	Form 5500-SF		Report of Small Emplo	OMB Nos. 1210-0110 1210-0089						
	Department of the Treasury Internal Revenue Service		Benefit d under se	C PIAN ctions 104 and 4065 of the Employe	2009					
Department of Labor Employee Benefits Security Administration Internal Rev				(ERISA), and section 6058(a) of the ode (the Code).	This Form is Open to Public					
P	Pension Benefit Guaranty Corporation Inspection Complete all entries in accordance with the instructions to the Form 5500-SF. 									
	Part I Annual Report Identification Information									
_		single-employer plan		g	2/31/2					
	This return/report is for:	first return/report	final retur	mployer plan (not multiemployer)		one-participant plan				
в	This return/report is for:	an amended return/report		n/report i year return/report (less than 12 mo	nthe)					
C			•		,					
	C Check box if filing under:									
Pa	Part II Basic Plan Information—enter all requested information									
	Name of plan				1b	Three-digit				
BUR	LEY TOBACCO GROWERS CO	OOPERATIVE ASSOCIATION 401K	RETIREM	ENT SAVINGS PLAN		plan number				
					10	(PN) Effective date of plan				
						10/01/2008				
	Plan sponsor's name and addre	ess (employer, if for single-employer	plan)		2b	Employer Identification Number (EIN) 61-0146835				
	SOUTH BROADWAY				2c	Plan sponsor's telephone number 859-252-3561				
	NGTON, KY 40508				2d	Business code (see instructions)				
	Plan administrator's name and LEY TOBACCO GROWERS CO	address (if same as Plan sponsor, er			3b	Administrator's EIN				
	OCIATION	DOPERATIVE 620 SOUTH I LEXINGTON			3c	61-0146835 Administrator's telephone number				
1	f the name and/or FIN of the pla	n ananasi has shanned since the los	nort filed for this plan, optor the		859-252-3561					
		in sponsor has changed since the las r from the last return/report. Sponso		port filed for this plan, enter the	4b EIN					
······································						PN				
		the beginning of the plan year			5a 5b	5				
b Total number of participants at the end of the plan year						5				
С	• •	th account balances as of the end of		· ·	5c	5				
6a	Were all of the plan's assets d	uring the plan year invested in eligibl	le assets?	(See instructions.)		X Yes No				
b	b Are you claiming a waiver of the annual examination and report of an independent gualified public accountant (IQPA)									
	under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.)									
Pa	rt III Financial Informa									
7	Plan Assets and Liabilities			(a) Beginning of Year		(b) End of Year				
a	•		7a	806	4	36535				
b	•	(), (,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	7b)	0				
<u> </u>		'b from line 7a)	7c	806- (a) Amount	+	36535 (b) Tetal				
a	Income, Expenses, and Transf Contributions received or recei			(a) Amount		(b) Total				
			8a(1)	834	4					
	(2) Participants		8a(2)	1420)					
	.,)	8a(3)		_					
b		0 - (0) 0 - (0) 0	8b	592	7	00474				
c d		8a(2), 8a(3), and 8b) ollovers and insurance premiums	8c			28471				
~			8d							
е	Certain deemed and/or correct	ive distributions (see instructions)	8e							
f	•	s (salaries, fees, commissions)	8f							
g			8g		_					
h i		Be, 8f, and 8g)	8h			0 				
i		e 8h from line 8c) ee instructions)				20471				
		/	l ol	1						

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500-SF.

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Part IV Plan Characteristics

- **9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2G 2J 3D
- **b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Part	V	Compliance Questions						
10	Duri	ing the plan year:		Yes	No	А	mount	
а	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program)				x			
b	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)		10b		x			
С	Wa	s the plan covered by a fidelity bond?	10c	Х				70000
d								
е	insu	re any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, irance service or other organization that provides some or all of the benefits under the plan? (See ructions.)	10e		X			
f	Has	the plan failed to provide any benefit when due under the plan?	10f		Х			
g	Did	the plan have any participant loans? (If "Yes," enter amount as of year end.)	10g		Х			
h		is is an individual account plan, was there a blackout period? (See instructions and 29 CFR 0.101-3.)	10h		x			
i		In was answered "Yes," check the box if you either provided the required notice or one of the eptions to providing the notice applied under 29 CFR 2520.101-3	10i					
Part	VI	Pension Funding Compliance						
11	ls th	is a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and com					Yes	× No
12		nis a defined contribution plan subject to the minimum funding requirements of section 412 of the Code					Yes	X No
		(es," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.)					-	—
 a 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 letter ruling granting the waiver. 								
lf y	/ou c	completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.		-				
b	Ente	er the minimum required contribution for this plan year			12b			
С	Enter the amount contributed by the employer to the plan for this plan year							
d								
е	Will the minimum funding amount reported on line 12d be met by the funding deadline?							
Part	VII	Plan Terminations and Transfers of Assets						
13a	Has a resolution to terminate the plan been adopted during the plan year or any prior year?							
	If "Yes," enter the amount of any plan assets that reverted to the employer this year							
b	b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?							
С	lf du	rring this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify th ch assets or liabilities were transferred. (See instructions.)						
13c(1) Name of plan(s):						N(s)	13c(3) PN(s)
Cauti	ion: /	A penalty for the late or incomplete filing of this return/report will be assessed unless reasonab	le cau	ise is	establ	ished.	l	

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, if applicable, a Schedule

SB or Schedule MB completed and signed by an enrolled actuary, 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	Filed with authorized/valid electronic signature.	07/30/2010	ROGER QUARLES
HERE	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

Form 5500-SF Short Form Annual								
Department of the Treasury Internal Revenue Service This form is required to be t		Benefit Plan ed under sections 104 and 4065 of the Employee			2009			
Department of Labor Retirement Income Securit	ty Act of 197	4 (ERISA), and section 6058(a) of th Code (the Code).	This Form is Open to Public Inspection					
Pension Benefit Guaranty Corporation Complete all entries in acc	0-SF.	1118						
Part I Annual Report Identification Information For calendar plan year 2009 or fiscal plan year beginning	01/01/2	2009 and ending		12/31/200	19			
V ainela anaplayar elan		und onding		one-participa				
					περιατι			
B This return/report is for:	[]	n year return/report (less than 12 mc	inths)					
	님	c extension	minay	DFVC progra	m			
	<u>ئ</u> ے ک	0.07101191011		L DI VO piogra	1131			
Part II Basic Plan Information—enter all requested information								
1a Name of plan	mation		1b	Three-digit				
BURLEY TOBACCO GROWERS COOPERATIVE				plan number	002			
ASSOCIATION 401K RETIREMENT SAVINGS PLA	λN		10	(PN)				
				C Effective date of plan 10/01/2008				
2a Plan sponsor's name and address (employer, if for single-employ BURLEY TOBACCO GROWERS COOPERATIVE	er plan)		2b	Employer Identif	ication Number			
BURLEY TOBACCO GROWERS COOPERATIVE			<u> </u>	(EIN) 61-014				
			20	C Plan sponsor's telephone numb (859) 252-3561				
620 SOUTH BROADWAY			2d	Business code (see instructions				
LEXINGTON		KY 40508	01	115110				
3a Plan administrator's name and address (if same as Plan sponsor,	, enter "Samo	e")	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/re	port filed for this plan, enter the	4b EIN					
name, EIN, and the plan number from the last return/report. Spon	sor's name		4c					
5a Total number of participants at the beginning of the plan year			40 5a	PN	5			
b Total number of participants at the end of the plan year			5					
. ,			5b		5			
	c Total number of participants with account balances as of the end of the plan year (defined bene complete this item)							
a Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.)								
b Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.)								
If you answered "No" to either 6a or 6b, the plan cannot use	If you answered "No" to either 6a or 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.							
Part III Financial Information			_r					
7 Plan Assets and Liabilities		(a) Beginning of Year	4	(b) End (
a Total plan assets		8,064			36,535			
b Total plan liabilities		8,064			36,535			
C Net plan assets (subtract line 7b from line 7a)		······································		(b) T				
 8 Income, Expenses, and Transfers for this Plan Year a Contributions received or receivable from: 		(a) Amount		(b) Te				
(1) Employers	<u>8a(1)</u>	8,34						
(2) Participants	<u>8a(2)</u>	14,20	0					
(3) Others (including rollovers)	<u>8a(3)</u>							
b Other income (loss)		5,927						
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	<u>8</u> ¢				28,471			
d Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d							
e Certain deemed and/or corrective distributions (see instructions).]					
f Administrative service providers (salaries, fees, commissions)]					
g Other expenses								
h Total expenses (add lines 8d, 8e, 8f, and 8g)	<u>8h</u>				0			
i Net income (loss) (subtract line 8h from line 8c)					28,471			
j Transfers to (from) the plan (see instructions)	··· 8j				5400 PF (2000)			

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Form 5500-SF 2009

Part IV Plan Characteristics If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 9a 2E 2G2J 3D Х If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions; h Part V Compliance Questions 10 Yes No During the plan year: Amount a Was there a failure to transmit to the plan any participant contributions within the time period described in Х 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program) 10a b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported Х on line 10a.)..... 10b 70,000 Х Was the plan covered by a fidelity bond?..... 10c С Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud ď Х 10d or dishonesly? Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service or other organization that provides some or all of the benefits under the plan? (See х 10e instructions.) Х Has the plan failed to provide any benefit when due under the plan? f 10f Х α Did the plan have any participant loans? (If "Yes," enter amount as of year end.)..... 10g If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR h Х 10h 2520.101-3.) If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3..... 101 Part VI Pension Funding Compliance Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 11 Yes No 5500)) 12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA?.. Yes No (If "Yes," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.) a 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 letter ruling granting the waiver.Month _____ Day _____ Year __ If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13. 12b b Enter the minimum required contribution for this plan year..... 12c c Enter the amount contributed by the employer to the plan for this plan year..... Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a d 12d negative amount) Yes No N/A e Will the minimum funding amount reported on line 12d be met by the funding deadline?..... Part VII **Plan Terminations and Transfers of Assets** Yes X No 13a Has a resolution to terminate the plan been adopted during the plan year or any prior year? 13a If "Yes," enter the amount of any plan assets that reverted to the employer this year..... Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control b Yes X No of the PBGC?..... c 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.) 13c(2) EIN(s) 13c(3) PN(s) 13c(1) Name of plan(s): 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, If applicable, a Schedule SB or Schedule MB completed and signed b) an enrolled actuary, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true correct, and completion

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SIGN	Soon Saarles	7/30/2010	ROGER QUARLES
uene d	Signature of plan adoptistrator	Date	Enter name of individual signing as plan administrator
SIGN	son brances	7/30/2010	ROGER QUARLES
HERE	Signature of employer an sponsor	Date	Enter name of Individual signing as employer or plan sponsor