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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
AMERICAN BAKERY COMPANY 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1982

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
OAKHURST INDUSTRIES, INC
FREUND BAKING COMPANY

2050 TUBEWAY
CITY OF COMMERCE, CA 90040-1624

2b Employer Identification Number (EIN)
95-3641353

2c Sponsor's telephone number
323-724-3000

2d Business code (see instructions)
311800

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.	09/17/2010	JAMES FREUND
	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")
OAKHURST INDUSTRIES, INC DBA FREUND BAKING COMPANY

2050 TUBEWAY
CITY OF COMMERCE, CA 90040-1624

3b Administrator's EIN
95-3641353

3c Administrator's telephone number
323-724-3000

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**	390
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**	374
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	29
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	403
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	403
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	403
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	16
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2J 2F 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)			**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
AMERICAN BAKERY COMPANY 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OAKHURST INDUSTRIES, INC

D Employer Identification Number (EIN)
95-3641353

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SANFORD C. BERNSTEIN & CO., INC.

13-4132953

(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?
20	NONE	23011	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BENEFIT PLANNING INC.

4640 ADMIRALTY WAY
NINTH FLOOR
MARINA DEL REY, CA 90292

95-3794697

(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?
24	NONE	8700	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?
			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 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
AMERICAN BAKERY COMPANY 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OAKHURST INDUSTRIES, INC

D Employer Identification Number (EIN)
95-3641353

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	17216	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	250000	400000
(2) Participant contributions	1b(2)	2222	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	305112	637276
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1260685	1694480
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	59233	29808
(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)	790544	1130468
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	2685012	3892032
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2685012	3892032

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)	400000	
	(B) Participants	2a(1)(B)	88951	
	(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)		488951
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	340	
	(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)	1350	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1690
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	44365	
	(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)		44365
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1181605	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1543273	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-361668

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	974377	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		974377
	(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)		130021
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1277736
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	38551	
	(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)		38551
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)	31711	
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)	454	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		32165
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		70716
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		1207020
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: PIAZZA, DONNELLY AND MARLETTE, LLP **(2)** EIN: 33-0783700

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
AMERICAN BAKERY COMPANY 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OAKHURST INDUSTRIES, INC

D Employer Identification Number (EIN)
95-3641353

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): 91-1973415

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):

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

As of December 31, 2009 and 2008

with

INDEPENDENT AUDITORS' REPORT THEREON

PDM
Piazza, Donnelly & Marlette, LLP
Certified Public Accountants

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

INDEX

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 – 13
Supplemental Schedule	
Schedule of Assets (Held at End of Year)	14 – 17

PDM
Piazza, Donnelly
& Marlette, LLP
Certified Public Accountants

Dana N. Piazza, CPA
Scott J. Donnelly, CPA
L. G. Marlette Jr., CPA
Hank Parker, CPA
Anthony P. Bozanic, CPA
Stephen B. Love, CPA/PFS, CFP®

Independent Auditors' Report

To the Plan Administrator of the
American Bakery Company Inc. 401(k) Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits of the American Bakery Company 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assts available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's administrator ("Plan Administrator"). Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the 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 audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplemental information required by the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan Administrator. The supplemental schedule has been subjected to the auditing procedures applied in the audit of basic 2009 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2009 financial statements taken as a whole.

Piazza, Donnelly & Marlette, LLP

Torrance, CA
August 26, 2010

3460 Torrance Boulevard
Suite 150
Torrance, CA 90503

Telephone 310/540-4118
Fax 310/543-2051
www.pdmaccounting.com

302 W. Fifth Street
Suite 303
San Pedro, CA 90731

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF THE YEAR ENDED DECEMBER 31,

	2009	2008
CASH & CASH EQUIVALENTS	$ 637,276	$ 322,328
INVESTMENTS, at fair value		
Common stock	1,694,480	1,260,685
Registered investment companies	1,130,468	790,544
Participant loans	29,808	59,233
	2,854,756	2,110,462
RECEIVABLES		
Sponsor contributions	400,000	250,000
Participant contributions	-	2,222
	400,000	252,222
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,892,032	$ 2,685,012

The accompanying notes are an integral part of these financial statements

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2009

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:	
CONTRIBUTIONS	
Participant	$ 88,951
Sponsor	400,000
	488,951
INVESTMENT INCOME	
Net appreciation in fair value of investments	742,730
Dividend income	44,365
Interest from participant loans	1,350
Interest on interest bearing cash	340
	788,785
TOTAL ADDITIONS	1,277,736
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:	
Benefits paid to participants	38,551
Administrative fees	32,165
TOTAL DEDUCTIONS	70,716
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,207,020
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	2,685,012
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 3,892,032

The accompanying notes are an integral part of these financial statements

NOTE 1 – DESCRIPTION OF PLAN

The following description of the American Bakery Company 401(k) Profit Sharing Plan (the "Plan") provides only general information about the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan, as amended, is a defined contribution plan originally established by Oakhurst Industries Inc. dba Freund Baking Company (the "Company" and the "Sponsor") on January 1, 1982. The Plan was formed for the benefit of the Company's employees, under the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent amendments. The Plan covers all employees of the Company.

Eligibility - Employees are eligible to make contributions to the Plan provided they were employed on the last day of the Plan year and have completed at least 1,000 hours of service during the twelve month period immediately following their date of hire. Employees may enter the Plan on the first day of the month subsequent to meeting the eligibility requirements. Employees who are members of a union that bargained separately for retirement benefits are excluded from participation.

Plan Administration - The Company and certain members of management are the trustee ("Trustee") and the Plan's administrator ("Plan Administrator"), and are responsible for monitoring investments and maintaining the individual participant account balances. Charles Schwab and Co., Inc. and Sanford C. Bernstein & Co., LLC are the custodians ("Custodians") of the Plan's assets. Benefit Planning, Inc. is the Third Party Administrator (the "TPA") of the Plan.

Plan Termination - Although it has not expressed any intent to do so, the Company has the right under the Plan agreement 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 become fully vested in their account balances.

Contributions - Each participant may elect to contribute a prescribed percentage of his or her compensation to the Plan. For employees who elect to participate, such percentage shall not exceed 75% of compensation, as defined under the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Eligible employees who will reach age 50 or older who have met the annual IRC deferral limit or the specified Plan limits for the deferral period may contribute a catch-up contribution in accordance with provisions of the IRC. Such catch-up contributions are not taken into account for purposes of calculating matching contributions (see below). Participants may also rollover amounts representing distributions from other qualified plans. All contributions to each participant's account are self-directed by the participant in one or more of the investments offered under the Plan.

NOTE 1 –DESCRIPTION OF PLAN, continued

Sponsor Contributions - The Plan document permits the Company to make discretionary matching contributions to participants' accounts on an annual basis, as defined by the Plan. The Company makes a lump-sum contribution per recommendation made by the Plan Administrator. Employer matching contributions totaled $400,000 and $250,000 for the years ended December 31, 2009 and 2008, respectively.

Vesting - Participants are fully vested in their contributions and the earnings thereon. Vesting in employer matching, qualified non-elective and discretionary non-elective contributions is based on years of continuous service. Participants vest in accordance with the following schedule:

Years of Service	Vested Percentage
0 – 1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Forfeited Amounts - Forfeited amounts from terminating participant's non-vested accounts are used to reduce employer contributions or pay Plan expenses. Forfeitures of $2,637 were reallocated to participants for the year ended December 31, 2009.

Hardship Withdrawals - A withdrawal from a participant's account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document. There were no hardship withdrawals for the year ended December 31, 2009, subject to limitations in the IRC.

Participants' Accounts - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions and related employer contributions, as well as each participant's share of the Plan's income and any related administrative expenses. Allocations of the Plan income and expenses are based on the proportion that each participant's account balance has to the total of all participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payments of Benefits - Upon termination of service including death, disability 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. These payments may be paid in a lump sum payment or paid in installments over time.

NOTE 1 –DESCRIPTION OF PLAN, continued

Participant Loans - Participants may borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and must be repaid at a fixed interest rate, determined by the Plan Administrator to be commensurate with prevailing rates for similar loans. Loans outstanding at December 31, 2009 and 2008 bear interest at 9%, and mature through 2014. Generally, loans must be repaid within 5 years unless the loan is for the purchase of a principal residence.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Cash and Cash Equivalents - The Plan considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents include money market funds.

Payment of Benefits - Benefits paid to participants are recorded when paid. There were no participant distribution requests outstanding at December 31, 2009.

Valuation of Investments - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (See Note 3).

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

The Plan provides for investment in various combinations of common stocks, interest-bearing money market accounts, and investments in portfolio entities (Note 3). The investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of the investments, it is at least reasonably possible that changes in risks in the near term would materially affect participant account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Realized and Unrealized Appreciation (Depreciation) - Realized and unrealized appreciation (depreciation) is based on the contract and market values of the assets at the end of the Plan year compared to the contract and market values of the assets at the beginning of the Plan year, or at the time of purchase for assets purchased/exchanged during the Plan year. In the Statement of Changes in Net Assets Available for Benefits, the Plan presents the net appreciation or decline in the fair value of investments, which consists of realized gains or losses and unrealized market value appreciation or decline of investments.

Plan Expenses - Non-investment costs and most administrative expenses of the Plan are paid by the Plan Administrator, which is a party-in-interest. These expenses are not reflected in the accompanying financial statements and constitute exempt transactions under ERISA. Investment service fees are paid by the Plan and are netted against the related investment income. Certain administrative expenses are paid by the Plan.

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

Fair value measurements - The Plan defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan measures fair value under a framework that 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 as follows:

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

Level 2: Inputs to the valuation methodology include:

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

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

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

Contributions made on behalf of the participants are invested in various funds according to Plan Administrator's elections. Participants' contributions must be allocated among the available funds in dollar amounts. Participants may change investment elections at any time via application to the Plan Administrator.

Concentration of Credit Risk - The Plan maintains cash and cash equivalents with what management believes are high-credit quality financial institutions. At times, the Plan's balances in these financial institutions may exceed federally insured limits. The Plan has not experienced any losses in these accounts, and management believes the Plan is not exposed to any significant credit risk with respect to cash and cash equivalents.

Subsequent events - Subsequent events have been evaluated by the Plan Administrator through August 26, 2010, which is the date these financial statements were issued, and no subsequent events have arisen other than those described herein that would require disclosure in these financial statements.

NOTE 3 – FAIR VALUE MEASUREMENTS

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Registered investment companies
The shares in registered investment companies are valued at quoted market prices in an exchange and active market, which represents the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

Common Stock
Shares in common stock are valued at quoted market prices in an exchange and active market, and represent the net asset values of shares held by the plan at year end. Investments in common stock are classified as Level 1 instruments.

NOTE 3 – FAIR VALUE MEASUREMENTS, continued

Interest bearing cash
The carrying value approximates fair value and is classified as a Level 1 financial instrument.

Participant loans
Valued at amortized cost, which approximates fair value, and are classified as Level 3 financial instruments.

As of December 31, 2009, the Plan's investments measured at fair value on a recurring basis were as follows:

	Fair Value Measurements Using			
	Level 1	**Level 2**	**Level 3**	**Total**
Common Stock				
Capital eqipment	$ 112,882	$ -	$ -	$ 112,882
Consumer cyclicals	138,530	-	-	138,530
Consumer growth	358,484	-	-	358,484
Consumer staples	68,205	-	-	68,205
Energy	188,688	-	-	188,688
Financial	324,498	-	-	324,498
Industrial commodities	81,320	-	-	81,320
Non-financial	26,228	-	-	26,228
Services	8,058	-	-	8,058
Technology	326,921	-	-	326,921
Utilities	60,666	-	-	60,666
	1,694,480	-	-	1,694,480
Registered investment companies				
Equity funds	1,130,468	-	-	1,130,468
Cash and cash equivalents	637,276	-	-	637,276
Participant loans	-	-	29,808	29,808
	$ 3,462,224	$ -	$ 29,808	$ 3,492,032

NOTE 3 – FAIR VALUE MEASUREMENTS, continued

The following table sets forth a reconciliation of the Plan's level 3 assets for the year ended December 31, 2009:

Balance, beginning of year	$ 59,233
New loans issued	-
Principal repayments	(29,425)
Balance, end of year	$ 29,808

As of December 31, 2008, the Plan's investments measured at fair value on a recurring basis were as follows:

	Fair Value Measurements Using			
	Level 1	**Level 2**	**Level 3**	**Total**
Common Stock				
Capital eqipment	$ 30,676	$ -	$ -	$ 30,676
Consumer cyclicals	112,725	-	-	112,725
Consumer growth	382,118	-	-	382,118
Consumer staples	132,562	-	-	132,562
Energy	152,977	-	-	152,977
Financial	181,297	-	-	181,297
Industrial commodities	37,410	-	-	37,410
Non-financial	2,660	-	-	2,660
Services	-	-	-	-
Technology	183,962	-	-	183,962
Utilities	44,298	-	-	44,298
	1,260,685	-	-	1,260,685
Registered investment companies				
Equity funds	790,544	-	-	790,544
Cash and cash equivalents	322,328	-	-	322,328
Participant loans	-	-	59,233	59,233
	$ 2,373,557	$ -	$ 59,233	$ 2,432,790

NOTE 4 – INVESTMENTS

The following summary of the Plan's investments which exceeded 5% of net assets available for benefits as of December 31, 2009 and 2008 was derived from information prepared by the Custodian of the Plan and furnished to the Plan administrator. The Plan administrator has obtained a certification from the Custodian that such information is complete and accurate (see Note 5).

	December 31, 2009	December 31, 2008
AllianceBernstein International Portfolio	$ 775,624	$ 572,954
AllianceBernstein Emerging Markets Portfolio	$ 354,844	$ 217,590

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:

Common stock	$ 612,709
Registered investment companies	130,021
	$ 742,730

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2009 are reported in net change in fair value of investments. All investments are nonparticipant directed.

NOTE 5 – TAX STATUS AND PARTIES-IN-INTEREST TRANSACTIONS

The Plan obtained its latest determination letter on August 24, 2004, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended and restated since receiving the determination letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Company has identified certain operational failures and prohibited parties-in-interest transactions that if not properly corrected, could be treated by the IRS as qualification failures, which in turn could affect the tax qualified status of the Plan and its related trust. A qualification failure subjects the Plan and its related trust to disqualification of its tax qualified status, in the event the IRS discovers the defect. A prohibited transaction requires the Company or its principal owner to make the Plan whole for any monetary loss. Prohibited transactions under the IRS subject the company or its owner to the payment of excise tax.

NOTE 5 – TAX STATUS AND PARTIES-IN-INTEREST TRANSACTIONS, continued

As of December 31, 2008 the Company had identified delinquent and deficient filings of Form 5500 for the Plan for the years 2001 through 2007. The Plan administrator worked with the Plan's ERISA counsel to correct the operational failures for approval through the Department of Labor's Delinquent Filer Voluntary Compliance program and amended the Form 5500s with the Department of Labor ("DOL"). All costs associated with the corrections are the responsibility of the Company. On November 27, 2009, the Plan received a notice of settlement for the delinquent filings from the DOL. The settlement required the Plan to file the delinquent filings and correct the identified deficiencies for the years 2001 through 2007, and the Company to pay $12,975 as a penalty. Accordingly, in 2009 the Company filed all delinquent tax filings and believe that they have corrected the identified deficiencies for these plan years and paid the required penalty. The Plan Administrator and ERISA counsel believe that as a result of the completion of the correction process the tax qualified status of the Plan, as amended and restated, and the related trust will remain tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Custodians – The Plan invests in money market and mutual funds managed by the Custodians. Custodian transactions qualify as party-in-interest transactions for which a statutory exemption exists. For the year ended December 31, 2009, fees paid by the Plan for investment management services are as follows:

	Periodic investment fee
Sanford C. Bernstein and Co., LLC	$ 23,011
Charles Schwab	9,154
	$ 32,165

Plan Administrator – Payroll taxes on participant distributions are remitted to the taxing authorities by the Plan Administrator. The Plan reimburses the Plan Administrator periodically and an asset or liability status results from the amount remitted to the taxing authorities and the amount reimbursed by the Plan. These differences are reflected in the statements of net assets available for benefits as a receivable from or payable to the Plan Administrator. The Plan Administrator and ERISA counsel have considered the effects of these operational practices on the tax qualified status of the Plan and/or whether they constitute prohibited transactions.

NOTE 5 – TAX STATUS AND PARTIES-IN-INTEREST TRANSACTIONS, continued

Loans – During the year ended December 31, 2004, the Plan Administrator, who is also an officer and 100% shareholder of the Company, borrowed $550,000 from the Plan. The $550,000 was repaid prior to December 31, 2004. The removal and use of these funds by a Plan fiduciary under the IRC and ERISA are considered a prohibited transaction. The management of the Company has represented that the transaction has been substantially corrected through return of the funds; however, full correction requires making the Plan whole for lost earnings. However, the Plan may be subject to examination by taxing authorities, and the Plan and Plan sponsor may be liable for any resulting liabilities.

During the year ended December 31, 2004, a $50,000 participant loan was made to the Plan Administrator who is also an officer and 100% shareholder of the Company. The loan was not documented in accordance with the terms of the Plan and/or the Plan's participant loan policy at inception. The $50,000 was repaid prior to December 31, 2008. The loan is considered a defective loan under the IRC and ERISA, and is a prohibited transaction. While the management of the Company has represented that the transaction has been substantially corrected through return of funds, the Plan may be subject to examination by taxing authorities, and the Plan and Plan sponsor may be liable for any resulting liabilities.

In-Service Distributions – During the year ended December 31, 2004, the Plan Administrator who is also an officer and the 100% shareholder of the Company received a $350,000 in-service distribution from the Plan. The distribution was reported on the Plan Administrator's income tax return. In-service distributions are not permitted under the Plan's written terms, and therefore result in an operational failure. The management of the Company has represented that the transaction has been substantially corrected, however, the Plan may be subject to examination by taxing authorities, and the Plan and Plan sponsor may be liable for any resulting liabilities.

NOTE 6 – RISKS AND UNCERTAINITIES

The Plan provides for investments in any combinations of mutual funds, corporate bonds, and common stock, with different investment strategies. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to the changes in the value of these investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

SUPPLEMENTAL SCHEDULE

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

SCHEDULE H, PART IV, ITEM 4(i)
SCHEDULE OF ASSETS HELD AT END OF YEAR
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2009

(a)	(b) Identity of issuer, borrower, lessor, or similar party	Shares	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Cash and cash equivalents				
*	Charles Schwab		Money market sweep account	$ 610,702	$ 610,702
*	AllianceBernstein		Interest earning cash account	26,574	26,574
	Total cash and cash equivalents			$ 637,276	$ 637,276
	Investments in common stock				
	Ace Limited	50	Ace Limited, common stock	$ 2,275	$ 2,520
	Aetna Inc. New	350	Aetna, Inc., common stock	10,385	11,095
	Air Products & Chemicals, Inc.	200	Air Products & Chemicals, Inc., common stock	21,206	16,212
	AK Steel Holding Corporation	250	AK Steel Holding Corporation, common stock	4,972	5,338
	Alcon, Inc.	275	Alcon, Inc., common stock	37,488	45,196
	Altria Group, Inc.	375	Altria Group, Inc., common stock	6,202	7,361
	Amazon.com, Inc.	17	Amazon.com, Inc., common stock	1,294	2,287
	Ameriprise Financial, Inc.	190	Ameriprise Financial, Inc., common stock	6,668	7,376
	Annheuser-Busch Inbev SA	95	Annheuser-Busch Inbev SA, common stock	4,572	4,943
	AOL, Inc.	65	AOL, Inc., common stock	1,354	1,513
	Apple, Inc.	320	Apple, Inc., common stock	43,551	67,475
	Arcelormittal SA Luxembourg	200	Arcelormittal SA Luxembourg, common stock	7,147	9,150
	Archer-Daniels-Midland Company	400	Archer-Daniels-Midland Company, common stock	10,888	12,524
	AT&T, Inc.	1,300	AT&T, Inc., common stock	45,800	36,439
	Bank of America Corporation	950	Bank of America Corporation, common stock	15,276	14,307
	Bank New York Mellon Corporation	110	Bank New York Mellon Corporation, common stock	3,363	3,077
	Baxter International, Inc.	110	Baxter International, Inc., common stock	6,775	6,455
	BB&T Corporation	275	BB&T Corporation, common stock	7,380	6,977
	Black & Decker Corporation	75	Black & Decker Corporation, common stock	3,337	4,862
	Broadcom Corporation	160	Broadcom Corporation, common stock	4,558	5,032
	Bunge Limited	180	Bunge Limited, common stock	11,489	11,489
	Cameron International	275	Cameron International, common stock	11,531	11,495
	CBS Corporation	550	CBS Corporation, common stock, class B	11,393	7,728
	Celegene Corporation	275	Celegene Corporation, common stock	15,374	15,312
	Chevron Corporation	60	Chevron Corporation, common stock	4,142	4,619
	Cimarex Energy Company	165	Cimarex Energy Company	6,938	8,740
	Cisco Systems, Inc.	835	Cisco Systems, Inc., common stock	21,378	19,990
	CME Group, Inc.	50	CME Group, Inc., common stock	18,765	16,798
	Comcast Corporation	275	Comcast Corporation, common stock	4,690	4,637
	Conocophillips	650	Conocophillips, common stock	40,235	33,196
	Constellation Brands, Inc.	250	Constellation Brands, Inc., common stock	3,595	3,983
	Cooper Industries PLC	170	Cooper Industries PLC, common stock	6,588	7,249
	Corning, Inc.	400	Corning, Inc., common stock	5,669	7,724

(a)	(b) Identity of issuer, borrower, lessor, or similar party	Shares	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Investments in common stock, continued				
	Costco Wholesale Corporation	375	Costco Wholesale Corporation, common stock	22,106	22,189
	Covidien PLC	110	Covidien PLC, common stock	5,212	5,268
	Credit Suisee Group	250	Credit Suisee Group, common stock	11,204	12,290
	Danaher Corporation	275	Danaher Corporation, common stock	16,701	20,680
	Dell, Inc.	1,000	Dell, Inc., common stock	13,777	14,360
	Dean Foods Company	195	Dean Foods Company, common stock	3,518	3,518
	Deutsche Bank, AG	180	Deutsche Bank, AG, common stock	15,422	12,764
	Devon Energy Corporation	350	Devon Energy Corporation, common stock	22,316	25,725
	Dr. Horton, Inc.	325	Dr. Horton, Inc., common stock	3,076	3,533
	Du Pont (E.I.) De Nemours and Company	600	Du Pont (E.I.) De Nemours and Company, common stock	16,009	20,202
	EMC Corporation- MASS	700	EMC Corporation- MASS, common stock	11,417	12,229
	Ensco International Limited	95	Ensco International Limited, common stock	3,101	3,794
	FedEx Corporation	45	FedEx Corporation, common stock	3,028	3,755
	Ford Motor Company	875	Ford Motor Company, common stock	7,550	8,750
	Franklin Resources, Inc.	150	Franklin Resources, Inc., common stock	15,650	15,803
	Freeport MCMoran Coppoer & Gold	215	Freeport MCMoran Coppoer & Gold, common stock	11,453	17,262
	Garmin Limited	225	Garmin Limited, common stock	7,005	6,908
	General Electric Company	1,000	General Electric Company, common stock	15,861	15,130
	General Mills, Inc.	60	General Mills, Inc., common stock	3,918	4,249
	Gilead Sciences, Inc.	735	Gilead Sciences, Inc., common stock	33,651	31,811
	Goldman Sachs Group, Inc.	465	Goldman Sachs Group, Inc., common stock	58,548	79,511
	Google, Inc.	105	Google, Inc., common stock	56,976	65,098
	Hewlett Packard Company	692	Hewlett Packard Company, common stock	31,284	35,645
	Home Depot, Inc.	235	Home Depot, Inc., common stock	4,970	6,799
	Huntsman Corporation	375	Huntsman Corporation, common stock	4,105	4,234
	Illinois Toolworks, Inc.	575	Illinois Toolworks, Inc., common stock	24,402	27,594
	Ingersoll Rand PLC	565	Ingersoll Rand PLC, common stock	15,700	20,194
	Intel Corporation	1,900	Intel Corporation, common stock	33,863	38,760
	JC Penny Company, Inc.	275	JC Penny Company, Inc., common stock	5,555	7,318
	Johnson Controls, Inc.	275	Johnson Controls, Inc., common stock	7,372	7,491
	JP Morgan Chase & Company	1,772	JP Morgan Chase & Company, common stock	66,982	74,761
	KLA-Tencor Corporation	250	KLA-Tencor Corporation, common stock	8,724	9,040
	Kohls Corporation	475	Kohls Corporation, common stock	20,845	25,617
	Limited Brands, Inc.	120	Limited Brands, Inc., common stock	998	2,309
	Lowes Companies, Inc.	530	Lowes Companies, Inc., common stock	9,924	12,397
	Macys, Inc.	385	Macys, Inc., common stock	15,298	6,453
	Masco Corporation	300	Masco Corporation, common stock	3,052	4,143
	Medco Health Solutions, Inc.	155	Medco Health Solutions, Inc., common stock	7,103	9,906
	Merck & Company, Inc.	785	Merck & Company, Inc., common stock	20,163	28,684
	Metlife, Inc.	100	Metlife, Inc., common stock	2,579	3,535
	Microsoft Corporation	305	Microsoft Corporation, common stock	8,403	9,299
	Morgan Stanley	350	Morgan Stanley, common stock	16,125	10,360

(a)	(b) Identity of issuer, borrower, lessor, or similar party	Shares	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Investments in common stock, continued				
	Motorola, Inc.	1,600	Motorola, Inc., common stock	9,610	12,416
	National-Oilwell Varco, Inc.	110	National-Oilwell Varco, Inc., common stock	4,224	4,850
	News Corporation, Inc.	1,805	News Corporation, Inc., common stock	13,423	24,710
	Nexen, Inc.	350	Nexen, Inc., common stock	7,300	8,376
	Nokia Corporation, Inc.	815	Nokia Corporation, Inc., common stock	9,808	10,473
	Northrop Grumman Corporation	200	Northrop Grumman Corporation, common stock	9,449	11,170
	NVR, Inc.	12	NVR, Inc., common stock	6,445	8,529
	Occidental Pete Corporation	280	Occidental Pete Corporation, common stock	18,235	22,778
	Office Depot, Inc.	500	Office Depot, Inc., common stock	3,783	3,225
	Pepsico, Inc.	275	Pepsico, Inc., common stock	16,173	16,720
	Pfizer, Inc.	1,900	Pfizer, Inc., common stock	44,029	34,561
	Principal Financial Group, Inc.	165	Principal Financial Group, Inc., common stock	4,828	3,967
	Pulte Homes, Inc.	325	Pulte Homes, Inc., common stock	3,438	3,250
	Qualcomm, Inc.	800	Qualcomm, Inc., common stock	32,814	37,008
	Quanta Services, Inc.	325	Quanta Services, Inc., common stock	7,653	6,773
	RRI Energy, Inc.	625	RRI Energy, Inc., common stock	2,826	3,575
	Schlumberger , Ltd.	600	Schlumberger , Ltd., common stock	49,601	39,054
	Smithfield Foods, Inc.	225	Smithfield Foods, Inc., common stock	3,087	3,418
	Sprint Nextel Corporation	3,750	Sprint Nextel Corporation, common stock	15,978	13,725
	SPX Corporation	135	SPX Corporation, common stock	7,432	7,385
	Steel Dynamics, Inc.	225	Steel Dynamics, Inc., common stock	3,783	3,987
	Suncor Energy, Inc.	180	Suncor Energy, Inc., common stock	6,649	6,356
	Supervalu, Inc.	550	Supervalu, Inc., common stock	8,527	6,991
	Symantec Corporation	675	Symantec Corporation, common stock	9,704	12,076
	Target Corporation	425	Target Corporation, common stock	18,656	20,557
	Teva Pharmaceutical	400	Teva Pharmaceutical, common stock	18,308	22,472
	Textron, Inc.	185	Textron, Inc., common stock	1,941	3,480
	The Travelers Companies, Inc.	140	The Travelers Companies, Inc., common stock	6,899	6,980
	Time Warner Cable, Inc.	425	Time Warner Cable, Inc., common stock	15,434	17,591
	Time Warner, Inc.	670	Time Warner, Inc., common stock	16,561	19,524
	Total, S.A.	105	Total, S.A., common stock	7,891	6,724
	Tyco Electronics, Ltd.	775	Tyco Electronics, Ltd., common stock	14,675	19,026
	Unum Group	180	Unum Group, common stock	3,204	3,514
	United Partcel Services, Inc.	75	United Partcel Services, Inc., common stock	4,444	4,303
	US Bancorp	465	US Bancorp, common stock	8,850	10,467
	Vale SA		Vale SA, common stock	4,827	4,935
	Valero Energy Corporation	775	Valero Energy Corporation, common stock	13,926	12,981
	Vertex Pharmaceuticals, Inc.	120	Vertex Pharmaceuticals, Inc., common stock	4,697	5,142
	Vodafone Group PLC	300	Vodafone Group PLC, common stock	5,665	6,927
	Visa, Inc.	60	Visa, Inc., common stock	4,014	5,248
	Wal-Mart Stores, Inc.	115	Wal-Mart Stores, Inc., common stock	5,968	6,147
	Walt Disney Company	200	Walt Disney Company, common stock	3,562	6,450
	Wells Fargo and Company	700	Wells Fargo and Company, common stock	18,893	18,893
	Western Digital Corporation	180	Western Digital Corporation, common stock	4,854	7,947
	XL Capital, Ltd.	400	XL Capital, Ltd. common stock class A	5,597	7,332
	Total investments in common stock			$ 1,558,889	$ 1,694,480

(a)	(b) Identity of issuer, borrower, lessor, or similar party	Shares	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Investments in common stock, continued				
	Investments in registered investment companies				
*	AllianceBernstein	51,264	Bernstein International Portfolio	$ 1,163,399	$ 775,624
*	AllianceBernstein	12,207	Bernstein Emerging Markets Portfolio	358,427	354,844
	Total investments in registered investment companies			$ 1,521,826	$ 1,130,468
*	Participant loans		Interest at 9.00%, maturity dates between 2010 and 2014		$ 29,808

* Represents a party-in-interest

SUPPLEMENTAL SCHEDULE

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

SCHEDULE H, PART IV, ITEM 4(i)
SCHEDULE OF ASSETS HELD AT END OF YEAR
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2009

(a)	(b) Identity of issuer, borrower, lessor, or similar party	Shares	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Cash and cash equivalents				
*	Charles Schwab		Money market sweep account	$ 610,702	$ 610,702
*	AllianceBernstein		Interest earning cash account	26,574	26,574
	Total cash and cash equivalents			$ 637,276	$ 637,276
	Investments in common stock				
	Ace Limited	50	Ace Limited, common stock	$ 2,275	$ 2,520
	Aetna Inc. New	350	Aetna, Inc., common stock	10,385	11,095
	Air Products & Chemicals, Inc.	200	Air Products & Chemicals, Inc., common stock	21,206	16,212
	AK Steel Holding Corporation	250	AK Steel Holding Corporation, common stock	4,972	5,338
	Alcon, Inc.	275	Alcon, Inc., common stock	37,488	45,196
	Altria Group, Inc.	375	Altria Group, Inc., common stock	6,202	7,361
	Amazon.com, Inc.	17	Amazon.com, Inc., common stock	1,294	2,287
	Ameriprise Financial, Inc.	190	Ameriprise Financial, Inc., common stock	6,668	7,376
	Annheuser-Busch Inbev SA	95	Annheuser-Busch Inbev SA, common stock	4,572	4,943
	AOL, Inc.	65	AOL, Inc., common stock	1,354	1,513
	Apple, Inc.	320	Apple, Inc., common stock	43,551	67,475
	Arcelormittal SA Luxembourg	200	Arcelormittal SA Luxembourg, common stock	7,147	9,150
	Archer-Daniels-Midland Company	400	Archer-Daniels-Midland Company, common stock	10,888	12,524
	AT&T, Inc.	1,300	AT&T, Inc., common stock	45,800	36,439
	Bank of America Corporation	950	Bank of America Corporation, common stock	15,276	14,307
	Bank New York Mellon Corporation	110	Bank New York Mellon Corporation, common stock	3,363	3,077
	Baxter International, Inc.	110	Baxter International, Inc., common stock	6,775	6,455
	BB&T Corporation	275	BB&T Corporation, common stock	7,380	6,977
	Black & Decker Corporation	75	Black & Decker Corporation, common stock	3,337	4,862
	Broadcom Corporation	160	Broadcom Corporation, common stock	4,558	5,032
	Bunge Limited	180	Bunge Limited, common stock	11,489	11,489
	Cameron International	275	Cameron International, common stock	11,531	11,495
	CBS Corporation	550	CBS Corporation, common stock, class B	11,393	7,728
	Celegene Corporation	275	Celegene Corporation, common stock	15,374	15,312
	Chevron Corporation	60	Chevron Corporation, common stock	4,142	4,619
	Cimarex Energy Company	165	Cimarex Energy Company	6,938	8,740
	Cisco Systems, Inc.	835	Cisco Systems, Inc., common stock	21,378	19,990
	CME Group, Inc.	50	CME Group, Inc., common stock	18,765	16,798
	Comcast Corporation	275	Comcast Corporation, common stock	4,690	4,637
	Conocophillips	650	Conocophillips, common stock	40,235	33,196
	Constellation Brands, Inc.	250	Constellation Brands, Inc., common stock	3,595	3,983
	Cooper Industries PLC	170	Cooper Industries PLC, common stock	6,588	7,249
	Corning, Inc.	400	Corning, Inc., common stock	5,669	7,724

(a)	(b) Identity of issuer, borrower, lessor, or similar party	Shares	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Investments in common stock, continued				
	Costco Wholesale Corporation	375	Costco Wholesale Corporation, common stock	22,106	22,189
	Covidien PLC	110	Covidien PLC, common stock	5,212	5,268
	Credit Suisee Group	250	Credit Suisee Group, common stock	11,204	12,290
	Danaher Corporation	275	Danaher Corporation, common stock	16,701	20,680
	Dell, Inc.	1,000	Dell, Inc., common stock	13,777	14,360
	Dean Foods Company	195	Dean Foods Company, common stock	3,518	3,518
	Deutsche Bank, AG	180	Deutsche Bank, AG, common stock	15,422	12,764
	Devon Energy Corporation	350	Devon Energy Corporation, common stock	22,316	25,725
	Dr. Horton, Inc.	325	Dr. Horton, Inc., common stock	3,076	3,533
	Du Pont (E.I.) De Nemours and Company	600	Du Pont (E.I.) De Nemours and Company, common stock	16,009	20,202
	EMC Corporation- MASS	700	EMC Corporation- MASS, common stock	11,417	12,229
	Ensco International Limited	95	Ensco International Limited, common stock	3,101	3,794
	FedEx Corporation	45	FedEx Corporation, common stock	3,028	3,755
	Ford Motor Company	875	Ford Motor Company, common stock	7,550	8,750
	Franklin Resources, Inc.	150	Franklin Resources, Inc., common stock	15,650	15,803
	Freeport MCMoran Coppoer & Gold	215	Freeport MCMoran Coppoer & Gold, common stock	11,453	17,262
	Garmin Limited	225	Garmin Limited, common stock	7,005	6,908
	General Electric Company	1,000	General Electric Company, common stock	15,861	15,130
	General Mills, Inc.	60	General Mills, Inc., common stock	3,918	4,249
	Gilead Sciences, Inc.	735	Gilead Sciences, Inc., common stock	33,651	31,811
	Goldman Sachs Group, Inc.	465	Goldman Sachs Group, Inc., common stock	58,548	79,511
	Google, Inc.	105	Google, Inc., common stock	56,976	65,098
	Hewlett Packard Company	692	Hewlett Packard Company, common stock	31,284	35,645
	Home Depot, Inc.	235	Home Depot, Inc., common stock	4,970	6,799
	Huntsman Corporation	375	Huntsman Corporation, common stock	4,105	4,234
	Illinois Toolworks, Inc.	575	Illinois Toolworks, Inc., common stock	24,402	27,594
	Ingersoll Rand PLC	565	Ingersoll Rand PLC, common stock	15,700	20,194
	Intel Corporation	1,900	Intel Corporation, common stock	33,863	38,760
	JC Penny Company, Inc.	275	JC Penny Company, Inc., common stock	5,555	7,318
	Johnson Controls, Inc.	275	Johnson Controls, Inc., common stock	7,372	7,491
	JP Morgan Chase & Company	1,772	JP Morgan Chase & Company, common stock	66,982	74,761
	KLA-Tencor Corporation	250	KLA-Tencor Corporation, common stock	8,724	9,040
	Kohls Corporation	475	Kohls Corporation, common stock	20,845	25,617
	Limited Brands, Inc.	120	Limited Brands, Inc., common stock	998	2,309
	Lowes Companies, Inc.	530	Lowes Companies, Inc., common stock	9,924	12,397
	Macys, Inc.	385	Macys, Inc., common stock	15,298	6,453
	Masco Corporation	300	Masco Corporation, common stock	3,052	4,143
	Medco Health Solutions, Inc.	155	Medco Health Solutions, Inc., common stock	7,103	9,906
	Merck & Company, Inc.	785	Merck & Company, Inc., common stock	20,163	28,684
	Metlife, Inc.	100	Metlife, Inc., common stock	2,579	3,535
	Microsoft Corporation	305	Microsoft Corporation, common stock	8,403	9,299
	Morgan Stanley	350	Morgan Stanley, common stock	16,125	10,360

(a)	(b) Identity of issuer, borrower, lessor, or similar party	Shares	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Investments in common stock, continued				
	Motorola, Inc.	1,600	Motorola, Inc., common stock	9,610	12,416
	National-Oilwell Varco, Inc.	110	National-Oilwell Varco, Inc., common stock	4,224	4,850
	News Corporation, Inc.	1,805	News Corporation, Inc., common stock	13,423	24,710
	Nexen, Inc.	350	Nexen, Inc., common stock	7,300	8,376
	Nokia Corporation, Inc.	815	Nokia Corporation, Inc., common stock	9,808	10,473
	Northrop Grumman Corporation	200	Northrop Grumman Corporation, common stock	9,449	11,170
	NVR, Inc.	12	NVR, Inc., common stock	6,445	8,529
	Occidental Pete Corporation	280	Occidental Pete Corporation, common stock	18,235	22,778
	Office Depot, Inc.	500	Office Depot, Inc., common stock	3,783	3,225
	Pepsico, Inc.	275	Pepsico, Inc., common stock	16,173	16,720
	Pfizer, Inc.	1,900	Pfizer, Inc., common stock	44,029	34,561
	Principal Financial Group, Inc.	165	Principal Financial Group, Inc., common stock	4,828	3,967
	Pulte Homes, Inc.	325	Pulte Homes, Inc., common stock	3,438	3,250
	Qualcomm, Inc.	800	Qualcomm, Inc., common stock	32,814	37,008
	Quanta Services, Inc.	325	Quanta Services, Inc., common stock	7,653	6,773
	RRI Energy, Inc.	625	RRI Energy, Inc., common stock	2,826	3,575
	Schlumberger , Ltd.	600	Schlumberger , Ltd., common stock	49,601	39,054
	Smithfield Foods, Inc.	225	Smithfield Foods, Inc., common stock	3,087	3,418
	Sprint Nextel Corporation	3,750	Sprint Nextel Corporation, common stock	15,978	13,725
	SPX Corporation	135	SPX Corporation, common stock	7,432	7,385
	Steel Dynamics, Inc.	225	Steel Dynamics, Inc., common stock	3,783	3,987
	Suncor Energy, Inc.	180	Suncor Energy, Inc., common stock	6,649	6,356
	Supervalu, Inc.	550	Supervalu, Inc., common stock	8,527	6,991
	Symantec Corporation	675	Symantec Corporation, common stock	9,704	12,076
	Target Corporation	425	Target Corporation, common stock	18,656	20,557
	Teva Pharmaceutical	400	Teva Pharmaceutical, common stock	18,308	22,472
	Textron, Inc.	185	Textron, Inc., common stock	1,941	3,480
	The Travelers Companies, Inc.	140	The Travelers Companies, Inc., common stock	6,899	6,980
	Time Warner Cable, Inc.	425	Time Warner Cable, Inc., common stock	15,434	17,591
	Time Warner, Inc.	670	Time Warner, Inc., common stock	16,561	19,524
	Total, S.A.	105	Total, S.A., common stock	7,891	6,724
	Tyco Electronics, Ltd.	775	Tyco Electronics, Ltd., common stock	14,675	19,026
	Unum Group	180	Unum Group, common stock	3,204	3,514
	United Partcel Services, Inc.	75	United Partcel Services, Inc., common stock	4,444	4,303
	US Bancorp	465	US Bancorp, common stock	8,850	10,467
	Vale SA		Vale SA, common stock	4,827	4,935
	Valero Energy Corporation	775	Valero Energy Corporation, common stock	13,926	12,981
	Vertex Pharmaceuticals, Inc.	120	Vertex Pharmaceuticals, Inc., common stock	4,697	5,142
	Vodafone Group PLC	300	Vodafone Group PLC, common stock	5,665	6,927
	Visa, Inc.	60	Visa, Inc., common stock	4,014	5,248
	Wal-Mart Stores, Inc.	115	Wal-Mart Stores, Inc., common stock	5,968	6,147
	Walt Disney Company	200	Walt Disney Company, common stock	3,562	6,450
	Wells Fargo and Company	700	Wells Fargo and Company, common stock	18,893	18,893
	Western Digital Corporation	180	Western Digital Corporation, common stock	4,854	7,947
	XL Capital, Ltd.	400	XL Capital, Ltd. common stock class A	5,597	7,332
	Total investments in common stock			$ 1,558,889	$ 1,694,480

(a)	(b) Identity of issuer, borrower, lessor, or similar party	Shares	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Investments in common stock, continued				
	Investments in registered investment companies				
*	AllianceBernstein	51,264	Bernstein International Portfolio	$ 1,163,399	$ 775,624
*	AllianceBernstein	12,207	Bernstein Emerging Markets Portfolio	358,427	354,844
	Total investments in registered investment companies			$ 1,521,826	$ 1,130,468
*	Participant loans		Interest at 9.00%, maturity dates between 2010 and 2014		$ 29,808

* Represents a party-in-interest