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
BRISTOL FARMS, INC. 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 07/01/1995

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

915 E 230TH STREET
CARSON, CA 90745

2b Employer Identification Number (EIN) 95-3750445

2c Sponsor's telephone number 310-233-4740

2d Business code (see instructions) 445110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2010	YOLANDA PEPIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2010	YOLANDA PEPIN
	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")
BRISTOL FARMS, INC.

915 E 230TH STREET
CARSON, CA 90745

3b Administrator's EIN
95-3750445

3c Administrator's telephone number
310-233-4740

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**	2206
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**	1592
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	406
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1998
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	2000
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1088
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	36
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 2F 2G 2J 2K 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)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**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
BRISTOL FARMS, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BRISTOL FARMS, INC.

D Employer Identification Number (EIN)
95-3750445

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).. . . . . [X] 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

AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

DAVIS DISTRIBUTORS, LLC

85-0360310

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

DWS SCUDDER

222 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606

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

FRED ALGER & COMPANY, INCORPORATED

13-2510833

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

FIDELITY DISTRIBUTORS CORP.

500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

NATIXIS DISTRIBUTORS, L.P.

399 BOYLSTON STREET
BOSTON, MA 02116

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

OPPENHEIMER FUNDS INC.

13-2527171

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

RIVERSOURCE DISTRIBUTORS, INC.

1 MAIN STREET
CAMBRIDGE, MA 02142

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

VICTORY CAPITAL MANAGEMENT

13-2700161

(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)

ADP BROKER-DEALER

22-3319984

(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?
60 99 63	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

ADP

22-1467904

(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?
49 52 17 70 99 15 37 64 50	RECORD KEEPER	30180	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STATE STREET CORPORATION

04-1867445

(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?
64 52 99	DIRECTED TRUSTEE/CUSTODIA	0	Yes [X] No [ ]	Yes [X] No [ ]	8791	Yes [X] No [ ]

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

KMJCORBIN AND COMPANY

555 ANTON BLVD
SUITE 1000
COSTA, CA 92626

(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?
17 49 70 99 50	CONSULTANT	13520	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 [ ]

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
ADP BROKER-DEALER	60 63	0
(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.	
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 99	0
(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.	
FRED ALGER & COMPANY, INCORPORATED 13-2510833	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0
(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.	
DAVIS DISTRIBUTORS, LLC 85-0360310	ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.	

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
ADP BROKER-DEALER	60	0

(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.
DWS SCUDDER 222 SOUTH RIVERSIDE PLAZA CHICAGO, IL 60606	ANNUAL RATE 0.0035 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD, RI 02917	ANNUAL RATE 0.0005 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	60 63	0

(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.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63	0

(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.
PIONEER INVESTMENT MANAGEMENT, INC 13-1961193	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	99	0

(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.
RIVERSOURCE DISTRIBUTORS, INC. 1 MAIN STREET CAMBRIDGE, MA 02142	ANNUAL RATE 0.001 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63	0

(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.
NATIXIS DISTRIBUTORS, L.P. 399 BOYLSTON STREET BOSTON, MA 02116	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	60 63	0

(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.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.00253 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60	0

(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.
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60	0

(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.
SELIGMAN 100 PARK AVENUE 7TH FLOOR NEW YORK, NY 10017	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	60 63	0

(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.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	0

(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.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.0067 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0068 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0076 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0087 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STATE STREET CORPORATION	64 52 99	8791

(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.
ADP 22-1467904	PERFORM A YEAR-END ALLOCATION BASED ON TOTAL $ / TOTAL # OF PLANS AS OF 12/31 WITH EACH SSGA INVESTMENT AND APPLY .5 TO AMOUNT.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
BRISTOL FARMS, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BRISTOL FARMS, INC.

D Employer Identification Number (EIN)
95-3750445

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-065	C	549492

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-084	C	79737

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA STABLE VALUE FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-2675543-001	C	603389

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
BRISTOL FARMS, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BRISTOL FARMS, INC.

D Employer Identification Number (EIN)
95-3750445

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	658162	22704
(2) Participant contributions	1b(2)	6	
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	206625	635381
(9) Value of interest in common/collective trusts	1c(9)	933302	1232618
(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)	9553197	15197771
(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	11351292	17088474
	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	11351292	17088474

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)	1011415	
	(B) Participants	2a(1)(B)	1549645	
	(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)		2561060
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	14480	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14480
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	244343	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		244343
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		137986
	(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)		3703722
c	Other income	2c		1998
d	Total income. Add all **income** amounts in column (b) and enter total	2d		6663589
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	868729	
	(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)		868729
f	Corrective distributions (see instructions)	2f		27498
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		
i	Administrative expenses: (1) Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)	30180	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		30180
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		926407
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		5737182
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: KMJ CORBIN & COMPANY **(2)** EIN: 81-0569753

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
BRISTOL FARMS, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BRISTOL FARMS, INC.

D Employer Identification Number (EIN)
95-3750445

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): 57-1198022

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):

BRISTOL FARMS, INC. 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

As of December 31, 2009 and 2008

with

INDEPENDENT AUDITORS' REPORT THEREON

BRISTOL FARMS, INC. 401(k) SAVINGS PLAN

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Note: All other schedules have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KMJ | Corbin & Company
Business Advisors Tax and Audit

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of the
Bristol Farms, Inc. 401(k) Savings Plan

We were engaged to audit the financial statements of the Bristol Farms, Inc. 401(k) Savings Plan (the "Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by J.P. Morgan Chase Bank, N.A., the trustee of the Plan, except for comparing the information with related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KMJ Corbin & Company LLP

KMJ | Corbin & Company LLP

Costa Mesa, California
September 27, 2010

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BRISTOL FARMS, INC. 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2009	December 31, 2008
ASSETS		
Receivables:		
Employer contributions	$ 22,704	$ 658,162
Participant contributions	-	6
Total receivables	22,704	658,168
Investments, at fair value:		
Mutual funds	15,197,771	9,553,197
Common collective trusts - index funds	629,229	445,364
Common collective trust - stable value fund	603,389	487,938
Participant loans	635,381	206,625
Total investments	17,065,770	10,693,124
Total assets	17,088,474	11,351,292
LIABILITIES		
Corrective distributions payable	-	25,037
Net assets available for benefits	$ 17,088,474	$ 11,326,255

See accompanying notes to financial statements

BRISTOL FARMS, INC. 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For The Year Ended December 31, 2009
Additions to (deductions from) net assets attributed to:	
Contributions:	
Participant	$ 1,549,645
Employer	1,011,415
Total contributions	2,561,060
Investment income:	
Net appreciation in fair value of investments	3,841,708
Interest and dividends	244,343
Participant loan interest	14,480
Other income	1,998
Total investment income	4,102,529
Total contributions and investment income	6,663,589
Deductions:	
Benefits paid to participants	(871,190)
Administrative fees	(30,180)
Total deductions	(901,370)
Net increase in net assets available for benefits	5,762,219
Net assets available for benefits, beginning of year	11,326,255
Net assets available for benefits, end of year	$ 17,088,474

See accompanying notes to financial statements

NOTE 1 - PLAN DESCRIPTION

The following description of the Bristol Farms, Inc. 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan was established effective as of July 3, 1995, and was intended to qualify as a profit sharing plan under Code sections 401(a) and 401(k) of the Internal Revenue Code ("IRC"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration

The Plan is sponsored by Bristol Farms, Inc. (the "Company" or "Sponsor"), which also serves as the Plan administrator. J.P. Morgan Chase Bank, N.A. ("J.P. Morgan" or the "Trustee") is the custodian of the Plan's assets and the Plan's trustee. ADP Retirement Services ("ADP") is the Plan's record keeper. Effective January 1, 2009, the Company adopted a prototype plan of an affiliate of ADP, thereby amending and restating the Plan.

Eligibility

Full-time employees of the Company are generally eligible to participate in the Plan after three months of service and are eligible for employer matching contributions after one year of service. However, non-resident aliens, union and leased employees are excluded from participating in the Plan.

Contributions

Participants may make pretax contributions of up to 60% of their annual eligible compensation, which shall not exceed the maximum allowed under the IRC limitations, which was $16,500 for the 2009 Plan year. However, highly compensated employees (as defined by the Plan) may be subject to further limitations. Participants that are 50 years of age or older who have met the annual IRC deferral limit or the specified Plan limits for deferral, may contribute a catch-up contribution of up to $5,500 for 2009. Participants may also rollover amounts representing distributions from other qualified plans. All participant contributions are self-directed by the participant in one or more of the investment options offered under the Plan.

NOTE 1 - PLAN DESCRIPTION, continued

Effective January 1, 2009, the Plan was amended to provide for a safe harbor matching contribution ("Safe Harbor Matching Contribution") in which the Company in order to satisfy the "safe harbor" requirements of the IRC, contributes a matching contribution on behalf of the participant based upon each participant's contributions. The Safe Harbor Matching Contribution for 2009 was equal to 100% of the participant's contributions up to 4% of the participant's compensation, plus 50% of the contributions on the next 2% of the participant's compensation. The Safe Harbor Matching Contributions are determined each pay period. For the year ended December 31, 2009, Safe Harbor Matching Contributions totaled $1,011,415.

Participants' Accounts

Participants' contributions are invested in various funds according to participant elections and must be allocated among the available funds in whole percentages. Individual accounts are maintained for each of the Plan's participants to reflect each participant's contributions and related employer contributions, as well as the 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.

Vesting

Participants are 100% vested at all times in their voluntary contributions, plus actual earnings or losses thereon. Vesting in matching contributions other than Safe Harbor Matching Contributions is based on years of continuous service. Participants vest in accordance with the following schedule:

Years of Service	Vested Percentage
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5	100%

Forfeited balances are used to reduce any matching contributions. There was $33,080 of forfeited balances offset against employer contributions during the year ended December 31, 2009. At December 31, 2009, there were no forfeited non-vested accounts.

NOTE 1 - PLAN DESCRIPTION, continued

Payment of Benefits

Participants may withdraw all or a portion of their contributions for reason of retirement, death, disability or financial hardship (as defined) or if they terminate employment with the Company. Participants generally receive withdrawals in a lump-sum payment.

Withdrawals

A participant who is an employee, upon the attainment of age 59½, may withdraw all or any portion of his or her vested account balance. Additionally, for participants who have not yet attained age 59½, withdrawals may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could materially differ from those estimates.

Investment Valuation

Investments are stated at fair value (see Note 3).

Net appreciation or depreciation in fair value of investments for the periods is reflected in the accompanying statement of changes in net assets available for benefits. Purchases and sales of securities are reflected on a trade date basis.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

The State Street Global Advisors Stable Value Fund ("Stable Value Fund") invests in short-term investment products and investment contracts issued by insurance companies, banks and other financial institutions, including synthetic GICs and traditional GICs, which will either pay a fixed or variable interest rate over the term of the investment contract. For financial reporting purposes, the Stable Value Fund is accounted for under FASB Accounting Standards Codification ("ASC") Topic 962, *Plan Accounting – Defined Contribution Pension Plans* ("ASC 962"). Under the guidance of ASC 962, Plan management has determined that the Stable Value Fund is fully benefit-responsive. As described in ASC 962, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, for investment contracts that are considered to be fully benefit-responsive, ASC 962 requires the presentation of the adjustment from fair value to contract value in the statement of net assets available for benefits. As of December 31, 2009, the contract value of the Stable Value Fund approximated its fair value, and therefore, there is no adjustment from fair value to contract value presented in the accompanying statement of net assets available for benefits.

Participant Loans

Participants may borrow from their accounts a minimum of $500 up to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance of the participant's account and must be repaid at a fixed rate which is commensurate with local prevailing rates. Loans must be repaid within five years, unless the loan is for the purchase of a principal residence, in which case, the repayment period may be extended.

Payment of Benefits

Benefit payments are recorded when paid.

Administrative Expenses

For 2009, the Plan incurred administrative expenses totaling $30,180.

NOTE 3 - FAIR VALUE MEASUREMENTS

FASB ASC Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820") defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal, or in the absence of a principal market, the most advantageous market for the asset or liability, in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs in priority that may be used to measure fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (such as interest rates and yield curves, credit risks, and default rates) or other inputs that are principally derived from or corroborated by observable market data by correlation or by other means.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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.

Mutual Funds

The fair value of mutual funds is based upon quoted market prices which represent the net asset value of shares of the mutual fund held by the Plan at year end. Mutual funds are included in Level 1 of the valuation hierarchy.

Common Collective Trusts

Investments in the two index funds held in common collective trusts are valued at their net asset value, which is based upon the fair value of the underlying investments. While the underlying asset values are based on quoted prices, the net asset values of the common collective trusts are not publicly quoted. The investments have been classified within Level 2 of the valuation hierarchy.

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

The investments in the Stable Value Fund held in a common collective trust are valued at the fund's net asset value, which is based upon the fair value of the underlying investments. These investments have been classified within Level 3 of the valuation hierarchy.

Participant Loans

Participant loans are valued at amortized cost, which approximates fair value and are included in Level 3 of the valuation hierarchy.

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

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds	$ 15,197,771	$ -	$ -	$ 15,197,771
Common collective trusts – index funds	-	629,229	-	629,229
Common collective trust – Stable Value Fund	-	-	603,389	603,389
Participant loans	-	-	635,381	635,381
	$ 15,197,771	$ 629,229	$ 1,238,770	$ 17,065,770

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

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds	$ 9,553,197	$ -	$ -	$ 9,553,197
Common collective trusts – index funds	-	445,364	-	445,364
Common collective trust – Stable Value Fund	-	-	487,938	487,938
Participant loans	-	-	206,625	206,625
	$ 9,553,197	$ 445,364	$ 694,563	$ 10,693,124

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

The following is reconciliation for all Level 3 investments, representing the Stable Value Fund and participant loans for the year ended December 31, 2009:

	Stable Value Fund	Participant Loans
Balance, January 1, 2009	$ 487,938	$ 206,625
Purchases, issuances and settlements, net	100,813	-
Net appreciation in fair value	14,638	-
New loans issued	-	594,413
Principal payments	-	(165,657)
	$ 603,389	$ 635,381

The following is reconciliation for all Level 3 investments, representing the Stable Value Fund and participant loans for the year ended December 31, 2008:

	Stable Value Fund	Participant Loans
Balance, January 1, 2008	$ -	$ 840
Purchases, issuances and settlements, net	487,938	-
New loans issued	-	206,625
Principal payments	-	(840)
	$ 487,938	$ 206,625

NOTE 4 - INVESTMENTS (Unaudited)

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

NOTE 4 - INVESTMENTS (Unaudited), continued

	Fair Value at December 31,	
	2009	2008
T. Rowe Price Retirement 2020 Fund	1,997,977	1,436,996
T. Rowe Price Retirement 2030 Fund	3,485,025	2,192,550
T. Rowe Price Retirement 2040 Fund	1,708,655	1,057,832
T. Rowe Price Retirement 2010 Fund	*	705,215

* *The investment option did not exceed 5% of net assets available for benefits at the respective date.*

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE (Unaudited)

The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008, except for participant loans of $635,381 and $206,625, respectively;

- Investment income, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2009, except for participant loan interest of $14,480;

- Investments that represent 5% or more of the Plan's net assets as of December 31, 2009 and 2008, as reflected in Note 4; and

- Schedule I: Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2009, except participant loans of $635,381.

NOTE 6 - INCOME TAX STATUS

The Internal Revenue Service issued a determination letter dated May 3, 2002 stating that the prototype plan adopted by the Plan was designed in accordance with the applicable IRC requirements as of that date. Although the Plan has been amended since the date of the determination letter, the Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for income taxes is reflected in the accompanying financial statements. Continued qualification is dependent on the Plan's future operations.

NOTE 7 - RELATED PARTY TRANSACTIONS

Certain Plan investments are funds held in common collective trusts in which the Trustee is the trustee of the trust and manages the investments. Also, the Plan's investments include loans with Plan participants, which totaled $635,381 and $206,625 as of December 31, 2009 and 2008, respectively. Administrative fees paid by the Plan to the Trustee amounted to $30,180 for the year ended December 31, 2009. The Trustee, Company, and Plan participants are considered parties-in-interest under ERISA. All of these transactions are considered exempt party-in-interest transactions under ERISA.

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of mutual funds and common collective trusts. Such investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in their value, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 9 - PLAN TERMINATION

Although the Company has not expressed any such intention, the Plan may be discontinued at any time by the Company. In the event of termination, participants' rights to Company contributions become fully vested and the net assets of the Plan would continue to be held for normal withdrawal by participants assuming the Company's operations continue, or would be distributed to participants immediately if the Company's operations cease.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

For financial statement reporting purposes, the Plan reports corrective distributions on an accrual basis, whereas for Form 5500 reporting purposes such amounts are recognized as distributions in the period in which they are paid. As a result, certain amounts reported in the financial statements will differ from the amounts reported in Form 5500.

The following is a reconciliation of beginning net assets available for benefits per the financial statements to the amount per Form 5500 as of December 31, 2009 and 2008:

	2009	2008
Net assets available for benefits per the financial statements	$ 17,088,474	$ 11,326,255
Add: corrective distributions payable at year end	-	25,037
Net assets available for benefits per Form 5500	$ 17,088,474	$ 11,351,292

The following is a reconciliation of benefits paid to participant per the financial statements to the amounts per Form 5500 for the year ended December 31, 2009:

Net increase in net assets available for benefits per the financial statements	$ 5,762,219
Less: corrective distributions relating to 2008 paid in 2009	(25,037)
Net increase in net assets available for benefits per Form 5500	$ 5,737,182

NOTE 11 - SUBSEQUENT EVENTS

Management of the Plan evaluated subsequent events after the statement of net assets available for benefits date of December 31, 2009 through September 27, 2010, the date the financial statements were issued. Except as noted below, there were no events that would require financial statement disclosure that took place between these dates.

State Street Global Advisors ("SSgA"), the current manager and trustee of the Plan's Stable Value Fund, has announced its decision to exit its stable value asset management business by December 31, 2010. SSgA is currently in the process of identifying a replacement manager for the fund. At this time, management intends to keep the Stable Value Fund as an investment option as long as it remains available to the Plan.

BRISTOL FARMS, INC. 401(k) SAVINGS PLAN
PLAN #003
EIN #95-3750445

SCHEDULE I – SCHEDULE H, LINE 4i –
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
	Mutual funds		
	DWS Investments	International Select Equity Fund	$ 86,450
	DWS Investments	Large Cap Value Fund	131,037
	PIMCO	Real Return Fund	449,234
	AIM	Developing Markets Fund	243,645
	Thornburg	International Value Fund	309,294
	AIM	Real Estate Fund	238,269
	Jennison	Natural Resources Fund	753,738
	T. Rowe Price	Retirement 2050 Fund	622,290
	Amercent	Heritage Fund	205,361
	Vaughan Nelson	Small Cap Value Fund	147,629
	Oppenheimer	Strategic Income Fund	152,786
	PIMCO	Total Return Fund	723,790
	Allianz	NFJ Small Cap Value Fund	145,416
	Victory	Diversified Stock Fund	304,894
	Victory	Established Value Fund	150,159
	Davis	Financial Fund	63,567
	Alger	Capital Appreciation Institution Fund	160,439
	Blackrock	Global Allocation Fund	360,034
	Janus	Janus Forty S	640,382
	Janus	Janus Balanced S	424,605
	Janus	Janus Overseas S	434,687
	Seligman	Communication and Information Fund	113,639
	T. Rowe Price	Retirement 2020 Fund	1,997,977
	T. Rowe Price	Retirement 2030 Fund	3,485,025
	T. Rowe Price	Retirement 2040 Fund	1,708,655
	Fidelity	Adv. Leveraged Common Stock Fund	223,625
	T. Rowe Price	Retirement Income Fund	99,625
	T. Rowe Price	Retirement 2010 Fund	756,219
	BlackRock	Small Cap Growth Equity Fund	65,300
			15,197,771
	Common and Collective Trusts		
	State Street Global Advisors	Russell 2000 Index Fund	79,737
	State Street Global Advisors	S&P 500 Index Fund	549,492
	State Street Global Advisors	Stable Value Fund	603,389
*	Participant loans	Interest rates from 4.25% to 5.00%, maturity dates between 2010 and 2015	635,381
		Total investments	$ 17,065,770

*Represents a party-in-interest

RUN DATE: 05/21/2010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF: 12/31/2009

Plan Name: BRISTOL FARMS, INC. 401(K) SAVINGS PLAN
Employer EIN: 95-3750445
Plan Number: 003
Run Date: 05/21/2010

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(d)Cost	(e)Current Value
	SSGA S&P 500 INDEX FUND	Common / Collective Trust 51,367.1467	n/a	549,491.77
	SSGA STABLE VALUE FUND	Common / Collective Trust 46,709.9683	n/a	603,389.00
	SSGA RUSSELL SMALL CAP INDEX	Common / Collective Trust 7,692.2650	n/a	79,737.19
	DWS DIVERSIFIED INT EQ S	Registered Investment Company 13,118.3756	n/a	86,450.09
	DWS LARGE CAP VALUE FUND-A	Registered Investment Company 8,154.1437	n/a	131,037.09
	PIMCO REAL RETURN FUND - A	Registered Investment Company 41,634.3752	n/a	449,234.91
	INVESCO DEVELOPING MARKETS A	Registered Investment Company 8,859.8171	n/a	243,644.97
	THORNBURG INTL VALUE - R4	Registered Investment Company 12,511.8970	n/a	309,294.09
	INVESCO REAL ESTATE - A	Registered Investment Company 13,408.4730	n/a	238,268.56
	JENNISON NATURAL RESOURCES - A	Registered Investment Company 16,694.0907	n/a	753,738.20
	T. ROWE PRICE RETIRE 2050 - R	Registered Investment Company 73,906.1519	n/a	622,289.80
	AMERCENT HERITAGE FUND - A	Registered Investment Company 13,172.5870	n/a	205,360.62
	VAUGHAN NELSON SM CP VAL FD-A	Registered Investment Company 6,617.1888	n/a	147,629.48
	OPPENHEIMER STRATEG INCOME -A	Registered Investment Company 38,679.8979	n/a	152,785.60
	PIMCO TOTAL RETURN FUND - A	Registered Investment Company 67,017.6366	n/a	723,790.48
	ALLIANZ NFJ SMALL-CAP VALUE -A	Registered Investment Company 6,270.6288	n/a	145,415.89
	VICTORY DIVERSIFIED STOCK FD-A	Registered Investment Company 21,809.2809	n/a	304,893.74
	VICTORY ESTABLISHED VALUE - A	Registered Investment Company 6,486.3521	n/a	150,159.05
	DAVIS FINANCIAL FUND - A	Registered Investment Company 2,210.1887	n/a	63,565.02
	ALGER CAPITAL APPR INSTIT - I	Registered Investment Company 8,791.1857	n/a	160,439.14
	BLACKROCK GLOBAL ALLOCATION A	Registered Investment Company 20,124.8968	n/a	360,034.40
	JANUS FORTY FUND - S	Registered Investment Company 20,316.6729	n/a	640,381.53
	JANUS BALANCED FUND - S	Registered Investment Company 17,295.5379	n/a	424,605.45
	JANUS OVERSEAS FUND - S	Registered Investment Company 10,232.7495	n/a	434,687.20
	SELIGMAN COM AND INFO - A	Registered Investment Company 2,930.3596	n/a	113,639.35
	T.ROWE PRICE RETIREMENT 2020-R	Registered Investment Company 138,364.0339	n/a	1,997,976.65
	T.ROWE PRICE RETIREMENT 2030-R	Registered Investment Company 232,645.1661	n/a	3,485,024.58
	T.ROWE PRICE RETIREMENT 2040-R	Registered Investment Company 113,758.6871	n/a	1,708,655.49
	FIDELITY ADVISOR LEV CO STK -T	Registered Investment Company 8,197.4063	n/a	223,625.24
	T. ROWE PRICE RETIREMENT INC-R	Registered Investment Company 8,159.2959	n/a	99,625.01
	T.ROWE PRICE RETIREMENT 2010-R	Registered Investment Company 54,640.1085	n/a	756,219.11
	BLK RK SMALL CAP GROW EQU A	Registered Investment Company 3,645.9971	n/a	65,299.80
	Participant Loans	Interest Rates (4.25% to 5.00%)	n/a	635,380.97
		TOTAL		17,065,769.47

NOTE: The following is specifically for Form 5500 reporting.
The difference between Participant Loans on this Schedule and Participant Loans reported on Form 5500 Schedule H or I is the amount of DDLs. Loan amounts shown here include DDLs, while loan amounts reported on 5500 forms do not include DDLs.

RUN DATE: 05/21/2010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR) PAGE 1

Period: 01/01/2009 through 12/31/2009

Plan Name: BRISTOL FARMS, INC. 401(K) SAVINGS PLAN Employer EIN: 95-3750445

Plan Number: 003 Run Date: 05/21/2010

(a)Identity of Issue, Borrower, or Similar Party	(b)Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(c)Cost of Acquisitions	(d)Proceeds of Dispositions

NOTE: IN ACCORDANCE WITH SPECIFIC INSTRUCTIONS, ACQUISITIONS AND DISPOSITIONS OF CERTAIN TYPES OF ASSETS NEED NOT BE REPORTED. THESE INCLUDE FUNDS OF COMMON/COLLECTIVE TRUSTS AND REGISTERED INVESTMENT COMPANIES.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

BRISTOL FARMS, INC. 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

As of December 31, 2009 and 2008

with

INDEPENDENT AUDITORS' REPORT THEREON

BRISTOL FARMS, INC. 401(k) SAVINGS PLAN

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Financial Statements:

Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008 2

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Notes to Financial Statements 4

Supplemental Schedule:

Schedule I: Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2009 14

Note: All other schedules have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KMJ | Corbin & Company
Business Advisors Tax and Audit

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of the
Bristol Farms, Inc. 401(k) Savings Plan

We were engaged to audit the financial statements of the Bristol Farms, Inc. 401(k) Savings Plan (the "Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by J.P. Morgan Chase Bank, N.A., the trustee of the Plan, except for comparing the information with related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KMJ Corbin & Company LLP

KMJ | Corbin & Company LLP

Costa Mesa, California
September 27, 2010

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BRISTOL FARMS, INC. 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2009	December 31, 2008
ASSETS		
Receivables:		
Employer contributions	$ 22,704	$ 658,162
Participant contributions	-	6
Total receivables	22,704	658,168
Investments, at fair value:		
Mutual funds	15,197,771	9,553,197
Common collective trusts - index funds	629,229	445,364
Common collective trust - stable value fund	603,389	487,938
Participant loans	635,381	206,625
Total investments	17,065,770	10,693,124
Total assets	17,088,474	11,351,292
LIABILITIES		
Corrective distributions payable	-	25,037
Net assets available for benefits	$ 17,088,474	$ 11,326,255

See accompanying notes to financial statements

BRISTOL FARMS, INC. 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For The Year Ended December 31, 2009
Additions to (deductions from) net assets attributed to:	
Contributions:	
Participant	$ 1,549,645
Employer	1,011,415
Total contributions	2,561,060
Investment income:	
Net appreciation in fair value of investments	3,841,708
Interest and dividends	244,343
Participant loan interest	14,480
Other income	1,998
Total investment income	4,102,529
Total contributions and investment income	6,663,589
Deductions:	
Benefits paid to participants	(871,190)
Administrative fees	(30,180)
Total deductions	(901,370)
Net increase in net assets available for benefits	5,762,219
Net assets available for benefits, beginning of year	11,326,255
Net assets available for benefits, end of year	$ 17,088,474

See accompanying notes to financial statements

NOTE 1 - PLAN DESCRIPTION

The following description of the Bristol Farms, Inc. 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan was established effective as of July 3, 1995, and was intended to qualify as a profit sharing plan under Code sections 401(a) and 401(k) of the Internal Revenue Code ("IRC"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration

The Plan is sponsored by Bristol Farms, Inc. (the "Company" or "Sponsor"), which also serves as the Plan administrator. J.P. Morgan Chase Bank, N.A. ("J.P. Morgan" or the "Trustee") is the custodian of the Plan's assets and the Plan's trustee. ADP Retirement Services ("ADP") is the Plan's record keeper. Effective January 1, 2009, the Company adopted a prototype plan of an affiliate of ADP, thereby amending and restating the Plan.

Eligibility

Full-time employees of the Company are generally eligible to participate in the Plan after three months of service and are eligible for employer matching contributions after one year of service. However, non-resident aliens, union and leased employees are excluded from participating in the Plan.

Contributions

Participants may make pretax contributions of up to 60% of their annual eligible compensation, which shall not exceed the maximum allowed under the IRC limitations, which was $16,500 for the 2009 Plan year. However, highly compensated employees (as defined by the Plan) may be subject to further limitations. Participants that are 50 years of age or older who have met the annual IRC deferral limit or the specified Plan limits for deferral, may contribute a catch-up contribution of up to $5,500 for 2009. Participants may also rollover amounts representing distributions from other qualified plans. All participant contributions are self-directed by the participant in one or more of the investment options offered under the Plan.

NOTE 1 - PLAN DESCRIPTION, continued

Effective January 1, 2009, the Plan was amended to provide for a safe harbor matching contribution ("Safe Harbor Matching Contribution") in which the Company in order to satisfy the "safe harbor" requirements of the IRC, contributes a matching contribution on behalf of the participant based upon each participant's contributions. The Safe Harbor Matching Contribution for 2009 was equal to 100% of the participant's contributions up to 4% of the participant's compensation, plus 50% of the contributions on the next 2% of the participant's compensation. The Safe Harbor Matching Contributions are determined each pay period. For the year ended December 31, 2009, Safe Harbor Matching Contributions totaled $1,011,415.

Participants' Accounts

Participants' contributions are invested in various funds according to participant elections and must be allocated among the available funds in whole percentages. Individual accounts are maintained for each of the Plan's participants to reflect each participant's contributions and related employer contributions, as well as the 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.

Vesting

Participants are 100% vested at all times in their voluntary contributions, plus actual earnings or losses thereon. Vesting in matching contributions other than Safe Harbor Matching Contributions is based on years of continuous service. Participants vest in accordance with the following schedule:

Years of Service	Vested Percentage
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5	100%

Forfeited balances are used to reduce any matching contributions. There was $33,080 of forfeited balances offset against employer contributions during the year ended December 31, 2009. At December 31, 2009, there were no forfeited non-vested accounts.

NOTE 1 - PLAN DESCRIPTION, continued

Payment of Benefits

Participants may withdraw all or a portion of their contributions for reason of retirement, death, disability or financial hardship (as defined) or if they terminate employment with the Company. Participants generally receive withdrawals in a lump-sum payment.

Withdrawals

A participant who is an employee, upon the attainment of age 59½, may withdraw all or any portion of his or her vested account balance. Additionally, for participants who have not yet attained age 59½, withdrawals may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could materially differ from those estimates.

Investment Valuation

Investments are stated at fair value (see Note 3).

Net appreciation or depreciation in fair value of investments for the periods is reflected in the accompanying statement of changes in net assets available for benefits. Purchases and sales of securities are reflected on a trade date basis.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

The State Street Global Advisors Stable Value Fund ("Stable Value Fund") invests in short-term investment products and investment contracts issued by insurance companies, banks and other financial institutions, including synthetic GICs and traditional GICs, which will either pay a fixed or variable interest rate over the term of the investment contract. For financial reporting purposes, the Stable Value Fund is accounted for under FASB Accounting Standards Codification ("ASC") Topic 962, *Plan Accounting – Defined Contribution Pension Plans* ("ASC 962"). Under the guidance of ASC 962, Plan management has determined that the Stable Value Fund is fully benefit-responsive. As described in ASC 962, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, for investment contracts that are considered to be fully benefit-responsive, ASC 962 requires the presentation of the adjustment from fair value to contract value in the statement of net assets available for benefits. As of December 31, 2009, the contract value of the Stable Value Fund approximated its fair value, and therefore, there is no adjustment from fair value to contract value presented in the accompanying statement of net assets available for benefits.

Participant Loans

Participants may borrow from their accounts a minimum of $500 up to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance of the participant's account and must be repaid at a fixed rate which is commensurate with local prevailing rates. Loans must be repaid within five years, unless the loan is for the purchase of a principal residence, in which case, the repayment period may be extended.

Payment of Benefits

Benefit payments are recorded when paid.

Administrative Expenses

For 2009, the Plan incurred administrative expenses totaling $30,180.

NOTE 3 - FAIR VALUE MEASUREMENTS

FASB ASC Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820") defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal, or in the absence of a principal market, the most advantageous market for the asset or liability, in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs in priority that may be used to measure fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (such as interest rates and yield curves, credit risks, and default rates) or other inputs that are principally derived from or corroborated by observable market data by correlation or by other means.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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.

Mutual Funds

The fair value of mutual funds is based upon quoted market prices which represent the net asset value of shares of the mutual fund held by the Plan at year end. Mutual funds are included in Level 1 of the valuation hierarchy.

Common Collective Trusts

Investments in the two index funds held in common collective trusts are valued at their net asset value, which is based upon the fair value of the underlying investments. While the underlying asset values are based on quoted prices, the net asset values of the common collective trusts are not publicly quoted. The investments have been classified within Level 2 of the valuation hierarchy.

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

The investments in the Stable Value Fund held in a common collective trust are valued at the fund's net asset value, which is based upon the fair value of the underlying investments. These investments have been classified within Level 3 of the valuation hierarchy.

Participant Loans

Participant loans are valued at amortized cost, which approximates fair value and are included in Level 3 of the valuation hierarchy.

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

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds	$ 15,197,771	$ -	$ -	$ 15,197,771
Common collective trusts – index funds	-	629,229	-	629,229
Common collective trust – Stable Value Fund	-	-	603,389	603,389
Participant loans	-	-	635,381	635,381
	$ 15,197,771	$ 629,229	$ 1,238,770	$ 17,065,770

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

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds	$ 9,553,197	$ -	$ -	$ 9,553,197
Common collective trusts – index funds	-	445,364	-	445,364
Common collective trust – Stable Value Fund	-	-	487,938	487,938
Participant loans	-	-	206,625	206,625
	$ 9,553,197	$ 445,364	$ 694,563	$ 10,693,124

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

The following is reconciliation for all Level 3 investments, representing the Stable Value Fund and participant loans for the year ended December 31, 2009:

	Stable Value Fund	Participant Loans
Balance, January 1, 2009	$ 487,938	$ 206,625
Purchases, issuances and settlements, net	100,813	-
Net appreciation in fair value	14,638	-
New loans issued	-	594,413
Principal payments	-	(165,657)
	$ 603,389	$ 635,381

The following is reconciliation for all Level 3 investments, representing the Stable Value Fund and participant loans for the year ended December 31, 2008:

	Stable Value Fund	Participant Loans
Balance, January 1, 2008	$ -	$ 840
Purchases, issuances and settlements, net	487,938	-
New loans issued	-	206,625
Principal payments	-	(840)
	$ 487,938	$ 206,625

NOTE 4 - INVESTMENTS (Unaudited)

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

NOTE 4 - INVESTMENTS (Unaudited), continued

	Fair Value at December 31,	
	2009	2008
T. Rowe Price Retirement 2020 Fund	1,997,977	1,436,996
T. Rowe Price Retirement 2030 Fund	3,485,025	2,192,550
T. Rowe Price Retirement 2040 Fund	1,708,655	1,057,832
T. Rowe Price Retirement 2010 Fund	*	705,215

* *The investment option did not exceed 5% of net assets available for benefits at the respective date.*

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE (Unaudited)

The Plan administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008, except for participant loans of $635,381 and $206,625, respectively;

- Investment income, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2009, except for participant loan interest of $14,480;

- Investments that represent 5% or more of the Plan's net assets as of December 31, 2009 and 2008, as reflected in Note 4; and

- Schedule I: Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2009, except participant loans of $635,381.

NOTE 6 - INCOME TAX STATUS

The Internal Revenue Service issued a determination letter dated May 3, 2002 stating that the prototype plan adopted by the Plan was designed in accordance with the applicable IRC requirements as of that date. Although the Plan has been amended since the date of the determination letter, the Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for income taxes is reflected in the accompanying financial statements. Continued qualification is dependent on the Plan's future operations.

NOTE 7 - RELATED PARTY TRANSACTIONS

Certain Plan investments are funds held in common collective trusts in which the Trustee is the trustee of the trust and manages the investments. Also, the Plan's investments include loans with Plan participants, which totaled $635,381 and $206,625 as of December 31, 2009 and 2008, respectively. Administrative fees paid by the Plan to the Trustee amounted to $30,180 for the year ended December 31, 2009. The Trustee, Company, and Plan participants are considered parties-in-interest under ERISA. All of these transactions are considered exempt party-in-interest transactions under ERISA.

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of mutual funds and common collective trusts. Such investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in their value, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 9 - PLAN TERMINATION

Although the Company has not expressed any such intention, the Plan may be discontinued at any time by the Company. In the event of termination, participants' rights to Company contributions become fully vested and the net assets of the Plan would continue to be held for normal withdrawal by participants assuming the Company's operations continue, or would be distributed to participants immediately if the Company's operations cease.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

For financial statement reporting purposes, the Plan reports corrective distributions on an accrual basis, whereas for Form 5500 reporting purposes such amounts are recognized as distributions in the period in which they are paid. As a result, certain amounts reported in the financial statements will differ from the amounts reported in Form 5500.

The following is a reconciliation of beginning net assets available for benefits per the financial statements to the amount per Form 5500 as of December 31, 2009 and 2008:

	2009	2008
Net assets available for benefits per the financial statements	$ 17,088,474	$ 11,326,255
Add: corrective distributions payable at year end	-	25,037
Net assets available for benefits per Form 5500	$ 17,088,474	$ 11,351,292

The following is a reconciliation of benefits paid to participant per the financial statements to the amounts per Form 5500 for the year ended December 31, 2009:

Net increase in net assets available for benefits per the financial statements	$ 5,762,219
Less: corrective distributions relating to 2008 paid in 2009	(25,037)
Net increase in net assets available for benefits per Form 5500	$ 5,737,182

NOTE 11 - SUBSEQUENT EVENTS

Management of the Plan evaluated subsequent events after the statement of net assets available for benefits date of December 31, 2009 through September 27, 2010, the date the financial statements were issued. Except as noted below, there were no events that would require financial statement disclosure that took place between these dates.

State Street Global Advisors ("SSgA"), the current manager and trustee of the Plan's Stable Value Fund, has announced its decision to exit its stable value asset management business by December 31, 2010. SSgA is currently in the process of identifying a replacement manager for the fund. At this time, management intends to keep the Stable Value Fund as an investment option as long as it remains available to the Plan.

BRISTOL FARMS, INC. 401(k) SAVINGS PLAN
PLAN #003
EIN #95-3750445

SCHEDULE I – SCHEDULE H, LINE 4i –
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
	Mutual funds		
	DWS Investments	International Select Equity Fund	$ 86,450
	DWS Investments	Large Cap Value Fund	131,037
	PIMCO	Real Return Fund	449,234
	AIM	Developing Markets Fund	243,645
	Thornburg	International Value Fund	309,294
	AIM	Real Estate Fund	238,269
	Jennison	Natural Resources Fund	753,738
	T. Rowe Price	Retirement 2050 Fund	622,290
	Amercent	Heritage Fund	205,361
	Vaughan Nelson	Small Cap Value Fund	147,629
	Oppenheimer	Strategic Income Fund	152,786
	PIMCO	Total Return Fund	723,790
	Allianz	NFJ Small Cap Value Fund	145,416
	Victory	Diversified Stock Fund	304,894
	Victory	Established Value Fund	150,159
	Davis	Financial Fund	63,567
	Alger	Capital Appreciation Institution Fund	160,439
	Blackrock	Global Allocation Fund	360,034
	Janus	Janus Forty S	640,382
	Janus	Janus Balanced S	424,605
	Janus	Janus Overseas S	434,687
	Seligman	Communication and Information Fund	113,639
	T. Rowe Price	Retirement 2020 Fund	1,997,977
	T. Rowe Price	Retirement 2030 Fund	3,485,025
	T. Rowe Price	Retirement 2040 Fund	1,708,655
	Fidelity	Adv. Leveraged Common Stock Fund	223,625
	T. Rowe Price	Retirement Income Fund	99,625
	T. Rowe Price	Retirement 2010 Fund	756,219
	BlackRock	Small Cap Growth Equity Fund	65,300
			15,197,771
	Common and Collective Trusts		
	State Street Global Advisors	Russell 2000 Index Fund	79,737
	State Street Global Advisors	S&P 500 Index Fund	549,492
	State Street Global Advisors	Stable Value Fund	603,389
*	Participant loans	Interest rates from 4.25% to 5.00%, maturity dates between 2010 and 2015	635,381
		Total investments	$ 17,065,770

*Represents a party-in-interest