

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
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☒ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☒		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>01/01/1995</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>BIMBO BAKERIES USA, INC</u> <u>14401 STATLER BLVD</u> <u>FORT WORTH, TX 76155-2861</u>	2b Employer Identification Number (EIN) <u>75-2491201</u>		
	2c Sponsor's telephone number <u>817-864-2500</u>		
	2d Business code (see instructions) <u>311800</u>		

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2010</u>	<u>LOU MINELLA, VP, HR AND LAW</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2010</u>	<u>LOU MINELLA, VP, HR AND LAW</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BIMBO BAKERIES USA, INC 14401 STATLER BLVD FORT WORTH, TX 76155-2861	3b Administrator's EIN 75-2491201 3c Administrator's telephone number 817-864-2500
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	5233
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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	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	125

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G 1C 3H 1H

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) ☒ 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) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BIMBO BAKERIES USA, INC</u>	D Employer Identification Number (EIN) <u>75-2491201</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>96111135</u>
b	Actuarial value 2b <u>105722248</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>312</u> <u>13024589</u>
b	For terminated vested participants 3b <u>1916</u> <u>35609168</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>5224441</u>
(2)	Vested benefits 3c(2) <u>52864535</u>
(3)	Total active 3c(3) <u>3008</u> <u>58088976</u>
d	Total 3d <u>5236</u> <u>106722733</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>8.07</u> %
6	Target normal cost 6 <u>4427491</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/11/2010</u>
Signature of actuary	Date
<u>CYNTHIA HANNAN</u>	<u>08-06267</u>
Type or print name of actuary	Most recent enrollment number
<u>FIDELITY INVESTMENTS</u>	<u>617-563-7000</u>
Firm name	Telephone number (including area code)
<u>200 SEAPORT BLVD., ZW10B</u> <u>BOSTON, MA 02210</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	17011516	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	4265050	0
9	Amount remaining (Item 7 minus item 8).....	12746466	0
10	Interest on item 9 using prior year's actual return of <u>-24.36</u> %	-3105039	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		9543183
b	Interest on (a) using prior year's effective rate of <u>6.19</u> %		-712250
c	Total available at beginning of current plan year to add to prefunding balance		8830933
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	9641427	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	90.02 %
15	Adjusted funding target attainment percentage.....	15	99.06 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	93.30 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2009	1232606				
07/14/2009	1232606				
01/15/2010	6000000				
Totals ►			18(b)	8465212	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	7924156
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of Quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th 0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	4427491
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	4427491
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	492364	492364
36 Additional cash requirement (item 34 minus item 35).....	36	3935127
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	7924156
38 Interest-adjusted excess contributions for current year (see instructions).....	38	3989029
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BIMBO BAKERIES USA, INC	D Employer Identification Number (EIN) 75-2491201	

Part I	Service Provider Information (see instructions)
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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

(b) Enter name and EIN or address of person who provided you disclosure 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 MANAGEMENT TRUST COMPANY

04-2723880

(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?
21	INVESTMENT MANAGEMENT	729028	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

FIIOC

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?
17 70	ACTUARY	104837	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIIOC

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?
21 70	CONSULTANT	18967	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BRYAN,PENDLETON,SWATS,& MCALLISTER

62-0853448

(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?
17 70	CONSULTANT	11964	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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2009</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
<p>For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009</p>		
<p>A Name of plan BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN</p>		<p>B Three-digit plan number (PN) ▶ 001</p>
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BIMBO BAKERIES USA, INC</p>		<p>D Employer Identification Number (EIN) 75-2491201</p>
<p>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)</p>		
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS LONG DURATION</p>		
<p>b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS</p>		
<p>c EIN-PN 20-4659714-053</p>	<p>d Entity code C</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35902134</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS HIGH YLD BOND COM POOL</p>		
<p>b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS</p>		
<p>c EIN-PN 20-4659714-013</p>	<p>d Entity code C</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4443902</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS SM/MD CP VAL COMM POOL</p>		
<p>b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS</p>		
<p>c EIN-PN 20-4659714-010</p>	<p>d Entity code C</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2231893</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS SM/MD CP GR COMM POOL</p>		
<p>b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS</p>		
<p>c EIN-PN 20-4659714-009</p>	<p>d Entity code C</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2215312</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS US TOTAL MARKET EQUITY</p>		
<p>b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS</p>		
<p>c EIN-PN 20-4659714-041</p>	<p>d Entity code C</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8155299</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS BROAD MARKET DURATION</p>		
<p>b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS</p>		
<p>c EIN-PN 20-4659714-012</p>	<p>d Entity code C</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16043282</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS DIVERS LARG CAP CORE</p>		
<p>b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS</p>		
<p>c EIN-PN 20-4659714-007</p>	<p>d Entity code C</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8698165</p>

a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS SELECT INTL EQUITY
PYRAMIS GLOBAL ADVISORS

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

c EIN-PN 20-4659714-021	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8926185
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a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS LARGE CAP 130/30
PYRAMIS GLOBAL ADVISORS

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

c EIN-PN 20-4659714-097	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8672999
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a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS SELECT INTL SM CAP
PYRAMIS GLOBAL ADVISORS

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

c EIN-PN 20-4659714-036	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1800913
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a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS EMERGING MKTS
PYRAMIS GLOBAL ADVISORS

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

c EIN-PN 20-4659714-032	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1890729
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a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS GMN LTD SERIES 1
PYRAMIS GLOBAL ADVISORS

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

c EIN-PN 98-0570274-109	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6169895
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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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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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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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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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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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Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BIMBO BAKERIES USA, INC</u>	D Employer Identification Number (EIN) <u>75-2491201</u>	

Part I	Asset and Liability Statement
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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)	<u>11300000</u>	<u>6000000</u>
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	<u>575</u>	<u>186</u>
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	<u>898747</u>	
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	<u>78852201</u>	<u>105150708</u>
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	<u>5519147</u>	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	96570670	111150894

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	156181	
i Acquisition indebtedness	1i		
j Other liabilities	1j		111150894
k Total liabilities (add all amounts in lines 1g through 1j)	1k	156181	111150894

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	96414489	0
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8465212	
(B) Participants	2a(1)(B)		
(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)		8465212

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4404	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4404

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		17009154
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		25478770

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10586126	
(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)		10586126
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)	104837	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	759959	
(4) Other	2i(4)	76561	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		941357
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11527483

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		13951287
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		110365776

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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: WHITLEY PENN LLP

(2) EIN: 75-2393478

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....	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?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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.			

- 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 BAKERIES USA PENSION PLAN	75-2490530	001

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

A Name of plan <u>BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BIMBO BAKERIES USA, INC</u>	D Employer Identification Number (EIN) <u>75-2491201</u>

Part I	Distributions
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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	<u>0</u>
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): <u>04-3275867</u>		
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	<u>228</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

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): _____

- 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: 43% Investment-Grade Debt: 45% High-Yield Debt: 5% Real Estate: 0% Other: 7%

- 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):

REPORT OF INDEPENDENT AUDITORS

To the Bimbo Bakeries USA Benefits Committee for the
Bimbo Bakeries USA, Inc. Retirement Account Balance Plan

We were engaged to audit the financial statements of the Bimbo Bakeries USA, Inc. Retirement Account Balance Plan as of December 31, 2009 and 2008 and for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related investment information included in the financial statements and supplemental schedules. 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 a certification 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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.



Fort Worth, Texas
October 13, 2010

2009 Form 5500 Schedule SB Attachments
Schedule SB, Line-22 Description of Weighted Average Retirement Age
Bimbo Bakeries USA, Inc
Bimbo Bakeries USA, Inc. Retirement Account Balance Plan
For Plan Year Ended December 31, 2009

EIN:75-2491201
Plan Number: 001

<u>Age</u>	<u>Rates of Retirement</u>	<u>lx</u>	<u># Retire</u>	<u># Ret x Age</u>
55	0.10	1000	100	5500
56	0.10	900	90	5040
57	0.10	810	81	4617
58	0.10	729	73	4234
59	0.10	656	66	3894
60	0.10	590	59	3540
61	0.10	531	53	3233
62	0.25	478	120	7440
63	0.20	358	72	4536
64	0.15	286	44	2816
65	1.00	242	242	15730
			1000	60580

Weighted Average Retirement Age: **60.6** weight 0.38
(all groups except Mrs. Baird Bakeries)

<u>Age</u>	<u>Rates of Retirement</u>	<u>lx</u>	<u># Retire</u>	<u># Ret x Age</u>
55	0.10	1000	100	5500
56	0.03	900	27	1512
57	0.03	873	26	1482
58	0.03	847	25	1450
59	0.03	822	25	1475
60	0.05	797	40	2400
61	0.05	757	38	2318
62	0.20	719	144	8928
63	0.10	575	58	3654
64	0.10	517	52	3328
65	1.00	465	465	30225
			1000	62272

Weighted Average Retirement Age: **62.3** weight: 0.62
(Mrs. Baird Bakeries Group)

Weighted Average Retirement Age:	0.38 x 60.6 + 0.62 x 62.3 =	62 (rounded to the nearest integer)
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Attained Age	Completed Years of Service on January 1, 2009										Total
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
Under 25											
Number	0	82	1	0	0	0	0	0	0	0	83
Average Pay	\$0	\$32,848	\$	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$32,874
Average Cash Balance Account	\$0	\$850	\$	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$850
25-29											
Number	0	150	69	5	0	0	0	0	0	0	224
Average Pay	\$0	\$37,983	\$38,631	\$	\$0	\$0	\$0	\$0	\$0	\$0	\$38,367
Average Cash Balance Account	\$0	\$1,115	\$2,185	\$	\$0	\$0	\$0	\$0	\$0	\$0	\$1,412
30-34											
Number	0	121	102	26	4	0	0	0	0	0	253
Average Pay	\$0	\$44,855	\$46,861	\$47,062	\$	\$0	\$0	\$0	\$0	\$0	\$46,059
Average Cash Balance Account	\$0	\$1,517	\$2,987	\$3,654	\$	\$0	\$0	\$0	\$0	\$0	\$2,316
35-39											
Number	0	151	105	57	34	4	0	0	0	0	351
Average Pay	\$0	\$45,617	\$48,994	\$58,596	\$67,281	\$	\$0	\$0	\$0	\$0	\$51,426
Average Cash Balance Account	\$0	\$1,623	\$4,000	\$5,819	\$8,427	\$	\$0	\$0	\$0	\$0	\$3,696
40-44											
Number	0	171	155	77	49	42	6	0	1	0	501
Average Pay	\$0	\$46,749	\$47,386	\$61,943	\$67,294	\$66,802	\$	\$0	\$	\$0	\$53,096
Average Cash Balance Account	\$0	\$2,199	\$4,367	\$8,450	\$12,128	\$11,925	\$	\$0	\$	\$0	\$6,078
45-49											
Number	0	151	142	96	60	61	52	8	0	0	570
Average Pay	\$0	\$45,078	\$49,759	\$49,554	\$68,527	\$62,230	\$65,712	\$	\$0	\$0	\$53,387
Average Cash Balance Account	\$0	\$2,091	\$5,259	\$7,867	\$16,507	\$14,742	\$20,447	\$	\$0	\$0	\$9,189
50-54											
Number	0	100	92	67	46	54	55	47	7	0	468
Average Pay	\$0	\$51,690	\$42,820	\$56,239	\$59,043	\$70,216	\$62,860	\$74,492	\$	\$0	\$57,772
Average Cash Balance Account	\$0	\$3,203	\$4,526	\$10,364	\$13,965	\$24,927	\$25,084	\$23,596	\$	\$0	\$14,104
55-59											
Number	0	56	74	43	22	36	44	40	18	1	334
Average Pay	\$0	\$51,690	\$42,820	\$56,239	\$59,043	\$70,216	\$62,860	\$74,492	\$	\$	\$57,772
Average Cash Balance Account	\$0	\$2,211	\$5,339	\$11,242	\$26,106	\$26,173	\$17,398	\$44,666	\$	\$	\$17,402
60-64											
Number	0	22	31	31	15	22	20	20	11	4	176
Average Pay	\$0	\$42,408	\$40,802	\$59,290	\$	\$41,447	\$52,810	\$70,873	\$	\$	\$52,530
Average Cash Balance Account	\$0	\$2,862	\$5,703	\$15,255	\$	\$11,145	\$24,252	\$56,053	\$	\$	\$19,932
65-69											
Number	0	9	5	9	2	3	6	1	1	2	38
Average Pay	\$0	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$41,209
Average Cash Balance Account	\$0	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$14785.39
Over 70											
Number	0	1	2	5	1	0	0	1	0	0	10
Average Pay	\$0	\$	\$	\$	\$	\$0	\$0	\$	\$0	\$0	\$
Average Cash Balance Account	\$0	\$	\$	\$	\$	\$0	\$0	\$	\$0	\$0	\$
Total											
Number	0	1,014	778	416	233	222	183	117	38	7	3,008
Average Pay	\$0	\$43,397	\$46,009	\$55,364	\$64,197	\$62,805	\$60,569	\$68,888	\$74,135	\$	\$51,254
Average Cash Balance Account	\$0	\$1,852	\$4,245	\$8,631	\$14,661	\$17,838	\$23,078	\$34,394	\$38,458	\$	\$9,008

Plan Provisions

Benefits for Service After December 31, 2004 for All Non-Union Participants

Name of Plan: Bimbo Bakeries Retirement Account Balance Plan

Employer Identification Number / Plan Number: 75-2491201 / 001

Effective Date: January 1, 2005 (last amended 2008)

Covered Employees: Any person who is employed by BBU, other than a person whose terms of employment are established by a collective bargaining agreement where participation rights are not expressly granted. An individual who performs services pursuant to an agreement between the BBU and an employee leasing organization shall not be considered to be an employee. An eligible employee shall become a participant on the first day of the month coincident with or next following the date he attains age 21 and completes one year of service.

Definitions:

Compensation: W-2 pay including salary deferral contributions, but excluding reimbursements for moving expenses, taxable fringe benefits, and severance pay; not to exceed the pensionable earnings limit mandated by law.

Years of Service: Service prior to January 1, 2005 as measured by the appropriate plan provisions plus the number of days of service after December 31, 2004 divided by 365.

Plan Provisions (continued)

Benefits for Service After December 31, 2004 for All Non-Union Participants (continued)
Definitions (continued):

Allocation Percentage: For a calendar year, the percentage from the following table based on the sum of the employee's attained age and completed years of service at December 31st of the year:

Age and Service At December 31	Allocation Percentage
Less than 40	1.5%
40-49	2.0%
50-59	2.5%
60-69	3.0%
70-79	3.5%
80-89	4.0%
90-94	4.5%
95 and over	5.0%

Interest Credit Rate: 3.50% per annum.

Normal Retirement Date (NRD): First of the month coincident with or next following the attainment of age 65 or the fifth anniversary of participation, if later.

Pension Benefit: Cash balance benefit equal to the sum of (a) and (b):
(a) allocations each year equal to the current year allocation percentage multiplied by compensation for the year,
(b) interest credits each December 31, or termination if earlier.

Plan Provisions (continued)

Benefits for Service After December 31, 2004 for All Non-Union Participants (continued)

Eligibility for Benefits:	Participants are eligible for a benefit upon a separation from service after completing 3 Years of Service. ¹
Benefits Paid Upon the Following Events:	
Retirement or Termination:	The account balance is available immediately to the participant.
Preretirement Death Benefit:	The account balance is available immediately to the beneficiary of the participant.
Disability Benefit:	The account balance is available immediately to the participant.
Forms of Payment:	Normal form is a life annuity for single employees and a 50% joint and survivor annuity for married employees. Optional forms are an actuarially equivalent 50%, 66 2/3%, 75%, or 100% joint and survivor annuity, life annuity, 5, 10, 15, or 20 years certain and life annuity, or a lump sum payment.
Maximum On Benefits and Pay:	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Benefits may not exceed 100% of the average compensation of the highest 3 consecutive calendar years.

¹ The vesting schedule was changed from 5 year to 3 year vesting for active participants with an account balance to comply with the PPA 2006 regulations with regard to hybrid plans.

Plan Provisions (continued)

Benefits for Service Prior to January 1, 2005 for Former Salaried George Weston Plan Participants

Covered Employees: All regular salaried employees that were transferred in accordance with the Asset Purchase Agreement between Bimbo Bakeries USA and George Weston Bakeries. The plan is closed to new entrants effective March 4, 2002.

Definitions:

Compensation: Base pay plus overtime, shift differential, sales incentive and bonuses; not to exceed the pensionable earnings limit mandated by law.

Average Compensation: The average of the highest 60 consecutive months of compensation earned during the last 120-month period. No Compensation after December 31, 2004 shall be considered in the calculation of Average Compensation.

Service: No service after December 31, 2004 shall be considered in determining the amount of any pension benefits.

Plan Provisions (continued)

**Benefits for Service Prior to January 1, 2005 for Former Salaried
George Weston Plan Participants (continued)**

Definitions (continued):

Allocation Percentage: For a calendar year, the percentage from the following table based on the sum of the employee's attained age and completed years of service at December 31st of the year:

Age and Service At December 31	Allocation Percentage
Less than 40	3%
40-49	4%
50-59	5%
60-69	6%
70-79	7%
80-89	8%
90-99	9%
100 and over	10%

No allocations shall be made after December 31, 2004.

Interest Credit Rate: The fixed interest rate for a calendar year is determined as the 5-year U.S. Treasury note yields for the last business day on or before the previous November 30th plus 0.25%. The Rate is limited to 10%.

Transition Eligibility: If an employee was a participant on December 31, 1999 or less than 40 years old on December 31, 1999 and terminates prior to January 1, 2005.

Normal Retirement Date (NRD): First of the month coincident with or next following the attainment of age 65 and 5 Years of participation Service.

Plan Provisions (continued)

**Benefits for Service Prior to January 1, 2005 for Former Salaried
George Weston Plan Participants (continued)**

Definitions (continued):

Pension Benefit: The benefit amount payable at NRD is equal to the greater of (i) or (ii)

(i) Transition benefit:

the greater of (a) or (b):

(a) 1.2% of Average Compensation multiplied by Service to a maximum of 30 years.

(b) the frozen accrued benefit as of December 31, 1993 plus 1.2% of the Average Compensation multiplied by Service from December 31, 1993 to a maximum of 30 years overall.

(ii) Cash balance benefit is equal to the sum of (c), (d), and (e):

(c) the opening balance as of December 31, 1999,

(d) allocations each pay period equal to the current year allocation percentage multiplied by compensation for the pay period, and

(e) interest credits.

Plan Provisions (continued)

**Benefits for Service Prior to January 1, 2005 for Former Salaried
George Weston Plan Participants (continued)**

Eligibility for Benefits:

Normal or Deferred Retirement:	Retire on or after NRD.
Early Retirement:	Retire before NRD and on or after both attaining age 55 and completing 10 Years of Service, or completion of 30 Years of Service.
Disability Retirement:	A participant who becomes totally and permanently disabled.
Deferred Vested:	Terminate for reasons other than death or retirement after completing 5 Years of Service. ²
Preretirement Death Benefits:	Spouses and eligible dependents of active participants who die before pension payments have commenced.

**Annual Benefits Paid
Upon the Following
Events:**

Normal or Postponed Retirement:	Accrued Benefit determined as of NRD or actual retirement, if later.
Early Retirement:	The greater of (i) Transition Benefit determined as of the early retirement date, reduced by 3% for each year that commencement of payment precedes age 62, or (ii) the actuarial equivalent benefit payable from the participant's cash balance account.

² The vesting schedule was changed from 5 year to 3 year vesting for active participants with an account balance to comply with the PPA 2006 regulations with regards to hybrid plans.

Plan Provisions (continued)

**Benefits for Service Prior to January 1, 2005 for Former Salaried
George Weston Plan Participants (continued)**

**Annual Benefits Paid
Upon the Following
Events (continued):**

Termination with Deferred
Benefit:

The greater of (i) the accrued transition benefit payable at normal retirement or actuarially reduced at commencement date prior to normal retirement date reduced 4% per year before age 65 and actuarially reduced for commencement before age 55 for participants with 10 years or more of service, or (ii) the actuarially equivalent benefit payable from participant's cash balance account.

Preretirement Death
Benefit:

If a participant dies in active employment and his beneficiary is the spouse, the benefit amount is the greater of: (i) 50% of the participant's transition benefit as of the date of death or (ii) the actuarial equivalent of the participant's cash balance account.

If a participant dies after his service terminated, the benefit is a lump sum payment equal to the greater of: (i) the actuarial equivalent of 50% of the participant's transition benefit or (ii) the cash balance account.

In addition to the benefit above, 12% of the participant's base salary at date of death is payable as a lump sum.

Disability Benefit:

Disabled employees are treated as a Termination with a Deferred Benefit.

Plan Provisions (continued)

**Benefits for Service Prior to January 1, 2005 for Former Salaried
George Weston Plan Participants (continued)**

Forms of Payment:

Normal form is a life annuity for single employees and a 50% joint and survivor annuity for married employees. Optional forms are an actuarially equivalent 33 1/3%, 50%, 75%, or 100% joint and survivor annuity, life annuity, 10, 15, or 20 years certain and life annuity, Social Security level income option, or a lump sum payment.

**Maximum On Benefits
and Pay:**

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Benefits may not exceed 100% of the average compensation of the highest 3 consecutive calendar years.

Plan Provisions (continued)

Benefits for Service Prior to January 1, 2005 for Former Hourly George Weston Plan Participants

Covered Employees: Hourly paid non-bargained employees that were transferred in accordance with the Asset Purchase Agreement between Bimbo Bakeries USA and George Weston Bakeries. The plan is closed to new entrants effective March 4, 2002.

Definitions:

Normal Form: Life annuity.

Credited Service: Determined as years and completed months of employment on an elapsed time basis. No service after December 31, 2004 shall be considered in determining the amount of any pension benefits.

Pension Earnings: Base Pay, overtime commissions, cash bonuses. Does not include special awards, bonuses, or vacation pay.

Final Average Earnings: Highest five consecutive years out of last ten. Earnings prior to October 2, 1995 are excluded. No Compensation after December 31, 2004 shall be considered in the calculation of Average Compensation.

Accrued Benefit: 1.3% of final average earnings up to covered compensation times credited service limited to 30 years, plus 1.675% of final average earnings in excess of covered compensation times credited service limited to 30 years, plus .5% of final average earnings times service in excess of 30 years.

Plan Provisions (continued)

Benefits for Service Prior to January 1, 2005 for Former Hourly George Weston Plan Participants

Benefit:	Age	Cont. Svc.	Description
Normal Retirement:	65	5	Accrued Benefit payable immediately.
Early Retirement:	55	10	Unreduced at age 62, and reduced 3% each year not to exceed a 20% reduction.
Disability Retirement:		10	Employee is treated as vested with a deferred benefit.
Postponed Retirement:	>65		Accrued Benefit payable immediately.
Vesting:	5 ³		For an employee who terminates before age 55: if the employee has at least 10 years of service, Accrued Benefit reduced 6% per year from age 65. If employee has more than 20 years of service, then unreduced at age 62, and reduced 3% per year not to exceed a 20% reduction. If employee has less than 10 years, unreduced benefit payable at age 65.
Pre-ret Death:	5		If married, reduced 50% joint and survivor early retirement benefit if attained age 55 or 50% accrued benefit for all others reduced to be payable at 55.

³ The vesting schedule was changed from 5 year to 3 year vesting for active participants with an account balance to comply with the PPA 2006 regulations with regards to hybrid plans.

Plan Provisions (continued)

Benefits for Service Prior to January 1, 2005 for Former Retirement Plan for Employees of Mrs. Baird's Bakeries, Inc. Participants

Covered Employees: Any person who is employed by Mrs. Baird's Bakeries Inc., other than a person whose terms of employment are established by a collective bargaining agreement where participation rights are not expressly granted. An individual who performs services pursuant to an agreement between the Mrs. Baird's and an employee leasing organization shall not be considered to be an employee. An eligible employee shall become a participant after one year of service with 1,000 hours. No non-union employee may become eligible to accrue benefits under this component of the plan after December 31, 2004.

Definitions:

Service: The period of an Employee's employment with the Employer, as determined by the Employer from its personnel records.

Vesting Service: Total service from date of hire to date of termination, less any absence in excess of 12 months that is excluded from Credited Service, using elapsed time.

Credited Service: The sum of years and completed months of service from date of hire to date of termination, adjusted for certain periods of unpaid absence. No service after December 31, 2004 shall be included in the determination of pension benefits for non-union employees.

Normal Retirement Date: The first day of the calendar month coincident with or next following the later of age 65 and 5 years of Vesting Service or anniversary of participation.

Plan Provisions (continued)

Benefits for Service Prior to January 1, 2005 for Former Retirement Plan for Employees of Mrs. Baird's Bakeries, Inc. Participants

Definitions (continued):

Early Retirement Date:	Any Participant who has attained age 55 and completed 20 years of Credited Service may elect early retirement on the first day of any calendar month following the termination of Service.
Compensation:	The forms of income reported by the Employer to the Internal Revenue Service for federal income tax purposes, including amounts contributed by the Employer pursuant to a salary reduction agreement which are includable in the gross income of the Participant under Sections 125, 402(e)(3), 402(h) or 403(b) of the Internal Revenue Code. Please refer to the Plan Document for more details.
Monthly Earnings:	One-twelfth of a Participant's Compensation from the Employer in the latest completed twelve-month period starting on January 1, including overtime, bonuses, and other nonrecurring compensation. Please refer to Plan Document for more details.
Average Monthly Earnings:	The average of a Participant's five consecutive Monthly Earnings out of the last 10 years that gives the highest average, or all Monthly Earnings if there are fewer than five. No compensation after December 31, 2004 shall be included in the determination of Average Monthly Earnings for non-union employees.

Plan Provisions (continued)

Benefits for Service Prior to January 1, 2005 for Former Retirement Plan for Employees of Mrs. Baird's Bakeries, Inc. Participants (continued)

Annual Benefits Paid Upon the Following Events:

Normal Retirement Benefit:	Monthly amount equal to greatest of the following formulas: <ol style="list-style-type: none">1) \$1.75 plus 1.25% of Average Monthly Earnings in excess of \$350, both multiplied by Credited Service2) 2.25% of Average Monthly Earnings multiplied by Credited Service capped at 20 years less 74% of the Participant's age 65 Primary Insurance Amount under the Social Security Act in effect on July 1, 1971.3) 1.6% of Average Monthly Earnings multiplied by Credited Service capped at 25 years.
Accrued Benefit:	The Participant's Accrued Benefit at any given date is the product of (a) the projected Normal Retirement Benefit, based on the formulas above, using Credited Service projected to the Participant's Normal Retirement Date, and Average Monthly Earnings and Social Security Benefit determined as of the given date and (b) the ratio of Credited Service at the given date to Credited Service to Normal Retirement Date.
Termination Benefit:	A Participant who has at least 5 years of Vesting Service has a non-forfeitable right to his or her Accrued Benefit. ⁴

⁴ The vesting schedule was changed from 5 year to 3 year vesting for active participants with an account balance to comply with the PPA 2006 regulations with regards to hybrid plans.

Plan Provisions (continued)

Benefits for Service Prior to January 1, 2005 for Former Retirement Plan for Employees of Mrs. Baird's Bakeries, Inc. Participants
(continued)

Annual Benefits Paid Upon the Following Events (continued):

Early Retirement Benefit:	Accrued Benefit as of Early Retirement Date multiplied by an early retirement factor due to early commencement of payments.
Disability Benefits:	Payable after 4 month waiting period, Eligibility is after 10 years of Vesting Service, and onset of total and permanent disability. Monthly benefit is the benefit that can be provided by the greater of (a) the present value of the Accrued Benefit, or (b) 30 times the Average Monthly Earnings. Benefit is payable for 10 years and life thereafter.
Death Benefit:	<p>Active Participants will receive an income payable for 10 years certain and life thereafter that can be provided by the greater of (a) the present value of the Accrued Benefit or (b) a multiple of Average Monthly Earnings. If the Participant has completed 20 years of Credited Service, the multiple is 30; otherwise, the multiple is 12.</p> <p>Terminated Participants may elect an actuarially reduced retirement benefit in order to provide death benefit coverage. The death benefit is equal to the present value of the deferred accrued benefit, determined as of the date of termination, accumulated with interest until the date of death.</p>
Forms of Payment:	Normal form is annuity payable for life. Optional Forms are Joint and Survivor Annuity and Life Annuity with 120 monthly payments guaranteed. The conversion basis for the non-lump sum forms uses Unisex Pension 1984 mortality table and 7% interest rate.

**Benefits for Service Prior to January 1, 2005 for Former Retirement
Plan for Employees of Mrs. Baird's Bakeries, Inc. Participants**
(continued)

**Significant Events During
the Year:**

As of December 31, 2009, future benefit accruals and future participation for all non union participants were frozen. This has not been reflected in any 2009 Plan Year calculations.

As permitted by WRERA, The asset valuation method changed from market value of assets plus accrued contributions to a method smoothing gains and losses over a 3-year period as described in Notice 2009-22.

Actuarial Value of Plan Assets—ERISA Contribution Purposes

For 1/1/2009, the actuarial value of assets is equal to:

- (a) the market value of assets (including discounted employer contributions receivable) on the valuation date, less
- (b) the following percentages of prior years' investment gains (losses):
 - 67 percent of the prior year
 - 33 percent of the second prior year

Investment gains and losses are determined by the excess or deficiency of the expected return (at an assumed rate of return not to exceed the third segment rate for that year) over the actual return on the market value (including discounted employer contributions receivable) for any given year.

- (c) The actuarial value of assets cannot be less than 90 percent nor greater than 110 percent of the Market Value of Assets (including employer discounted contributions receivable).

Election Form

Election of forms of payment for Participants under the former Retirement Plan for Employees of Mrs. Baird's Bakeries, Inc. were changed to better reflect future expectations as follows: active participants who terminate and beneficiaries of active participants who die are assumed to receive an immediate lump sum payment. 90% of active participants who retire are assumed to receive an immediate lump sum payment and the remaining 10% are assumed to receive an immediate life annuity. Previously, all such participants were assumed to elect an immediate life annuity.

Interest Rates

The interest rates used to determine the plan's funding target are based on a monthly yield curve of investment-grade corporate bonds of varying maturities that are in the top three quality levels available, as published by the IRS. Under these rules, the interest rate is determined by half year time periods in which benefits are expected to be paid:

– The interest rates are based on the October 2008 monthly yield curve, published in November 2008.

Previously it was:

- 5.31% for the first 5 years.
- 5.92% for the next 15 years; and
- 6.43% after that, consistent with the segment rate approach.

Plan Expenses

Plan expenses expected to be paid out of the plan's assets included in the target normal cost are equal to prior two year's average expenses paid from the Trust, after taking into account expected PBGC premiums for the current Plan Year.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2009**This Form is Open to Public
Inspection**

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

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

BIMBO BAKERIES RETIREMENT ACCT BAL PLAN

B Three-digit
plan number (PN) ▶

001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

BIMBO BAKERIES USA, INC

D Employer Identification Number (EIN)

75-2491201

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information**

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>	
2 Assets:	
a Market value.....	2a 96,111,135
b Actuarial value.....	2b 105,722,248
3 Funding target/participant count breakdown	
(1) Number of participants (2) Funding Target	
a For retired participants and beneficiaries receiving payment.....	3a 312 13,024,589
b For terminated vested participants.....	3b 1,916 35,609,168
c For active participants:	
(1) Non-vested benefits.....	3c(1) 5,224,441
(2) Vested benefits.....	3c(2) 52,864,535
(3) Total active.....	3c(3) 3,008 58,088,976
d Total.....	3d 5,236 106,722,733
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐	
a Funding target disregarding prescribed at-risk assumptions.....	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate.....	5 8.07 %
6 Target normal cost.....	6 4,427,491

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

C.H.

Signature of actuary

Cynthia Hannan

Type or print name of actuary

Fidelity Investments

Firm name

200 Seaport Blvd., 2W10B

Boston

MA 02210

Address of the firm

10/11/2010

Date

08-06267

Most recent enrollment number

(617) 563-7000

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	17,011,516	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	4,265,050	0
9 Amount remaining (Item 7 minus item 8)	12,746,466	0
10 Interest on item 9 using prior year's actual return of <u>(24.36)%</u>	(3,105,039)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		9,543,183
b Interest on (a) using prior year's effective rate of <u>6.19 %</u>		(712,250)
c Total available at beginning of current plan year to add to prefunding balance		8,830,933
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (Item 9 + item 10 + item 11d - item 12)	9,641,427	0

Part III Funding percentages

14 Funding target attainment percentage	14	90.02 %
15 Adjusted funding target attainment percentage	15	99.06 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	93.30 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2009	1,232,606				
07/14/2009	1,232,606				
01/15/2010	6,000,000				
Totals ▶			18(b)	8,465,212	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	7,924,156

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	4,427,491
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	4,427,491
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	492,364	492,364
36 Additional cash requirement (item 34 minus item 35)	36	3,935,127
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)	37	7,924,156
38 Interest-adjusted excess contributions for current year (see instructions)	38	3,989,029
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

2009 Form 5500 Schedule SB Attachments

Schedule SB, line 11a – Excess Contributions from Prior Year to be added to Prefunding Balance

Bimbo Bakeries USA, Inc.

EIN: 75-2491201

Bimbo Bakeries USA, Inc. Retirement Account Balance Plan

Plan Number: 001

For Plan Year Ended December 31, 2009

Line 11a on 2009 Schedule SB different from Line 38 on 2008 Schedule SB

Line 11a on 2009 Schedule SB is different from Line 38 on 2008 Schedule SB due to a change in the calculation of excess earnings from the proposed regulations on excess earnings released in August 2007 to the final regulations on excess earnings released in October 2009.

For the Bimbo Bakeries USA, Inc. Retirement Account Balance Plan, when the 2008 Schedule SB was filed, the understanding under the proposed regulations was that Line 38 of the 2008 Schedule SB was calculated by subtracting the value of Lines 35 and 36 from Line 37. The final regulations changed the calculation of Line 38 of the 2008 Schedule SB to be the value of Line 37 minus the value of Line 36.

Actuarial Assumptions and Methods

Interest Rate:

PPA funding discount rate for
funding target and target normal
cost

Based on October 2008 monthly
yield curve published in November
2008 (previously 5.31% for the first 5
years; 5.92 for the next 15 years;
And 6.43 after that, consistent with
the December 2007 PPA segment
rates published in January 2008,
without the allowable phase-in).

PBGC discount rate for variable
premium

PBGC Variable Premium Liabilities
valued using funding target liability
interest rates consistent with the
alternative calculation methodology.
(previously 4.93% for the first 5
years, 6.13% for the next 15 years
and 6.69% after that, consistent with
the standard calculation
methodology).

Consumer Price Index:

3.00 percent, compounded annually.

Increase In Social Security Taxable Wage Base:

4.00 percent, compounded annually.

Interest Credit Rate on Account Balances Frozen under Cash Balance Plan for the Former Employees of George Weston:

5.50 percent compounded annually.

Segment Rates for Converting Lump Sum Payments into annuities:

Based on October 2008 monthly yield
curve published in November 2008

ERISA:

(previously

- 5.31% for the first 5 years.
- 5.92% for the next 15 years; and
- 6.43% after that consistent with
the segment rate approach).

Actuarial Assumptions and Methods (continued)

**Segment Rates for Converting
Lump Sum Payments into annuities:**

Based on October 2008 monthly yield
curve published in November 2008

ERISA:

(previously

- 5.31% for the first 5 years.
- 5.92% for the next 15 years; and
- 6.43% after that consistent with
the segment rate approach).

Salary Increases:

Participants under former Retirement
Plan for Employees of Mrs. Baird's
Bakeries, Inc.

5.5% per annum

Participants under former salaried or
hourly George Weston plans or
participant at other Oroweat locations
with no December 31, 2004 frozen
benefit.

5.5% per annum prior to age 30

5.0% per annum ages 30 - 59

4.5% per annum ages 60 and up

3.0% per annum for part-time employees

Expense:

Prior two years' average expenses paid
from Trust added to target normal cost
after taking into account expected PBGC
premiums for the current Plan Year.

Mortality:

ERISA:

2009 Applicable Mortality Table
prescribed by the IRS in accordance with
PPA 2006 used for converting lump sum
payments into annuities and vice versa.

IRS 2009 Static Mortality Table
(previously IRS 2008 Static Mortality
Table).

Actuarial Assumptions and Methods (continued)

Retirement Rates:

Participants under former Retirement Plan for Employees of Mrs. Baird's Bakeries, Inc.

Age	Rate
55	10%
56-59	3%
60-61	5%
62	20%
63-64	10%
65	100%

Participants under former salaried or hourly George Weston plans or participants at other Oroweat locations with no December 31, 2004 frozen benefit.

Age	Rate
55-61	10%
62	25%
63	20%
64	15%
65	100%

Terminated vested participants are assumed to begin to receive annuity payments at age 65.

Actuarial Assumptions and Methods (continued)

Withdrawal:

Incidence Rates (per 1,000 lives):

Participants under former Retirement Plan for Employees of Mrs. Baird's Bakeries, Inc.

	Age			
	20	35	50	60
Male	299.43	98.72	13.97	0.00
Female	499.43	139.08	36.66	0.00

Incidence Rates (per 1,000 lives):

Participants under former salaried or hourly George Weston plans or participant at other Oroweat locations with no December 31, 2004 frozen benefit.

Years of Service	Age			
	20	35	50	60
<2	298.00	238.00	178.00	0.00
2-3	250.00	178.00	126.00	0.00
3-4	210.00	138.00	86.00	0.00
>4	186.00	79.00	45.00	0.00

Actuarial Assumptions and Methods (continued)

Disability:

Participants under former Retirement Plan for Employees of Mrs. Baird's Bakeries, Inc.:

Incidence Rates (per 1,000 lives):

Age	Rate
20	.30
35	.98
50	4.48
60	12.04

Incidence Rates (per 1,000 lives):

Participants under former salaried or hourly George Weston plans or participant at other Oroweat locations with no December 31, 2004 frozen benefit:

Age	Rate
20	0.00
35	1.00
50	7.00
60	30.00

Marital Status:

100 percent of males and females are assumed married, with females 3 years younger than males.

Maximum Benefit:

\$195,000 for 2009 (\$185,000 for 2008).

Maximum Salary:

\$245,000 for 2009 (\$230,000 for 2008).

Actuarial Assumptions and Methods (continued)

Primary Insurance Amount (PIA) used in accrued benefit formula for Employees of Mrs. Baird's Bakeries, Inc.

Form of Payment:

The Estimated Social Security Benefit (PIA) in effect at termination based on the Social Security Act as in effect July 1, 1971 is assumed to be \$3,540 per year.

Benefits attributable to service after December 31, 2004 are assumed to be paid as follows:

- Active participants who terminate or die are assumed to receive an immediate lump sum payment.
- Active participants who become disabled are assumed to receive an immediate lump sum payment with the exception of union employees of Mrs. Baird's Bakeries who will receive a 10-year life and certain annuity.
- 90% of active participants who retire are assumed to receive an immediate lump sum payment, and the remaining 10% will receive an immediate life annuity.
- Terminated vested participants are assumed to retire at age 65 and receive an annuity.

Actuarial Assumptions and Methods (continued)

Form of Payment (continued):

Benefits attributable to service prior January 1, 2005 are assumed to be paid as follows:

- Participants under former Retirement Plan for Employees of Mrs. Baird's Bakeries, Inc.:
 - Active participants who terminate are assumed to receive an immediate lump sum payment. Beneficiaries of active participants who die are assumed to receive an immediate lump sum payment. Active participants who become disabled are assumed to receive a 10-year life and certain annuity immediately.
 - 90% of active participants who retire are assumed to receive an immediate lump sum payment and the remaining 10% will receive an immediate life annuity.

Actuarial Assumptions and Methods (continued)

Form of Payment (continued):

- Participants under former salaried George Weston plan:
 - Active participants who terminate, die, or become disabled are assumed to receive an immediate lump sum payment.
 - 75% of active participants who retire are assumed to receive an immediate lump sum payment and the remaining 25% will receive an immediate life annuity.
- Participants under former hourly George Weston plan:
 - Active participants who terminate with at least 10 years of service are assumed to receive a life annuity commencing at age 55.
 - Active participants who terminate with less than 10 years of service are assumed to receive a life annuity commencing at age 65.
 - Active participants who die or become disabled are assumed to receive a life annuity commencing at age 65.
 - Active participants who retire are assumed to receive an immediate life annuity.

Actuarial Assumptions and Methods (continued)

Actuarial Cost Method

The unit credit cost method is used for ERISA Funding Target (FT) purposes. Under this method, accrued pension benefits are determined for all eligible active participants. These benefits reflect service, salary and negotiated benefit increases to date. The liability is then equal to the present value of all benefits for inactive participants plus the present value of accrued benefits for active participants.

The normal cost is determined on an individual basis for all active participants who have not attained the assumed retirement age and is equal to the present value of the difference between the current accrued benefit and the anticipated accrued benefit one year later, with the accrued benefit based upon earnings, or negotiated benefit increases to date, in both cases. The total normal cost is based upon the sum of the individual normal costs. The target normal cost for funding is equal to the total normal cost as described plus assumed expenses expected to be paid from the Trust.

The projected unit credit method is used for IRS Maximum Deductible Limit cushion amount purposes. Under this method, accrued pension benefits are determined for all eligible active participants. These benefits reflect service to date and anticipated salary and negotiated benefit increases to the assumed retirement age. The liability is then equal to the present value of all benefits for inactive participants plus the present value of accrued benefits for active participants.

The normal cost is determined on an individual basis for all active participants who have not attained the assumed retirement age and is equal to the present value of the difference between the current accrued benefit and the anticipated accrued benefit one year later, with the accrued benefit based upon earnings and negotiated benefit increases projected to assumed retirement age in both cases. The total normal cost is based upon the sum of the individual normal costs.

Actuarial Assumptions and Methods (continued)

Actuarial Value of Plan Assets—ERISA Contribution Purposes

For 1/1/2009, the actuarial value of assets is equal to:

- (a) the market value of assets (including discounted employer contributions receivable) on the valuation date, less
- (b) the following percentages of prior years' investment gains (losses):
 - 67 percent of the prior year
 - 33 percent of the second prior year

Investment gains and losses are determined by the excess or deficiency of the expected return (at an assumed rate of return not to exceed the third segment rate for that year) over the actual return on the market value (including discounted employer contributions receivable) for any given year.

- (c) The actuarial value of assets cannot be less than 90 percent nor greater than 110 percent of the Market Value of Assets (including employer discounted contributions receivable).

Previously, the actuarial value of assets was equal to the market value of assets (including employer contributions receivable) on the valuation date.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN
FORM 5500, SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2009

EIN: 75-2491201

Plan #: 001

(a) Identity of Party	(b) Description of Asset	Number of Purchase Transactions	(c) Purchase Price	Number of Sell Transactions	(d) Selling Price	(g) Cost of Assets	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (iii) - Series of securities transactions in excess of 5% of Plan assets</u>								
* Fidelity	Institutional Cash Portfolio	44	\$ 18,011,175	-	\$ -	\$ 18,011,175	\$ 18,011,175	\$ -
* Fidelity	Institutional Cash Portfolio	-	-	45	18,909,922	18,909,922	18,909,922	-
* Fidelity	Large Cap Core Commingled Fund	6	8,136,439	-	-	8,136,439	8,136,439	-
* Fidelity	Large Cap Core Commingled Fund	-	-	4	1,605,103	1,369,424	1,605,103	235,679
* Fidelity	Large Cap Core Group TA	1	6,792,796	-	-	6,792,796	6,792,796	-
* Fidelity	Large Cap Core Group TA	-	-	1	6,647,660	6,792,796	6,647,660	(145,136)
* Pyramis	Broad Market Duration Fund	9	3,804,150	-	-	3,804,150	3,804,150	-
* Pyramis	Broad Market Duration Fund	-	-	7	11,717,707	11,422,079	11,717,707	295,628
* Pyramis	Divers Large Cap Core Fund	5	1,249,066	-	-	1,249,066	1,249,066	-
* Pyramis	Divers Large Cap Core Fund	-	-	11	9,001,412	12,200,496	9,001,412	(3,199,084)
* Pyramis	GMN LTD Escrow Fund	-	-	1	5,519,147	5,519,147	5,519,147	-
* Pyramis	GMN LTD Series 1 Fund	1	5,519,147	-	-	5,519,147	5,519,147	-

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN
FORM 5500, SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS (continued)
Year Ended December 31, 2009

EIN: 75-2491201
Plan #: 001

(a) Identity of Party	(b) Description of Asset	Number of Purchase Transactions	(c) Purchase Price	Number of Sell Transactions	(d) Selling Price	(g) Cost of Assets	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (iii) - Series of securities transactions in excess of 5% of Plan assets (continued)</u>								
* Pyramis	Long Duration Fund	10	20,112,371	-	-	20,112,371	20,112,371	-
* Pyramis	Long Duration Fund	-	-	6	3,516,398	3,160,396	3,516,398	356,002
* Pyramis	Select International Equity Fund	4	1,890,584	-	-	1,890,584	1,890,584	-
* Pyramis	Select International Equity Fund	-	-	12	3,130,253	3,784,686	3,130,253	(654,433)
* Pyramis	US Total Market Equity Fund	5	1,264,330	-	-	1,264,330	1,264,330	-
* Pyramis	US Total Market Equity Fund	-	-	11	3,181,676	4,271,512	3,181,676	(1,089,836)

* Represents a party-in-interest to the Plan as defined by ERISA.

Columns (e) and (f) are not applicable.

There were no category (i) individual transactions requiring disclosure, as common collective trust funds are excluded from the reporting requirements of Schedule H, Part IV, line 4j.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN
FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

EIN: 75-2491201

Plan #: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Common Collective Trust Funds				
*	Pyramis	Long Duration Fund	\$31,723,401	\$ 35,902,134
*	Pyramis	Broad Market Duration Fund	13,981,793	16,043,282
*	Pyramis	Select International Equity Fund	8,974,673	8,926,185
*	Pyramis	Divers Large Cap Core Fund	9,381,514	8,698,165
*	Pyramis	Large Cap Core Commingled Pool Fund	6,767,014	8,672,999
*	Pyramis	US Total Market Equity Fund	8,880,778	8,155,299
*	Pyramis	GMN LTD Series 1 Fund	5,519,147	6,169,895
*	Pyramis	High Yield Bond Commingled Pool Fund	3,629,601	4,443,902
*	Pyramis	Small / Mid Cap Value Commingled Pool Fund	2,313,549	2,231,893
*	Pyramis	Small / Mid Cap Growth Commingled Pool Fund	2,167,654	2,215,312
*	Pyramis	Emerging Markets Commingled Pool Fund	1,119,011	1,890,729
*	Pyramis	SLT International Small Cap Commingled Pool Fund	1,359,700	1,800,913
			<u>\$95,817,835</u>	<u>\$105,150,708</u>

* Represents a party-in interest to the Plan as defined by ERISA.

**BIMBO BAKERIES USA, INC.
RETIREMENT ACCOUNT BALANCE PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES**

**Years Ended December 31, 2009 and 2008
with Report of Independent Auditors**

**BIMBO BAKERIES USA, INC.
RETIREMENT ACCOUNT BALANCE PLAN**

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2009 and 2008

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	December 31,	
	2009	2008
Assets		
Investments, at fair value:		
Money market funds	\$ -	\$ 898,747
Common collective trust funds	105,150,708	78,852,201
Total investments at fair value	105,150,708	79,750,948
Non-interest bearing cash	-	5,519,147
Receivables:		
Company contributions	6,000,000	11,300,000
Interest	186	575
Total receivables	6,000,186	11,300,575
Total assets	111,150,894	96,570,670
Liabilities		
Due to the Bimbo Foods Bakeries, Inc.		
Cash Balance Plan	110,365,776	-
Other liabilities	785,118	156,181
Total liabilities	111,150,894	156,181
Net assets available for benefits	\$ -	\$ 96,414,489

See accompanying notes to financial statements.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2009	2008
Additions to (Reductions from) Net Assets		
Investment income (loss):		
Net realized and unrealized gains (losses) on investments	\$ 17,009,154	\$ (26,648,054)
Interest and dividends	4,404	20,842
Total investment income (loss)	<u>17,013,558</u>	<u>(26,627,212)</u>
Company contributions	<u>8,465,212</u>	<u>11,300,000</u>
Total additions to (reductions from) net assets	25,478,770	(15,327,212)
Deductions from Net Assets		
Benefits paid to participants	10,586,126	10,773,242
Administrative expenses	941,357	1,220,233
Transfer to the Bimbo Foods Bakeries, Inc.		
Cash Balance Plan	<u>110,365,776</u>	<u>-</u>
Total deductions from net assets	<u>121,893,259</u>	<u>11,993,475</u>
Net decrease in net assets available for benefits	(96,414,489)	(27,320,687)
Net assets available for benefits at beginning of year	<u>96,414,489</u>	<u>123,735,176</u>
Net assets available for benefits at end of year	<u><u>\$ -</u></u>	<u><u>\$ 96,414,489</u></u>

See accompanying notes to financial statements.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

A. Description of the Plan

General

The following brief description of the Bimbo Bakeries USA, Inc. Retirement Account Balance Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

Effective January 1, 2005, Bimbo Bakeries USA, Inc. (“the Company”) adopted the Plan which (1) created a new Plan component (the “BBU Account Balance Component”) for certain employees of the Company, as defined in the Plan document, and (2) effective December 31, 2004, restated and merged the following three Company-sponsored plans (collectively the “Predecessor Plans”), which all, or portions of which, have been frozen, effective December 31, 2004:

- Retirement Plan for Employees of Mrs Baird’s Bakeries, Inc. (the “Mrs Baird’s Component” or the “MBB Plan”);
- Bimbo Bakeries USA, Inc. Cash Balance Plan for the Former Salaried Employees of George Weston Bakeries West (the “George Weston Salary Component” or the “Salaried GWB Plan”);
- Bimbo Bakeries USA, Inc. Hourly Employees Retirement Income Plan for the Former Hourly Employees of George Weston Bakeries West (the “George Weston Hourly Component” or the “Hourly GWB Plan”).

The purpose of the restated and merged Plan is to provide to all employees of the Company who qualify to participate in the Plan, and their beneficiaries, certain benefits in the event of retirement, death, disability or termination of service prior to retirement.

Plan benefits that have accrued to non-union employees (as defined in the BBU Account Balance Component) under the terms of the Predecessor Plans through December 31, 2004 are frozen as of December 31, 2004 (“Frozen Benefits”). The benefits provided to such employees by the Plan will be the sum of the Frozen Benefits and the new benefits that accrue to participants after December 31, 2004, under the BBU Account Balance Component.

The BBU Account Balance Component provides a cash balance feature in which participants have an individual account which is increased by Pay Credits and Interest Credits, as defined. The Pay Credit is calculated by multiplying participants’ eligible compensation for the year times a percentage ranging from 1.5% to 5.0% based on the participants’ age and years of service as specified in the Plan document. The Interest Credit is calculated by multiplying the accumulated cash balance in participants’ account times 3.5% on an annual basis. Upon termination or retirement, participants receive such benefits in the form of a lump-sum or annuity payment as calculated by the actuary based on their accumulated cash balance.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

A. Description of the Plan – continued

General – continued

The Mrs Baird's Component provides (1) Frozen Benefits for non-union employees who were participants in the MBB Plan on December 31, 2004; and (2) benefits for some Texas union employees, including, in each case all aspects related to the computation of accrued benefits and forms of benefit payments. For eligible union employees, the Mrs Baird's Component is a continuation of the provisions that were previously contained in the MBB Plan. Effective January 1, 2005, no further benefits shall accrue to any non-union employees under the terms of the Mrs Baird's Component which, thereafter, shall exclusively relate to such non-union employees' Frozen Benefits.

The George Weston Salary Component contains all of the provisions applicable to the benefits of employees who were participants in the Salaried GWB Plan as of December 31, 2004. Effective January 1, 2005, no further benefits shall accrue to any employee under the George Weston Salary Component, which, thereafter, shall exclusively relate to such employees' Frozen Benefits plus any interest earned thereon.

The George Weston Hourly Component contains all of the provisions applicable to the benefits of employees who were participants in the Hourly GWB Plan as of December 31, 2004. Effective January 1, 2005, no further benefits shall accrue to any employee under the George Weston Hourly Component, which, thereafter, shall exclusively relate to such employees' Frozen Benefits.

Fidelity Management Research Company ("Fidelity") is the trustee of the Plan (the "Trustee"). The Trustee acts as the Plan's asset custodian and is responsible for executing investment transactions. The Company has appointed the Bimbo Bakeries USA Benefits Committee to administer the Plan.

Eligibility and Vesting

Effective December 31, 2004, the MBB Plan was amended to freeze the eligibility provisions except for certain participants who were Texas union members, to prevent non-union employees from becoming a participant in the Plan on or after January 1, 2005. The MBB Plan was also amended to freeze benefits so that no additional benefits will accrue under the Plan after December 31, 2004, except for Texas union members. Prior to the freeze, employees became eligible to participate after they had completed one full year of service with the Company and have a minimum of 1,000 hours of service. No newly-hired employees will be permitted or otherwise allowed to participate in any of the frozen components, except for such employees who are subject to a collective bargaining agreement which requires participation in the Mrs Baird's Component.

Employees are eligible to participate in the Plan upon attaining the age of 21 and completing one year of eligible service, as defined in the Plan document.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

A. Description of the Plan – continued

Eligibility and Vesting – continued

Effective December 14, 2007 a participant becomes 100% vested after three years of vesting service in compliance with the Pension Protection Act of 2006. Prior to such date, a participant became 100% vested after five years of vesting service. If an employee terminates before rendering five years of vesting service, they forfeit the right to receive their accumulated plan benefits.

Benefits Prior to Effective Date of the Plan

Except as otherwise expressly provided in the Plan document and related amendments, the benefits provided under the Plan for any employee who retired or whose employment with the Company otherwise terminated prior to January 1, 2005 will be governed in all respects by the terms of the specific component of the Plan in effect at the time of such retirement or other termination of employment. However an employee's accrued benefit will not be reduced as determined under the terms of such component of the Plan.

Normal Retirement Benefits

Benefits vest on the fifth anniversary of the date of hire and participants are entitled to receive normal monthly pension benefits beginning at the normal retirement age of 65. The normal monthly retirement payment is based on benefit formulas, as defined by the Plan document. Certain provisions of the Internal Revenue Code (the "Code") limit the maximum retirement benefits to highly-compensated individuals.

Participant benefits are distributed according to various options as defined in the Plan document for each Plan component and include:

- Lifetime Only Pension
- Joint and 50% Contingent Pension
- 10 years Certain and Lifetime Method
- Joint and 2/3 Survivor Method
- Lump-sum Distribution

Death Benefits

Upon the death of a participant and prior to commencement of any retirement benefits, the participant's spouse or beneficiary receives a death benefit equal to the value of the portion of normal retirement income that had been earned upon the date of death.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

A. Description of the Plan – continued

Early Retirement Benefits

Participants under the Mrs Baird's Component are eligible for early retirement at age 55 and completion of 20 years of credited service. Participants under the George Weston Hourly Component are eligible for early retirement at age 55 and completion of 10 years of credited service, or 30 years of credited service, regardless of age. A participant's early retirement benefit is equal to the portion of normal retirement income that is earned at the early retirement date multiplied by the early retirement reduction factor, which is defined in the Plan document.

Late Retirement Benefits

A participant may remain in service after age 65. A participant's late retirement benefit is equal to an amount which is the greater of (1) the monthly benefit computed as of the normal retirement date plus the amount of interest, compounded annually from their normal retirement date to the actual retirement date, or (2) the monthly benefit which is based on normal retirement benefit formulas using the participant's years of credited service and the final average monthly pay as of the participant's actual retirement date.

Disability Benefits

Upon total and permanent disability, prior to the normal retirement date and ten years of credited service, the participant will be entitled to a monthly income, payable at the greater of (1) the normal retirement income that has been earned at the date of termination of service due to disability or (2) payments totaling 30 times the participant's final monthly pay.

Plan Termination

The Company has the right to terminate the Plan pursuant to provisions set forth by the Plan document. At this time, management has no intention of terminating the Plan. In the event of a termination of the Plan, the net assets will be allocated, as prescribed by the Employee Retirement Income Security Act of 1974 ("ERISA") and related regulations, generally to provide the following benefits in the order indicated, with any remaining assets distributed to the Company:

First Priority: That portion of accrued benefits derived from voluntary contributions, if any;

Second Priority: That portion of accrued benefits derived from mandatory contributions, if any;

Third Priority: Participants (or their beneficiaries, if the participant is deceased) who began receiving benefits at least three years before the Plan's termination, and participants (or their beneficiaries, if the participant is deceased) who could have begun receiving benefits three years prior if they had retired;

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

A. Description of the Plan – continued

Plan Termination – continued

Fourth Priority: All other benefits which are guaranteed by the Pension Benefit Guaranty Corporation (the “PBGC”). Generally, the PBGC guarantees most vested normal retirement age benefits, early retirement benefits, and certain disability and survivor pensions. However, the PBGC does not guarantee all types of benefits and the amount of benefit protection is subject to certain limitations;

Fifth Priority: All other benefits which are not included in the above priorities in which participants had a vested right before the Plan's termination; and

Sixth Priority: All other benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefits protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For participants who terminated during 2009 and 2008, that ceiling is \$4,500 and \$4,313 per month, respectively. That ceiling applies to those participants who elect to receive their benefits in the form of an annuity and are at least 65 years of age at the time of retirement or Plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form other than an annuity, the corresponding ceiling is actuarially adjusted downward.

Plan Expenses

Employees of the Company perform certain administrative functions of the Plan with no compensation from the Plan. In accordance with Plan provisions, although the Company pays certain Plan expenses, the Plan pays substantially all costs relating to asset charges, recordkeeping and administration of the Plan. Any expenses paid by the Company are not reflected in the accompanying financial statements.

Plan Merger

Effective December 31, 2009, the Plan merged with the Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees (the “Cash Balance Plan”). The Plan's assets remained with Fidelity and therefore, the transfer of net assets as of December 31, 2009 is presented in the Plan's financial statements as a due to the Bimbo Foods Bakeries, Inc. Cash Balance Plan, which is consistent with the audited financial statements of the Cash Balance Plan which reflects a due from the Plan.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

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

Investments

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with debt and equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. The Plan adopted FASB ASC Topic No. 820 effective January 1, 2008, and such adoption did not have material effect on the financial statements of the Plan.

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains (losses) on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Recently Issued Accounting Pronouncement

In June 2009, the FASB issued a standard which established the FASB ASC as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. The ASC was effective for financial statements issued for annual periods ending after September 15, 2009, and was adopted by the Plan in the year ended December 31, 2009. Adoption of this standard did not have a material effect on the financial statements of the Plan.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

B. Summary of Significant Accounting Policies – continued

In October 2008, the FASB issued FASB ASC Topic No. 855, *Subsequent Events*, which requires management to evaluate subsequent events through the date the financial statements are issued, or are available to be issued, as defined. It also requires the Plan to disclose in the financial statements, the date through which subsequent events have been evaluated.

C. Investments

Investments that represent 5% or more of net assets available for benefits at December 31, are as follows:

	<u>2009</u>
Pyramis Long Duration Fund	\$ 35,902,134
Pyramis Broad Market Duration Fund	16,043,282
Pyramis Select International Equity Fund	8,926,185
Pyramis Divers Large Cap Core Fund	8,698,165
Pyramis Large Cap Core Commingled Pool Fund	8,672,999
Pyramis US Total Market Equity Fund	8,155,299
Pyramis GMN LTD Series 1 Fund	6,169,895
Pyramis High Yield Bond Commingled Pool Fund	4,443,902
Pyramis Small / Mid Cap Value Commingled Pool Fund	2,231,893
Pyramis Small / Mid Cap Growth Commingled Pool Fund	2,215,312
Pyramis Emerging Markets Commingled Pool Fund	1,890,729
Pyramis SLT International Small Cap Commingled Pool Fund	1,800,913
	<u>2008</u>
Pyramis Broad Market Duration Fund	\$ 21,849,145
Pyramis Long Duration Fund	16,259,599
Pyramis Divers Large Cap Core Fund	14,809,883
Pyramis US Total Market Equity Fund	8,509,927
Pyramis Select International Equity Fund	8,226,995

During 2009 and 2008, the net realized and unrealized gains (losses) on investments are comprised solely of realized and unrealized gain on the common collective trust funds of approximately \$17,009,000 and a net realized and unrealized loss on the common collective trust fund of approximately \$26,648,000, respectively.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

D. Fair Value Measurements

The common collective trusts are valued using the accumulation of numerous mutual funds and other investments whose values are determined by quoted markets, which approximate fair value.

FASB ASC Topic No. 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used.

The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1: Quoted prices for identical instruments in active markets.
- Level 2: Quoted prices for similar instruments in active markets, quoted process for identical or similar instruments in markets that are not active, and model-derived valuations, in which all significant inputs are observable in active market.
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The following table summarizes the inputs used as of December 31, 2009 in determining the fair values of the Plan's investments:

	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Common collective trust funds	\$ -	\$105,150,708	\$105,150,708
Total investments at fair value	<u>\$ -</u>	<u>\$105,150,708</u>	<u>\$105,150,708</u>

The following table summarizes the inputs used as of December 31, 2008 in determining the fair values of the Plan's investments:

	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Money market funds	\$ 898,747	\$ -	\$ 898,747
Common collective trust funds	<u>-</u>	<u>78,852,201</u>	<u>78,852,201</u>
Total investments at fair value	<u>\$ 898,747</u>	<u>\$ 78,852,201</u>	<u>\$ 79,750,948</u>

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

E. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service that employees have rendered through the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits for 2009 and 2008 were determined by independent actuaries and these amounts result from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

The more significant assumptions underlying the actuarial computations for the years ended December 31, 2009 and 2008, are listed below:

<u>Actuarial assumption</u>	<u>Assumptions used</u>	
	<u>2009</u>	<u>2008</u>
Assumed rate of return on investments	7.50%	7.50%
Mortality basis	RP-2000 Mortality Table	RP-2000 Mortality Table
Retirement age	From age 55 to 65	From age 55 to 65
Payment method election: Lump-sum	90% of retiring participants based on an interest rate of 4.95% for the first 5 years, 5.95% for the next 15 years, and 6.45% thereafter	90% of retiring participants based on an interest rate of 5.21% for the first 5 years, 5.71% for the next 15 years, and 6.71% thereafter
Annuity type	10% of retiring participants and 100% of all remaining participants	10% of retiring participants and 100% of all remaining participants
Discount rate for developing pension expense	5.75%	6.00%

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

E. Actuarial Present Value of Accumulated Plan Benefits

The actuarial cost method used was the projected unit credit cost method. The compensation increase assumption remained at 4.00%. Benefits attributable to service under the former retirement plan for Mrs Baird's Bakeries, Inc. prior to January 1, 2005 are assumed to be paid as immediate life annuities. Previously, a 90% lump sum and 10% immediate life annuity assumption was used. The change was made to reflect the regulations regarding the proper forms of benefit election under Final Average Earnings plans. These actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, then different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The accumulated plan benefit information based on a beginning of the year valuation date is as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 49,690,831	\$ 50,826,104
Other participants	<u>66,568,833</u>	<u>58,134,086</u>
Total vested benefits	116,259,664	108,960,190
Nonvested benefits:		
Total actuarial present value of accumulated plan benefits	<u>2,081,231</u>	<u>3,100,314</u>
Actuarial present value of accumulated plan benefits at January 1,	<u><u>\$118,340,895</u></u>	<u><u>\$112,060,504</u></u>

The following is a summary of changes in the accumulated plan benefits between the applicable benefit information dates:

	<u>2009</u>
Actuarial present value of accumulated plan benefits at January 1, 2008	\$112,060,504
Increase (decrease) during the year attributable to:	
Decrease in the discount period at 7.5%	8,007,845
Benefits paid	(10,773,242)
Changes in assumptions	1,647,599
Additional benefits accumulated, including actuarial loss of \$35,069,000	<u>7,398,189</u>
Actuarial present value of accumulated plan benefits at January 1, 2009	<u><u>\$118,340,895</u></u>

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

F. Party-in-Interest Transactions

The Plan invests in money market funds and common / collective trust funds managed by affiliates of Fidelity. These transactions represent party-in-interest transactions which are exempt from the prohibited transaction rules.

G. Information Certified by the Trustee

The Plan Administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator limited auditing procedures with respect to the investment information certified by the Trustee, which included all investment information included in the accompanying financial statements and supplemental schedule.

H. Funding Policy

The Company intends, but does not guarantee, to make the required contributions to maintain the Plan on a currently-funded basis. Contributions were made in 2009 and 2008 as required and the minimum funding requirements of ERISA were met for both 2009 and 2008.

I. Tax Status

The Plan has received a favorable determination letter from the Internal Revenue Service dated November 18, 2009, stating that the Plan is qualified under Section 401(a) of the Code and therefore, the related trust is exempt from taxation. The Plan has been amended since receiving the determination letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt as of the financial statement dates.

J. Risks and Uncertainties

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the Plan's financial statements.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

K. Plan Amendments

On December 29, 2009 with an effective date of September 9, 2009, the Plan was amended to permit certain newly organized union associates to participate in the Plan. On September 15, 2009 with various effective dates, the Plan was amended to implement certain clarifications required with the favorable determination letter and to change the minimum interest crediting rate in compliance with recent Internal Revenue Service guidance. On December 29, 2009 with various effective dates, the Plan was amended to freeze benefit accruals as of December 31, 2009 and to amend the Plan to comply with various provisions of the Pension Protection Act of 2006. On December 29, 2009 with an effective date of June 1, 2009 the Plan was also amended to add Bimbo Hungria Company as a participating employer under the Plan.

L. Subsequent Event

In preparing the accompanying financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through October 13, 2010, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULES

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN
FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

EIN: 75-2491201

Plan #: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Common Collective Trust Funds				
*	Pyramis	Long Duration Fund	\$31,723,401	\$ 35,902,134
*	Pyramis	Broad Market Duration Fund	13,981,793	16,043,282
*	Pyramis	Select International Equity Fund	8,974,673	8,926,185
*	Pyramis	Divers Large Cap Core Fund	9,381,514	8,698,165
*	Pyramis	Large Cap Core Commingled Pool Fund	6,767,014	8,672,999
*	Pyramis	US Total Market Equity Fund	8,880,778	8,155,299
*	Pyramis	GMN LTD Series 1 Fund	5,519,147	6,169,895
*	Pyramis	High Yield Bond Commingled Pool Fund	3,629,601	4,443,902
*	Pyramis	Small / Mid Cap Value Commingled Pool Fund	2,313,549	2,231,893
*	Pyramis	Small / Mid Cap Growth Commingled Pool Fund	2,167,654	2,215,312
*	Pyramis	Emerging Markets Commingled Pool Fund	1,119,011	1,890,729
*	Pyramis	SLT International Small Cap Commingled Pool Fund	1,359,700	1,800,913
			<u>\$95,817,835</u>	<u>\$105,150,708</u>

* Represents a party-in interest to the Plan as defined by ERISA.

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN
FORM 5500, SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2009

EIN: 75-2491201

Plan #: 001

(a) Identity of Party	(b) Description of Asset	Number of Purchase Transactions	(c) Purchase Price	Number of Sell Transactions	(d) Selling Price	(g) Cost of Assets	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (iii) - Series of securities transactions in excess of 5% of Plan assets</u>								
* Fidelity	Institutional Cash Portfolio	44	\$ 18,011,175	-	\$ -	\$ 18,011,175	\$ 18,011,175	\$ -
* Fidelity	Institutional Cash Portfolio	-	-	45	18,909,922	18,909,922	18,909,922	-
* Fidelity	Large Cap Core Commingled Fund	6	8,136,439	-	-	8,136,439	8,136,439	-
* Fidelity	Large Cap Core Commingled Fund	-	-	4	1,605,103	1,369,424	1,605,103	235,679
* Fidelity	Large Cap Core Group TA	1	6,792,796	-	-	6,792,796	6,792,796	-
* Fidelity	Large Cap Core Group TA	-	-	1	6,647,660	6,792,796	6,647,660	(145,136)
* Pyramis	Broad Market Duration Fund	9	3,804,150	-	-	3,804,150	3,804,150	-
* Pyramis	Broad Market Duration Fund	-	-	7	11,717,707	11,422,079	11,717,707	295,628
* Pyramis	Divers Large Cap Core Fund	5	1,249,066	-	-	1,249,066	1,249,066	-
* Pyramis	Divers Large Cap Core Fund	-	-	11	9,001,412	12,200,496	9,001,412	(3,199,084)
* Pyramis	GMN LTD Escrow Fund	-	-	1	5,519,147	5,519,147	5,519,147	-
* Pyramis	GMN LTD Series 1 Fund	1	5,519,147	-	-	5,519,147	5,519,147	-

BIMBO BAKERIES USA, INC. RETIREMENT ACCOUNT BALANCE PLAN
FORM 5500, SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS (continued)
Year Ended December 31, 2009

EIN: 75-2491201
Plan #: 001

(a) Identity of Party	(b) Description of Asset	Number of Purchase Transactions	(c) Purchase Price	Number of Sell Transactions	(d) Selling Price	(g) Cost of Assets	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (iii) - Series of securities transactions in excess of 5% of Plan assets (continued)</u>								
* Pyramis	Long Duration Fund	10	20,112,371	-	-	20,112,371	20,112,371	-
* Pyramis	Long Duration Fund	-	-	6	3,516,398	3,160,396	3,516,398	356,002
* Pyramis	Select International Equity Fund	4	1,890,584	-	-	1,890,584	1,890,584	-
* Pyramis	Select International Equity Fund	-	-	12	3,130,253	3,784,686	3,130,253	(654,433)
* Pyramis	US Total Market Equity Fund	5	1,264,330	-	-	1,264,330	1,264,330	-
* Pyramis	US Total Market Equity Fund	-	-	11	3,181,676	4,271,512	3,181,676	(1,089,836)

* Represents a party-in-interest to the Plan as defined by ERISA.

Columns (e) and (f) are not applicable.

There were no category (i) individual transactions requiring disclosure, as common collective trust funds are excluded from the reporting requirements of Schedule H, Part IV, line 4j.