5.50%; secured by deed of trust	231,071	231,071
	Canal Street Partnership	6/12/18; 6.00%; secured by deed of trust	98,854	98,854
	Darryl Crow, CCIM	01/17/12; 7.00%; secured by deed of trust	31,777	31,777
	Darryl Crow, CCIM	01/18/12; 7.75%; secured by deed of trust	19,470	19,470
	Darryl Crow, CCIM	03/12/11; 7.00%; secured by deed of trust	68,862	68,862
	Palm Street Partnership	08/01/16; 7.00%; secured by deed of trust	271,614	271,614
	Peabody Self-Storage	05/31/15; 7.00%; secured by deed of trust	31,172	31,172
			$2,493,147	$2,493,147

* Represents a party-in-interest.

GEMPERLE BROTHERS PROFIT SHARING PLAN
EIN 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2009

	Identity of Party Involved	Description of of Asset (Include in interest rate and maturity in case of a loan)	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (or Loss)
*	TD Ameritrade	Standard & Poors Depositary Receipts	N/A	$101.19	-	-	$861,982	$789,243	$ (72,739)

* Represents a party-in-interest.

GEMPERLE BROTHERS PROFIT SHARING PLAN
EIN 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2009

	Identity of Party Involved	Description of of Asset (Include in interest rate and maturity in case of a loan)	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (or Loss)
*	TD Ameritrade	Standard & Poors Depositary Receipts	N/A	$101.19	-	-	$861,982	$789,243	$ (72,739)

* Represents a party-in-interest.

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.	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 ☒ 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
GEMPERLE BROTHERS PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▸ 001

1c Effective date of plan 12/29/1969

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
GEMPERLE BROTHERS

10218 LANDER AVENUE

TURLOCK CA 95380-9627

2b Employer Identification Number (EIN) 94-1441610

2c Sponsor's telephone number 209-667-2651

2d Business code (see instructions) 112300

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	Barry S Marcus	07/20/2010	Barry Marcus
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Barry S Marcus	7/20/2010	
	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") GEMPERLE BROTHERS 10218 LANDER AVENUE TURLOCK CA 95380-9627	**3b** Administrator's EIN 94-1441610	
	3c Administrator's telephone number 209-667-2651	
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**	240
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**	171
b Retired or separated participants receiving benefits	**6b**	5
c Other retired or separated participants entitled to future benefits	**6c**	76
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	252
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	253
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	253
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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 3D

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)		**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		**b General Schedules**	
(1)	[X] **R** (Retirement Plan Information)	(1)	[X] **H** (Financial Information)
(2)	[ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	[ ] **I** (Financial Information – Small Plan)
		(3)	[ ] ___ **A** (Insurance Information)
		(4)	[X] **C** (Service Provider Information)
(3)	[ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	[ ] **D** (DFE/Participating Plan Information)
		(6)	[X] **G** (Financial Transaction Schedules)

GEMPERLE BROTHERS PROFIT SHARING PLAN
E.I.N. 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2009

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	Edison International	600	Common Stock	15,987	20,868

GEMPERLE BROTHERS PROFIT SHARING PLAN
E.I.N. 94-1441610
PLAN NUMBER 001
SCHEDULE H. LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
*	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Elan Corp P L C	2,200 Common Stock	$ 19,617	$ 14,344
	Ensco International Inc	725 Common Stock	19,895	28,957
	Exelon Corp	400 Common Stock	16,406	19,548
	Exxon Mobil	1,480 Common Stock	58,615	100,921
	General Dynamics Corp	950 Common Stock	50,479	64,762
	General Electric Co	4,220 Common Stock	127,380	63,848
	Gilead Sciences Inc	1,400 Common Stock	25,774	60,578
	Halliburton Co	1,800 Common Stock	12,480	54,162
	Hess Corporation	525 Common Stock	9,731	31,762
	Hewlett-Packard Co	6,000 Common Stock	258,792	309,060
	HomeFed Corporation	40 Common Stock	-	980
	Hospira Inc.	140 Common Stock	2,749	7,140
	Intel Corp	1,800 Common Stock	27,550	36,720
	iShares COMEX Gold Trust	3,400 Common Stock	247,588	365,058
	Johnson & Johnson	1,520 Common Stock	59,943	97,903
	Kinder Morgan Energy Partners LP	1,000 Common Stock	45,179	60,980
	L-3 Communications Holdings, Inc	350 Common Stock	14,894	30,433
	Laboratory Amer Hldg Corp	600 Common Stock	24,439	44,904
	Lockheed Martin Corp	850 Common Stock	49,947	64,048
	Magellan Midstream Partners LP	800 Common Stock	12,555	34,664
	Marathon Oil Corp	1,300 Common Stock	15,036	40,586
	Medcohealth Solutions	1,000 Common Stock	16,433	63,910
	Medtronic Inc	400 Common Stock	19,275	17,592
	Merck & Co Inc	1,211 Common Stock	30,117	44,250
	Microsoft Corporation	1,000 Common Stock	16,859	30,480
	Nestle S A	750 Common Stock	19,890	36,262
	Northrop Grumman Corp	800 Common Stock	50,308	44,680
	Novartis A G Spon ADR Fsponsored	1,000 Common Stock	41,106	54,430
	Occidental Petroleum Corp	900 Common Stock	9,874	73,215
	OGE Energy Corp	1,500 Common Stock	32,955	55,335
	Oracle Corp	1,000 Common Stock	15,580	24,530
	Patterson-UTI Energy Inc	1,250 Common Stock	19,951	19,188
	Pengrowth Energy Trust	1,300 Common Stock	23,644	12,519
	Penn West Energy Trust	800 Common Stock	24,876	14,080

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*	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Petroleo Brasileiro SA Petrobras	1,000 Common Stock	$ 29,736	$ 47,680
	Pfizier Inc	2,100 Common Stock	48,529	38,199
	Pharmerica Corp	54 Common Stock	615	858
	Pimco Corporate Opportunity Fund	1,700 Common Stock	25,442	24,480
	Qualcomm Inc	500 Common Stock	18,330	23,130
	Raytheon Co CL B	1,300 Common Stock	70,217	66,976
	Royal Dutch Petroleum Co	400 Common Stock	16,171	24,044
	San Juan Basin Royalty Trust	625 Common Stock	5,000	10,775
	Schlumberger LTD	750 Common Stock	14,700	48,817
	SLM Corporation	1,500 Common Stock	20,282	16,905
	Source Capital Inc	450 Common Stock	15,442	19,309
	Stryker Corp	600 Common Stock	26,596	30,222
	Sun Microsystems Inc	1,525 Common Stock	58,070	14,289
	Sunoco Inc	350 Common Stock	27,884	9,135
	TEVA Pharmaceutical	548 Common Stock	6,392	30,787
	Texas Instruments Inc	1,000 Common Stock	30,132	26,060
	Tidewater Inc	650 Common Stock	19,366	31,168
	Transocean Inc	594 Common Stock	13,524	49,183
	Tyco Electronics Ltd	800 Common Stock	31,203	19,640
	Tyco Intl LTD New	200 Common Stock	12,207	7,136
	United Natural Foods Inc	1,500 Common Stock	43,269	40,110
	US Bancorp (Del)	1,000 Common Stock	13,709	22,510
	Valero Energy Corp	400 Common Stock	24,386	6,700
	Wal Mart Stores Inc	1,100 Common Stock	31,909	58,795
	Zimmer Holdings Inc	75 Common Stock	-	4,433
	Great Plains Energy, Inc.	85 Common Stock	13,581	1,648
	JP Morgan Chase & Co.	3,000 Common Stock	104,800	125,010
	Oceaneering International, Inc.	400 Common Stock	27,370	23,408
	Wells Fargo Bank	4,000 Common Stock	95,930	107,960
			$3,273,189	$4,274,398
*	TD Ameritrade - Corporate Stocks - Preferred			
	AES Tr III 6.75% TR Pfd Conv Secs	1,000 Preferred shares	$ 50,470	$ 46,250

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*	TD Ameritrade - Corporate Stocks - Preferred (Continued)			
	Comcast Cl. A	1,400 Preferred shares	$ 34,181	$ 23,604
	Source Capital	350 Preferred shares	11,002	11,595
			$ 95,653	$ 81,449
	U.S. Government Securities			
*	GNMA#455522 - TD Ameritrade	2027/09 7.500%	$ 949	$ 1,589
*	GNMA#518559 - TD Ameritrade	2029/10 7.000%	582	672
			$ 1,531	$ 2,261
*	TD Ameritrade - Mutual Funds			
	Forward Select Income Fund Institutional	19,436 Shares	$ 469,237	$ 390,862
	Partnership Interests			
	Golden State Properties		$ 49,989	$ 161,870
	Peabody Self Storage		47,072	115,633
			$ 97,061	$ 277,503
	Notes Receivable			
	John C. Williams	6/28/09; 8.50%; secured by deed of trust	$ 447,917	$ 447,917
	Golden State Properties	06/05/15; 7.50%; secured by deed of trust	210,052	210,052
	John Grover	8/27/12; 6.50%; secured by deed of trust	175,000	175,000
	352 E. Olive Ave., LLC	11/1/17; 7.25%; secured by deed of trust	244,754	244,754
	Skeels Farms LTD.	1/26/16; 7.00%; secured by deed of trust	160,496	160,496

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	Notes receivable (Continued)			
	Skeels Farms (Lot 8)	9/1/11; 7.00%; secured by deed of trust	$ 265,199	$ 265,199
	William Endsley	07/27/09; 6.00%; secured by deed of trust	107,000	107,000
	Three To One Investment Group	8/1/12; 7.00%; secured by deed of trust	129,909	129,909
	Robert and Joelle Triebsch	2/12/19; 5.50%; secured by deed of trust	231,071	231,071
	Canal Street Partnership	6/12/18; 6.00%; secured by deed of trust	98,854	98,854
	Darryl Crow, CCIM	01/17/12; 7.00%; secured by deed of trust	31,777	31,777
	Darryl Crow, CCIM	01/18/12; 7.75%; secured by deed of trust	19,470	19,470
	Darryl Crow, CCIM	03/12/11; 7.00%; secured by deed of trust	68,862	68,862
	Palm Street Partnership	08/01/16; 7.00%; secured by deed of trust	271,614	271,614
	Peabody Self-Storage	05/31/15; 7.00%; secured by deed of trust	31,172	31,172
			$2,493,147	$2,493,147

* Represents a party-in-interest.