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
VIENNA BEEF LTD. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2007

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

2501 N. DAMEN AVE
CHICAGO, IL 60647-2101

2b Employer Identification Number (EIN)
36-3172563

2c Sponsor's telephone number
773-278-7800

2d Business code (see instructions)
311900

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	BILL LUEGERS
	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")
VIENNA BEEF, LTD.

2501 N. DAMEN AVE
CHICAGO, IL 60647-2101

3b Administrator's EIN
36-3172563

3c Administrator's telephone number
773-278-7800

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**	244
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**	203
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	248
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	248
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	172
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)		**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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
VIENNA BEEF LTD. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
VIENNA BEEF, LTD.

D Employer Identification Number (EIN)
36-3172563

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	20553	46172
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1196994	1186996
(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)	121007	210423
(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)	3610597	4296975
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	4949151	5740566
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	99	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	99	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4949052	5740566

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)		
	(B) Participants	2a(1)(B)	451265	
	(C) Others (including rollovers)	2a(1)(C)	2356	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		453621
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2977	
	(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)	7095	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10072
	(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)	58185	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		58185
	(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)		
(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)		859431
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1381309
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	586030	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		586030
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)	3765	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3765
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		589795
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		791514
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: BLACKMAN KALLICK (2) EIN: 34-3468829

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		368092
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		1000000
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
VIENNA BEEF LTD. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
VIENNA BEEF, LTD.

D Employer Identification Number (EIN)
36-3172563

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): 42-1558009

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):

Blackman Kallick

Blackman Kallick, LLP
10 South Riverside Plaza, 9th Floor
Chicago, IL 60606

Phone 312-207-1040

Independent Auditor's Report

Board of Trustees
Vienna Beef Ltd. 401(k) Profit Sharing Plan
Chicago, Illinois

We were engaged to audit the financial statements of **Vienna Beef Ltd. 401(k) Profit Sharing Plan** as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedules as of December 31, 2009, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Charles Schwab Trust Company, the custodian of the plan, except for comparing such information with the related information included in the 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 December 31, 2009 and 2008, 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental 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.

Blackman Kallick, LLP

September 30, 2010

Vienna Beef Ltd.
401(k) Profit Sharing Plan

Financial Statements for the
Year Ended December 31, 2009



Blackman Kallick

Blackman Kallick, LLP
10 South Riverside Plaza
9th Floor
Chicago, IL 60606

Vienna Beef Ltd. 401(k) Profit Sharing Plan

Year Ended December 31, 2009

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Blackman Kallick

Blackman Kallick, LLP
10 South Riverside Plaza, 9th Floor
Chicago, IL 60606

Phone 312-207-1040

Independent Auditor's Report

Board of Trustees
Vienna Beef Ltd. 401(k) Profit Sharing Plan
Chicago, Illinois

We were engaged to audit the financial statements of **Vienna Beef Ltd. 401(k) Profit Sharing Plan** as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedules as of December 31, 2009, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Charles Schwab Trust Company, the custodian of the plan, except for comparing such information with the related information included in the 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 December 31, 2009 and 2008, 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental 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.

Blackman Kallick, LLP

September 30, 2010

Vienna Beef Ltd. 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	2009	2008
Assets		
Cash	$ 46,172	$ 20,553
Investments, at fair value	5,694,394	4,928,598
Total Assets	5,740,566	4,949,151
Liabilities - Accrued expenses	-	99
Net Assets Available for Benefits (Exhibit B)	**$ 5,740,566**	**$ 4,949,052**

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

Vienna Beef Ltd. 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2009

Investment Income		
Interest	$	10,072
Dividends and capital gains		58,185
Net appreciation in fair value of investments		859,431
Total Investment Income		927,688
Contributions		
Participant deferral		451,265
Participant rollover		2,356
Total Contributions		453,621
Deductions from Net Assets Attributed to		
Benefits paid		586,030
Administrative fees		3,765
Total Deductions		589,795
Net Increase		791,514
Net Assets Available for Benefits		
Beginning of year		4,949,052
End of year (Exhibit A)	**$**	**5,740,566**

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

Note 1 - Description of Plan

The following description of the Vienna Beef Ltd. 401(k) Profit Sharing Plan (the plan) provides only general information. Participants should refer to the plan agreement for a more comprehensive description of the plan's provisions.

General

The plan is a defined contribution plan covering all employees of Vienna Beef Ltd. (the Company) except for those covered by a collective bargaining agreement. The plan is maintained on a calendar year basis and subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

All covered employees who are at least 21 years of age are eligible to participate in the plan. Eligible employees can enter the plan on the first day of the month coinciding with or next following the date on which they meet the necessary eligibility requirements.

Participant Contributions

Participants may elect to make 401(k) deferral contributions subject to certain IRS limitations. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The previously mentioned contributions are not subject to federal income tax until withdrawn. Participants may also make Roth 401(k) deferrals, which are subject to taxation in the year of deferral but not at the time of withdrawal.

With the consent of the plan administrator, participants can also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Employer Contributions

The Company may make a discretionary qualified nonelective contribution to each nonhighly compensated participant based on a uniform percentage of each participant's compensation. A participant must be employed on the last day of the plan year to share in this contribution. The Company may also make an additional discretionary profit-sharing contribution. Participants must have completed at least one year of service, as defined in the plan document, and be an active employee on the last day of the plan year in order to share in this contribution. The Company did not make any contributions to the plan in 2009 or 2008.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the employer qualified nonelective contribution, the employer discretionary profit sharing contribution and plan earnings, and charged with allocations of plan losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1 - Description of Plan (Continued)

Vesting

Participants are always vested in their deferral and rollover contributions as well as their employer discretionary qualified nonelective contributions, plus actual earnings thereon.

The employer discretionary profit sharing contributions are subject to the following vesting requirements:

Number of Years	Vested Equity
Less than 2 years	None
2	20%
3	40
4	60
5	80
6	100

Forfeitures

Any forfeited amounts will be used to reduce future administrative expenses or employer contributions.

Payment of Benefits

Upon termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a period not to exceed the participant's assumed life expectancy (or the assumed life expectancy of the participant's primary beneficiary). Participants may also elect for pre-retirement distributions once they become 100% vested in their accounts and reach the age of 59½.

Participant Loans

Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years. Loans for a principal residence can be paid over a reasonable period of time, which may exceed five years. The loans are secured by the vested balance in the participant's account and will bear a reasonable rate of interest, as determined by the plan administrator. Principal and interest is paid ratably through monthly payroll deductions.

Investment Options

Participants direct the investment of their account balances into various investment options. Participants may change their investment options on a daily basis.

Note 1 - Description of Plan (Continued)

Administration of the Plan

The plan sponsor and plan administrator is Vienna Beef Ltd. Alliance Pension Consultants, LLC is the plan's third-party administrator. Charles Schwab Trust Company is the plan's custodian. The plan sponsor pays the majority of the plan's administrative expenses.

Subsequent Events

The plan administrator has evaluated subsequent events through September 30, 2010, the date the financial statements were available to be issued.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

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

Investments

Investments are reported at fair value in accordance with accounting principles generally accepted in the United States of America (GAAPUSA). See Note 3 for a discussion of fair value measurements.

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.

Payment of Benefits

Benefits are recorded when paid.

Management Estimates

The preparation of financial statements in conformity with GAAPUSA requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Note 3 - Fair Value Measurements

GAAPUSA defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal market or, in the absence of a principal market, the most advantageous market accessible to the reporting entity as of the measurement date. Under GAAPUSA, the principal market is the market in which the reporting entity would sell the asset or transfer the liability with the greatest volume and level of activity. The most advantageous market, which may be a hypothetical market, is the market in which the reporting entity would sell the asset or transfer the liability with the price that maximizes the amount that would be received for the asset or minimizes the amount that would be paid to transfer the liability, considering transaction costs in the respective market.

GAAPUSA describes three approaches to measuring fair value: the market approach, the income approach and the cost approach. Each approach includes multiple valuation techniques. GAAPUSA does not prescribe which valuation technique should be used when measuring fair value, but does establish a fair value hierarchy that prioritizes the inputs used in applying the various techniques based on the degree to which such inputs are observable to market participants. Inputs broadly refer to the assumptions that market participants use to make pricing decisions, including assumptions about risk.

The plan's investments are classified in one of the following three categories based on the inputs used to determine their respective fair values.

- Level 1 - Quoted prices (unadjusted) for identical assets or liabilities in active markets as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2 - Observable market-based inputs or unobservable inputs that are corroborated by market data. These inputs may include quoted prices for similar assets or liabilities in active markets as well as quoted prices for identical or similar assets or liabilities in inactive markets.

- Level 3 - Unobservable inputs that cannot be corroborated by market data. These inputs reflect management's best estimate of fair value using its own assumptions about the assumptions a market participant would use in pricing the asset or liability.

When the inputs used to value an investment fall into more than one level, the investment is classified in its entirety based on the lowest level input that is significant to that investment's fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement requires judgment and is dependent on factors specific to the investment. Valuation techniques used need to maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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Note 3 - Fair Value Measurements (Continued)

As of December 31, 2009 and 2008, the following valuation methods have been used to value the plan's investments:

- Registered investment companies (mutual funds) - Valued at the reported net asset value (NAV) of the shares held by the plan at year-end.
- Money market fund - Valued at an NAV of $1 as reported by the fund manager
- Participant loans - Valued at amortized cost, which approximates fair value

The methods described above might produce a fair value calculation that might not be indicative of net realizable value or reflective of future fair values. Furthermore, while the plan believes its valuation methods are appropriate and consistent with other market participants, the different methodologies or assumptions used to determine fair value of certain financial instruments could result in a different fair value measurement as of the reporting date.

The following tables summarize the plan's financial assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2009 and 2008:

	2009			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Large Cap Equity	$ 1,398,448	$ -	$ -	$ 1,398,448
Mid and Small Cap Equity	458,647	-	-	458,647
International Equity	775,886	-	-	775,886
Fixed Income	1,212,833	-	-	1,212,833
Other	451,161	-	-	451,161
Money market fund	1,186,996	-	-	1,186,996
Participant loans	-	-	210,423	210,423
	$ 5,483,971	**$ -**	**$ 210,423**	**$ 5,694,394**

	2008			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Large Cap Equity	$ 1,527,353	$ -	$ -	$ 1,527,353
Mid and Small Cap Equity	453,476	-	-	453,476
International Equity	483,396	-	-	483,396
Fixed Income	919,969	-	-	919,969
Other	226,403	-	-	226,403
Money market fund	1,196,994	-	-	1,196,994
Participant loans	-	-	121,007	121,007
	$ 4,807,591	**$ -**	**$ 121,007**	**$ 4,928,598**

Note 3 - Fair Value Measurements (Continued)

The following table sets forth information summarizing the changes in fair value of the plan's Level 3 assets for the year ended December 31, 2009.

	Participant Loans
Beginning balance	$ 121,007
Issuances and settlements (net)	89,416
Ending balance	**$ 210,423**

The plan's investments are exposed to risks such as interest rate, credit and overall market volatility. Due to these risk factors, it is reasonably possible that changes in the value of investments will occur in the near term and could materially affect the amounts reported in the financial statements.

Note 4 - Investments

The following investments represent 5% or more of the plan's net assets as of December 31, 2009 and 2008:

	2009		2008	
	Number of Shares	Fair Value	Number of Shares	Fair Value
Schwab Funds Value Advantage Money Fund	1,186,996	$ 1,186,996	1,196,994	$ 1,196,994
American Funds EuroPacific Growth Fund	11,709	448,222	16,443	459,569
Legg Mason Value Trust	2,993	126,590	10,934	329,003
PIMCO Total Return Fund	75,082	810,886	86,315	875,235
Schwab S&P 500 Index Fund	41,382	717,572	-	-
Schwab Funds Inst'l Select S&P 500 Index Fund	-	-	95,849	681,483
T. Rowe Price Growth Stock Fund	13,267	364,968	16,970	326,504

For the year ended December 31, 2009, the plan's investments in registered investment companies (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $859,431.

Note 4 - Investments (Continued)

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian of the plan has certified as to the completeness and accuracy of the plan's investments reflected in the statement of net assets available for benefits as of December 31, 2009and 2008, the schedule of assets held at end of year as of December 31, 2009, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2009, as indicated above and in total.

Note 5 - Plan Termination

While there are no intentions to terminate the plan, it may be terminated at the discretion of the Company subject to the provisions of ERISA. Upon termination of the plan or complete discontinuance of employer contributions, the trustees may commence distribution to each participant. In the event of plan termination, participants would continue to be 100% vested in all of their accounts.

Note 6 - Related Party Transactions

The plan holds investments managed by an affiliate of The Charles Schwab Trust Company, the custodian of the plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt under prohibited transaction rules.

Note 7 - Income Tax Status

The plan documents were established under an IRS volume submitter program and offered by its third-party administrator. The third-party administrator has received a determination letter from the IRS dated September 24, 2001 and has represented to the plan that, as designed, the plan is in compliance with the applicable requirements of the Internal Revenue Code. The plan is required to operate in conformity with the Internal Revenue Code to maintain its qualification. The Company is not aware of any course of action or series of events that have occurred that might adversely affect the plan's qualified status.

Vienna Beef Ltd. 401(k) Profit Sharing Plan

Schedule H, line 4a - Schedule of Delinquent Participant Contributions

December 31, 2009

Schedule H line 4a - Schedule of Delinquent Participant Contributions				
Participant Contributions Transferred Late to Plan: $ 368,092	Total that Constitute Nonexempt Prohibited Transactions: $ 368,092			
Check Here if Late Participant Loan Repayments Are Included X	Contributions Not Corrected: $ -	Contributions Corrected Outside VFCP: $ 368,092	Contributions Pending Correction in VFCP: $ -	$ -

See independent auditor's report regarding supplemental information.

Vienna Beef Ltd. 401(k) Profit Sharing Plan

Schedule H, line 4i - Schedule of Assets Held at End of Year

December 31, 2009

E.I.N. 36-3172563 Plan Number 002

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
		Money Market Fund	
*	Schwab Funds	Value Advantage Money Fund	$ 1,186,996
		Registered Investment Companies	
	American Beacon Funds	Large Cap Value Fund	183,446
	Bogle Investment Management	Small Cap Growth Fund	88,919
	Buffalo Funds	Mid Cap Fund	80,657
	American Funds	EuroPacific Growth Fund	448,222
	Legg Mason	Value Trust	126,590
	Morgan Stanley	US Real Estate Fund	204,393
	Eaten Vance	Structured Emerging Markets Fund	124,080
	Ell	International Property Fund	73,150
	PIMCO	Total Return Fund	810,886
	PIMCO	Foreign Bond (Unhedged) Fund	18,101
	PIMCO	Foreign Bond (Hedged) Fund	18,725
	PIMCO	High Yield Fund	53,723
	PIMCO	Commodity Real Return Fund	147,272
*	Schwab Funds	Schwab S&P 500 Index Fund	717,572
	T. Rowe Price	Growth Stock Fund	364,968
	Vanguard	Selected Value Fund	200,155
	Vanguard	Growth Index Fund	5,872
	Vanguard	Intermediate Term Bond Index Fund	138,220
	Vanguard	Mid Cap Index Fund	65,278
	Vanguard	REIT Index Fund	26,346
	Vanguard	Small Cap Index Fund	23,638
	Vanguard	Total Int'l Stock Index Fund	203,584
	Vanguard	Inflation Protected Fund	173,178
			4,296,975
*	Participant Loans	4.25% to 8.75%	210,423
			$ 5,694,394

* Party-in-interest

See independent auditor's report regarding supplemental information.

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Vienna Beef Ltd. 401(k) Profit Sharing Plan **EIN:** 36-3172563
Plan Sponsor's Name Vienna Beef, Ltd. **PN:** 002

(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
	American Beacon	Large Cap Value Institutional		183,446
	Bogle	Small Cap Growth		88,919
	Buffalo	Mid Cap		80,657
	Legg Mason	Value Institutional		126,590
	Participant Loans	Various Interest Rates		210,423
	Morgan Stanley	Institutional U.S. Real Estate A		204,393
	Eaton Vance	Structured Emerging Markets I		124,080

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Vienna Beef Ltd. 401(k) Profit Sharing Plan **EIN:** 36-3172563
Plan Sponsor's Name Vienna Beef, Ltd. **PN:** 002

(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
	PIMCO	Total Return Institutional		810,886
	American Funds	EuroPacific R5		448,222
	EII	International Property Fund		73,150
*	Schwab	Value Advantage Money Market		1,186,996
	Vanguard	Selected Value		200,155
	PIMCO	Commodity Real Return		147,272
	Vanguard	Growth Index		5,872

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Vienna Beef Ltd. 401(k) Profit Sharing Plan **EIN:** 36-3172563
Plan Sponsor's Name Vienna Beef, Ltd. **PN:** 002

(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
	Vanguard	Inter Term Bond Index		138,220
	Vanguard	Mid Cap Index		65,278
	Vanguard	REIT Index		26,346
	Vanguard	Small-Cap Index		23,638
	Vanguard	Total Int'l Stock Index		203,584
	PIMCO	Foreign Bond (Hedged)		18,725
	PIMCO	Foreign Bond (Unhedged) INstl		18,101

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Vienna Beef Ltd. 401(k) Profit Sharing Plan **EIN:** 36-3172563
Plan Sponsor's Name Vienna Beef, Ltd. **PN:** 002

(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
	PIMCO	High Yield Fund		53,723
	T Rowe	Price Growth Stock		364,968
*	Schwab	S&P 500 Index		717,572
	Vanguard	Inflation Protection Sec		173,178

Attachment to 2009 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name Vienna Beef Ltd. 401(k) Profit Sharing Plan **EIN:** 36-3172563
Plan Sponsor's Name Vienna Beef, Ltd. **PN:** 002

	Total that Constitute Nonexempt Prohibitied Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: [X]	0	368,092	0	0