# 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
FOOTHILL PACKING, INC. 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/2005

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

P.O. BOX 2613
SALINAS, CA 93902-2613

**2b** Employer Identification Number (EIN) 77-0314932

**2c** Sponsor's telephone number 831-784-1453

**2d** Business code (see instructions) 111210

**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. | 10/11/2010 | ROBERT ERICKSON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")
FOOTHILL PACKING, INC.

P.O. BOX 2613
SALINAS, CA 93902-2613

**3b** Administrator's EIN
77-0314932

**3c** Administrator's telephone number
831-784-1453

**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** | 1659 |
| **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** | 1717 |
| **b** | Retired or separated participants receiving benefits | **6b** | 2 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 48 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 1767 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 1767 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 291 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **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 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)** | X | 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)** | X | 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)** | X | 1 | **A** (Insurance Information) |
| **(4)** | | | **C** (Service Provider Information) |
| **(5)** | X | | **D** (DFE/Participating Plan Information) |
| **(6)** | | | **G** (Financial Transaction Schedules) |

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
FOOTHILL PACKING, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500.
FOOTHILL PACKING, INC.

**D** Employer Identification Number (EIN)
77-0314932

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE CO.

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 01-0233346 | 65838 | 45658 | 301 | 01/01/2009 | 12/31/2009 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 4161 | 4177 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
OSBORNE AND NELSON, INC.
4216 KIERNAN AVENUE, SUITE 201
MODESTO, CA 95356

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 4161 | | | 3 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
OSBORNE AND NELSON, INC.
4216 KIERNAN AVENUE, SUITE 201
MODESTO, CA 95356

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| | 4177 | ADMINISTRATIVE SERVICE FEES | 5 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 20248 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 782282 |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| **b** | Premiums paid to carrier | 6b | |
| **c** | Premiums due but unpaid at the end of the year | 6c | |
| **d** | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | 7b | 14097 |
| **c** | Additions: (1) Contributions deposited during the year | 7c(1) | 6633 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 502 | | |
| | (4) Transferred from separate account | 7c(4) | | | |
| | (5) Other (specify below) | 7c(5) | 162 | | |
| | ▶ LOAN REPAYMENTS | | | | |
| | (6) Total additions | | | 7c(6) | 7297 |
| **d** | Total of balance and additions (add **b** and **c(6)**) | | | 7d | 21394 |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 924 | | |
| | (2) Administration charge made by carrier | 7e(2) | 222 | | |
| | (3) Transferred to separate account | 7e(3) | | | |
| | (4) Other (specify below) | 7e(4) | | | |
| | ▶ | | | | |
| | (5) Total deductions | | | 7e(5) | 1146 |
| **f** | Balance at the end of the current year (subtract **e(5)** from **d**) | | | 7f | 20248 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

# 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
FOOTHILL PACKING, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

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

**D** Employer Identification Number (EIN)
77-0314932

**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: LIFESTYLE AGGRESSIVE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 39694 |

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 174691 |

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 284929 |

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 19597 |

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 81717 |

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 3620 |

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 13885 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1970 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22244 |
|---|---|---|

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97 |
|---|---|---|

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4891 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY VISTA

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1549 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6356 |
|---|---|---|

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 397 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 158 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK CLASSIC VALUE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1828 |
|---|---|---|

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 992 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1427 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: ALL CAP VALUE FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1096 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2274 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE BLUE CHIP

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: DWS RREEF REAL ESTATE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 641 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED VALUE FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 914 |
|---|---|---|

| | | | |
|---|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 23967 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 696 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 208 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 1870 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 1360 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 5094 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 2812 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 4372 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO ALL ASSET | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 28107 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: UBS U.S. LARGE CAP EQUITY | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 0 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: UBS GLOBAL ALLOCATION

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM FEDERAL

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LM WESTRN ASSET GLB HIGH YIELD

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5543 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STRATEGIC INC

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5001 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2050 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1486 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8157 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: ALL CAP GROWTH FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7431 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED ALL CAP FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1054 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3479 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8445 |
|---|---|---|

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1831 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LARGE VALUE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4220 |
|---|---|---|

**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
FOOTHILL PACKING, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
FOOTHILL PACKING, INC.

**D** Employer Identification Number (EIN)
77-0314932

## 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) | 120485 | 154003 |
| **(2)** Participant contributions | 1b(2) | 415 | 734 |
| **(3)** Other | 1b(3) | | 0 |
| **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) | 2517 | 6073 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 294404 | 782282 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 14097 | 20248 |
| **(15)** Other | 1c(15) | | 0 |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 431918 | 963340 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | 1040 | 3000 |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 1040 | 3000 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 430878 | 960340 |

## 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) | 154003 | |
| | **(B)** Participants | 2a(1)(B) | 221174 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 15360 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 390537 |
| **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) | 184 | |
| | **(F)** Other | 2b(1)(F) | 503 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 687 |
| | **(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) | | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| | **(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) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 183114 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | 0 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 574338 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 33875 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | 2e(4) | | 33875 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | 3825 | |
| (2) Contract administrator fees | 2i(2) | 7176 | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 11001 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 44876 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line 2j from line 2d | 2k | | 529462 |
| 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: TREY BROADDUS, CPA **(2)** EIN: 27-3373820

**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 | | 25000 |
| **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
FOOTHILL PACKING, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
FOOTHILL PACKING, INC.

**D** Employer Identification Number (EIN)
77-0314932

## 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): 01-0233346

**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):

**Financial Statements**
**&**
**Report of Independent Accountant**

# FOOTHILL PACKING, INC.
# 401 (K) PLAN

**December 31, 2009 and 2008**

**FINANCIAL STATEMENTS**

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Trey Broaddus
Certified Public Accountant

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and Trustee of the Foothill Packing, Inc. 401(k) Plan:

We were engaged to audit the financial statements and supplemental schedules of Foothill Packing, Inc. 401(k) Plan as of December 31, 2009, and for the year then ended, as listed in the accompanying table of contents. These financial statements and schedules are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2008 were audited by other auditors. 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by John Hancock Life Insurance Company (U.S.A.), the custodian of the Plan. Their report, dated August 17, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Custodian, were 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.

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 K, which was certified by John Hancock Life Insurance Company (U.S.A.), the Custodian of the Plan, except for comparing the information with the related information included in the 2009 financial statements and supplemental schedules. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of and for the year ended December 31, 2009, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Because of the significance of the information in the Plan's 2009 financial statements and schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements and schedules taken as a whole. The form and content of the information included in the 2009 financial statements and schedules, other than that derived from the information certified by the Custodian, 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.

Trey Broaddus, *Certified Public Accountant*
Modesto, California
October 8, 2010

FOOTHILL PACKING, INC. 401(K) PLAN

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

| | 2009 | 2008 |
|---|---|---|
| ASSETS | | |
| Investments | | |
| At fair value | | |
| Mutual funds | $ 782,282 | $ 294,404 |
| At book value | | |
| Guaranteed investment accounts | 20,248 | 14,097 |
| Participant loans | 6,073 | 2,517 |
| | 808,603 | 311,018 |
| Receivables | | |
| Employee contributions | 734 | 415 |
| Employer contributions | 154,003 | 120,485 |
| | 154,737 | 120,900 |
| TOTAL ASSETS | 963,340 | 431,918 |
| LIABILITIES | | |
| Accounts payable | 3,000 | 1,040 |
| TOTAL LIABILITIES | 3,000 | 1,040 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 960,340 | $ 430,878 |

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

FOOTHILL PACKING, INC. 401(K) PLAN

Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008

| | 2009 | 2008 |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment appreciation (depreciation): | | |
| Net appreciation (depreciation) in fair value of investments to include dividends reinvested | $ 183,114 | $ (111,051) |
| Investment income: | | |
| Interest income - participant loans | 184 | 220 |
| Interest income - guaranteed investment accounts | 503 | 414 |
| | 687 | 634 |
| Contributions: | | |
| Employer | 154,003 | 120,485 |
| Participants | 221,174 | 157,500 |
| Rollovers/Transfers | 15,360 | - |
| | 390,537 | 277,985 |
| Other income | - | 116 |
| NET ADDITIONS | 574,338 | 167,684 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | 33,875 | 8,411 |
| Administrative expenses | 11,001 | 4,805 |
| TOTAL DEDUCTIONS | 44,876 | 13,216 |
| NET INCREASE | 529,462 | 154,468 |
| NET ASSETS AVAILABLE FOR BENEFITS | | |
| Beginning of year | 430,878 | 276,410 |
| End of year | $ 960,340 | $ 430,878 |

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

## NOTE A – DESCRIPTION OF PLAN

The following description of the Foothill Packing, Inc. ("Company") 401(k) Plan ("Plan") provides only general information. Participants should refer to the Summary Plan Description or Plan Document for a more complete description of the Plan's provisions.

### GENERAL

The Company established the Plan as of January 1, 2005 for the exclusive benefit of eligible employees and their beneficiaries. The Plan is a participant-directed defined contribution plan covering all full-time employees of the Company who have one year of service and are age twenty-one or older. The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC) and similar state tax laws and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective January 1, 2007, the Plan was amended to allow 401(k) Safe-Harbor provisions.

### CONTRIBUTIONS

Each year, participants may make contributions that cannot exceed the lesser of the annual specified maximum allowed by income tax regulations or 100% of pretax annual compensation, as defined in the Plan. Participants direct the investment of their contributions into various investments offered by the Plan. Effective January 1, 2007, the Company instituted a Safe-Harbor contribution equal to 3% of each participant's eligible compensation. In addition to the Safe-Harbor contribution, 50% of the next 2% of employee contributions, if any, are matched by the employer.

Employee contributions are subject to certain IRC limitations.

### PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and Plan earnings (losses), and charged with an allocation of administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

### VESTING

Participants are immediately vested in their contributions as well as the Company's matching contributions in the Plan plus actual earnings thereon.

### PARTICIPANT LOANS

Participants may borrow from their fund accounts a minimum of $1,000. A participant must secure each loan with an irrevocable pledge and assignment of no more than 50% of the non-forfeitable amount of the borrowing participant's accrued benefit under the Plan, other security the Trustee accepts and finds to be adequate, or both 50% of the participant's accrued benefits and other security.

The interest rate on the loan is determined from time to time by the Trustee and is fixed throughout the life of the loan. All participant loans bear a rate of 5.25% as of December 31, 2009. The loan principal and any accrued interest must generally be paid within five years from date of disbursement. However, a term greater than five years may be granted by the Administrator for loans used to purchase a primary residence.

### PAYMENT OF BENEFITS

On termination of service due to death, disability, retirement, or other reasons, a participant shall receive a distribution equal to the value of the participant's vested interest in his or her account in one of the following forms: (a) annuity options, (b) installment options, or (c) a single-sum distribution.

## NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### USE OF ESTIMATES

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

### BASIS OF ACCOUNTING

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

Investment contracts held by a defined-contribution plan are required to be reported at fair-value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for benefits is prepared on a contract value basis, which approximates fair value for the fully benefit-responsive contracts in the Plan. As such, an adjustment from fair value to contract value was not necessary as of and for the years ended December 31, 2009 and 2008.

### INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value except for its guaranteed investment accounts which are valued at contract value with an insurance company (Note E). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for fair value measurement discussion. Investments are valued by quoted market prices. Mutual funds are valued at the net asset value of shares held by the Plan at year end.

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

### PAYMENT OF BENEFITS

Benefits are recorded when paid.

### ADMINISTRATIVE EXPENSES

Administrative expenses recorded in the Plan represent custodial fees and other third-party administration fees paid directly from the Plan to the respective service provider. The Company pays the administrative costs of the Plan associated with any professional services provided to the Plan, as well as the cost of communications to the participants. Administrative expenses recorded in the Plan represent fees and other recordkeeping fees paid directly from the Plan to the Plan's custodian and administrator.

### NEW ACCOUNTING PRONOUNCEMENTS

*FASB Accounting Standards Codification™*

In June 2009, the Plan adopted Financial Accounting Standards Board (FASB) *Accounting Standards Codification™* (ASC) 105-10, "*Accounting Standards Codification™*". ASC 105-10 establishes the *FASB Accounting Standards Codification™* (Codification) as the single source of authoritative U.S. generally accepted accounting principles (U.S. GAAP) recognized by the FASB to be applied by nongovernmental entities. The adoption of this update did not have a material impact on the Plan's financial position or results of operations.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

NEW ACCOUNTING PRONOUNCEMENTS (Continued)

*Subsequent Events*

In July 2009, the Plan adopted FASB ASC 855-10, Subsequent Events, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued, or available to be issued in the case of non-public entities. ASC 855-10 requires entities to recognize in the financial statements the effect of all events or transactions that provide additional evidence of conditions that existed at the balance sheet date, including the estimates inherent in the financial statement preparation process. ASC 855-10 also requires non-public entities to disclose the date through which subsequent events should be evaluated.

The adoption of the standard did not have a material impact on the Plan's financial statements or results of operations. Management has evaluated subsequent events through October 8, 2010, the date on which the financial statements were issued.

Financial Accounting Standards Issued but Not Yet Adopted

*Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements*

The FASB has issued Accounting Standards Update (ASU) No. 2010-06, Fair Value measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements. This ASU requires new disclosures and clarifies existing disclosure requirements about fair value measurement. The FASB's objective is to improve these disclosures and thus increase the transparency in financial reporting. Specifically, ASU 2010-06 amends codification Subtopic 820-10 to now require:

- A reporting entity should disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers; and

- In the reconciliation for Level 3 fair value measurements, a reporting entity should present separately information about purchases, sales, issuances and settlements.

In addition, ASU 2010-06 clarifies the requirements of the following existing disclosures:

For purposes of reporting fair value measurement for each class of assets and liabilities, a reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities; and

A reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements.

ASU 2010-06 is effective for annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010. Early application is permitted. The adoption of this update is not expected to have a material impact on the Plan's financial position or results of operations.

NOTE C – FAIR VALUE MEASUREMENTS

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

| | | Fair Value Measurements Using: | |
|---|---|---|---|
| | **Fair Value** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Unobservable Inputs (Level 3)** |
| **December 31, 2009** | | | |
| Mutual funds | $ 782,282 | $ 782,282 | $ - |
| Investment contract with insurance company | 20,248 | - | 20,248 |
| Participant loans | 6,073 | - | 6,073 |
| Total | $ 808,603 | $ 782,282 | $ 26,321 |

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

*Level 1 Fair Value Measurements*

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of mutual funds are based on the closing price reported on the active market where the individual securities are traded.

*Level 3 Fair Value Measurements*

The guaranteed investment contract with an insurance company and participant loans are not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. The fair value of participant loans approximates the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements:

NOTE C – FAIR VALUE MEASUREMENTS (Continued)

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

| | Investment Contract | Participant Loans | Total |
|---|---|---|---|
| **December 31, 2009** | | | |
| Beginning balance | $ 14,097 | $ 2,517 | $ 16,614 |
| Total gains or losses (realized and unrealized) included in changes in net assets available for benefits | 280 | 184 | 464 |
| Purchases, sales, issuances, and settlements (net) | 5,871 | 3,372 | 9,243 |
| Ending balance | $ 20,248 | $ 6,073 | $ 26,321 |

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

NOTE D – INVESTMENTS

The following presents investments that represent 5% or more of the Plan's assets at December 31:

| | 2009 | 2008 |
|---|---|---|
| JH Lifestyle Balanced Fund | $ 284,929 | $ 126,008 |
| JH Lifestyle Growth Fund | 174,690 | 60,332 |
| JH Lifestyle Conservative Fund | 81,717 | 24,572 |

The Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated in value by $183,114 during 2009 and depreciated in value by $111,051 during 2008. Investments consisted of mutual funds, guaranteed investment accounts, and participant loans.

NOTE E – INVESTMENT ACCOUNT WITH INSURANCE COMPANY

Participants may elect to invest in benefit-responsive guaranteed investment accounts with John Hancock Life Insurance Company (U.S.A.). John Hancock Life Insurance Company (U.S.A.) maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As described in Note B, because the guaranteed investment account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment accounts. The account is included in the financial statements at contract value as reported to the Plan by John Hancock Life Insurance Company (U.S.A.). Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yields were approximately 2.48% and 5.76% in 2009 and 2008, respectively. The contract value of the guaranteed investment accounts were $20,248 as of December 31, 2009 and $14,097 as of December 31, 2008.

NOTE F – RELATED PARTY TRANSACTIONS

Certain Plan investments were accounts managed by John Hancock Life Insurance Company (U.S.A.). John Hancock Life Insurance Company (U.S.A.) was the custodian of the Plan, and therefore, these transactions qualified as party-in-interest transactions. In addition, inasmuch as auditing and Plan administration services are paid directly by the Plan, these services are also deemed to be party-in-interest transactions. Total fees paid by the Plan to parties-in-interest were $11,001 in 2009 and $4,805 in 2008.

Certain administrative functions have been performed by the Plan sponsor, Foothill Packing, Inc. There has not been a value calculated for these costs, and therefore the Plan has not been charged for these costs. These costs are further described in NOTE B above.

Total third party administration fees and audit fees paid by the Plan sponsor on behalf of the plan for the years were $16,568 for 2009 and $8,200 for 2008.

NOTE G – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would receive benefits under the Plan based on their vested account balance accumulated to the date of the termination of the Plan. Termination of the Plan could occur before attaining normal retirement age.

NOTE H – WITHDRAWING PARTICIPANTS

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date. No claims had been processed or approved as of the balance sheet date.

NOTE I – TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Effective January 1, 2007, the Plan was amended to allow 401(k) Safe-Harbor provisions. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE J – RISK AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

NOTE K – INFORMATION CERTIFIED BY PLAN CUSTODIAN

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by John Hancock Insurance Company (U.S.A.), the custodian of the Plan's assets, and was not subject to any auditing procedures, except for comparing such information to information included in the Plan's financial statements and supplemental schedule.

NOTE K – INFORMATION CERTIFIED BY PLAN CUSTODIAN (Continued)

The Plan custodian has provided certification that the following information, which is contained in or used to develop the financial statements, is complete and accurate:

1) Details, summaries, and values of assets and liabilities held at December 31, 2009 and 2008.
2) Informational and transactional activities for the years ended December 31, 2009 and 2008.

The custodian of the Plan also certified to the completeness and accuracy of the net appreciation in fair value of investments of $183,114 and interest income of $687 for the year ended December 31, 2009, and net depreciation in fair value of investments of $111,051 and interest income of $634 for the year ended December 31, 2008.

**SUPPLEMENTAL INFORMATION**

FOOTHILL PACKING, INC. 401(K) PLAN
EIN #77-0314932 PLAN #001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) | (e) Current value |
|---|---|---|---|---|
| * | John Hancock, USA | JH Lifestyle Conservative Fund | $ | 81,717 |
| * | John Hancock, USA | JH Lifestyle Moderate Fund | | 19,597 |
| * | John Hancock, USA | JH Lifestyle Balanced Fund | | 284,929 |
| * | John Hancock, USA | JH Lifestyle Growth Fund | | 174,691 |
| * | John Hancock, USA | JH Lifestyle Aggressive Fund | | 39,694 |
| * | John Hancock, USA | JH Short-Term Federal Fund | | 15 |
| * | John Hancock, USA | JH PIMCO Real Return Fund | | 19 |
| * | John Hancock, USA | JH T. Rowe Price Spectrum Inc Fund | | 5,543 |
| * | John Hancock, USA | JH Strategic Inc Fund | | 19 |
| * | John Hancock, USA | JH High Yield fund | | 23 |
| * | John Hancock, USA | JH PIMCO All Asset Fund | | 28,107 |
| * | John Hancock, USA | JH American Funds Am Balanced Fund | | 4,372 |
| * | John Hancock, USA | JH American Funds Wash Mutual Fund | | 1,360 |
| * | John Hancock, USA | JH American Funds Inv Co Fund | | 2,812 |
| * | John Hancock, USA | JH Mutual Beacon Fund | | 1,870 |
| * | John Hancock, USA | JH Large Capital Equity Fund | | 4,220 |
| * | John Hancock, USA | JH New York Venture Fund | | 23,967 |
| * | John Hancock, USA | JH Utilities Fund | | 1,831 |
| * | John Hancock, USA | JH Templeton World Fund | | 992 |
| * | John Hancock, USA | JH Davis Financial Fund | | 4,891 |
| * | John Hancock, USA | JH Energy Fund | | 13,885 |
| * | John Hancock, USA | JH Discovery Fund | | 2,274 |
| * | John Hancock, USA | JH Vista Fund | | 1,549 |
| * | John Hancock, USA | JH Royce Opportunity | | 3,620 |
| * | John Hancock, USA | JH Explorer | | 398 |
| * | John Hancock, USA | JH T. Rowe Price Health Sci | | 1,486 |
| * | John Hancock, USA | JH T. Rowe Price Sci & Tech | | 22,244 |
| * | John Hancock, USA | BRGL BALL Fund | | 5,094 |
| * | John Hancock, USA | Money Market Fund | | 5,001 |
| * | John Hancock, USA | TRP Equity Income Fund | | 696 |
| * | John Hancock, USA | VS International All Value Fund | | 6,356 |
| * | John Hancock, USA | Total Index Fund | | 1,828 |
| * | John Hancock, USA | VS All Growth Fund | | 55 |
| * | John Hancock, USA | AF Growth Fund | | 1,427 |
| * | John Hancock, USA | JPM Mid Cap Value Fund | | 3,479 |
| * | John Hancock, USA | Europacific Fund | | 8,157 |
| * | John Hancock, USA | 500 Index Fund | | 208 |
| * | John Hancock, USA | Opportunity Value Fund | | 914 |
| * | John Hancock, USA | Opportunity All Cap Fund | | 1,054 |
| * | John Hancock, USA | VS International Small Cap Fund | | 1,970 |

FOOTHILL PACKING, INC. 401(K) PLAN
EIN #77-0314932 PLAN #001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) | (e) Current value |
|---|---|---|---|---|
| * | John Hancock, USA | VS Medium Cap Short Term Fund | | $ 158 |
| * | John Hancock, USA | VS Large Cap Fund | | 641 |
| * | John Hancock, USA | VS All Cap Value Fund | | 1,096 |
| * | John Hancock, USA | VS Bluechip Fund | | 8,445 |
| * | John Hancock, USA | VS Restricted Fund | | 7,431 |
| * | John Hancock, USA | VS Index Small Fund | | 97 |
| * | John Hancock, USA | VS Small Growth Fund | | 2,050 |
| | | *Subtotal - Mutual Funds* | | 782,282 |
| * | John Hancock, USA | JH Guaranteed Investment Account - 3 Year | | 11,874 |
| * | John Hancock, USA | JH Guaranteed Investment Account - 5 Year | | 1,004 |
| * | John Hancock, USA | JH Guaranteed Investment Account - 10 Year | | 7,370 |
| | | *Subtotal - Guaranteed Investment Accounts* | | 20,248 |
| * | Participant Loans | 5.25% | | 6,073 |
| | | TOTAL PLAN INVESTMENTS | | $ 808,603 |

NOTES

- Column (a) items with * designates a party-in-interest.
- Column (d) is blank as all investments are participant-directed.
- The information in this schedule has been certified by John Hancock Life Insurance Company (U.S.A.).

# Schedule H, line 4i
# Schedule of Assets (Held At End of Year)

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

Name of plan
**FOOTHILL PACKING, INC. 401(K) PLAN**

Employer Identification Number
**77-0314932**

Three-digit plan number ► **001**

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| * | JOHN HANCOCK LIFE INSURANCE CO | LS-CONSERV | | 81,717 |
| * | JOHN HANCOCK LIFE INSURANCE CO | LS-MODERAT | | 19,597 |
| * | JOHN HANCOCK LIFE INSURANCE CO | LS-BALANCE | | 284,929 |
| * | JOHN HANCOCK LIFE INSURANCE CO | LS-GROWTH | | 174,691 |
| * | JOHN HANCOCK LIFE INSURANCE CO | LS-AGRESS | | 39,694 |
| * | JOHN HANCOCK LIFE INSURANCE CO | 3 YR COMP | | 11,874 |
| * | JOHN HANCOCK LIFE INSURANCE CO | 5 YR COMP | | 1,004 |
| * | JOHN HANCOCK LIFE INSURANCE CO | 10 YR COMP | | 7,370 |
| * | JOHN HANCOCK LIFE INSURANCE CO | STRATEGIC | | 19 |
| * | JOHN HANCOCK LIFE INSURANCE CO | SPECTRUM I | | 5,543 |
| * | JOHN HANCOCK LIFE INSURANCE CO | HIGH YIELD | | 23 |
| * | JOHN HANCOCK LIFE INSURANCE CO | REAL RTRN | | 19 |
| * | JOHN HANCOCK LIFE INSURANCE CO | SHORT TERM | | 15 |
| * | JOHN HANCOCK LIFE INSURANCE CO | ALL ASSET | | 28,107 |
| * | JOHN HANCOCK LIFE INSURANCE CO | AF AM BAL | | 4,372 |
| * | JOHN HANCOCK LIFE INSURANCE CO | BRGLBALL | | 5,094 |
| * | JOHN HANCOCK LIFE INSURANCE CO | AF WASHMUT | | 1,360 |
| * | JOHN HANCOCK LIFE INSURANCE CO | BEACON | | 1,870 |
| * | JOHN HANCOCK LIFE INSURANCE CO | TRP EQ INC | | 696 |
| * | JOHN HANCOCK LIFE INSURANCE CO | NY VENTURE | | 23,967 |
| * | JOHN HANCOCK LIFE INSURANCE CO | DISCOVERY | | 2,274 |
| * | JOHN HANCOCK LIFE INSURANCE CO | AF GROWTH | | 1,427 |
| * | JOHN HANCOCK LIFE INSURANCE CO | WORLD | | 992 |
| * | JOHN HANCOCK LIFE INSURANCE CO | LG CAP VAL | | 4,220 |
| * | JOHN HANCOCK LIFE INSURANCE CO | UTILITIES | | 1,831 |
| * | JOHN HANCOCK LIFE INSURANCE CO | CLASSIC VL | | 0 |
| * | JOHN HANCOCK LIFE INSURANCE CO | JPM MCVALU | | 3,479 |
| * | JOHN HANCOCK LIFE INSURANCE CO | EUROPAC | | 8,157 |
| * | JOHN HANCOCK LIFE INSURANCE CO | HEALTH SCI | | 1,486 |
| * | JOHN HANCOCK LIFE INSURANCE CO | EXPLORER | | 397 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VISTA | | 1,549 |
| * | JOHN HANCOCK LIFE INSURANCE CO | FINANCIAL | | 4,891 |
| * | JOHN HANCOCK LIFE INSURANCE CO | SCI TECH | | 22,244 |
| * | JOHN HANCOCK LIFE INSURANCE CO | DEVELP MKT | | 0 |
| * | JOHN HANCOCK LIFE INSURANCE CO | ENERGY | | 13,885 |
| * | JOHN HANCOCK LIFE INSURANCE CO | OPPORTUNTY | | 3,620 |
| * | JOHN HANCOCK LIFE INSURANCE CO | GLOBAL ALL | | 0 |
| * | JOHN HANCOCK LIFE INSURANCE CO | LG CAP EQ | | 0 |
| * | JOHN HANCOCK LIFE INSURANCE CO | RREEF | | 0 |

# Schedule H, line 4i
# Schedule of Assets (Held At End of Year)

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

Name of plan
**FOOTHILL PACKING, INC. 401(K) PLAN**

Employer Identification Number
**77-0314932**

Three-digit plan number ► **001**

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| * | JOHN HANCOCK LIFE INSURANCE CO | BLUE CHIP | | 0 |
| * | JOHN HANCOCK LIFE INSURANCE CO | MONEY | | 5,001 |
| * | JOHN HANCOCK LIFE INSURANCE CO | IDX 500 | | 208 |
| * | JOHN HANCOCK LIFE INSURANCE CO | OPT VALUE | | 914 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VS LRG CAP | | 641 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VS ALLCPVL | | 1,096 |
| * | JOHN HANCOCK LIFE INSURANCE CO | IDX TOTAL | | 1,828 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VS BLUCP | | 8,445 |
| * | JOHN HANCOCK LIFE INSURANCE CO | OPT ALLCP | | 1,054 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VS RESTS | | 7,431 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VS ALL GR | | 55 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VS SM GRTH | | 2,050 |
| * | JOHN HANCOCK LIFE INSURANCE CO | IDX INTL | | 0 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VS MC ST | | 158 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VS IT VL | | 6,356 |
| * | JOHN HANCOCK LIFE INSURANCE CO | IDX SMALL | | 97 |
| * | JOHN HANCOCK LIFE INSURANCE CO | VS INTSM | | 1,970 |
| * | JOHN HANCOCK LIFE INSURANCE CO | LOAN SA 1 | | 4,286 |
| * | JOHN HANCOCK LIFE INSURANCE CO | LOAN SA 2 | | 1,787 |
| * | JOHN HANCOCK LIFE INSURANCE CO | AF ICA | | 2,812 |
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