

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan MARKETFARE FOODS, INC PROFIT SHARING PLAN	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 08/01/1989
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) MARKETFARE FOODS, INC 2512 EAST MAGNOLIA PHOENIX, AZ 85034	2b Employer Identification Number (EIN) 74-2917844 2c Sponsor's telephone number 602-797-6717 2d Business code (see instructions) 311900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	DENISE MCDERMID
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

MARKETFARE FOODS, INC

2512 EAST MAGNOLIA
PHOENIX, AZ 85034**3b** Administrator's EIN

74-2917844

3c Administrator's telephone number

602-797-6717

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

447

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**

376

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

51

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

427

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

0

f Total. Add lines **6d** and **6e**.....**6f**

427

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

227

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

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

2E 2F 2G 2J 2K 3D 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

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

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)

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 MARKETFARE FOODS, INC PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MARKETFARE FOODS, INC	D Employer Identification Number (EIN) 74-2917844	

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
MERRILL LYNCH,PIERCE,FENNER & SMITH
13-5674085

(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)

ASCENSUS

11-3665754

(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?
15 37 50 64 99	RECORD KEEPER	6532	Yes ☒ No ☐	Yes ☐ No ☒	11894	Yes ☒ No ☐

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

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

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

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

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

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

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

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

(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
ASCENSUS	99 15 64	11894

(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.
MERRILL LYNCH,PIERCE,FENNER & SMITH 13-5674085	QUALITY SERVICE BONUS & RECORD KEEPING SUBSIDY (ALLOCATED ON MONTH END MARKET VALUE)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 60	0

(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.
MERRILL LYNCH,PIERCE,FENNER & SMITH 13-5674085	SEE THE FORMULA DESCRIPTION REPORT LISTING THE FORMULA FOR SUB T/A REVENUE BY FUND.

(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:	PRICE KONG & CO.	b EIN:	86-0611246
c Position:	AUDITOR		
d Address:	1313 E OSBORN RD PHOENIX, AZ 85014	e Telephone:	602-776-6300

Explanation: HAVE 1 ACCOUNTING FIRM FOR ALL OF THE COMPANY'S AUDITS

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:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan MARKETFARE FOODS, INC PROFIT SHARING PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MARKETFARE FOODS, INC				D Employer Identification Number (EIN) 74-2917844	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT PRESERVATION TRUST					
b Name of sponsor of entity listed in (a): MERRILL LYNCH					
c EIN-PN 22-6484011-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 705458	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-	

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

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

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

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

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

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan MARKETFARE FOODS, INC PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MARKETFARE FOODS, INC	D Employer Identification Number (EIN) 74-2917844	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	53	44
(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)	436682	374877
(9) Value of interest in common/collective trusts	1c(9)	622380	705458
(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)	4172037	4314001
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

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	5231152	5394380

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5231152	5394380
---	-----------	---------	---------

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)		
(B) Participants	2a(1)(B)	265851	
(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)		265851

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	24642	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		24642

(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)	84822	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		84822

(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)		7633
(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)		807954
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1190902

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1021142	
(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)		1021142
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	6532	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6532
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1027674

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		163228
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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: BDO USA, LLP

(2) EIN: 13-5381590

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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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>MARKETFARE FOODS, INC PROFIT SHARING 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>MARKETFARE FOODS, INC</u>	D Employer Identification Number (EIN) <u>74-2917844</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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>45-0404698</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	

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)
----------------	--

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.
----------------	---

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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**MarketFare Foods, Inc.
Profit Sharing Plan**

**Financial Statements and
Supplemental Schedule**

As of December 31, 2009 and 2008

And for the Year Ended December 31, 2009

MarketFare Foods, Inc.
Profit Sharing Plan

Financial Statements and
Supplemental Schedule

As of December 31, 2009 and 2008
And for the Year Ended December 31, 2009

**MarketFare Foods, Inc.
Profit Sharing Plan**

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Notes to Financial Statements	7 - 18
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Supplemental Schedule

Form 5500 - Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2009	20
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NOTE: Schedules other than that listed above have been omitted since the information is otherwise disclosed elsewhere in the financial statements, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.



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www.bdo.com

2201 E. Camelback Road, Suite 360
Phoenix, AZ 85016

Independent Auditors' Report

Administrative Committee
MarketFare Foods, Inc. Profit Sharing Plan
Phoenix, Arizona

We were engaged to audit the accompanying statement of net assets available for benefits of MarketFare Foods, Inc. Profit Sharing Plan (the "Plan") as of December 31, 2009, the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the plan as of December 31, 2008 were audited by other auditors. 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 ("ERISA"), the Plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 9, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Frontier Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the 2009 financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's 2009 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2009 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

October 15, 2010

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BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Financial Statements

**MarketFare Foods, Inc.
Profit Sharing Plan**

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2009	2008
Assets		
Investments		
Mutual funds at fair value	\$ 4,314,001	\$ 4,172,037
Common collective trusts	657,746	622,380
Interest bearing cash	44	53
Participant loans	374,877	436,682
Total investments	5,346,668	5,231,152
Receivables		
Participant contributions receivable	3,963	9,585
Total Assets (at fair value)	5,350,631	5,240,737
Adjustment from fair value to contract value for fully benefit-responsive investment contract (Common Collective Trust - Merrill Lynch Retirement Preservation Trust)	47,712	-
Net assets available for benefits	\$ 5,398,343	\$ 5,240,737

See independent auditors' report and accompanying notes to financial statements.

**MarketFare Foods, Inc.
Profit Sharing Plan**

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, **2009**

Additions to net assets available for benefits attributed to:

Net investment income	
Interest income from participant loans	\$ 24,642
Dividends	92,455
Net appreciation in fair value of investments	807,954

Total net investment income	925,051
-----------------------------	---------

Contributions	
Participants' contributions	260,229

Total additions to net assets	1,185,280
-------------------------------	-----------

Deductions from net assets attributed to:

Benefits paid to participants	1,021,142
Administrative expenses	6,532

Total deductions from net assets	1,027,674
----------------------------------	-----------

Net increase in net assets available for benefits	157,606
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Net assets available for benefits, beginning of year	5,240,737
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Net assets available for benefits, end of year	\$ 5,398,343
--	--------------

See independent auditors' report and accompanying notes to financial statements.

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

1. Plan Description

General

The MarketFare Foods, Inc. Profit Sharing Plan (the "Plan") is a calendar year-end defined contribution plan covering substantially all eligible employees of MarketFare Foods, Inc. (the "Company"). The Plan became effective August 1, 1999 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Complete information regarding the Plan is included in the Plan agreement, a copy of which is available from the Company. Significant Plan provisions are summarized below.

Eligibility

All employees who are age 18 or older and not governed by a collective bargaining agreement are eligible to participate in the Plan. Under the enrollment provisions of the Plan, eligible employees are allowed to enter the Plan on the first day of the month following the first day of employment.

Contributions

Each year, participants may contribute up to 15% of annual compensation, as defined in the Plan, up to the \$16,500 allowable under the Internal Revenue Code ("IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions up to \$5,500 allowable under the IRC. Participants may also contribute amounts representing distributions (rollovers) from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may direct the investment of their account balances into various investment options offered by the Plan. Currently, the Plan offers 22 mutual funds as investment options for participants.

Participants are eligible for matching contributions one (1) year from date of hire. Matching contributions are allocated equally as a percentage of the participant's contributions compared to the aggregate of all participant contributions.

Participants are eligible for profit sharing contributions one (1) year from date of hire. A participant shall share in the allocation in the Plan year in which they retire, die, or become disabled. Each participant shall receive an allocation equal to an amount determined by dividing the total dollars contributed by the eligible participants.

A profit sharing or matching contribution may be made at the discretion of the Company. No such contributions were made during 2009. Contributions are subject to certain limitations and are fully vested when made.

Participant Accounts

Each participant's account is credited with participant's contributions, allocations of the Company matching and profit sharing contributions and Plan earnings or losses. Participants, on an individual basis, are responsible for charges relating to the processing of loans and distributions, paid directly from each respective participant's account. Allocations are based on participant earnings or account balance as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

MarketFare Foods, Inc.

Profit Sharing Plan

Notes to Financial Statements

Vesting

Participants are immediately vested in their contributions and employer contributions plus actual earnings. Vesting in the Company's discretionary and matching contributions is based on years of continuous service. Participants become 20% vested after their second year of credited service with an additional 20% each year thereafter until 100% vested after six years of credited service.

Forfeitures

Employee contributions vest immediately and therefore no forfeitures exist relating to such contributions. Forfeitures are only applicable to employer matching and profit sharing contributions as these specific contributions do not immediately vest (as set forth by the Plan document). In Plan year 2009 and 2008, no employer matching or profit sharing contributions were made to the Plan and therefore no forfeitures exist for either Plan year.

Participant Loans

Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participant loans are secured by the balance in the participant's account and bear interest at the prime rate of interest charged by representative local commercial banks. The rate of interest on such loan shall be fixed at the time of the loan. Principal and interest are paid ratably through payroll deductions. The term of repayment may not be greater than 5 years unless the loan qualifies as a residential mortgage loan, which may not be greater than 30 years. Participant loans interest rates ranged from 3.25 to 8.50 in Plan year 2009 and 2008.

Distribution of Benefits

Upon termination of service, death, permanent disability, or retirement, participants will receive their benefits as a lump sum amount equal to the value of the participants' vested interest in their account. Additionally, under certain circumstances of financial hardship, the participant is allowed to withdraw funds from the Plan. Following termination, if a participant's vested account balance does not exceed \$1,000, the Plan will distribute it in a lump sum payment without consent of the participant and participant's spouse, if applicable, or rollover all or part of such amount to the participant's Individual Retirement Account ("IRA") or to a qualified retirement plan of another employer, if permitted. If a participant's vested account balance is greater than \$1,000, the Plan may notify participants of its intent to automatically rollover the entire balance to a qualified IRA or distribution in the form of a lump sum in cash, unless specific distribution instructions are received from the participant within the time frame stated in the notice.

Administrative Expenses

The Plan's expenses are absorbed by the participants of the Plan based on even allocation of expense among all participants of the Plan. For the plan year ended December 31, 2009, \$6,532 in administrative expenses was paid from the Plan. There is no guarantee that the Company will continue to pay Plan expenses.

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value which represents contributions made under contracts plus earnings, less withdrawals and administrative expenses, is the relevant measurement attribute for that portion of the net assets available for plan benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transaction under the terms of the Plan.

The Plan invests in the Merrill Lynch Retirement Preservation Trust which is a common collective trust. It invests in fully benefit-responsive investment contracts issued by insurance companies and other financial institutions, and in fixed income securities. The Statement of Net Assets Available for Plan Benefits presents the fair value of these investment contracts as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statement of Changes in net Assets Available for Plan Benefits is prepared on a contract value basis.

The Trustee of the Plan certified the contract value of the Merrill Lynch Retirement Preservation Trust as of December 31, 2009 and 2008 (See Note 6). The fair value of such investments at December 31, 2009 was 657,746. The fair value has been estimated by management in the absence of readily determinable fair values. Management's estimates are based on audited financial information of the Merrill Lynch (Bank of America) Retirement Preservation Trust as provided by the Trustee. Auditing procedures were performed on the adjustment from fair value to contract value of 47,712 as of December 31, 2009.

Use of Estimates

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

Risks and Uncertainties

The Plan provides for various investment options in mutual fund and common collective trusts. Investment securities, in general, are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the various risk factors in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

The Plan invests in various investment options that invest in securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S.

MarketFare Foods, Inc.

Profit Sharing Plan

Notes to Financial Statements

companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Reclassifications

Certain prior year amounts have been reclassified to conform to current year presentation.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividends are recorded on the ex-dividend date.

Net Appreciation in Fair Value of Investments

Net appreciation in fair value of investments is based on the fair value of the assets at the beginning of the year or at the time of purchase for assets purchased during the year and the related fair value on the day investments are sold with respect to realized gains and losses, and on the last day of the year with respect to unrealized gains and losses.

Net realized and unrealized appreciation is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

Payment of Benefits

Benefits are recorded on the date the distributions are made.

Recent Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board ("FASB") issued guidance under Accounting Standards Codification ("ASC" or the "Codification") 105, Generally Accepted Accounting Principles. This guidance establishes the FASB ASC as the single source of authoritative GAAP for nongovernmental entities, superseding various existing authoritative accounting pronouncements. The Codification establishes one level of authoritative GAAP. All other literature is considered non-authoritative. There were no changes to the Plan's financial statements due to the implementation of the Codification other than changes in reference to various authoritative accounting pronouncements in the financial statements.

In May 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Codification (ASC or the "Codification") 855, *Subsequent Events* (originally issued as FASB Statement No. 165, *Subsequent Events*). Under ASC 855, the effects of events that occur subsequent to the financial statement date are to be evaluated through the date the financial statements are either issued or available to be issued. ASC 855 provides guidance on when financial statements should be adjusted for subsequent events and requires companies to disclose

MarketFare Foods, Inc.

Profit Sharing Plan

Notes to Financial Statements

subsequent events. ASC 855 is effective for periods ending after June 15, 2009. See Note 11 for subsequent events to report for the Plan.

In April 2009, the FASB issued guidance under ASC 820, *Fair Value Measurement and Disclosures*. This guidance emphasizes that the objective of a fair value measurement does not change even when market activity for the asset or liability has decreased significantly. When observable transactions or quoted prices are not considered orderly, then little, if any, weight should be assigned to the indication of the asset or liability's fair value. Adjustments to those transactions or prices should be applied to determine the appropriate fair value. The standard also requires increased disclosures. As shown in Note 3, the guidance was applied prospectively in 2009, and the impact of adoption of this standard was not material to the Plan's financial statements.

In September 2009, the FASB issued ASU No. 2009-12, *Investments in Certain Entities That Calculate Net Asset per Share (or Its Equivalent)* and is effective for the first reporting period ending after December 15, 2009. This ASU provides guidance for determining fair value of certain investments for which the fair value is not readily determinable and permits the use of unadjusted net asset value (NAV) or its equivalent to estimate fair value of such investments. The adoption of this new guidance did not have a significant impact on the Plan's financial statements. The Plan does not have any investments with unfunded commitments or with any redemption restrictions.

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU 2010-06) to require new disclosures regarding (a) transfers in and out of levels 1 and 2, and (b) activity in level 3 fair value measurements. ASU 2010-06 also provides amendments to FASB ASC 820 that clarify existing disclosures regarding (a) level of disaggregation for each class of assets and liabilities, and (b) disclosures about inputs and valuation techniques for fair value measurements that fall in either level 2 or level 3. Levels 1, 2, and 3 of fair value measurements are defined in Note 3 below. The Plan will adopt this new accounting standards update in the year ending December 31, 2010 except for the provisions of this update that will be effective in the year ending December 31, 2011. The Plan is currently evaluating the impact of its pending adoption on the Plan's financial statements.

In September 2010, the FASB issued ASU No. 2010-25, *Plan Accounting - Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans* to clarify how loans to participants should be classified and measured by defined contribution pension benefit plans. Participant loans are currently classified as investments at fair value in accordance with defined contribution pension plan guidance (FASB ASC No. 962-325, "*Plan Accounting - Defined Contribution Pension Plan: Investments - Other*"), but under the current audit standard update (2010-25) plans will be required to report participant loans as notes receivable from participants, measured at their unpaid principal balance plus any accrued but unpaid interest. The update applies retrospectively to all prior periods presented, effective for fiscal years after December 15, 2010. The Plan is currently evaluating the impact of its pending adoption on the Plan's financial statements.

MarketFare Foods, Inc.
Profit Sharing Plan

Notes to Financial Statements

3. Fair Value Measurements

Effective January 1, 2008, assets and liabilities recorded at fair value on the Statement of Net Assets Available for Benefits were measured and classified based upon a three tiered approach to valuation. ASC 820, *Fair Value Measurement and Disclosure*, requires that financial assets and liabilities recorded at fair value be classified and disclosed in one of the following three categories:

Level 1 - Unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access;

Level 2 - Quoted prices for identical or similar financial instruments in markets that are not considered to be active, or similar financial instruments for which all significant inputs are observable, either directly or indirectly, or inputs other than quoted prices that are observable, or inputs that are derived principally from or corroborated by observable market data through correlation or other means;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and are unobservable. These reflect management's assumptions about the assumptions a market participant would use in pricing the assets or liabilities.

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual fund accounts - Valued at the net asset value of shares held by the Plan at year end based on quoted market prices.

Common collective trusts - Funds are stated at fair value as determined by the issuer of the common/collective trust funds based on the fair value of the underlying investments. Common/collective trust funds with underlying investments in investment contracts are valued at the fair value of the underlying investments and then adjusted by the issuer to contract value.

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

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

MarketFare Foods, Inc.
Profit Sharing Plan

Notes to Financial Statements

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual fund accounts				
Government	\$ 582,134	\$ -	\$ -	\$ 582,134
Term bonds	701,325	-	-	701,325
Allocation funds	14,525	-	-	14,525
Value funds	1,109,459	-	-	1,109,459
Blended funds	130,633	-	-	130,633
Growth funds	1,775,925	-	-	1,775,925
Common collective trusts	-	657,790	-	657,790
Participant loans	-	374,877	-	374,877
Total assets at fair value	\$ 4,314,001	\$ 1,032,667	\$ -	\$ 5,346,668

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Mutual fund accounts	\$ 4,172,037	\$ -	\$ -	\$ 4,172,037
Common collective trusts	-	622,433	-	622,433
Participant loans	-	436,682	-	436,682
Total assets at fair value	\$ 4,172,037	\$ 1,059,115	\$ -	\$ 5,231,152

Plan investments that calculate NAV consist of common collective trusts. At December 31, 2009, the Plan had no unfunded commitments related to these investments. The redemption of these investments is subject to the preference of individual Plan participants and contains no restrictions on the timing of redemption; however, participant redemptions may be subject to certain redemption fees.

MarketFare Foods, Inc.
Profit Sharing Plan

Notes to Financial Statements

4. Common Collective Trust Funds

The Plan has two common collective trust fund investments (the “Funds”) with Frontier Trust Company (the “Trustee”), the Trustee of the Plan. The benefit interest of each participant is represented by units. Issues and redemptions are recorded based on the next determined net asset value (“NAV”) per unit. NAV per unit is determined each business day.

Restrictions on the Plan – Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within the Plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor.

Circumstances That Impact the Fund – The Fund invests in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. The wrap contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. In the event that wrap contracts fail to perform as intended, the Fund’s NAV may decline if the market value of its assets declines.

For purposes of the Statement of Net Assets Available for Benefits, these investment contracts are stated at fair value. As described in Financial Accounting Standards Board Staff Position ASC 962, Plan Accounting - Defined Contribution Plans (formerly FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*), investment contracts with underlying investment contracts held by a defined-contribution plan are required to be reported at fair value. As required by ASC 962, the Statement of Net Assets Available for Benefits presents investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit-responsive investment contracts from fair value to contract value.

MarketFare Foods, Inc.
Profit Sharing Plan

Notes to Financial Statements

5. Investments

Investments held by the Plan are summarized in the following schedule. Investments that represent 5% or more of Plan's net assets at December 31, 2009 and 2008 are separately identified. All remaining investments are included in other or identified as less than 5%.

<i>December 31,</i>	2009	2008
Investments at fair value as		
determined by quoted market prices:		
Cash equivalents		
Contribution account	\$ 44 *	\$ 53 *
Total cash equivalents	44	53
Mutual funds		
GM Calvet Income Fund A	621,825	637,190
GM JP Morgan Government Bond A	524,866	541,969
GM AllianceBernstein Intl Growth Fund A	735,383	730,230
GM American Fund Growth Fund of America	518,537	503,416
GM Blackrock Large Cap Value Fund	674,780	674,552
Others (individually less than 5%)	1,238,610	1,084,680
Total mutual funds	4,314,001	4,172,037
Investments in common collective trusts		
at estimated fair value:		
ML Retirement Preservation Trust	274,100	191,923 *
GM ML Retirement Preservation Trust	383,646	430,457
Total common collective trusts	657,746	622,380
Investment valued at amortized cost,		
which approximates fair value:		
Participant loans	374,877	436,682
Total investments	\$ 5,346,668	\$ 5,231,152

*Less than 5% of the Plan net assets

During 2009, the Plan's investments in mutual fund accounts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$807,954.

MarketFare Foods, Inc.
Profit Sharing Plan

Notes to Financial Statements

6. Information Certified by the Trustee

The Plan administrator elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments as shown in the Statements of Net Assets Available for Benefits of \$5,394,380 and \$5,231,152, as of December 31, 2009 and 2008, respectively;
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2009 as follows:

<i>For the Year Ended December 31,</i>	<i>2009</i>
Interest and dividends earned	\$ 117,097
Net appreciation in fair value of investments	807,954
Total investment appreciation	925,051

- Investments, as reflected in Form 5500 - Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2009

The Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this certified information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Tax Status

The Plan received a favorable determination letter from the IRS ("Internal Revenue Service") on March 31, 2008 which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been subsequently amended and Plan management continues to believe it is designated and is being operated in accordance with the IRC.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, the Plan administrator will facilitate the distribution of account balances in single lump sum payments to each participant in accordance with Plan provisions until all assets have been distributed by the Trustee.

9. Related Party Transactions

Except for participant loans, all Plan investments consist of shares of mutual funds, common collective trust funds and a retirement money market fund managed by the Plan's Trustee. The Trustee also provides administrative services to Plan management. Therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for asset custody services amounted to \$6,532

**MarketFare Foods, Inc.
Profit Sharing Plan**

Notes to Financial Statements

for the year ended December 31, 2009. Additionally, participant loans are considered exempt party-in-interest transactions.

Certain plan investments represents shares of bond and money market funds that were managed by the Trustee. The total participant directed investments in 2009 were valued at \$5.4 million as of December 31, 2009.

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to the Form 5500:

<i>December 31,</i>	2009	2008
<hr/>		
Net assets available for benefits		
per the financial statements	\$ 5,398,343	\$ 5,240,737
Participant contributions receivables	(3,963)	(9,585)
<hr/>		
Net assets available for benefits		
per the Form 5500	\$ 5,394,380	\$ 5,231,152
<hr/>		

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

<i>For the Year Ended December 31,</i>	2009
<hr/>	
Participants' contributions	
per the financial statements	\$ 260,229
Change in receivables	5,622
<hr/>	
Contributions made to Plan per Schedule H	
to the Form 5500	\$ 265,851
<hr/>	

**MarketFare Foods, Inc.
Profit Sharing Plan**

Notes to Financial Statements

11. Subsequent Events

We have evaluated the effects of subsequent events that have occurred subsequent to December 31, 2009 through October 15, 2010, the date the financial statements were available to be issued and determined that there are no subsequent transactions that require disclosure to or adjustment in the financial statements.

Supplemental Schedule

MarketFare Foods, Inc. Profit Sharing Plan

Form 5500 - Schedule H, Line 4i Schedule of Assets (Held at End of Year) December 31, 2009

EIN #: 74-2917844

Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Mutual funds				
*	Frontier Trust Company	JP Morgan Government Bond Fund A	\$ -	\$ 57,266
*	Frontier Trust Company	Calvert Income Fund A	-	79,500
*	Frontier Trust Company	Van Kampen Equity and Income Fund	-	14,525
*	Frontier Trust Company	BlackRock Large Cap Value Fund	-	96,891
*	Frontier Trust Company	BlackRock Large Cap Core Fund	-	8,603
*	Frontier Trust Company	American Funds Growth Fund of America	-	45,790
*	Frontier Trust Company	Goldman Sachs Mid Cap Value Fund A	-	119,808
*	Frontier Trust Company	Van Kampen Mid Cap Growth Fund A	-	18,274
*	Frontier Trust Company	Oppenheimer Small and Mid Cap Value Fund A	-	35,931
*	Frontier Trust Company	Jennison Small Co. Fund, Inc. Class A	-	24,068
*	Frontier Trust Company	Alliance Bernstein Intl Growth Fund A	-	141,376
*	Frontier Trust Company	GM Calvet Income Fund A	-	621,825
*	Frontier Trust Company	GM JP Morgan Government Bond A	-	524,866
*	Frontier Trust Company	GM AllianceBernstein Intl Growth Fund A	-	735,383
*	Frontier Trust Company	GM American Fund Growth Fund of America	-	518,537
*	Frontier Trust Company	GM Goldman Sachs Mid Cap Value Fund A	-	217,980
*	Frontier Trust Company	GM Jennison Small Co. Fun Inc. Class A	-	87,503
*	Frontier Trust Company	GM Blackrock Large Cap Value Fund	-	674,780
*	Frontier Trust Company	GM Oppenheimer Small and Mid Cap Value A	-	86,099
*	Frontier Trust Company	GM Van Kampen Mid Cap Growth Fund A	-	204,996
Total mutual funds			-	4,314,001
Common collective trust accounts				
*	Frontier Trust Company	GM ML Retirement Preservation Trust	-	274,100
*	Frontier Trust Company	ML Retirement Preservation Trust	-	383,646
Total annuity fund accounts with insurance company			-	657,746
Other				
	Interest bearing cash		-	44
	Participant loans	3.25% - 8.5%	-	374,877
Total other			-	374,921
Total investments held at end of plan year			\$ -	\$ 5,346,668

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

Note 1: Cost information is not a required disclosure for participant-directed investments and therefore is not included.

Note 2: This schedule was derived from data certified by Frontier Trust Company, the custodian, as complete and accurate.

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: MARKETFARE FOODS, INC. PROFIT SHARING PLAN
 Plan Number: 146828
 Broker Dealer: MERRILL LYNCH

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
AWPAX	AllianceBernstein Intl Growth Fd A	12 dollars per fund position
OGGAX	JPMorgan Government Bond Fund A	12 dollars per fund position
CFICX	Calvert Income Fund A	12 dollars per fund position
ACEIX	Van Kampen Equity and Income Fund A	12 dollars per fund position
MDLVX	BlackRock Large Cap Value Fund	12 dollars per fund position
MDLRX	BlackRock Large Cap Core Fund	12 dollars per fund position
RGACX	American Funds Growth Fnd of Amer R3	12 dollars per fund position
GCMAX	Goldman Sachs Mid Cap Value Fund A	12 dollars per fund position
VGRAX	Van Kampen Mid Cap Growth Fd A	12 dollars per fund position
MLGIX98	ML Retirement Preservation Trust	10 basis points
PGOAX	Jennison Small Co. Fund Inc Class A	12 dollars per fund position
GMVGRAX	GM Van Kampen Mid Cap Growth Fd A	12 dollars per fund position
GMMLGIX98	GM ML Retirement Preservation Trust	N/A
GMCFICX	GM Calvert Income Fund A	12 dollars per fund position
GMOGGAX	GM JPMorgan Government Bond Fund A	12 dollars per fund position
GMAWPAX	GM AllianceBernstein Intl Growth Fd A	12 dollars per fund position
GMRGACX	GM American Funds Growth Fnd of Amer R3	12 dollars per fund position
GMGCMAX	GM Goldman Sachs Mid Cap Value Fund A	12 dollars per fund position
GMPGOAX	GM Jennison Small Co. Fund Inc. Class A	12 dollars per fund position
GMMDLVX	GM BlackRock Large Cap Value Fund	12 dollars per fund position
GMQVSCX	GM Oppenheimer Small- & Mid- Cap Value A	12 dollars per fund position
QVSCX	Oppenheimer Small- & Mid- Cap Value Fd A	12 dollars per fund position

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

Plan Name MARKETFARE FOODS, INC PROFIT SHARING PLAN

EIN: 74-2917844

Plan Sponsor's Name MARKETFARE FOODS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Merrill Lynch	ML Retirement Preservation Trust	0	293,983
	JPMorgan	JPMorgan Government Bond Fund A	0	57,266
	Calvert	Calvert Income Fund A	0	79,500
	Van Kampen	Van Kampen Equity and Income Fund A	0	14,525
	BlackRock	BlackRock Large Cap Value Fund	0	96,891
	BlackRock	BlackRock Large Cap Core Fund	0	8,603
	American Funds	American Funds Growth Fnd of Amer R3	0	45,790

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

Plan Name _____ EIN: _____
Plan Sponsor's Name _____ PN: _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Goldman Sachs	Goldman Sachs Mid Cap Value Fund A	0	119,808
	Van Kampen	Van Kampen Mid Cap Growth Fd A	0	18,274
	Oppenheimer	Oppenheimer Small- & Mid- Cap Value Fd A	0	35,931
	Jennison	Jennison Small Co. Fund Inc Class A	0	24,068
	AllianceBernstein	AllianceBernstein Intl Growth Fd A	0	141,376
	Merrill Lynch	GM ML Retirement Preservation Trust	0	411,475
	Calvert	GM Calvert Income Fund A	0	621,825

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

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JPMorgan	GM JPMorgan Government Bond Fund A	0	524,866
	AllianceBernstein	GM AllianceBernstein Intl Growth Fd A	0	735,383
	American Funds	GM American Funds Growth Fnd of Amer R3	0	518,537
	Goldman Sachs	GM Goldman Sachs Mid Cap Value Fund A	0	217,980
	Jennison	GM Jennison Small Co. Fund Inc. Class A	0	87,503
	BlackRock	GM BlackRock Large Cap Value Fund	0	674,780
	Oppenheimer	GM Oppenheimer Small- & Mid- Cap Value A	0	86,099

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

Plan Name MARKETFARE FOODS, INC PROFIT SHARING PLAN

EIN: 74-2917844

Plan Sponsor's Name MARKETFARE FOODS, INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Van Kampen	GM Van Kampen Mid Cap Growth Fd A	0	204,996
	Participants Loan Account	Various Rates and Maturities	0	374,877
	Frontier Trust Company	Contribution Account	0	44