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
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 04/01/1996

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

2020 OREGON STREET
BERKELEY, CA 94703-0000

2b Employer Identification Number (EIN) 94-2803364

2c Sponsor's telephone number 510-843-6929

2d Business code (see instructions) 445110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	ASSOCIATED PENSION CONSULTANTS
	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")
BERKELEY BOWL PRODUCE INC

2020 OREGON STREET
BERKELEY, CA 94703-0000

3b Administrator's EIN
94-2803364

3c Administrator's telephone number
510-843-6929

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**	279
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**	436
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	459
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	459
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	239
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:
2A 2E 2G 2J 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BERKELEY BOWL PRODUCE INC

D Employer Identification Number (EIN)
94-2803364

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

SANFORD C BERNSTEIN & CO LLC

13-4132953

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATOR	7527	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BERKELEY BOWL PRODUCE INC

D Employer Identification Number (EIN)
94-2803364

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	9923	22678
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	657562	717338
(2) Participant contributions	1b(2)	7299	9724
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(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)	3636318	5348522
(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	4311102	6098262
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4311102	6098262

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)	717338	
	(B) Participants	2a(1)(B)	264022	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		981360
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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	102699	
	(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)		102699
	(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)	834412	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		834412
	(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)		
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1918471
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	123784	
	(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)		123784
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)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)	7527	
	(4) Other	2i(4)		
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		7527
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		131311
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		1787160
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: OTO BAILEY FUKUMOTO & MISHIMA **(2)** EIN: 94-2339481

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		91493
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BERKELEY BOWL PRODUCE INC

D Employer Identification Number (EIN)
94-2803364

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**

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): 20-3579657

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

Berkeley Bowl Produce, Inc.
401(k) Profit Sharing Plan
Years Ended December 31, 2009 and 2008
(Modified Cash Basis)

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Oto Bailey Fukumoto & Mishima, Inc.
Certified Public Accountants and Consultants

Watergate Office Towers
2200 Powell Street, Suite 1100
Emeryville, CA 94608-1875

Tel 510-653-8160
Fax 510-653-8120
www.obfminc.com

Member-Private Companies Sections
Division for CPA Firms AICPA

Address Mail: P.O. Box 99170
Emeryville, CA 94662-9170

Administrative Committee
Berkeley Bowl Produce, Inc.
Berkeley, California

Independent Auditor's Report

We were engaged to audit the accompanying statements of net assets available for benefits (modified cash basis) of Berkeley Bowl Produce, Inc. 401(k) Profit Sharing Plan, as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended. These financial statements are the responsibility of the Plan's management.

As described in note 2, these financial statements were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

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 DST Retirement Solutions, LLC., an agent for State Street Bank and 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 certifications that the information provided to the Plan Administrator is complete and accurate for the years ended December 31, 2009 and 2008 from State Street Bank and Trust Company (Custodian).

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 statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the Custodian, have been audited by us in conformity with the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles 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.

OTO BAILEY FUKUMOTO & MISHIMA, INC.

By: _____
Jeffrey S. Oto, CPA

Emeryville, California
October 8, 2010

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

(Modified Cash Basis)

ASSETS

	December 31, 2009	December 31, 2008
Cash	$ 22,678	$ 9,923
Contribution receivable:		
Salary deferral	9,724	7,299
Profit sharing	717,338	657,562
	727,062	664,861
Investments in mutual funds - at market	5,348,522	3,636,318
Net Assets Available for Benefits	$ 6,098,262	$ 4,311,102

(The accompanying notes are an integral part of these financial statements)

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

(Modified Cash Basis)

	Years Ended December 31,	
	2009	2008
Additions to Net Assets Attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ 834,412	$ (1,637,649)
Dividend income	102,699	218,063
	937,111	(1,419,586)
Contribution:		
Salary deferral	264,022	287,625
Profit sharing	717,338	657,562
	1,918,471	(474,399)
Deductions from Net Assets Attributed to:		
Benefits paid to participants	(123,784)	(116,939)
Investment management fees	(7,527)	(7,723)
	(131,311)	(124,662)
Net Increase (Decrease)	1,787,160	(599,061)
Net Assets Available for Benefits		
Beginning of year	4,311,102	4,910,163
End of year	$ 6,098,262	$ 4,311,102

(The accompanying notes are an integral part of these financial statements)

1. Description of the Plan

General

The following description of the Berkeley Bowl Produce, Inc. 401(k) Profit Sharing Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Company is the Sponsor and Administrator of the Plan. State Street Bank and Trust Company is the Custodian with Glenn and Diane Yasuda (Officers and Shareholders of the Company) and Dan Kataoka (Officer of the Company) as Trustees, DST Retirement Solutions, LLC (an organization formed between Boston Financial Data Services, Inc. and DST Systems, Inc.) is the recordkeeper, Associated Pension Consultants is the Third-Party Administrator with Sanford C. Bernstein & Co. as Investment Advisor.

The Plan also remains subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Profit Sharing Plan

Employees are eligible to participate after completing one year of employment and more than 1,000 hours of service. Effective March 15, 2008, the Plan was amended retroactive to January 1, 2007 to expand the discretionary employer contribution from 6% of eligible Participants Compensation for all Employees to 6% and 6.5% of Eligible Compensation based on the Years of Service. All Company contributions are participant directed. Contributions totaled $717,338 and $657,562 for years ended December 31, 2009 and 2008, respectively.

401(k) Plan

Employees may elect to participate upon completion of 2 months of service. Contributions are made to the Plan by participants through payroll deductions. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants contributed $264,022 and $287,625 for the years ended December 31, 2009 and 2008, respectively.

In addition, the Plan allows eligible employees to make qualified transfers from other plans (employee rollover contributions).

1. Description of the Plan (continued)

Participant Accounts

The Company's contribution and forfeitures (non-vested portion of terminated employee accounts) are allocated to employee groups as provided by the Adoption Agreement. Such amounts are then allocated to individual accounts within the group based on the ratio each individual's compensation bears to the group's total participant compensation. Investment gains, losses and expenses are allocated to participant accounts upon receipt or disbursement, as each participant holds an individual account in the Plan.

Vesting

Participants in the Profit Sharing and 401(k) Plans are immediately vested in their accounts. Forfeitures, if any, result from participants separated from the Company before August 8, 2005 who were subject to a six-year vesting requirement.

Participant Loans

The Plan does not allow participant loans.

Payment of Benefits

Benefits are paid to participants upon termination of employment or retirement. Distributions are paid either in lump sum payment, or installment payments which are made over a period of years selected by participant.

A participant's account may be distributed to his or her beneficiary in lump sum or installment payments upon the participant's death.

2. Summary of Significant Accounting Policies

Method of Accounting

The Plan prepares its financial statements on the modified cash basis of accounting. The Plan also files its Form 5500, Annual Return/Report of Employee Benefit Plan, under this method. Employer contributions are recorded when earned. Interest and other investment income are recorded when received rather than when earned, and benefits and administrative expenses to be paid through the Trustee, are recognized when paid rather than when the obligation is incurred. Consequently, investment income receivables, benefits payable, prepaid expenses and certain accrued expenses at December 31, 2009 and 2008 are not included in the financial statements.

2. Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Accordingly, actual results may differ from those estimates.

Fees

The Plan Sponsor (employer) absorbs a certain amount of the Plan's administrative costs including accounting fees.

3. Fair Value Measurements

The Plan has adopted the authoritative accounting standard statement of financial which defines fair value, outlines a framework for measuring fair value, and details the required disclosures under GAAP regarding fair value measurements.

The standard establishes a three-level value hierarchy for disclosures of fair-value measurements. The valuation hierarchy is based on the transparency of the inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 – Inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.

Level 2 – Inputs to the valuation methodology are quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active or inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – Unobservable inputs corroborated by little or no market data (e.g. a reporting entity's own data).

3. Fair Value Measurements (continued)

The following table presents the Plan's investments measured at fair value on a recurring basis at December 31, 2009:

	Total December 31, 2009	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds (including Cash and Investments)	$ 5,371,200	$ 5,371,200	$ -	$ -

The following table presents the Plan's investments measured at fair value on a recurring basis at December 31, 2008:

	Total December 31, 2008	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds (including Cash and Investments)	$ 3,646,241	$ 3,646,241	$ -	$ -

The following is a description of the valuation methodology used for a fair value measurement of investments:

> Mutual funds – Mutual funds are stated at fair value based upon the quoted net asset value of shares held by the Plan on the last business day of the year.

The method described above may generate a fair value calculation that may not be indicative of net realizable value of future fair values. While the Plan believes the valuation methodology used is appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts.

4. Investments and Concentration of Investment Risk

Investments

The Plan Administrator has elected the method of annual reporting 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 has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

The Plan's independent accountants did not perform auditing procedure with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

	December 31, 2009		
	Unit Value	Units	Fair Value
AllianceBernstein Short Duration Plus Portfolio	$ 11.71	1,619.8770	$ 18,969
Bernstein Intermediate Duration Portfolio	13.24	280.0687	3,708
AllianceBernstein Large Cap Growth Fund	22.96	997.3746	22,900
AllianceBernstein Exchange Reserves	1.00	1,204,041.7000	1,204,042
AllianceBernstein Balanced Shares	13.48	797.9844	10,757
AllianceBernstein Global RE Investment Fund	10.28	143.5088	1,475
AllianceBernstein Growth Fund	32.21	48.3878	1,559
AllianceBernstein Wealth Appreciation Strategy	10.77	3,113.1040	33,528
AllianceBernstein Balanced Wealth Strategy	10.87	294,229.7755	3,198,278
AllianceBernstein 2000 Retirement Strategy	9.56	1,419.2542	13,568
AllianceBernstein 2010 Retirement Strategy	9.25	6,839.9514	63,269
AllianceBernstein 2015 Retirement Strategy	9.28	31,276.8125	290,249
AllianceBernstein 2020 Retirement Strategy	9.10	15,408.9967	140,222
AllianceBernstein 2025 Retirement Strategy	9.16	10,348.0437	94,788
AllianceBernstein 2030 Retirement Strategy	9.06	21,099.9205	191,165
AllianceBernstein 2035 Retirement Strategy	9.02	2,712.4734	24,466
AllianceBernstein 2040 Retirement Strategy	9.20	2,682.0598	24,675
AllianceBernstein 2045 Retirement Strategy	9.01	1,210.2486	10,904
			$ 5,348,522

4. Investments and Concentration of Investment Risk (continued)

	December 31, 2008		
	Unit Value	Units	Fair Value
AllianceBernstein Short Duration Plus Portfolio	$ 11.28	1,021.4255	$ 11,522
Bernstein Imtermediate Duration Portfolio	11.85	4.0523	48
AllianceBernstein Large Cap Growth Fund	16.22	704.5154	11,427
AllianceBernstein Exchange Reserves	1.00	684,538.7200	684,539
AllianceBernstein Balanced Shares	11.68	534.1481	6,239
AllianceBernstein Global RE Investment Fund	8.11	83.0814	674
AllianceBernstein Growth Fund	23.78	31.9008	759
AllianceBernstein Wealth Appreciation Strategy	8.24	2,180.4575	17,967
AllianceBernstein Balanced Wealth Strategy	8.62	287,937.9524	2,482,025
AllianceBernstein 2000 Retirement Strategy	7.95	1,105.2088	8,786
AllianceBernstein 2010 Retirement Strategy	7.30	4,284.9027	31,280
AllianceBernstein 2015 Retirement Strategy	7.23	20,869.0083	150,883
AllianceBernstein 2020 Retirement Strategy	7.03	9,842.7440	69,194
AllianceBernstein 2025 Retirement Strategy	7.01	6,296.6020	44,139
AllianceBernstein 2030 Retirement Strategy	6.94	12,877.4683	89,370
AllianceBernstein 2035 Retirement Strategy	6.95	1,180.3568	8,203
AllianceBernstein 2040 Retirement Strategy	7.08	1,673.4647	11,848
AllianceBernstein 2045 Retirement Strategy	6.98	1,062.2693	7,415
			$ 3,636,318

The following schedule presents investments that represent five percent or more of the Plan's net assets:

	December 31,	
Investment	2009	2008
AllianceBernstein Balanced Wealth Strategy	$ 3,198,278	$ 2,482,025
AllianceBernstein Exchange Reserves	1,204,042	684,539

The Plan's investments in mutual funds (including realized gains and losses on investments bought and sold) appreciated by $834,412 in 2009 and depreciated by $1,637,649 in 2008.

5. Related Party Transactions

Certain Plan investments are shares of mutual funds managed by an affiliate of Sanford C. Bernstein & Co. LLC, investment advisor to the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services amounted to $7,527 for the year ended December 31, 2009.

6. Income Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Volume Submitter Profit Sharing Plan (the prototype plan of which the Plan is based) was designed in accordance with the applicable requirements of the Internal Revenue Code (IRC), therefore, the Plan is not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification.

7. Bonding

ERISA requires that plans and their sponsors maintain bonding covering 10% of the value of the Plan's Net Assets Available for Benefits. The Plan's $50,000 bond coverage includes "ERISA Inflation Guard" protection that, in the event of a claim, automatically increases the limit to equal the amount required under ERISA at the time the loss is discovered. This feature ensures continuous compliance with ERISA.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants continue to be fully vested in their account balances and the Trust shall continue until all assets have been completely distributed to the participants or their beneficiaries in accordance with Plan provisions.

9. Forfeitures and Unpaid Benefits

Forfeitures allocated in accordance with the Plan document total $2,997 in 2009 and $11,002 in 2008.

Net assets available for benefits include balances due to certain retired or terminated participants including those who have elected not to withdraw their funds. Total balances due and unpaid are $52,529 and $66,610 for 2009 and 2008, respectively.

10. Risks 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 statements of net assets available for benefits.

11. Subsequent Events

Effective January 1, 2010, the Plan was amended to require that employees complete six months of service to be eligible to participate in the 401(k) portion of the Plan. Prior to this amendment, employees were required to complete 2 months of service in order to participate in the 401(k) Plan.

Management Evaluation

Management has evaluated subsequent events through October 8, 2010, the date on which the financial statements were available to be issued.

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

SUPPLEMENTAL INFORMATION

DECEMBER 31, 2009

(Modified Cash Basis)

Plan Administrator
Berkeley Bowl Produce, Inc. 401(k) Profit Sharing Plan
Berkeley, California

Opinion on Supplemental Information

We were engaged to audit the basic financial statements of the Berkeley Bowl Produce, Inc. 401(k) Profit Sharing Plan taken as a whole.

The following supplemental schedules - Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions for the year ended December 31, 2009, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audits of the basic financial statements, and in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

OTO BAILEY FUKUMOTO & MISHIMA, INC.

By: _____
Jeffrey S. Oto, CPA

Emeryville, California
October 8, 2010

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

EIN: 20-3579657; PLAN 002

[ATTACHMENT TO FORM 5500, PART IV OF SCHEDULE H, ITEM 4(i)]

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
*	AllianceBernstein Short Duration Plus Portfolio	Mutual Funds	**	$ 18,969
*	Bernstein Intermediate Duration Portfolio	Mutual Funds	**	3,708
*	AllianceBernstein Large Cap Growth Fund	Mutual Funds	**	22,900
*	AllianceBernstein Exchange Reserves	Mutual Funds	**	1,204,042
*	AllianceBernstein Balanced Shares	Mutual Funds	**	10,757
*	AllianceBernstein Global RE Investment Fund	Mutual Funds	**	1,475
*	AllianceBernstein Growth & Income Fund	Mutual Funds	**	1,559
*	AllianceBernstein Wealth Appreciation Strategy	Mutual Funds	**	33,528
*	AllianceBernstein Balanced Wealth Strategy	Mutual Funds	**	3,198,278
*	AllianceBernstein 2000 Retirement Strategy	Mutual Funds	**	13,568
*	AllianceBernstein 2010 Retirement Strategy	Mutual Funds	**	63,269
*	AllianceBernstein 2015 Retirement Strategy	Mutual Funds	**	290,249
*	AllianceBernstein 2020 Retirement Strategy	Mutual Funds	**	140,222
*	AllianceBernstein 2025 Retirement Strategy	Mutual Funds	**	94,788
*	AllianceBernstein 2030 Retirement Strategy	Mutual Funds	**	191,165
*	AllianceBernstein 2035 Retirement Strategy	Mutual Funds	**	24,466
*	AllianceBernstein 2040 Retirement Strategy	Mutual Funds	**	24,675
*	AllianceBernstein 2045 Retirement Strategy	Mutual Funds	**	10,904
*	AllianceBernstein Money Market	Cash	**	22,678
				$ 5,371,200

* Denotes party-in-interest

** Cost information is not required for participant-directed investments

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

EIN: 20-3579657; PLAN 002

[ATTACHMENT TO FORM 5500, PART IV OF SCHEDULE H, ITEM 4(i)]

SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

NOT APPLICABLE UNDER 29 CFR 2520.103-11(b)(2)(vii).

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

EIN: 20-3579657; PLAN 002

[ATTACHMENT TO FORM 5500, PART IV OF SCHEDULE H, ITEM 4(j)]

SCHEDULE OF REPORTABLE TRANSACTIONS

Beginning Market Value, January 1, 2009	$	4,311,102
Comparison Value (5%)	$	215,555

No Reportable Transactions

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

EIN: 20-3579657; PLAN 002

[ATTACHMENT TO FORM 5500, PART IV OF SCHEDULE H, ITEM 4(a)]

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Year Ended December 31, 2009

Participant Contributions Transferred Late to Plan			Total That Constitutes NonExempt Prohibited Transactions	
Payroll Date	Participant Contributions	Recovery Date	Contributions Corrected Outside VFCP	Contributions Not Corrected
01/16/2009	$ 9,920	01/26/2009	$ 9,920	$ -
07/31/2009	10,642	08/10/2009	10,642	-
08/14/2009	10,062	08/27/2009	10,062	-
09/25/2009	10,018	10/07/2009	10,018	-
10/09/2009	11,157	10/27/2009	11,157	-
10/23/2009	10,096	11/04/2009	10,096	-
11/06/2009	10,072	11/18/2009	10,072	-
11/20/2009	9,826	12/03/2009	9,826	-
12/04/2009	9,700	12/22/2009	9,700	-
Total	$ 91,493		$ 91,493	$ -

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

EIN: 20-3579657; PLAN 002

[ATTACHMENT TO FORM 5500, PART IV OF SCHEDULE H, ITEM 4(i)]

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
*	AllianceBernstein Short Duration Plus Portfolio	Mutual Funds	**	$ 18,969
*	Bernstein Intermediate Duration Portfolio	Mutual Funds	**	3,708
*	AllianceBernstein Large Cap Growth Fund	Mutual Funds	**	22,900
*	AllianceBernstein Exchange Reserves	Mutual Funds	**	1,204,042
*	AllianceBernstein Balanced Shares	Mutual Funds	**	10,757
*	AllianceBernstein Global RE Investment Fund	Mutual Funds	**	1,475
*	AllianceBernstein Growth & Income Fund	Mutual Funds	**	1,559
*	AllianceBernstein Wealth Appreciation Strategy	Mutual Funds	**	33,528
*	AllianceBernstein Balanced Wealth Strategy	Mutual Funds	**	3,198,278
*	AllianceBernstein 2000 Retirement Strategy	Mutual Funds	**	13,568
*	AllianceBernstein 2010 Retirement Strategy	Mutual Funds	**	63,269
*	AllianceBernstein 2015 Retirement Strategy	Mutual Funds	**	290,249
*	AllianceBernstein 2020 Retirement Strategy	Mutual Funds	**	140,222
*	AllianceBernstein 2025 Retirement Strategy	Mutual Funds	**	94,788
*	AllianceBernstein 2030 Retirement Strategy	Mutual Funds	**	191,165
*	AllianceBernstein 2035 Retirement Strategy	Mutual Funds	**	24,466
*	AllianceBernstein 2040 Retirement Strategy	Mutual Funds	**	24,675
*	AllianceBernstein 2045 Retirement Strategy	Mutual Funds	**	10,904
*	AllianceBernstein Money Market	Cash	**	22,678
				$ 5,371,200

* Denotes party-in-interest

** Cost information is not required for participant-directed investments

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

EIN: 20-3579657; PLAN 002

[ATTACHMENT TO FORM 5500, PART IV OF SCHEDULE H, ITEM 4(a)]

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Year Ended December 31, 2009

Participant Contributions Transferred Late to Plan			Total That Constitutes NonExempt Prohibited Transactions	
Payroll Date	Participant Contributions	Recovery Date	Contributions Corrected Outside VFCP	Contributions Not Corrected
01/16/2009	$ 9,920	01/26/2009	$ 9,920	$ -
07/31/2009	10,642	08/10/2009	10,642	-
08/14/2009	10,062	08/27/2009	10,062	-
09/25/2009	10,018	10/07/2009	10,018	-
10/09/2009	11,157	10/27/2009	11,157	-
10/23/2009	10,096	11/04/2009	10,096	-
11/06/2009	10,072	11/18/2009	10,072	-
11/20/2009	9,826	12/03/2009	9,826	-
12/04/2009	9,700	12/22/2009	9,700	-
Total	$ 91,493		$ 91,493	$ -

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.	2009 This Form is Open to Public Inspection

Part I Annual Report Identification Information

For the 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 ☒ 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: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information — enter all requested information.

1a Name of plan
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ► 002

1c Effective date of plan 04/01/1996

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

2020 OREGON STREET

US BERKELEY CA 94703-0000

2b Employer Identification Number (EIN) 94-2803364

2c Sponsor's telephone number (510) 843-6929

2d Business code (see instructions) 445110

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

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

SIGN HERE	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
	Dan Kataoka	10-12-10	DAN KATAOKA
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
	Dan Kataoka	10-12-10	DAN KATAOKA
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") SAME	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/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**	279
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**	436
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	23
d Subtotal. Add lines **6a**, **6b** and **6c**	**6d**	459
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	459
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	239
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 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:

2A 2E 2G 2J 3D

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

9a Plan funding arrangement (check all that apply)	**9b** Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	(1) [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] Trust
(4) [ ] General assets of the sponsor	(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	**b** General Schedules
(1) [X] R (Retirement Plan Information)	(1) [X] H (Financial Information)
(2) [ ] MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ] I (Financial Information - Small Plan)
	(3) [ ] A (Insurance Information)
	(4) [X] C (Service Provider Information)
(3) [ ] SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [ ] D (DFE/Participating Plan Information)
	(6) [ ] G (Financial Transaction Information)