Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [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 SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 07/30/2001

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 DR., SUITE 200
HORSHAM, PA 19044

255 BUSINESS CENTER DR., 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 DR., SUITE 200
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
003

5	Total number of participants at the beginning of the plan year	**5**	2887
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**	2140
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	123
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2267
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	7
f	Total. Add lines **6d** and **6e**	**6f**	2274
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	828
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 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)		**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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 SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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: BIMBO BAKERIES USA SAVINGS PLAN MAS

b Name of sponsor of entity listed in (a): BBU, 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)
61-1621204-200	M	29597468

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)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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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 SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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)	19615	2879
(2) Participant contributions	1b(2)	99501	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)	2039998	1842116
(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)	26296797	29597468
(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	28455911	31442463
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	20061	15131
k	Total liabilities (add all amounts in lines 1g through1j)	1k	20061	15131
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	28435850	31427332

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)	290459	
	(B) Participants	2a(1)(B)	2562253	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2852712
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)	125968	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		125968
	(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)		5622165
(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		8600845
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2815955	
(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)		2815955
f Corrective distributions (see instructions)	2f		14439
g Certain deemed distributions of participant loans (see instructions)	2g		1443
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)	4873	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4873
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2836710
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		5764135
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		2772653

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 FOODS, INC. SAVINGS PLAN	54-1394383	004

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 SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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 SAVINGS PLAN

Financial Statements

December 31, 2009 and 2008

Kreischer Miller

People ▪ Ideas ▪ Solutions

BIMBO FOODS SAVINGS PLAN
December 31, 2009 and 2008

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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 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 and the supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in 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 and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of 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 and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Horsham, Pennsylvania
October 8, 2010

BIMBO FOODS SAVINGS PLAN

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

	2009	2008
Assets:		
Investments, at fair value:		
Investment in the Bimbo Bakeries USA Savings Plan, the Mrs. Baird's 401(k) Savings Plan and the Bimbo Foods Savings Plan Master Trust	$ 29,597,468	$ -
Investment in the George Weston Bakeries Savings Plan Master Trust	-	26,296,797
Participant loans	1,842,116	2,039,998
Contributions receivable:		
Participant	-	99,501
Employer	133,636	51,380
Total assets	31,573,220	28,487,676
Liabilities:		
Excess contributions refundable	15,131	20,061
Net assets available for benefits, at fair value	31,558,089	28,467,615
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	52,167	74,410
Net assets available for benefits	$ 31,610,256	$ 28,542,025

See accompanying notes to financial statements.

BIMBO FOODS SAVINGS PLAN

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

	2009	2008
Changes in net assets attributed to:		
Investment income (loss):		
Plan interest in the George Weston Bakeries Savings Plan Master Trust investment income (loss)	$ 5,599,922	$ (10,922,054)
Interest on participant loans	125,968	158,739
Contributions:		
Participant	2,562,253	3,126,981
Employer	389,451	403,553
Rollover	-	22,917
	8,677,594	(7,209,864)
Deductions from net assets attributed to:		
Benefits paid to participants	2,831,837	2,158,665
Administrative expenses	4,873	12,908
Total deductions	2,836,710	2,171,573
Increase (decrease) before transfers	5,840,884	(9,381,437)
Transfers to affiliated plans	(2,772,653)	(277,571,336)
Net increase (decrease)	3,068,231	(286,952,773)
Net assets available for benefits:		
Beginning of year	28,542,025	315,494,798
End of year	$ 31,610,256	$ 28,542,025

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Bimbo Foods Savings Plan (f/k/a Weston 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 is a defined contribution plan that covers certain eligible employees of Bimbo Bakeries USA (the Company) as defined in the plan document.

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

On December 31, 2009, the assets of the Plan were transferred into the Bimbo Bakeries USA Savings Plan, the Mrs. Baird's 401(k) Savings Plan and the Bimbo Foods Savings Plan Master Trust (Bimbo Master Trust). Prior to this date, the Plan participated in the George Weston Bakeries Savings Plan Master Trust (the Master Trust).

On January 21, 2009, the Company purchased the fresh bread and baked goods business in the United States of Weston Foods, Inc.

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

Contributions

Each plan year, participants may contribute from 1 percent up to 20 percent of their base compensation, including overtime, 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. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions 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 and defined contribution plans. The Company will match a percentage of the employee's pretax contribution. The amount of the match is determined based upon the individual union eligibility. There is an option by the Company to provide an additional discretionary match to the employee's contributions. However, for the years ended 2009 and 2008, the discretionary match was not made by the Company.

Continued...

(1) Description of Plan, Continued

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) plan earnings, 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 three 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 vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 10.5 percent, based on the prime rate plus 1 percent on the last valuation of the month preceding the loan application date. The maximum loan term is five years, regardless of how the loan proceeds are used. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Upon termination of service, participants can elect to receive lump sum amounts equal to the vested portion of their account or installment payments not to exceed the lesser of the life expectancy of the participant or beneficiary. 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 59 ½, as defined in the Plan.

Forfeited Accounts

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2009 and 2008, forfeited nonvested accounts totaled $322 and $730, respectively. During 2009, the forfeiture amounts used to reduce Company contributions were $1,217. There were no forfeiture amounts used during 2008.

(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 present 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.

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

Benefit payments are recorded when paid.

Continued...

(2) Summary of Significant Accounting Policies, Continued

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 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 and supplemental schedule.

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

	2009		2008	
Investment in Bimbo Master Trust	$ 29,597,468	*	$ -	
Investment in Master Trust	-		26,296,797	*
Participant loans	1,842,116		2,039,998	
Investments, at fair value	31,439,584		28,336,795	
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	52,167		74,410	
Total investments	$ 31,491,751		$ 28,411,205	

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

Continued...

(3) Investments (Unaudited), Continued

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)	$ 5,599,922	$ (10,922,054)
Interest on participant loans	125,968	158,739
Plan's share of investment income (loss)	$ 5,725,890	$ (10,763,315)

(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.

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.

Continued...

(4) Fair Value Measurements, Continued

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.

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, 2009 and 2008:

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Participant loans	$ -	$ -	$ 1,842,116	$ 1,842,116
Total assets at fair value	$ -	$ -	$ 1,842,116	$ 1,842,116

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Participant loans	$ -	$ -	$ 2,039,998	$ 2,039,998
Total assets at fair value	$ -	$ -	$ 2,039,998	$ 2,039,998

Continued...

(4) Fair Value Measurements, Continued

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 years ended December 31, 2009 and 2008:

Level 3 Assets
Years Ended December 31,

	2009	2008
Balance, beginning of year	$ 2,039,998	$ 6,487,488
Purchases, sales, issuances, and settlements (net)	(197,882)	(4,447,490)
Balance, end of year	$ 1,842,116	$ 2,039,998

(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.

Effective January 22, 2009, subsequent to the sale of the fresh bread and baked goods business in the Unites States, assets of several other George Weston Bakeries sponsored retirement plans were transferred to a new master trust. Effective December 31, 2009, the Plan's entire interest in the Master Trust was transferred to the Bimbo Master Trust. At December 31, 2009, the Plan's interest in the net assets of the Bimbo Master Trust was approximately 8 percent.

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 income (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 10 percent, respectively. 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.

Continued...

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

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 Bimbo Master Trust (2008 – Master Trust) at December 31:

	2009	2008
Registered investment companies	$ 318,834,777	$ 215,491,036
Money market funds	-	25,797,521
Common collective trusts	40,619,875	20,603,484
Total Master Trust investments, at fair value	359,454,652	261,892,041
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	621,422	1,111,393
Total Master Trust investments	$ 360,076,074	$ 263,003,434
Plan's interest in the Master Trust	$ 29,649,635	$ 26,371,207

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)

Continued...

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

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 Bimbo Master Trust's (2008 - Master Trust) assets at fair value as of December 31:

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Balanced	$ 197,580,878	$ -	$ -	$ 197,580,878
Growth	47,050,670	-	-	47,050,670
Value	41,737,303	-	-	41,737,303
Other	32,465,926	-	-	32,465,926
Total registered investment companies	318,834,777	-	-	318,834,777
Common collective trusts:				
Fixed income	-	40,619,875	-	40,619,875
Total assets at fair value	$ 318,834,777	$ 40,619,875	$ -	$ 359,454,652

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Blended	$ 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 would become 100 percent vested in their accounts.

(8) Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 17, 2003, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(9) Risk and Uncertainties

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

(10) Transfer to Affiliated Plans

During 2009 and 2008, transfers of net assets from the Plan to the Bimbo Foods, Inc. Savings Plan (f/k/a Weston Foods Inc. Savings Plan) amounted to $2,772,653 and $277,571,336, respectively.

(11) Excess Contributions Refundable

At December 31, 2009 and 2008, liabilities of $15,131 and $20,061, respectively, are recorded for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed by the IRS as a result of the performance of annual non-discrimination testing.

(12) 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 plans years from 2001 through 2009 and has corrected the processing error going forward.

The Company is in the process of accumulating information and intends to correct the error pursuant to the correction procedures outlined under EPCRS. The total correction related to the Plan as of December 31, 2009 is $130,757, and is reflected in employer contributions receivable and employer contributions as of and for the year ended December 31, 2009. A receivable of $31,765 is reflected in the 2008 financial statements related to this issue.

This error did not have a material impact in 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.

(13) 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:

	2009	2008
Net assets available for benefits per the financial statements	$ 31,610,256	$ 28,542,025
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(52,167)	(74,410)
Corrective employer contributions	(130,757)	(31,765)
Net assets available for benefits per the Form 5500	$ 31,427,332	$ 28,435,850

Continued...

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

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

	2009	2008
Plan interest in Master Trust investment income (loss) per the financial statements	$ 5,599,922	$ (10,922,054)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	22,243	23
Net investment income (loss) from Master Trust investment accounts per Form 5500	$ 5,622,165	$ (10,922,031)

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	$ 389,451
Corrective employer contributions	(98,992)
Employer contributions per Form 5500	$ 290,459

(14) Subsequent Events

On January 1, 2010, BBU, Inc. assumed sponsorship of the Plan.

SUPPLEMENTAL SCHEDULE

BIMBO FOODS SAVINGS PLAN

Federal ID: 54-1394383
Plan: 003

Supplemental Schedule
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
	Participant loans	302 participant loans outstanding with rates of interest ranging from 4.25% to 10.5%, various terms	$ 1,842,116

BIMBO FOODS SAVINGS PLAN

Financial Statements

December 31, 2009 and 2008

Kreischer Miller

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BIMBO FOODS SAVINGS PLAN
December 31, 2009 and 2008

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Kreischer Miller
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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 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 and the supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in 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 and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of 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 and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Horsham, Pennsylvania
October 8, 2010

BIMBO FOODS SAVINGS PLAN

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

	2009	2008
Assets:		
Investments, at fair value:		
Investment in the Bimbo Bakeries USA Savings Plan, the Mrs. Baird's 401(k) Savings Plan and the Bimbo Foods Savings Plan Master Trust	$ 29,597,468	$ -
Investment in the George Weston Bakeries Savings Plan Master Trust	-	26,296,797
Participant loans	1,842,116	2,039,998
Contributions receivable:		
Participant	-	99,501
Employer	133,636	51,380
Total assets	31,573,220	28,487,676
Liabilities:		
Excess contributions refundable	15,131	20,061
Net assets available for benefits, at fair value	31,558,089	28,467,615
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	52,167	74,410
Net assets available for benefits	$ 31,610,256	$ 28,542,025

See accompanying notes to financial statements.

BIMBO FOODS SAVINGS PLAN

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

	2009	2008
Changes in net assets attributed to:		
Investment income (loss):		
Plan interest in the George Weston Bakeries Savings Plan Master Trust investment income (loss)	$ 5,599,922	$ (10,922,054)
Interest on participant loans	125,968	158,739
Contributions:		
Participant	2,562,253	3,126,981
Employer	389,451	403,553
Rollover	-	22,917
	8,677,594	(7,209,864)
Deductions from net assets attributed to:		
Benefits paid to participants	2,831,837	2,158,665
Administrative expenses	4,873	12,908
Total deductions	2,836,710	2,171,573
Increase (decrease) before transfers	5,840,884	(9,381,437)
Transfers to affiliated plans	(2,772,653)	(277,571,336)
Net increase (decrease)	3,068,231	(286,952,773)
Net assets available for benefits:		
Beginning of year	28,542,025	315,494,798
End of year	$ 31,610,256	$ 28,542,025

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Bimbo Foods Savings Plan (f/k/a Weston 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 is a defined contribution plan that covers certain eligible employees of Bimbo Bakeries USA (the Company) as defined in the plan document.

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

On December 31, 2009, the assets of the Plan were transferred into the Bimbo Bakeries USA Savings Plan, the Mrs. Baird's 401(k) Savings Plan and the Bimbo Foods Savings Plan Master Trust (Bimbo Master Trust). Prior to this date, the Plan participated in the George Weston Bakeries Savings Plan Master Trust (the Master Trust).

On January 21, 2009, the Company purchased the fresh bread and baked goods business in the United States of Weston Foods, Inc.

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

Contributions

Each plan year, participants may contribute from 1 percent up to 20 percent of their base compensation, including overtime, 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. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions 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 and defined contribution plans. The Company will match a percentage of the employee's pretax contribution. The amount of the match is determined based upon the individual union eligibility. There is an option by the Company to provide an additional discretionary match to the employee's contributions. However, for the years ended 2009 and 2008, the discretionary match was not made by the Company.

Continued...

(1) Description of Plan, Continued

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) plan earnings, 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 three 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 vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 10.5 percent, based on the prime rate plus 1 percent on the last valuation of the month preceding the loan application date. The maximum loan term is five years, regardless of how the loan proceeds are used. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Upon termination of service, participants can elect to receive lump sum amounts equal to the vested portion of their account or installment payments not to exceed the lesser of the life expectancy of the participant or beneficiary. 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 59 ½, as defined in the Plan.

Forfeited Accounts

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2009 and 2008, forfeited nonvested accounts totaled $322 and $730, respectively. During 2009, the forfeiture amounts used to reduce Company contributions were $1,217. There were no forfeiture amounts used during 2008.

(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 present 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.

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

Benefit payments are recorded when paid.

Continued...

(2) Summary of Significant Accounting Policies, Continued

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 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 and supplemental schedule.

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

	2009		2008	
Investment in Bimbo Master Trust	$ 29,597,468	*	$ -	
Investment in Master Trust	-		26,296,797	*
Participant loans	1,842,116		2,039,998	
Investments, at fair value	31,439,584		28,336,795	
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	52,167		74,410	
Total investments	$ 31,491,751		$ 28,411,205	

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

Continued...

(3) Investments (Unaudited), Continued

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)	$ 5,599,922	$ (10,922,054)
Interest on participant loans	125,968	158,739
Plan's share of investment income (loss)	$ 5,725,890	$ (10,763,315)

(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.

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.

Continued...

(4) Fair Value Measurements, Continued

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.

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, 2009 and 2008:

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Participant loans	$ -	$ -	$ 1,842,116	$ 1,842,116
Total assets at fair value	$ -	$ -	$ 1,842,116	$ 1,842,116

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Participant loans	$ -	$ -	$ 2,039,998	$ 2,039,998
Total assets at fair value	$ -	$ -	$ 2,039,998	$ 2,039,998

Continued...

(4) Fair Value Measurements, Continued

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 years ended December 31, 2009 and 2008:

Level 3 Assets
Years Ended December 31,

	2009	2008
Balance, beginning of year	$ 2,039,998	$ 6,487,488
Purchases, sales, issuances, and settlements (net)	(197,882)	(4,447,490)
Balance, end of year	$ 1,842,116	$ 2,039,998

(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.

Effective January 22, 2009, subsequent to the sale of the fresh bread and baked goods business in the Unites States, assets of several other George Weston Bakeries sponsored retirement plans were transferred to a new master trust. Effective December 31, 2009, the Plan's entire interest in the Master Trust was transferred to the Bimbo Master Trust. At December 31, 2009, the Plan's interest in the net assets of the Bimbo Master Trust was approximately 8 percent.

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 income (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 10 percent, respectively. 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.

Continued...

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

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 Bimbo Master Trust (2008 – Master Trust) at December 31:

	2009	2008
Registered investment companies	$ 318,834,777	$ 215,491,036
Money market funds	-	25,797,521
Common collective trusts	40,619,875	20,603,484
Total Master Trust investments, at fair value	359,454,652	261,892,041
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	621,422	1,111,393
Total Master Trust investments	$ 360,076,074	$ 263,003,434
Plan's interest in the Master Trust	$ 29,649,635	$ 26,371,207

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)

Continued...

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

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 Bimbo Master Trust's (2008 - Master Trust) assets at fair value as of December 31:

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Balanced	$ 197,580,878	$ -	$ -	$ 197,580,878
Growth	47,050,670	-	-	47,050,670
Value	41,737,303	-	-	41,737,303
Other	32,465,926	-	-	32,465,926
Total registered investment companies	318,834,777	-	-	318,834,777
Common collective trusts:				
Fixed income	-	40,619,875	-	40,619,875
Total assets at fair value	$ 318,834,777	$ 40,619,875	$ -	$ 359,454,652

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Blended	$ 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 would become 100 percent vested in their accounts.

(8) Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 17, 2003, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(9) Risk and Uncertainties

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

(10) Transfer to Affiliated Plans

During 2009 and 2008, transfers of net assets from the Plan to the Bimbo Foods, Inc. Savings Plan (f/k/a Weston Foods Inc. Savings Plan) amounted to $2,772,653 and $277,571,336, respectively.

(11) Excess Contributions Refundable

At December 31, 2009 and 2008, liabilities of $15,131 and $20,061, respectively, are recorded for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed by the IRS as a result of the performance of annual non-discrimination testing.

(12) 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 plans years from 2001 through 2009 and has corrected the processing error going forward.

The Company is in the process of accumulating information and intends to correct the error pursuant to the correction procedures outlined under EPCRS. The total correction related to the Plan as of December 31, 2009 is $130,757, and is reflected in employer contributions receivable and employer contributions as of and for the year ended December 31, 2009. A receivable of $31,765 is reflected in the 2008 financial statements related to this issue.

This error did not have a material impact in 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.

(13) 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:

	2009	2008
Net assets available for benefits per the financial statements	$ 31,610,256	$ 28,542,025
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(52,167)	(74,410)
Corrective employer contributions	(130,757)	(31,765)
Net assets available for benefits per the Form 5500	$ 31,427,332	$ 28,435,850

Continued...

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

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

	2009	2008
Plan interest in Master Trust investment income (loss) per the financial statements	$ 5,599,922	$ (10,922,054)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	22,243	23
Net investment income (loss) from Master Trust investment accounts per Form 5500	$ 5,622,165	$ (10,922,031)

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	$ 389,451
Corrective employer contributions	(98,992)
Employer contributions per Form 5500	$ 290,459

(14) Subsequent Events

On January 1, 2010, BBU, Inc. assumed sponsorship of the Plan.

SUPPLEMENTAL SCHEDULE

BIMBO FOODS SAVINGS PLAN

Federal ID: 54-1394383
Plan: 003

Supplemental Schedule
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
	Participant loans	302 participant loans outstanding with rates of interest ranging from 4.25% to 10.5%, various terms	$ 1,842,116

BIMBO FOODS SAVINGS PLAN
BIMBO FOODS, INC.
EIN: 54-1394383 PN: 003
ATTACHMENT TO FORM 5500, SCH H, 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
12/31/2009

(A)	(B) Identity of issue, borrower, lessor, or similar party	(C) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(E) Current Value
*	Participant Loans	Participant Loans	1,842,116
	Interest Held in Master Trust	Various (includes Registered Investment Companies, Self Directed Brokerage, etc.)	29,597,468
		TOTAL	**31,439,584**

* Investment with party-in-interest to the Plan