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;
- [X] the final return/report;
- [X] 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. . . . . ▶ [X]

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
BIMBO FOODS, INC. SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 01/01/2008

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

255 BUSINESS CENTER DRIVE
HORSHAM, PA 19044

SUITE 200
HORSHAM, PA 19044

2b Employer Identification Number (EIN)
54-1394383

2c Sponsor's telephone number
215-672-8010

2d Business code (see instructions)
311800

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	LOUIS MINELLA
	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")
BIMBO FOODS, INC.

255 BUSINESS CENTER DRIVE
HORSHAM, PA 19044

3b Administrator's EIN
54-1394383

3c Administrator's telephone number
215-672-8010

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
WESTON FOODS, INC.

4b EIN
22-3396279

4c PN
004

5	Total number of participants at the beginning of the plan year	**5**	3286
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**	0
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	0
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	0
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
BIMBO FOODS, INC. SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

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

D Employer Identification Number (EIN)
54-1394383

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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPER	6199	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 ☐

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
BIMBO FOODS, INC. SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

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

D Employer Identification Number (EIN)
54-1394383

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: G. WESTON BAKERIES SAVINGS PLAN MT

b Name of sponsor of entity listed in (a): BIMBO FOODS, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-6947828-200	M	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
BIMBO FOODS, INC. SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

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

D Employer Identification Number (EIN)
54-1394383

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	626764	362056
(2) Participant contributions	1b(2)	306170	0
(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)	4213314	0
(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)	185890071	0
(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)		
(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	191036319	362056
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	0	362056
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	362056
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	191036319	0

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)	12876644	
	(B) Participants	2a(1)(B)	11313297	
	(C) Others (including rollovers)	2a(1)(C)	522911	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		24712852
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)	300923	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		300923
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(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)		

			(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)		
	(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)		44503559
	(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		69517334
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19748009	
	(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)		19748009
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)		
	(4) Other	2i(4)	6424	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6424
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		19754433
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		49762901
l	Transfers of assets:			
	(1) To this plan	2l(1)		2772653
	(2) From this plan	2l(2)		243571873

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: KREISCHER MILLER **(2)** EIN: 23-1980475

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
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		X	

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)
BIMBO BAKERIES USA SAVINGS PLAN	75-2490530	002

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
BIMBO FOODS, INC. SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

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

D Employer Identification Number (EIN)
54-1394383

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): 04-6568107 _____

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):

BIMBO FOODS, INC. SAVINGS PLAN

Financial Statements

December 31, 2009 and 2008

Kreischer Miller

People ▪ Ideas ▪ Solutions

BIMBO FOODS, INC. SAVINGS PLAN
December 31, 2009 and 2008

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Kreischer Miller
People ▪ Ideas ▪ Solutions

100 Witmer Road, Suite 350, Horsham, PA 19044-2369
215-441-4600 ▪ fax: 215-672-8224 ▪ www.kmco.com

Independent Auditors' Report

Bimbo Bakeries USA Benefits Committee
Horsham, Pennsylvania

We were engaged to audit the statements of net assets available for benefits of Bimbo Foods, Inc. Savings Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements 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 Notes 3 and 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Kreischer Miller

Horsham, Pennsylvania
October 8, 2010

BIMBO FOODS, INC. SAVINGS PLAN

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

	2009	2008
Assets:		
Investments, at fair value:		
Investment in the George Weston Bakeries Savings Plan Master Trust	$ -	$ 185,890,071
Participant loans	-	4,213,314
Contributions receivable:		
Participant	-	306,170
Employer	362,056	648,847
	362,056	191,058,402
Liabilities:		
Payable to Bimbo Bakeries USA Savings Plan	362,056	-
Net assets available for benefits, at fair value	-	191,058,402
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	554,247
Net assets available for benefits	$ -	$ 191,612,649

See accompanying notes to financial statements.

BIMBO FOODS, INC. SAVINGS PLAN

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

	2009	2008
Additions to net assets attributed to:		
Investment income (loss):		
Plan interest in the George Weston Bakeries Savings Plan Master Trust investment loss	$ 43,949,312	$ (77,309,893)
Interest on participant loans	300,923	348,030
Contributions:		
Participant	11,313,297	11,032,373
Employer	12,854,561	12,399,127
Rollover	522,911	717,473
	68,941,004	(52,812,890)
Deductions from net assets attributed to:		
Benefits paid to participants	19,748,009	33,153,300
Administrative expenses	6,424	849
Total deductions	19,754,433	33,154,149
Increase (decrease) before transfers	49,186,571	(85,967,039)
Transfers (to) from affiliated plans, net	(240,799,220)	277,579,688
Net increase (decrease)	(191,612,649)	191,612,649
Net assets available for benefits:		
Beginning of year	191,612,649	-
End of year	$ -	$ 191,612,649

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Bimbo Foods, Inc. Savings Plan (f/k/a Weston Foods, Inc. Savings Plan) (the Plan) provides only general information. Participants should refer to the plan document, including plan amendments, for a more complete description of the Plan's provisions.

General

The Plan, established as of January 1, 2008, is the result of a spin-off from the Bimbo Foods Savings Plan (f/k/a Weston Savings Plan). The Plan is a defined contribution plan that covers non-collectively-bargained employees of Weston Foods, Inc. (the Company) as of January 1, 2008 who were participants in the Bimbo Foods Savings Plan on December 31, 2007, as well as certain collectively-bargained employees whose collective bargaining agreements provide for participation in the Plan.

On January 21, 2009, the Company sold its fresh bread and baked goods business in the United States to Bimbo Bakeries USA.

Effective June 1, 2009, the name of the Plan was changed from the Weston Foods, Inc. Savings Plan to the Bimbo Foods, Inc. Savings Plan.

Effective December 31, 2009, the Plan was merged with the Bimbo Bakeries USA, Inc. 401(k) Savings Plan and renamed the Bimbo Bakeries USA Savings Plan. All assets of the Plan were transferred to the Bimbo Bakeries USA Savings Plan on December 31, 2009 (See Note 10).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan participates in the George Weston Bakeries Savings Plan Master Trust (the Master Trust).

Continued...

(1) Description of Plan, Continued

Contributions

Each plan year, participants may contribute from 1 percent up to 20 percent of their base compensation, including overtime, commissions and bonuses to the Plan through automatic payroll deductions. Participant contributions may be made on a pretax basis or post-tax basis and are limited to the maximum allowable under Internal Revenue Code (IRC) guidelines. All investments are directed by participants into various investment options offered by the Plan. Participants may change their investment choices daily and their deferral percentages upon notification to the plan administrator. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company will match 100 percent up to 5 percent of the employee's contribution. The Company shall contribute for certain qualifying employees a transition contribution, which is based on the participant's points. The points are calculated based on the employee's age and periods of service and will entitle certain individuals to the transition contribution ranging from 1 percent to 6 percent of the participant's compensation. There is an option for the Company to provide an additional discretionary contribution to the employees. However, for the years ended 2009 and 2008, the discretionary match was not made by the Company.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) plan earnings and losses and charged with an allocation of 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.

Vesting

Participants are vested immediately in their contributions plus actual earnings and losses thereon. Vesting in the Company's contribution portion of their accounts, if any, is based on years of continuous service. A participant is 100 percent vested in Company contributions after two years of credited services.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 5 percent to 10.5 percent for the year ended December 31, 2008, which are commensurate with market rates on similar loans as determined by the plan administrator. Principal and interest is paid ratably through weekly or bi-weekly payroll deductions.

Continued...

(1) Description of Plan, Continued

Payment of Benefits

On termination of service or due to death, disability, or retirement, participants may elect to receive lump sum amounts equal to the vested portion of their account. Amounts may not be withdrawn from the Plan while a participant is an active employee of the Company, except in cases of hardship, permanent disability, or after age 59½, as defined in the plan agreement.

Forfeited Accounts

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2008, forfeited nonvested accounts totaled $139,584. During 2009, the Company contributions were reduced by $155,549, from forfeited nonvested accounts. There were no forfeiture amounts used during 2008 to offset Company contributions.

(2) Summary of Significant Accounting Policies

Basis of Accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Use of Estimates

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

Continued...

(2) Summary of Significant Accounting Policies, Continued

Investment Valuation and Income Recognition

The Plan retains an interest in the Master Trust which holds investments in various funds (see Note 5).

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Some expenses of the Plan are paid by the Plan as permitted in the Plan document; other expenses are paid by the Company. Transaction charges (for loan and benefit payment transactions) are paid by the Plan by reducing the balances of those participants initiating the transactions.

Subsequent Events

The Plan has evaluated subsequent events through October 8, 2010, the date the financial statements were available to be issued.

(3) Investments (Unaudited)

The Plan's administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company, (the Trustee) as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

Continued...

(3) Investments (Unaudited), Continued

The Plan's investments are as follows at December 31:

	2009	2008	
Investment in Master Trust	$ -	$ 185,890,071	*
Participant loans	-	4,213,314	
Investments, at fair value	-	190,103,385	
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	554,247	
Total investments	$ -	$ 190,657,632	

* Represents 5 percent or more of the Plan's assets at year end.

The Plan's share of investment income (loss) was as follows for the years ended December 31:

	2009	2008
Plan's interest in Master Trust investment income (loss)	$ 43,949,312	$ (77,309,893)
Interest on participant loans	300,923	348,030
Total Plan's share of investment income (loss)	$ 44,250,235	$ (76,961,863)

(4) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Continued...

(4) Fair Value Measurements, Continued

Level 2: Inputs to the valuation methodology include

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Plan's interest in the master trust: See Note 5.

Participant loans: Valued at amortized cost, which approximates fair value.

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

Continued...

(4) Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value, excluding the Plan's interest in the Master Trust, as of December 31, 2008:

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Participant loans	$ -	$ -	$ 4,213,314	$ 4,213,314
Total assets at fair value	$ -	$ -	$ 4,213,314	$ 4,213,314

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009 and 2008:

	Level 3 Assets Year Ended December 31,	
	2009	2008
Balance, beginning of year	$ 4,213,314	$ -
Purchases, sales, issuances, and settlements (net)	(4,213,314)	4,213,314
Balance, end of year	$ -	$ 4,213,314

(5) Interest in the Master Trust (Unaudited)

A portion of the Plan's investments are in the Master Trust which was established for the investment of assets of the Plan and several other George Weston Bakeries sponsored retirement plans. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by Fidelity Management Trust Company.

As a result of the merger with the Bimbo Bakeries USA, Inc. 401(k) Savings Plan, effective December 31, 2009, the Plan's entire interest in the Master Trust was transferred to a new master trust.

Continued...

(5) Interest in the Master Trust (Unaudited), Continued

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment loss less actual distributions and allocated administrative expenses. At December 31, 2008, the Plan's interest in the net assets of the Master Trust was approximately 71 percent. Investment income (loss) and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested in each plan.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee of the Master Trust as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

The Trustee has certified to the accuracy and completeness of the investment in the net assets of the Master Trust at December 31, 2009 and 2008 and the investment income (loss) for the years then ended.

The following table presents the assets, including investments of the Master Trust, at December 31:

	2009	2008
Registered investment companies	$ -	$ 215,491,036
Money market funds	-	25,797,521
Common collective trusts	-	20,603,484
Total Master Trust investments, at fair value	-	261,892,041
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	1,111,393
Total Master Trust investments	$ -	$ 263,003,434
Plan interest in the Master Trust	$ -	$ 185,890,071

Continued...

(5) Interest in the Master Trust (Unaudited), Continued

Investment income (loss) of the Master Trust was as follows for the years ended December 31:

	2009	2008
Net appreciation (depreciation) in fair value of investments in registered investment companies	$ 49,549,232	$ (107,925,492)
Interest and dividends	426,891	575,788
	$ 49,976,123	$ (107,349,704)

The closing prices reported in active markets in which the registered investment companies and money market accounts are traded are used to value the investments in the Master Trust. Investments in the common collective trusts are valued by the fund sponsor based on quoted market prices of the underlying investments. The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2008:

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Balanced	$ 123,675,633	$ -	$ -	$ 123,675,633
Growth	53,659,113	-	-	53,659,113
Other	38,156,290	-	-	38,156,290
Total registered investment companies	215,491,036	-	-	215,491,036
Money market accounts	25,797,521	-	-	25,797,521
Common collective trusts:				
Fixed income	-	20,603,484	-	20,603,484
Total assets at fair value	$ 241,288,557	$ 20,603,484	$ -	$ 261,892,041

(6) Related Party Transactions

Plan investments are investments in the Master Trust managed by the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Additionally, the Company pays certain administrative expenses related to the Plan's operations.

(7) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

(8) Tax Status

Although the Plan does not have a determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(9) 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.

(10) Transfer (to) from Affiliated Plans

During 2009, transfers of net assets to the Plan from the Bimbo Foods Savings Plan (f/k/a Weston Savings Plan) amounted to $2,772,653. Transfers of net assets from the Plan to the Maplehurst Bakeries, Inc. 401(k) Savings Plan amounted to $163,496. Transfers of net assets from the Plan to the Interbake Foods LLC Salaried Employees 401(k) Savings Plan amounted to $25,866. Transfers of net assets from the Plan to the Bimbo Bakeries USA, Inc. 401(k) Savings Plan amounted to $243,382,511.

During 2008, transfers of net assets to the Plan from the Bimbo Foods Savings Plan amounted to $277,571,336. Transfer of net assets to the Plan from the Maplehurst Bakeries, Inc. 401(k) Savings Plan amounted to $8,352.

(11) Correction Pursuant to Employee Plans Compliance Resolution System (EPCRS)

During 2009, the plan administrator discovered an error in the payroll processing system which resulted in the improper exclusion of eligible compensation related to off-cycle pay period checks and adjustments. The Company was able to identify those individuals that were affected for the plan years from 2001 through 2009 and has corrected the processing error going forward.

Continued...

(11) Correction Pursuant to Employee Plans Compliance Resolution System (EPCRS), Continued

The Company is in the process of accumulating information and intends to correct the error pursuant to the correction procedure outlined under EPCRS. The total correction related to the Plan as of December 31, 2009 is $160,886 and is reflected in employer contributions receivable and employer contributions as of and for the year ended December 31, 2009. A receivable of $22,083 is reflected in the 2008 financial statements relate to this issue.

This error did not have a material impact on the Plan's net assets available for benefits, and the Company does not expect the correction to adversely affect the Plan's qualified tax status.

(12) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2008:

Net assets available for benefits per the financial statements	$ 191,612,649
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(554,247)
Corrective employer contributions	(22,083)
Net assets per Form 5500	$ 191,036,319

The following is a reconciliation of investment income (loss) per the financial statements to Form 5500 for the year ended December 31, 2009:

Plan interest in Master Trust investment income (loss) per the financial statements	$ 43,949,312
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	554,247
Plan interest in Master Trust investment income (loss) per Form 5500	$ 44,503,559

Continued...

(12) Reconciliation of Financial Statements to Form 5500, Continued

The following is a reconciliation of employer contributions per the financial statements to Form 5500 for the year ended December 31, 2009:

Employer contributions per the financial statements	$ 12,854,561
Prior year corrective employer contribution receivable	22,083
Employer contributions per Form 5500	$ 12,876,644

BIMBO FOODS, INC. SAVINGS PLAN

Financial Statements

December 31, 2009 and 2008

Kreischer Miller

People ▪ Ideas ▪ Solutions

BIMBO FOODS, INC. SAVINGS PLAN
December 31, 2009 and 2008

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Kreischer Miller
People ▪ Ideas ▪ Solutions

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Independent Auditors' Report

Bimbo Bakeries USA Benefits Committee
Horsham, Pennsylvania

We were engaged to audit the statements of net assets available for benefits of Bimbo Foods, Inc. Savings Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements 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 Notes 3 and 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Kreischer Miller

Horsham, Pennsylvania
October 8, 2010

BIMBO FOODS, INC. SAVINGS PLAN

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

	2009	2008
Assets:		
Investments, at fair value:		
Investment in the George Weston Bakeries Savings Plan Master Trust	$ -	$ 185,890,071
Participant loans	-	4,213,314
Contributions receivable:		
Participant	-	306,170
Employer	362,056	648,847
	362,056	191,058,402
Liabilities:		
Payable to Bimbo Bakeries USA Savings Plan	362,056	-
Net assets available for benefits, at fair value	-	191,058,402
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	554,247
Net assets available for benefits	$ -	$ 191,612,649

See accompanying notes to financial statements.

BIMBO FOODS, INC. SAVINGS PLAN

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

	2009	2008
Additions to net assets attributed to:		
Investment income (loss):		
Plan interest in the George Weston Bakeries Savings Plan Master Trust investment loss	$ 43,949,312	$ (77,309,893)
Interest on participant loans	300,923	348,030
Contributions:		
Participant	11,313,297	11,032,373
Employer	12,854,561	12,399,127
Rollover	522,911	717,473
	68,941,004	(52,812,890)
Deductions from net assets attributed to:		
Benefits paid to participants	19,748,009	33,153,300
Administrative expenses	6,424	849
Total deductions	19,754,433	33,154,149
Increase (decrease) before transfers	49,186,571	(85,967,039)
Transfers (to) from affiliated plans, net	(240,799,220)	277,579,688
Net increase (decrease)	(191,612,649)	191,612,649
Net assets available for benefits:		
Beginning of year	191,612,649	-
End of year	$ -	$ 191,612,649

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Bimbo Foods, Inc. Savings Plan (f/k/a Weston Foods, Inc. Savings Plan) (the Plan) provides only general information. Participants should refer to the plan document, including plan amendments, for a more complete description of the Plan's provisions.

General

The Plan, established as of January 1, 2008, is the result of a spin-off from the Bimbo Foods Savings Plan (f/k/a Weston Savings Plan). The Plan is a defined contribution plan that covers non-collectively-bargained employees of Weston Foods, Inc. (the Company) as of January 1, 2008 who were participants in the Bimbo Foods Savings Plan on December 31, 2007, as well as certain collectively-bargained employees whose collective bargaining agreements provide for participation in the Plan.

On January 21, 2009, the Company sold its fresh bread and baked goods business in the United States to Bimbo Bakeries USA.

Effective June 1, 2009, the name of the Plan was changed from the Weston Foods, Inc. Savings Plan to the Bimbo Foods, Inc. Savings Plan.

Effective December 31, 2009, the Plan was merged with the Bimbo Bakeries USA, Inc. 401(k) Savings Plan and renamed the Bimbo Bakeries USA Savings Plan. All assets of the Plan were transferred to the Bimbo Bakeries USA Savings Plan on December 31, 2009 (See Note 10).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan participates in the George Weston Bakeries Savings Plan Master Trust (the Master Trust).

Continued...

(1) Description of Plan, Continued

Contributions

Each plan year, participants may contribute from 1 percent up to 20 percent of their base compensation, including overtime, commissions and bonuses to the Plan through automatic payroll deductions. Participant contributions may be made on a pretax basis or post-tax basis and are limited to the maximum allowable under Internal Revenue Code (IRC) guidelines. All investments are directed by participants into various investment options offered by the Plan. Participants may change their investment choices daily and their deferral percentages upon notification to the plan administrator. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company will match 100 percent up to 5 percent of the employee's contribution. The Company shall contribute for certain qualifying employees a transition contribution, which is based on the participant's points. The points are calculated based on the employee's age and periods of service and will entitle certain individuals to the transition contribution ranging from 1 percent to 6 percent of the participant's compensation. There is an option for the Company to provide an additional discretionary contribution to the employees. However, for the years ended 2009 and 2008, the discretionary match was not made by the Company.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) plan earnings and losses and charged with an allocation of 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.

Vesting

Participants are vested immediately in their contributions plus actual earnings and losses thereon. Vesting in the Company's contribution portion of their accounts, if any, is based on years of continuous service. A participant is 100 percent vested in Company contributions after two years of credited services.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 5 percent to 10.5 percent for the year ended December 31, 2008, which are commensurate with market rates on similar loans as determined by the plan administrator. Principal and interest is paid ratably through weekly or bi-weekly payroll deductions.

Continued...

(1) Description of Plan, Continued

Payment of Benefits

On termination of service or due to death, disability, or retirement, participants may elect to receive lump sum amounts equal to the vested portion of their account. Amounts may not be withdrawn from the Plan while a participant is an active employee of the Company, except in cases of hardship, permanent disability, or after age 59½, as defined in the plan agreement.

Forfeited Accounts

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2008, forfeited nonvested accounts totaled $139,584. During 2009, the Company contributions were reduced by $155,549, from forfeited nonvested accounts. There were no forfeiture amounts used during 2008 to offset Company contributions.

(2) Summary of Significant Accounting Policies

Basis of Accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Use of Estimates

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

Continued...

(2) Summary of Significant Accounting Policies, Continued

Investment Valuation and Income Recognition

The Plan retains an interest in the Master Trust which holds investments in various funds (see Note 5).

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Some expenses of the Plan are paid by the Plan as permitted in the Plan document; other expenses are paid by the Company. Transaction charges (for loan and benefit payment transactions) are paid by the Plan by reducing the balances of those participants initiating the transactions.

Subsequent Events

The Plan has evaluated subsequent events through October 8, 2010, the date the financial statements were available to be issued.

(3) Investments (Unaudited)

The Plan's administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company, (the Trustee) as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

Continued...

(3) Investments (Unaudited), Continued

The Plan's investments are as follows at December 31:

	2009	2008	
Investment in Master Trust	$ -	$ 185,890,071	*
Participant loans	-	4,213,314	
Investments, at fair value	-	190,103,385	
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	554,247	
Total investments	$ -	$ 190,657,632	

* Represents 5 percent or more of the Plan's assets at year end.

The Plan's share of investment income (loss) was as follows for the years ended December 31:

	2009	2008
Plan's interest in Master Trust investment income (loss)	$ 43,949,312	$ (77,309,893)
Interest on participant loans	300,923	348,030
Total Plan's share of investment income (loss)	$ 44,250,235	$ (76,961,863)

(4) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Continued...

(4) Fair Value Measurements, Continued

Level 2: Inputs to the valuation methodology include

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Plan's interest in the master trust: See Note 5.

Participant loans: Valued at amortized cost, which approximates fair value.

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

Continued...

(4) Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value, excluding the Plan's interest in the Master Trust, as of December 31, 2008:

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Participant loans	$ -	$ -	$ 4,213,314	$ 4,213,314
Total assets at fair value	$ -	$ -	$ 4,213,314	$ 4,213,314

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009 and 2008:

	Level 3 Assets Year Ended December 31,	
	2009	2008
Balance, beginning of year	$ 4,213,314	$ -
Purchases, sales, issuances, and settlements (net)	(4,213,314)	4,213,314
Balance, end of year	$ -	$ 4,213,314

(5) Interest in the Master Trust (Unaudited)

A portion of the Plan's investments are in the Master Trust which was established for the investment of assets of the Plan and several other George Weston Bakeries sponsored retirement plans. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by Fidelity Management Trust Company.

As a result of the merger with the Bimbo Bakeries USA, Inc. 401(k) Savings Plan, effective December 31, 2009, the Plan's entire interest in the Master Trust was transferred to a new master trust.

Continued...

(5) Interest in the Master Trust (Unaudited), Continued

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment loss less actual distributions and allocated administrative expenses. At December 31, 2008, the Plan's interest in the net assets of the Master Trust was approximately 71 percent. Investment income (loss) and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested in each plan.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee of the Master Trust as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

The Trustee has certified to the accuracy and completeness of the investment in the net assets of the Master Trust at December 31, 2009 and 2008 and the investment income (loss) for the years then ended.

The following table presents the assets, including investments of the Master Trust, at December 31:

	2009	2008
Registered investment companies	$ -	$ 215,491,036
Money market funds	-	25,797,521
Common collective trusts	-	20,603,484
Total Master Trust investments, at fair value	-	261,892,041
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	1,111,393
Total Master Trust investments	$ -	$ 263,003,434
Plan interest in the Master Trust	$ -	$ 185,890,071

Continued...

(5) Interest in the Master Trust (Unaudited), Continued

Investment income (loss) of the Master Trust was as follows for the years ended December 31:

	2009	2008
Net appreciation (depreciation) in fair value of investments in registered investment companies	$ 49,549,232	$ (107,925,492)
Interest and dividends	426,891	575,788
	$ 49,976,123	$ (107,349,704)

The closing prices reported in active markets in which the registered investment companies and money market accounts are traded are used to value the investments in the Master Trust. Investments in the common collective trusts are valued by the fund sponsor based on quoted market prices of the underlying investments. The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2008:

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Balanced	$ 123,675,633	$ -	$ -	$ 123,675,633
Growth	53,659,113	-	-	53,659,113
Other	38,156,290	-	-	38,156,290
Total registered investment companies	215,491,036	-	-	215,491,036
Money market accounts	25,797,521	-	-	25,797,521
Common collective trusts:				
Fixed income	-	20,603,484	-	20,603,484
Total assets at fair value	$ 241,288,557	$ 20,603,484	$ -	$ 261,892,041

(6) Related Party Transactions

Plan investments are investments in the Master Trust managed by the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Additionally, the Company pays certain administrative expenses related to the Plan's operations.

(7) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

(8) Tax Status

Although the Plan does not have a determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(9) 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.

(10) Transfer (to) from Affiliated Plans

During 2009, transfers of net assets to the Plan from the Bimbo Foods Savings Plan (f/k/a Weston Savings Plan) amounted to $2,772,653. Transfers of net assets from the Plan to the Maplehurst Bakeries, Inc. 401(k) Savings Plan amounted to $163,496. Transfers of net assets from the Plan to the Interbake Foods LLC Salaried Employees 401(k) Savings Plan amounted to $25,866. Transfers of net assets from the Plan to the Bimbo Bakeries USA, Inc. 401(k) Savings Plan amounted to $243,382,511.

During 2008, transfers of net assets to the Plan from the Bimbo Foods Savings Plan amounted to $277,571,336. Transfer of net assets to the Plan from the Maplehurst Bakeries, Inc. 401(k) Savings Plan amounted to $8,352.

(11) Correction Pursuant to Employee Plans Compliance Resolution System (EPCRS)

During 2009, the plan administrator discovered an error in the payroll processing system which resulted in the improper exclusion of eligible compensation related to off-cycle pay period checks and adjustments. The Company was able to identify those individuals that were affected for the plan years from 2001 through 2009 and has corrected the processing error going forward.

Continued...

(11) Correction Pursuant to Employee Plans Compliance Resolution System (EPCRS), Continued

The Company is in the process of accumulating information and intends to correct the error pursuant to the correction procedure outlined under EPCRS. The total correction related to the Plan as of December 31, 2009 is $160,886 and is reflected in employer contributions receivable and employer contributions as of and for the year ended December 31, 2009. A receivable of $22,083 is reflected in the 2008 financial statements relate to this issue.

This error did not have a material impact on the Plan's net assets available for benefits, and the Company does not expect the correction to adversely affect the Plan's qualified tax status.

(12) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2008:

Net assets available for benefits per the financial statements	$ 191,612,649
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(554,247)
Corrective employer contributions	(22,083)
Net assets per Form 5500	$ 191,036,319

The following is a reconciliation of investment income (loss) per the financial statements to Form 5500 for the year ended December 31, 2009:

Plan interest in Master Trust investment income (loss) per the financial statements	$ 43,949,312
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	554,247
Plan interest in Master Trust investment income (loss) per Form 5500	$ 44,503,559

Continued...

(12) Reconciliation of Financial Statements to Form 5500, Continued

The following is a reconciliation of employer contributions per the financial statements to Form 5500 for the year ended December 31, 2009:

Employer contributions per the financial statements	$ 12,854,561
Prior year corrective employer contribution receivable	22,083
Employer contributions per Form 5500	$ 12,876,644