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

|                                                                                                                                                                                                                                                                                                                  |                                                                |              |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                                                                                   | <b>Basic Plan Information</b> —enter all requested information |              |  |
| <b>1a</b> Name of plan<br>HEINER'S BAKERY WORKERS PENSION TRUST PLAN<br><br><br><br><br><br><b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>SARA LEE CORPORATION<br><br><br>3500 LACEY ROAD<br>DOWNERS GROVE, IL 60515-5424 | <b>1b</b> Three-digit plan number (PN) ►                       | 420          |  |
|                                                                                                                                                                                                                                                                                                                  | <b>1c</b> Effective date of plan                               | 01/01/1958   |  |
|                                                                                                                                                                                                                                                                                                                  | <b>2b</b> Employer Identification Number (EIN)                 | 36-2089049   |  |
|                                                                                                                                                                                                                                                                                                                  | <b>2c</b> Sponsor's telephone number                           | 630-598-6000 |  |
|                                                                                                                                                                                                                                                                                                                  | <b>2d</b> 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 | ERIK PIENKOS                                                 |
|           | 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                      |

|                                                                                                                                                                        |                                                                                                               |
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| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>SARA LEE CORPORATION<br><br>3500 LACEY ROAD<br>DOWNERS GROVE, IL 60515-5424 | <b>3b</b> Administrator's EIN<br>36-2089049<br><br><b>3c</b> Administrator's telephone number<br>630-598-6000 |
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|                                                                                                                                                                                                                       |                                   |
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| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

|                                                                         |          |     |
|-------------------------------------------------------------------------|----------|-----|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 630 |
|-------------------------------------------------------------------------|----------|-----|

|                                                                                                                                                        |           |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |     |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 388 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 74  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 175 |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 637 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 22  |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 659 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> |     |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 12  |

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 1B 1G 3H

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> 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)

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
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| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
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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.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>HEINER'S BAKERY WORKERS PENSION TRUST PLAN</u>                                                                | <b>B</b> Three-digit plan number (PN) ▶ <u>420</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>SARA LEE CORPORATION</u>                                   | <b>D</b> Employer Identification Number (EIN)<br><u>36-2089049</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|                                                                                                                                                                                                       |                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>Part I</b>                                                                                                                                                                                         | <b>Basic Information</b>                      |
| <b>1</b> Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>                                                                                                                     |                                               |
| <b>2</b> Assets:                                                                                                                                                                                      |                                               |
| <b>a</b> Market value .....                                                                                                                                                                           | <b>2a</b> <u>5916774</u>                      |
| <b>b</b> Actuarial value .....                                                                                                                                                                        | <b>2b</b> <u>6508451</u>                      |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                   |                                               |
|                                                                                                                                                                                                       | (1) Number of participants (2) Funding Target |
| <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                           | <b>3a</b> <u>93</u> <u>2153273</u>            |
| <b>b</b> For terminated vested participants .....                                                                                                                                                     | <b>3b</b> <u>203</u> <u>924432</u>            |
| <b>c</b> For active participants:                                                                                                                                                                     |                                               |
| (1) Non-vested benefits .....                                                                                                                                                                         | <b>3c(1)</b> <u>141718</u>                    |
| (2) Vested benefits .....                                                                                                                                                                             | <b>3c(2)</b> <u>3809795</u>                   |
| (3) Total active .....                                                                                                                                                                                | <b>3c(3)</b> <u>334</u> <u>3951513</u>        |
| <b>d</b> Total .....                                                                                                                                                                                  | <b>3d</b> <u>630</u> <u>7029218</u>           |
| <b>4</b> If the plan is at-risk, check the box and complete items (a) and (b) .....                                                                                                                   | <input type="checkbox"/>                      |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                             | <b>4a</b>                                     |
| <b>b</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 ..... | <b>4b</b>                                     |
| <b>5</b> Effective interest rate .....                                                                                                                                                                | <b>5</b> <u>7.93</u> %                        |
| <b>6</b> Target normal cost .....                                                                                                                                                                     | <b>6</b> <u>310783</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.

|                                                                           |                                        |
|---------------------------------------------------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                                          | <u>09/17/2010</u>                      |
| Signature of actuary                                                      | Date                                   |
| <u>DEAN W. KEPRAIOS</u>                                                   | <u>08-05889</u>                        |
| Type or print name of actuary                                             | Most recent enrollment number          |
| <u>TOWERS WATSON PENNSYLVANIA INC.</u>                                    | <u>312-201-6300</u>                    |
| Firm name                                                                 | Telephone number (including area code) |
| <u>71 SOUTH WACKER DRIVE, SUITE 2600</u><br><u>CHICAGO, IL 60606-4637</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) ..... | 1159271               | 0                      |
| 8                                                           | Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 155050                | 0                      |
| 9                                                           | Amount remaining (Item 7 minus item 8).....                                                     | 1004221               | 0                      |
| 10                                                          | Interest on item 9 using prior year's actual return of <u>-29.53</u> % .....                    | -296546               |                        |
| 11                                                          | Prior year's excess contributions to be added to prefunding balance:                            |                       |                        |
| a                                                           | Excess contributions (Item 38 from prior year) .....                                            |                       | 1763308                |
| b                                                           | Interest on (a) using prior year's effective rate of <u>6.42</u> % .....                        |                       | 113204                 |
| c                                                           | Total available at beginning of current plan year to add to prefunding balance .....            |                       | 1876512                |
| d                                                           | Portion of (c) to be added to prefunding balance.....                                           |                       | 0                      |
| 12                                                          | Reduction in balances due to elections or deemed elections.....                                 | 525521                | 0                      |
| 13                                                          | Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....               | 182154                | 0                      |

| Part III Funding percentages |                                                                                                                                                                 |    |          |
|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 14                           | Funding target attainment percentage.....                                                                                                                       | 14 | 90.00 %  |
| 15                           | Adjusted funding target attainment percentage.....                                                                                                              | 15 | 90.00 %  |
| 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 | 104.26 % |
| 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<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 06/30/2010                                                                        | 2500000                           |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 | Totals ►                 | 18(b)                             | 2500000                         |
|                                                                                   |                                   |                                 |                          | 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 2230765                                                         |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....                   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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                                                             |
| 0                                                                                                                             | 0                                                                   |
| (3) 3rd                                                                                                                       | (4) 4th                                                             |
| 0                                                                                                                             | 0                                                                   |

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

|                                                                                                                                                                                              |                   |                   |                   |                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|----------------------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                   |                   |                   |                                                                |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                   |                   |                   | <b>21b</b> 3                                                   |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                   |                   |                   | <b>22</b> 61                                                   |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                   |                   |                   |                                                                |

**Part VI Miscellaneous items**

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

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

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

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions).....                                                                                                        | <b>31</b>           | 310783             |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 281168              | 49893              |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> 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 ..... | <b>33</b>           |                    |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....                                                   | <b>34</b>           | 360676             |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 160069              | 0                  |
| <b>36</b> Additional cash requirement (item 34 minus item 35).....                                                                                                                   | <b>36</b>           | 200607             |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....                                                   | <b>37</b>           | 2230765            |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions).....                                                                                            | <b>38</b>           | 2030158            |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....                                                                       | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider 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> | 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

|                                                                                                   |                                                                         |
|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| <div>A Name of plan</div> <div>HEINER'S BAKERY WORKERS PENSION TRUST PLAN</div>                   | <div>B Three-digit plan number (PN)</div> <div>▶ 420</div>              |
|                                                                                                   |                                                                         |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>SARA LEE CORPORATION</div> | <div>D Employer Identification Number (EIN)</div> <div>36-2089049</div> |

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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(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 disclosures on eligible indirect compensation

**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)

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

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

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

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

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

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

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

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

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

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

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

**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<br>(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<br>(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<br>(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)

|                    |                                                        |                     |              |
|--------------------|--------------------------------------------------------|---------------------|--------------|
| <b>a</b> Name:     | DAVID P. MOSHER                                        | <b>b</b> EIN:       | 13-2834414   |
| <b>c</b> Position: | ENROLLED ACTUARY                                       |                     |              |
| <b>d</b> Address:  | 10 S. WACKER DR., SUITE 1700<br>CHICAGO, IL 60606-7500 | <b>e</b> Telephone: | 312-902-7500 |
|                    |                                                        |                     |              |

Explanation: DUE TO A CHANGE IN THE FIRM PROVIDING ACTUARIAL SERVICES TO SARA LEE CORPORATION, THE ENROLLED ACTUARY HAS BEEN CHANGED FROM DAVID P. MOSHER (EA 08-05634) TO DEAN W. KEPRAIOS (EA 08-05889).

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
|                    |  |                     |  |

Explanation:

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
|                    |  |                     |  |

Explanation:

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
|                    |  |                     |  |

Explanation:

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
|                    |  |                     |  |

Explanation:



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

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

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

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

|                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                            |                                                                                                 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <div>SCHEDULE G<br/>(Form 5500)<br/><br/>Department of Treasury<br/>Internal Revenue Service<br/><br/><br/>Department of Labor<br/>Employee Benefits Security Administration</div> | <div>Financial Transaction Schedules</div> <div>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).</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 |                                                                   |
| <div>A Name of plan:<br/>HEINER'S BAKERY WORKERS PENSION TRUST PLAN</div>                  | <div>B Three-digit plan number (PN) ► 420</div>                   |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500<br/>SARA LEE CORPORATION</div> | <div>D Employer Identification Number (EIN):<br/>36-2089049</div> |

|                                                                                                                                                                                                                                                                    |                                                                                         |              |                                                                                                                                                                                                                      |                |              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------|
| Part I                                                                                                                                                                                                                                                             | Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible |              |                                                                                                                                                                                                                      |                |              |
| Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions. |                                                                                         |              |                                                                                                                                                                                                                      |                |              |
| (a)                                                                                                                                                                                                                                                                | (b) Identity and address of obligor                                                     |              | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |                |              |
| <input type="checkbox"/>                                                                                                                                                                                                                                           |                                                                                         |              |                                                                                                                                                                                                                      |                |              |
|                                                                                                                                                                                                                                                                    | Amount received during reporting year                                                   |              |                                                                                                                                                                                                                      | Amount overdue |              |
| (d) Original amount of loan                                                                                                                                                                                                                                        | (e) Principal                                                                           | (f) Interest | (g) Unpaid balance at end of year                                                                                                                                                                                    | (h) Principal  | (i) Interest |
|                                                                                                                                                                                                                                                                    |                                                                                         |              |                                                                                                                                                                                                                      |                |              |
| (a)                                                                                                                                                                                                                                                                | (b) Identity and address of obligor                                                     |              | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |                |              |
| <input type="checkbox"/>                                                                                                                                                                                                                                           |                                                                                         |              |                                                                                                                                                                                                                      |                |              |
|                                                                                                                                                                                                                                                                    | Amount received during reporting year                                                   |              |                                                                                                                                                                                                                      | Amount overdue |              |
| (d) Original amount of loan                                                                                                                                                                                                                                        | (e) Principal                                                                           | (f) Interest | (g) Unpaid balance at end of year                                                                                                                                                                                    | (h) Principal  | (i) Interest |
|                                                                                                                                                                                                                                                                    |                                                                                         |              |                                                                                                                                                                                                                      |                |              |
| (a)                                                                                                                                                                                                                                                                | (b) Identity and address of obligor                                                     |              | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |                |              |
| <input type="checkbox"/>                                                                                                                                                                                                                                           |                                                                                         |              |                                                                                                                                                                                                                      |                |              |
|                                                                                                                                                                                                                                                                    | Amount received during reporting year                                                   |              |                                                                                                                                                                                                                      | Amount overdue |              |
| (d) Original amount of loan                                                                                                                                                                                                                                        | (e) Principal                                                                           | (f) Interest | (g) Unpaid balance at end of year                                                                                                                                                                                    | (h) Principal  | (i) Interest |
|                                                                                                                                                                                                                                                                    |                                                                                         |              |                                                                                                                                                                                                                      |                |              |

|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|------------------------------------|--------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------|
| <b>(a)</b>                         | <b>(b)</b> Identity and address of obligor |                                       | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |                      |                     |
| <input type="checkbox"/>           |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|                                    |                                            | Amount received during reporting year |                                                                                                                                                                                                                             |                      | Amount overdue      |
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                       | <b>(f)</b> Interest                   | <b>(g)</b> Unpaid balance at end of year                                                                                                                                                                                    | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |

  

|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|------------------------------------|--------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------|
| <b>(a)</b>                         | <b>(b)</b> Identity and address of obligor |                                       | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |                      |                     |
| <input type="checkbox"/>           |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|                                    |                                            | Amount received during reporting year |                                                                                                                                                                                                                             |                      | Amount overdue      |
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                       | <b>(f)</b> Interest                   | <b>(g)</b> Unpaid balance at end of year                                                                                                                                                                                    | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |

  

|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|------------------------------------|--------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------|
| <b>(a)</b>                         | <b>(b)</b> Identity and address of obligor |                                       | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |                      |                     |
| <input type="checkbox"/>           |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|                                    |                                            | Amount received during reporting year |                                                                                                                                                                                                                             |                      | Amount overdue      |
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                       | <b>(f)</b> Interest                   | <b>(g)</b> Unpaid balance at end of year                                                                                                                                                                                    | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |

  

|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|------------------------------------|--------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------|
| <b>(a)</b>                         | <b>(b)</b> Identity and address of obligor |                                       | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |                      |                     |
| <input type="checkbox"/>           |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|                                    |                                            | Amount received during reporting year |                                                                                                                                                                                                                             |                      | Amount overdue      |
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                       | <b>(f)</b> Interest                   | <b>(g)</b> Unpaid balance at end of year                                                                                                                                                                                    | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |

  

|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|------------------------------------|--------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------|
| <b>(a)</b>                         | <b>(b)</b> Identity and address of obligor |                                       | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |                      |                     |
| <input type="checkbox"/>           |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |
|                                    |                                            | Amount received during reporting year |                                                                                                                                                                                                                             |                      | Amount overdue      |
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                       | <b>(f)</b> Interest                   | <b>(g)</b> Unpaid balance at end of year                                                                                                                                                                                    | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                            |                                       |                                                                                                                                                                                                                             |                      |                     |

**Part II Schedule of Leases in Default or Classified as Uncollectible**

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
|--------------------------|------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------|--|
| <input type="checkbox"/> |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                       | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |

  

| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
|--------------------------|------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------|--|
| <input type="checkbox"/> |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                       | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |

  

| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
|--------------------------|------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------|--|
| <input type="checkbox"/> |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                       | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |

  

| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
|--------------------------|------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------|--|
| <input type="checkbox"/> |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                       | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |

  

| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
|--------------------------|------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------|--|
| <input type="checkbox"/> |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                       | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |

  

| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
|--------------------------|------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------|--|
| <input type="checkbox"/> |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                       | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                      |                                                                                                                                                                                        |                  |                       |  |

**Part III Nonexempt Transactions**

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transaction including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
| SARA LEE CORPORATION                  | EMPLOYER                                                              | DEEMED LOAN BETWEEN PLAN AND PLAN SPONSOR BECAUSE THE PLAN INAPPROPRIATELY PAID EXPENSES.                          |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                    | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                    |                          |                                   | 1                                                 |

  

|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transactions including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                     | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transactions including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                     | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transactions including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                     | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transactions including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                     | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transactions including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                     | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transactions including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                     | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                     |                          |                                   |                                                   |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                          |            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u> |                                                                          |            |
| <b>A</b> Name of plan<br><u>HEINER'S BAKERY WORKERS PENSION TRUST PLAN</u>                               | <b>B</b> Three-digit plan number (PN) <span style="float:right">►</span> | <u>420</u> |
|                                                                                                          |                                                                          |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>SARA LEE CORPORATION</u>             | <b>D</b> Employer Identification Number (EIN)<br><br><u>36-2089049</u>   |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 0                     | 2500000         |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 5916774               | 6995891         |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 5916774               | 9495891         |

**Liabilities**

|                                                                           |           |       |       |
|---------------------------------------------------------------------------|-----------|-------|-------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |       |       |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 47384 | 39388 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |       |       |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |       |       |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 47384 | 39388 |

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 5869390 | 9456503 |
|-----------------------------------------------------------|-----------|---------|---------|

**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: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 2500000    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 2500000   |

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

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

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

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |  |
|-------------------------------------------------------------------------------------------|-----------------|--|--|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |  |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |  |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  |  |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            |           |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            | 1359142   |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            |           |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 3859142   |

**Expenses**

|                                                                                            |              |        |        |
|--------------------------------------------------------------------------------------------|--------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 272029 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |        |        |
| (3) Other .....                                                                            | <b>2e(3)</b> |        |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 272029 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        |        |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        |        |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        |        |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |        |        |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |        |        |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |        |        |
| (4) Other .....                                                                            | <b>2i(4)</b> |        |        |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        |        |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 272029 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 3587113 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**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: GRANT THORNTON LLP

(2) EIN: 36-6055558

**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   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> 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>b</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  |          |
| <b>c</b> 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  |          |
| <b>d</b> 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   |    | 1        |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 25000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> 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  |          |
| <b>h</b> 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  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   |     | X  |          |
| <b>j</b> 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  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     |    |          |
| <b>n</b> 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)

|  |  |  |
|--|--|--|
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                              |                                                                    |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>HEINER'S BAKERY WORKERS PENSION TRUST PLAN</u>                   | <b>B</b> Three-digit plan number (PN) ▶<br><u>420</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>SARA LEE CORPORATION</u> | <b>D</b> Employer Identification Number (EIN)<br><u>36-2089049</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>36-3046063</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>5</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                             |                                         |                             |                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes            | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                                         |                             |                                         |
| <b>5</b> 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 _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                                         |                             |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                 | <b>6a</b>                               |                             |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                               |                             |                                         |
| <b>c</b> 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).....                                                                                                                                                                                                             | <b>6c</b>                               |                             |                                         |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                                         |                             |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes            | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>8</b> 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?.....                                                                                                     | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                              |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input checked="" type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_



## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Trustees  
Heiner's Bakery, Inc.  
Workers Pension Plan and Trust

Audit • Tax • Advisory

**Grant Thornton LLP**

175 W Jackson Boulevard, 20th Floor  
Chicago, IL 60604-2687

T 312.856.0200

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We were engaged to audit the accompanying financial statements of the Heiner's Bakery, Inc. Workers Pension Plan and Trust (the "Plan") as of and for the years ended December 31, 2009 and 2008, and the supplemental schedule for the year ended December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note G, which was certified by The Northern Trust Company and U.S. Bank, N.A., the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that The Northern Trust Company held the Plan's investment assets and executed investment transactions for the period from December 1, 2008 through December 31, 2009, and that U.S. Bank, N.A. held the Plan's investment assets and executed investment transactions for the period from January 1, 2008 through November 30, 2008. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, 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.

A handwritten signature in black ink, appearing to read "Grant Thornton LLP", written in a cursive style.

Chicago, Illinois  
October 13, 2010

**Sara Lee Corporation  
Heiner's Bakery Workers Pension Plan  
EIN: 36-2089049; PN: 420**

**Attachments to 2009 Schedule SB (Form 5500)**

Line 19 – Discounted Employer Contributions

Line 22 – Description of Weighted Average Retirement Age

Part V – Statement of Actuarial Assumptions and Methods

Part V – Summary of Plan Provisions

Line 24 – Change in Actuarial Assumptions

Line 25 – Change in Method

Line 26 – Schedule of Active Participant Data

Line 32 – Schedule of Amortization Bases

Dean W. Kepraios  
Enrollment Number 08-05889  
Towers Watson  
71 South Wacker Drive  
Suite 2600  
Chicago, IL 60606-4637  
(312) 201-6300

|                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                   |                                                                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br><small>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).</small><br><br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | <small>OMB No. 1210-0110</small><br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

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.

|                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                        |                                         |     |  |  |                                                                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----|--|--|-----------------------------------------------------------------|--|
| <b>A</b> Name of plan<br><br>HEINER'S BAKERY WORKERS PENSION PLAN                                                                                                                                                                                                                                 | <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;"><b>B</b> Three-digit plan number (PN) ►</td> <td style="width:40%; text-align: center;">420</td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> <tr> <td colspan="2"><b>D</b> Employer Identification Number (EIN)<br/><br/>36-2089049</td> </tr> </table> | <b>B</b> Three-digit plan number (PN) ► | 420 |  |  | <b>D</b> Employer Identification Number (EIN)<br><br>36-2089049 |  |
| <b>B</b> Three-digit plan number (PN) ►                                                                                                                                                                                                                                                           | 420                                                                                                                                                                                                                                                                                                                                                                    |                                         |     |  |  |                                                                 |  |
|                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                        |                                         |     |  |  |                                                                 |  |
| <b>D</b> Employer Identification Number (EIN)<br><br>36-2089049                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                        |                                         |     |  |  |                                                                 |  |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>SARA LEE CORPORATION                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                        |                                         |     |  |  |                                                                 |  |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |                                                                                                                                                                                                                                                                                                                                                                        |                                         |     |  |  |                                                                 |  |

|                                                                                                                                                                                                |              |                            |                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------|--------------------|
| <b>Part I Basic Information</b>                                                                                                                                                                |              |                            |                    |
| 1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>                                                                                                                       |              |                            |                    |
| 2 Assets:                                                                                                                                                                                      |              |                            |                    |
| a Market value.....                                                                                                                                                                            | <b>2a</b>    |                            | 5,916,774          |
| b Actuarial value.....                                                                                                                                                                         | <b>2b</b>    |                            | 6,508,451          |
| 3 Funding target/participant count breakdown                                                                                                                                                   |              | (1) Number of participants | (2) Funding Target |
| a For retired participants and beneficiaries receiving payment .....                                                                                                                           | <b>3a</b>    | 93                         | 2,153,273          |
| b For terminated vested participants .....                                                                                                                                                     | <b>3b</b>    | 203                        | 924,432            |
| c For active participants:                                                                                                                                                                     |              |                            |                    |
| (1) Non-vested benefits.....                                                                                                                                                                   | <b>3c(1)</b> |                            | 141,718            |
| (2) Vested benefits.....                                                                                                                                                                       | <b>3c(2)</b> |                            | 3,809,795          |
| (3) Total active .....                                                                                                                                                                         | <b>3c(3)</b> | 334                        | 3,951,513          |
| d Total.....                                                                                                                                                                                   | <b>3d</b>    | 630                        | 7,029,218          |
| 4 If the plan is at-risk, check the box and complete items (a) and (b) <input type="checkbox"/>                                                                                                |              |                            |                    |
| a Funding target disregarding prescribed at-risk assumptions .....                                                                                                                             | <b>4a</b>    |                            |                    |
| 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 ..... | <b>4b</b>    |                            |                    |
| 5 Effective interest rate .....                                                                                                                                                                | <b>5</b>     | 7.93 %                     |                    |
| 6 Target normal cost.....                                                                                                                                                                      | <b>6</b>     | 310,783                    |                    |

**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.

|                                                                                                                                                                                          |                                         |                                                                                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                                                                                                         | Dean W. Kepraio<br>Signature of actuary | September 17, 2010<br>Date<br>08-05889<br>Most recent enrollment number<br>(312) 201-6300<br>Telephone number (including area code) |
| Dean W. Kepraio<br>Type or print name of actuary<br>Towers Watson Pennsylvania Inc.<br>Firm name<br>71 South Wacker Drive, Suite 2600<br>Chicago<br>Address of the firm<br>IL 60606-4637 |                                         |                                                                                                                                     |

**Part II Beginning of year carryover and prefunding balances**

|                                                                                                          | (a) Carryover balance | (b) Prefunding balance |
|----------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 1,159,271             | 0                      |
| <b>8</b> Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 155,050               | 0                      |
| <b>9</b> Amount remaining (Item 7 minus item 8).....                                                     | 1,004,221             | 0                      |
| <b>10</b> Interest on item 9 using prior year's actual return of <u>(29.53)%</u> .....                   | (296,546)             |                        |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                           |                       |                        |
| <b>a</b> Excess contributions (Item 38 from prior year) .....                                            |                       | 1,763,308              |
| <b>b</b> Interest on (a) using prior year's effective rate of <u>6.42 %</u> .....                        |                       | 113,204                |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....            |                       | 1,876,512              |
| <b>d</b> Portion of (c) to be added to prefunding balance.....                                           |                       | 0                      |
| <b>12</b> Reduction in balances due to elections or deemed elections.....                                | 525,521               | 0                      |
| <b>13</b> Balance at beginning of current year (item 9 + item 10 + item 11d - item 12) .....             | 182,154               | 0                      |

**Part III Funding percentages**

|                                                                                                                                                                           |           |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>14</b> Funding target attainment percentage.....                                                                                                                       | <b>14</b> | 90.00 %  |
| <b>15</b> Adjusted funding target attainment percentage.....                                                                                                              | <b>15</b> | 90.00 %  |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | <b>16</b> | 104.26 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | <b>17</b> | %        |

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

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 06/30/2010               | 2,500,000                         |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>          |                                   |                                 | <b>18(b)</b>             | 2,500,000                         | <b>18(c)</b> 0                  |

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

|                                                                                                                        |            |           |
|------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| <b>a</b> Contributions allocated toward unpaid minimum required contribution from prior years. ....                    | <b>19a</b> | 0         |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                     | <b>19b</b> | 0         |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date..... | <b>19c</b> | 2,230,765 |

**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:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
|-------------------|-------------------|-------------------|----------------------------------------------------------------|

**b** Applicable month (enter code) ..... **21b** 3**22** Weighted average retirement age ..... **22** 61**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** 310,783**32** Amortization installments:

Outstanding Balance

Installment

**a** Net shortfall amortization installment ..... 281,168 49,893**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** 360,676

|                                                             |                   |                    |               |
|-------------------------------------------------------------|-------------------|--------------------|---------------|
|                                                             | Carryover balance | Prefunding balance | Total balance |
| <b>35</b> Balances used to offset funding requirement ..... | 160,069           | 0                  | 160,069       |

**36** Additional cash requirement (item 34 minus item 35) ..... **36** 200,607**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) ..... **37** 2,230,765**38** Interest-adjusted excess contributions for current year (see instructions) ..... **38** 2,030,158**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

Sara Lee Corporation  
Heiner's Bakery Workers Pension Plan  
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Schedule SB, Line 19 - Discounted Employer Contributions

Contributions and Discounted Contributions at beginning of Plan Year

|                         |                             |
|-------------------------|-----------------------------|
| Plan Year period:       | 1/1/2009 through 12/31/2009 |
| Tax Year period:        | 7/1/2009 through 6/30/2010  |
| Effective Interest rate | 7.93000%                    |

|                      | Date Made | Plan Year Begin | Tax Year End | Contribution<br>Amount | Discounting<br>Period | Discounted<br>Contribution<br>Amount |
|----------------------|-----------|-----------------|--------------|------------------------|-----------------------|--------------------------------------|
| Contributions        | 6/30/2010 | 1/1/2009        | 6/30/2010    | 2,500,000              | 1.49315               | 2,230,765                            |
| Totals for plan year |           |                 |              | 2,500,000              |                       | 2,230,765                            |
| Totals for tax year  |           |                 |              | 2,500,000              |                       |                                      |

**Sara Lee Corporation**  
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**Schedule SB, Line 22 – Description of Weighted Average Retirement Age**

For each active participant, an expected retirement age was calculated, weighted in proportion to the probability that the individual would remain an active participant to each age and then retire at that age. (The retirement rates table in the attachment to Schedule SB, Part V – Statement of Actuarial Assumptions/Methods summarizes these probabilities.) The plan's weighted average retirement age of 61 is the arithmetic average of the expected retirement ages of all participants on January 1, 2009.

The weighted average retirement age may change each year depending on the demographics of the active participants, even if the underlying assumption does not change.

Sara Lee Corporation  
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Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

**Actuarial Assumptions and Methods**

|                                             | Heiner's                                                                                                   |
|---------------------------------------------|------------------------------------------------------------------------------------------------------------|
| <b>Economic Assumptions</b>                 |                                                                                                            |
| ■ Funding Target (PPA)                      |                                                                                                            |
| ▶ Interest Rate                             |                                                                                                            |
| Applicable Month                            | October 2008                                                                                               |
| Yield curve basis                           | Full Yield Curve                                                                                           |
| Transition from current liability rates     | N/A                                                                                                        |
| ▶ Funding interest rates                    |                                                                                                            |
| 10-year rate                                | 8.81%                                                                                                      |
| 20-year rate                                | 8.22%                                                                                                      |
| 30-year rate                                | 7.50%                                                                                                      |
| ▶ Effective interest rate                   | 7.93%                                                                                                      |
| ▶ Salary Increases (Varies by age)          |                                                                                                            |
| Under 30                                    | N/A                                                                                                        |
| 30 - 34                                     | N/A                                                                                                        |
| 35 - 39                                     | N/A                                                                                                        |
| 40 - 44                                     | N/A                                                                                                        |
| 45 - 49                                     | N/A                                                                                                        |
| 50 - 54                                     | N/A                                                                                                        |
| 55 - 59                                     | N/A                                                                                                        |
| 60 and older                                | N/A                                                                                                        |
| weighted average                            | N/A                                                                                                        |
| ▶ Wage Base                                 | N/A                                                                                                        |
| ▶ Index Limit on Pay & Benefits             | N/A                                                                                                        |
| ▶ Lump Sum Conversion Basis                 |                                                                                                            |
| ▶ Interest Rate                             | N/A                                                                                                        |
| ▶ Mortality Table                           | N/A                                                                                                        |
| <b>Demographic Assumptions</b>              |                                                                                                            |
| ■ Healthy Mortality                         | IRS required mortality table for 2009 funding valuation, separate static annuitant and nonannuitant tables |
| ■ Disability Mortality                      | See Healthy Mortality                                                                                      |
| ■ Termination (Sample Rates: Male / Female) |                                                                                                            |
| ▶ Age 20                                    | 11.9%                                                                                                      |
| ▶ Age 25                                    | 11.6%                                                                                                      |
| ▶ Age 30                                    | 11.2%                                                                                                      |
| ▶ Age 35                                    | 10.6%                                                                                                      |
| ▶ Age 40                                    | 9.4%                                                                                                       |
| ▶ Age 45                                    | 7.5%                                                                                                       |
| ▶ Age 50                                    | 0.0%                                                                                                       |
| ▶ Age 55                                    | 0.0%                                                                                                       |
| ▶ Age 60                                    | 0.0%                                                                                                       |
| ■ Disability (Sample Rates: Male / Female)  |                                                                                                            |
| ▶ Age 20                                    | 0.120%                                                                                                     |
| ▶ Age 25                                    | 0.171%                                                                                                     |
| ▶ Age 30                                    | 0.220%                                                                                                     |
| ▶ Age 35                                    | 0.295%                                                                                                     |
| ▶ Age 40                                    | 0.440%                                                                                                     |
| ▶ Age 45                                    | 0.719%                                                                                                     |
| ▶ Age 50                                    | 0.000%                                                                                                     |
| ▶ Age 55                                    | 0.000%                                                                                                     |
| ▶ Age 60                                    | 0.000%                                                                                                     |

Sara Lee Corporation  
Heiner's Bakery Workers Pension Plan  
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Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

**Actuarial Assumptions and Methods**

|                                                                      | Heiner's                                |
|----------------------------------------------------------------------|-----------------------------------------|
| ■ Retirement                                                         |                                         |
| ▶ Age 50                                                             | 0%                                      |
| ▶ Age 51                                                             | 0%                                      |
| ▶ Age 52                                                             | 0%                                      |
| ▶ Age 53                                                             | 0%                                      |
| ▶ Age 54                                                             | 0%                                      |
| ▶ Age 55                                                             | 8%                                      |
| ▶ Age 56                                                             | 8%                                      |
| ▶ Age 57                                                             | 8%                                      |
| ▶ Age 58                                                             | 8%                                      |
| ▶ Age 59                                                             | 8%                                      |
| ▶ Age 60                                                             | 15%                                     |
| ▶ Age 61                                                             | 15%                                     |
| ▶ Age 62                                                             | 15%                                     |
| ▶ Age 63                                                             | 10%                                     |
| ▶ Age 64                                                             | 10%                                     |
| ▶ Age 65                                                             | 100%                                    |
| ▶ Age 66                                                             | 100%                                    |
| ▶ Age 67                                                             | 100%                                    |
| ▶ Age 68                                                             | 100%                                    |
| ▶ Age 69                                                             | 100%                                    |
| ▶ Age 70                                                             | 100%                                    |
| ■ Weighted Average Retirement Age<br>(Less than 30 years of service) | 61.05                                   |
| ■ Administrative Expenses                                            | Prior year's actual expenses            |
| ■ Percentage Married                                                 |                                         |
| ▶ Males                                                              | 80%                                     |
| ▶ Females                                                            | 60%                                     |
| ■ Spouse age                                                         | Wives three years younger than husbands |
| ■ Form of payment (Married / Unmarried)                              |                                         |
| ▶ Single life annuity                                                | 0% / 100%                               |
| ▶ 50% Contingent annuity                                             | 0%                                      |
| ▶ 100% Contingent annuity                                            | 100% / 0%                               |
| ▶ Five-year certain only                                             | 0%                                      |
| ▶ Five-year certain and life annuity                                 | 0%                                      |
| ▶ Lump Sum                                                           | 0%                                      |

Sara Lee Corporation  
Heiner's Bakery Workers Pension Plan  
EIN: 36-2089049; PN: 420  
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Actuarial Assumptions and Methods

|                                                   | Heiner's                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|---------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Actuarial Methods                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| ■ PPA                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| ► Normal cost and funding target                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| ► Actuarial value of assets                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|                                                   | Present Value of Accrued Benefits                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|                                                   | The actuarial value of assets is the average of market values (adjusted for contributions, benefit/expense payments, and expected investment returns) as of the valuation date and one calendar year prior. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value. For the January 1, 2009 valuation, the 2008 expected asset return used to calculate the actuarial value of assets is statutorily limited to the December 2007 IRS-defined third segment rate of 6.41%. The method of computing the actuarial value of assets as selected by Sara Lee complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets, but are expected to fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term, considering PPA's smoothing rules and Sara Lee's strategic asset investment allocation, a characteristic of this method is that it is more likely to produce an actuarial value of assets that is less than the market value of assets. |
| Benefits Not Valued                               | All benefits summarized in the plan provisions section have been valued.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Change in Methods and Assumptions Since Last Year | The prior actuary was responsible for the PPA valuation results for the plan year beginning January 1, 2008.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Data Sources                                      | Towers Perrin used asset data supplied by the trustee. The Company and its third party administrator furnished participant data. The Company furnished the dates and amounts of the prior year contributions as well as the accrued pension cost at year-end. Data was reviewed for reasonableness and consistency, but no audit was performed. Towers Perrin is not aware of any errors or omissions in the data that would significantly affect the valuation results.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

## Plan Provisions — Heiner's Bakery Workers Pension

|                                 |                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Effective Date</b>           | January 1, 1958. The plan was last amended effective as of January 1, 2009.                                                                                                                                                                                                                                                                                                                              |
| <b>Eligibility</b>              | An employee enters the plan at the end of the year of employment in which he first completes 1,000 hours of service. Covered employees include employees of Earthgrains, Incorporated, d/b/a Heiner's Bakery, member of Local Union No. 21, United Bakery Workers Union, affiliated with the Retail, Wholesale and Department Store Union, AFL-CIO.                                                      |
| <b>Definitions</b>              |                                                                                                                                                                                                                                                                                                                                                                                                          |
| Years of employment             | A year of employment means the consecutive 12-month period starting on the day an employee becomes a full time employee, or any anniversary thereafter.                                                                                                                                                                                                                                                  |
| Vesting service                 | A participant earns one year of vesting service for each year of employment in which he completes at least 1,000 hours of service with the Employer.                                                                                                                                                                                                                                                     |
| Credited service                | <p>A year of service for benefit accrual purposes means 12 months of service or 52 weeks of service calculated as follows:</p> <p>Year of retirement minus year of hire plus month of retirement minus month of hire with years of service rounded to the nearest year, six months counting as zero.</p>                                                                                                 |
| <b>Eligibility for Benefits</b> |                                                                                                                                                                                                                                                                                                                                                                                                          |
| Normal retirement               | A participant is eligible for normal retirement on or after the attainment of age 65.                                                                                                                                                                                                                                                                                                                    |
| Early retirement                | A participant is eligible for early retirement on or after the attainment of age 55 and 10 years of employment.                                                                                                                                                                                                                                                                                          |
| Disability retirement           | <p>A participant who becomes permanently and totally disabled and qualifies for a Social Security disability benefit may retire and shall be eligible to receive a pension under the plan if he satisfies one of the following requirements:</p> <ol style="list-style-type: none"><li>1. Completion of 25 years of employment; or</li><li>2. Attainment of age 40 and 15 years of employment.</li></ol> |
| Vested pension                  | A participant is eligible for a vested pension after completion of five years of vesting service.                                                                                                                                                                                                                                                                                                        |
| Preretirement spouse's pension  | A participant's spouse is eligible for pension benefits if the participant had attained the right to a vested pension and died before any payments commenced.                                                                                                                                                                                                                                            |

Sara Lee Corporation  
Heiner's Bakery Workers Pension Plan  
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Schedule SB, Part V - Summary of Plan Provisions

**Amounts of Benefits**

| Normal retirement                    | <p><u>Monthly Accrued Benefit</u></p> <p>A flat dollar amount per year of credited service in accordance with the following schedule:</p> <table><tr><th><i>Retirement Date</i></th><th><i>Amount</i></th></tr><tr><td>March 1, 2010 or later</td><td>\$32.00</td></tr><tr><td>March 1, 2009 to February 28, 2010</td><td>30.00</td></tr><tr><td>March 1, 2008 to February 28, 2009</td><td>27.00</td></tr><tr><td>January 1, 2000 to February 29, 2008</td><td>16.00</td></tr></table> | <i>Retirement Date</i> | <i>Amount</i> | March 1, 2010 or later | \$32.00 | March 1, 2009 to February 28, 2010 | 30.00 | March 1, 2008 to February 28, 2009 | 27.00 | January 1, 2000 to February 29, 2008 | 16.00 |
|--------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|---------------|------------------------|---------|------------------------------------|-------|------------------------------------|-------|--------------------------------------|-------|
| <i>Retirement Date</i>               | <i>Amount</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                        |               |                        |         |                                    |       |                                    |       |                                      |       |
| March 1, 2010 or later               | \$32.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                        |               |                        |         |                                    |       |                                    |       |                                      |       |
| March 1, 2009 to February 28, 2010   | 30.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |               |                        |         |                                    |       |                                    |       |                                      |       |
| March 1, 2008 to February 28, 2009   | 27.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |               |                        |         |                                    |       |                                    |       |                                      |       |
| January 1, 2000 to February 29, 2008 | 16.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |               |                        |         |                                    |       |                                    |       |                                      |       |
| Early retirement                     | The monthly accrued benefit calculated with years of credited service at early retirement date reduced by 4/10 of 1% for each month that his early retirement date precedes his normal retirement date.                                                                                                                                                                                                                                                                                 |                        |               |                        |         |                                    |       |                                    |       |                                      |       |
| Disability retirement                | The monthly accrued benefit calculated with years of credited service at disability retirement date.                                                                                                                                                                                                                                                                                                                                                                                    |                        |               |                        |         |                                    |       |                                    |       |                                      |       |
| Vested pension                       | The monthly accrued benefit calculated with years of credited service at termination date, payable at the normal retirement date. A participant may elect early commencement of his pension on the first of any month after attainment of age 55 provided he had 10 or more years of employment. The monthly accrued benefit will be reduced by 4/10 of 1% for each month that his early retirement date precedes his normal retirement date.                                           |                        |               |                        |         |                                    |       |                                    |       |                                      |       |
| Preretirement spouse's pension       | The amount that would be payable if the participant terminated on his date of death, elected payment at the earliest eligibility for early retirement in the form of a 100% contingent annuity, and died prior to the first payment.                                                                                                                                                                                                                                                    |                        |               |                        |         |                                    |       |                                    |       |                                      |       |
| Postponed retirement                 | The monthly accrued benefit based on credited service and benefit multiplier in effect at late retirement but not less than the actuarial equivalent of the monthly accrued benefit at normal retirement.                                                                                                                                                                                                                                                                               |                        |               |                        |         |                                    |       |                                    |       |                                      |       |

**Forms of Payment**

|                |                                                                                                                                                                                                            |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal form    | <p><u>Unmarried</u>: Single life annuity</p> <p><u>Married</u>: 100% contingent annuity</p>                                                                                                                |
| Optional forms | Optional forms of payment may be taken on an actuarially reduced basis if the participant elects out of the normal form. This includes a 100% contingent annuity and a five-year certain and life annuity. |

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Schedule SB, Part V – Summary of Plan Provisions

Benefits are generally converted from the normal form of payment to the optional form of payment on an actuarially equivalent basis, which varies depending on the plan formula. Benefits accrued under multiple prior plan formulas may be converted using multiple bases.

The following actuarial equivalence basis applies to the Heiner's Bakery Workers Pension Plan:

| <b><u>Mortality</u></b> | <b><u>Interest</u></b> |
|-------------------------|------------------------|
| 1983 GAM for males      | 6.75%                  |

Note that this summary is intended to be a reasonably representative sample of the optional form conversion factors for the plan. It is not intended to be an exhaustive list of all the factors used in the conversion of benefits from the normal form of payment to any optional form of payment offered by the plan.

**Sara Lee Corporation**  
**Heiner's Bakery Workers Pension Plan**  
**EIN: 36-2089049; PN: 420**  
**Schedule SB, Line 24 – Change in Actuarial Assumptions**

The following assumptions were changed to better reflect anticipated experience:

- Retirement rates
- Form of payment.

Please refer to the Statement of Actuarial Assumptions/Methods attachment for details.

**Sara Lee Corporation**  
**Heiner's Bakery Workers Pension Plan**  
**EIN: 36-2089049; PN: 420**  
**Schedule SB, Line 25 – Change in Method**

The funding interest rate method was changed from the IRS-prescribed one-month average yield curve (based on bond yields during the preceding December) to the IRS-prescribed one-month average yield curve (based on bond yields during the preceding October), as provided under the Pension Protection Act of 2006 (PPA).

The actuarial value of assets changed from the average of the market value of assets on the valuation date and one month prior to the average of the market value of assets on the valuation date and one calendar year prior, adjusted for contributions, benefits, administrative expenses and expected earnings. The average asset value must be within 10% of fair market value.

Estimated plan-related expenses were added to the target normal cost.

Towers Watson took over the valuation of this plan from Mercer beginning with the 2009 plan year. Under IRS rules, a change in actuarial firms is deemed to be a change in actuarial cost method. Based on our understanding of the timing of the prior actuary's decrement model, this change qualifies for automatic approval under Section 4.03 of Revenue Procedure 2000-40.

The next step in the takeover was to change to the Towers Watson decrement model. The following table shows the effect of this change at January 1, 2008:

|                               | Understanding of Prior<br>Actuary's Decrement<br>Model | Towers Watson<br>Decrement Model | % Change |
|-------------------------------|--------------------------------------------------------|----------------------------------|----------|
| Funding Target                | 5,692,668                                              | 5,703,478                        | 0.19%    |
| Funding Target<br>Normal Cost | 169,396                                                | 173,037                          | 2.15%    |

Based on the decrement assumptions, we feel that the increase in Funding Target Normal Cost is reasonable.

**Sara Lee Corporation**  
**Heiner's Bakery Workers Pension Plan**  
**EIN: 36-2089049; PN: 420**  
**Schedule SB, Line 26 - Schedule of Active Participant Data**

|              |        | Years of Service |     |     |       |       |       |       |       |       |         |       |
|--------------|--------|------------------|-----|-----|-------|-------|-------|-------|-------|-------|---------|-------|
| Attained Age |        | Under 1          | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40 & Up | Total |
| Under 25     | Number | 0                | 13  | 1   | 0     | 0     | 0     | 0     | 0     | 0     | 0       | 14    |
| 25-29        | Number | 0                | 18  | 12  | 0     | 0     | 0     | 0     | 0     | 0     | 0       | 30    |
| 30-34        | Number | 0                | 21  | 17  | 11    | 0     | 0     | 0     | 0     | 0     | 0       | 49    |
| 35-39        | Number | 0                | 17  | 17  | 18    | 7     | 0     | 0     | 0     | 0     | 0       | 59    |
| 40-44        | Number | 0                | 11  | 18  | 10    | 2     | 4     | 0     | 0     | 0     | 0       | 45    |
| 45-49        | Number | 0                | 17  | 13  | 2     | 7     | 3     | 6     | 1     | 0     | 0       | 49    |
| 50-54        | Number | 0                | 15  | 10  | 4     | 6     | 3     | 4     | 3     | 1     | 0       | 46    |
| 55-59        | Number | 0                | 4   | 5   | 2     | 1     | 3     | 5     | 5     | 0     | 0       | 25    |
| 60-64        | Number | 0                | 0   | 3   | 0     | 1     | 3     | 1     | 4     | 2     | 1       | 15    |
| 65-69        | Number | 0                | 1   | 0   | 1     | 0     | 0     | 0     | 0     | 0     | 0       | 2     |
| 70 & Up      | Number | 0                | 0   | 0   | 0     | 0     | 0     | 0     | 0     | 0     | 0       | 0     |
| Total        | Number | 0                | 117 | 96  | 48    | 24    | 16    | 16    | 13    | 3     | 1       | 334   |

Sara Lee Corporation  
Heiner's Bakery Workers Pension Plan  
EIN: 36-2089049; PN:420  
Schedule SB, Line 32 - Schedule of Amortization Bases

**Amortization Record for the Prior Plan Year**

Plan Year period: 1/1/2009 through 12/31/2009  
Tax Year period: 7/1/2009 through 6/30/2010  
Column Type: Tax Exhibit

|                                                                                         | Date of Base<br>Creation | Initial Amount | Amortization<br>Installment | Remaining<br>Period | PV of Future<br>Installments |
|-----------------------------------------------------------------------------------------|--------------------------|----------------|-----------------------------|---------------------|------------------------------|
| <b>Shortfall Amortization Bases</b>                                                     |                          |                |                             |                     |                              |
| 2009 Shortfall                                                                          | 1/1/2009                 | 281,168        | 49,893                      | 7                   | 281,168                      |
| Total Shortfall Amortization Installments                                               |                          |                | 49,893                      |                     | 281,168                      |
| <b>Waiver Amortization Bases</b>                                                        |                          |                |                             |                     |                              |
| Total Waiver Amortization Installments                                                  |                          |                | 0                           |                     | 0                            |
| Total Amortization Installments                                                         |                          |                | 49,893                      |                     | 281,168                      |
| Total Amortization Installments reflecting minimum of 0 on Total Shortfall Installments |                          |                | 49,893                      |                     |                              |

**Form 5500**Department of the Treasury  
Internal Revenue ServiceDepartment of Labor  
Employee Benefits Security  
Administration

Pension Benefit Guaranty Corporation

**Annual Return/Report of Employee Benefit Plan**

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

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110  
1210-0089**2009****This Form is Open to Public Inspection****Part I Annual Report Identification Information**

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

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or  
☒ 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**

|                                                                                                                                                                                                                     |                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <b>1a</b> Name of plan HEINER'S BAKERY WORKERS PENSION TRUST PLAN                                                                                                                                                   | <b>1b</b> Three-digit plan number (PN) ▶ 420                 |
|                                                                                                                                                                                                                     | <b>1c</b> Effective date of plan 01/01/1958                  |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>SARA LEE CORPORATION<br><br>3500 LACEY ROAD<br><br>DOWNERS GROVE IL 60515-5424 | <b>2b</b> Employer Identification Number (EIN)<br>36-2089049 |
|                                                                                                                                                                                                                     | <b>2c</b> Sponsor's telephone number<br>(630) 598-6000       |
|                                                                                                                                                                                                                     | <b>2d</b> Business code (see instructions)<br>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.

|                  |                                    |          |                                                              |
|------------------|------------------------------------|----------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <i>Mary Beth Denoyer</i>           | 10/13/10 | MARY BETH DENOYER                                            |
|                  | Signature of plan administrator    | Date     | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                    |          |                                                              |
|                  | Signature of employer/plan sponsor | Date     | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                    |          |                                                              |
|                  | 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")  
SAME

**3b** Administrator's EIN

**3c** Administrator's telephone number

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

**a** Sponsor's name

**4b** EIN

**4c** PN

**5** Total number of participants at the beginning of the plan year

**5**

630

**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**

388

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

**6b**

74

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

**6c**

175

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

**6d**

637

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

**6e**

22

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

**6f**

659

**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**

12

**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:

1B 1G 3H

**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)

**FINANCIAL STATEMENTS AND REPORT OF  
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS  
HEINER'S BAKERY, INC.  
WORKERS PENSION PLAN AND TRUST  
DECEMBER 31, 2009 AND 2008**

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## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Trustees  
Heiner's Bakery, Inc.  
Workers Pension Plan and Trust

Audit • Tax • Advisory

**Grant Thornton LLP**

175 W Jackson Boulevard, 20th Floor  
Chicago, IL 60604-2687

T 312.856.0200

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We were engaged to audit the accompanying financial statements of the Heiner's Bakery, Inc. Workers Pension Plan and Trust (the "Plan") as of and for the years ended December 31, 2009 and 2008, and the supplemental schedule for the year ended December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note G, which was certified by The Northern Trust Company and U.S. Bank, N.A., the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that The Northern Trust Company held the Plan's investment assets and executed investment transactions for the period from December 1, 2008 through December 31, 2009, and that U.S. Bank, N.A. held the Plan's investment assets and executed investment transactions for the period from January 1, 2008 through November 30, 2008. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, 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.

A handwritten signature in black ink, appearing to read "Grant Thornton LLP", written in a cursive style.

Chicago, Illinois  
October 13, 2010

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**December 31,**

|                                              | <u>2009</u>               | <u>2008</u>               |
|----------------------------------------------|---------------------------|---------------------------|
| Assets                                       |                           |                           |
| Investment (notes B and C)                   |                           |                           |
| Plan interest in Sara Lee Corporation Master |                           |                           |
| Investment Trust for Defined Benefit Plans   |                           |                           |
| (notes B and C)                              | \$6,995,891               | \$5,916,774               |
| Employer contributions receivable            | <u>2,500,000</u>          | <u>-</u>                  |
| Total assets                                 | 9,495,891                 | 5,916,774                 |
| Liabilities                                  |                           |                           |
| Accrued administrative expenses              | <u>39,388</u>             | <u>47,384</u>             |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>     | <u><u>\$9,456,503</u></u> | <u><u>\$5,869,390</u></u> |

The accompanying notes are an integral part of these statements.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**Years ended December 31,**

|                                                                                                                     | <u>2009</u>               | <u>2008</u>                |
|---------------------------------------------------------------------------------------------------------------------|---------------------------|----------------------------|
| Additions                                                                                                           |                           |                            |
| Investment (loss) income                                                                                            |                           |                            |
| Net depreciation in fair value of investments                                                                       | \$ -                      | \$(1,772,281)              |
| Interest and dividends                                                                                              | -                         | 171,050                    |
| Plan interest in Sara Lee Corporation Master<br>Investment Trust for Defined Benefit Plans<br>net investment income | <u>1,464,008</u>          | <u>5,456</u>               |
| Net investment income (loss)                                                                                        | 1,464,008                 | (1,595,775)                |
| Employer contributions                                                                                              | <u>2,500,000</u>          | <u>2,045,965</u>           |
| Net additions                                                                                                       | 3,964,008                 | 450,190                    |
| Deductions                                                                                                          |                           |                            |
| Benefits paid to participants                                                                                       | 272,029                   | 242,135                    |
| Administrative expenses                                                                                             | <u>104,866</u>            | <u>54,611</u>              |
| Total deductions                                                                                                    | <u>376,895</u>            | <u>296,746</u>             |
| <b>NET INCREASE</b>                                                                                                 | 3,587,113                 | 153,444                    |
| Net assets available for benefits                                                                                   |                           |                            |
| Beginning of year                                                                                                   | <u>5,869,390</u>          | <u>5,715,946</u>           |
| End of year                                                                                                         | <u><u>\$9,456,503</u></u> | <u><u>\$ 5,869,390</u></u> |

The accompanying notes are an integral part of these statements.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2009 and 2008**

---

**NOTE A - DESCRIPTION OF PLAN**

The following description of the Heiner's Bakery, Inc. Workers Pension Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

***General***

The Plan is a defined benefit pension plan covering all hourly union employees of Heiner's Bakery, Inc. (the "Company"), a subsidiary of Sara Lee Corporation (the "Employer" or "Corporation"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In 2008, the Company was acquired by Sara Lee Corporation. The Company is a wholly-owned subsidiary of Sara Lee Corporation.

The assets of the Plan were transferred from U.S. Bank, N.A. to The Northern Trust Company (the "Trustee") effective December 1, 2008. With this transfer, the Plan's assets became part of the Sara Lee Corporation Master Investment Trust for Defined Benefit Plans (the "SLC Investment Trust").

***Contributions***

The Plan is funded by contributions from the Corporation as agreed under a collective bargaining agreement. Employer contributions are made in amounts sufficient to fund the Plan's current annual normal cost plus an amount sufficient to fund past service costs plus interest thereon. The Employer's contributions for 2009 and 2008 met the minimum funding requirements of ERISA.

***Pension Benefits***

Effective January 1, 2000, normal retirement benefits are payable to qualified participants at a monthly rate of \$16 for each year of service. Prior to that, normal retirement benefits were payable to qualified participants at a monthly rate of \$15 for each year of service. Early retirement benefits are available under certain circumstances at a monthly amount equal to the normal retirement benefit reduced by 0.4% for each month that a participant's early retirement precedes the normal retirement age of 65. Participants vest in pension benefits 100% after five years of participation.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

---

**NOTE A - DESCRIPTION OF PLAN - Continued**

***Death and Disability Benefits***

On the death of any employee eligible for normal, early or vested retirement benefits, a monthly amount equal to the joint and survivor benefit shall be payable to the spouse. In order for a participant to qualify for a disability benefit, that individual must incur total and permanent disability as defined by the Federal Social Security Act or provide evidence satisfactory to the trustees as proof of disability prior to attaining age 65 and have 25 years of employment, or be age 40 with 15 years of employment, or have been employed before January 2, 1957, and be age 55 with 10 years of employment.

---

**NOTE B - SUMMARY OF ACCOUNTING POLICIES**

***Basis of Accounting***

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

***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 and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

***Valuation of Investments***

The Plan's interest in the SLC Investment Trust is based on the Plan's relative aggregate contributions, benefit payments and other relevant factors. See note D for discussion of fair value measurements.

Investors may use various financial instruments, particularly options, futures, interest rates swaps, and credit default swaps, commonly referred to as derivatives, to manage risk. No investments are engaged in market making or other speculative activities. Established practices require that derivative financial instruments relate to specific asset, liability or equity transactions or to currency exposure.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

---

**NOTE B - SUMMARY OF ACCOUNTING POLICIES - Continued**

*Adoption of New Accounting Guidance*

In April 2009, the Financial Accounting Standards Board ("FASB") issued additional guidance regarding fair value measurements and disclosures, which emphasizes that the objective of a fair value measurement does not change even when market activity for the asset or liability has decreased significantly, and for determining when a transaction is not orderly. The new guidance requires disclosure of the inputs and valuation techniques used, as well as any changes in valuation techniques and inputs used during the period, to measure fair value in interim and annual periods. In addition, the presentation of the Plan's investments in the fair value hierarchy is required to be presented by major category as determined on the basis of the nature and risks of the investments. The provisions of the new guidance were effective for interim periods ending after June 15, 2009.

In September 2009, the FASB amended the fair value measurements and disclosures for investments in certain entities that calculate net asset per share (or its equivalent). The amended guidance is effective for the first reporting period ending after December 15, 2009, and expands the required disclosures for certain investments with a reported net asset value ("NAV"). The Plan has adopted both changes to the fair value measurements and disclosures guidance on a prospective basis for the year ended December 31, 2009. Adoption of this guidance did not have a material impact on the fair value determination of applicable investments. The effect of the adoption of this guidance had no impact on the statements of net assets available for benefits and statements of changes in net assets available for benefits.

In January 2010, the FASB amended the fair value measurements and disclosures by adding new disclosure requirements for Level 1 and Level 2, separate disclosures of purchases, sales, issuances and settlements relating to Level 3 measurements, and clarification of existing fair value disclosures. This amended guidance is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan is currently evaluating the impact that this amended guidance will have on the financial statements.

*Risks and Uncertainties*

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

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

---

**NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

***Risks and Uncertainties - Continued***

Plan contributions are made and the actuarial present value of accumulated Plan benefits is 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 estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

***Plan Expenses***

Plan expenses are paid by the Plan unless paid by the Company at its discretion. Plan expenses include fees related to actuary, audit, investing and administration costs and are included in Plan expenses on the accompanying statements of net assets available for benefits.

***Payment of Benefits***

Benefit payments to participants are recorded upon distribution.

***Reclassifications***

Certain 2008 amounts have been reclassified in the footnotes to conform to the 2009 presentation.

---

**NOTE C - PLAN INTEREST IN SLC INVESTMENT TRUST**

The Plan's investments are in the SLC Investment Trust, which was established for the investment of assets of the Plan and several other defined benefit plans sponsored by the Company. Each participating plan has an undivided interest in the SLC Investment Trust. The assets of the SLC Investment Trust are held by the Trustee. At December 31, 2009 and 2008, the Plan's interest in the net assets of the SLC Investment Trust was approximately 0.6%. Investment income (loss) relating to the SLC Investment Trust is allocated to the individual plans based on average balances invested by each plan.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

---

**NOTE C - PLAN INTEREST IN SLC INVESTMENT TRUST - Continued**

The Plan's interest in the net assets of the SLC Investment Trust is included in the accompanying statements of net assets available for benefits. A summary of the net assets of the SLC Investment Trust as of December 31, 2009 and 2008, is as follows:

|                                             | 2009                   | 2008                   |
|---------------------------------------------|------------------------|------------------------|
| Investments, at fair value                  |                        |                        |
| Cash                                        | \$ 120,939,755         | \$ 13,328,169          |
| U.S. Government securities                  | 4,425,543              | (137,488)              |
| Corporate debt instruments - preferred      | 126,852,350            | 80,877,871             |
| Corporate debt instruments - other          | 113,013,959            | 60,260,327             |
| Corporate stocks - preferred                | 29,458                 | 1,378,080              |
| Partnerships/joint ventures                 | 118,730                | 248,207                |
| Real estate - income producing              | -                      | 31,058,019             |
| Interest in collective trusts               | 776,713,599            | 783,141,722            |
| 103-12 investment entities                  | -                      | 78,609,718             |
| Interest in registered investment companies | <u>72,655,045</u>      | <u>13,239,865</u>      |
| Total investments                           | 1,214,748,439          | 1,062,004,490          |
| Receivables                                 | 20,763,250             | 10,583,757             |
| Liabilities                                 | <u>(24,161,689)</u>    | <u>(7,756,337)</u>     |
| Net assets of SLC Investment Trust          | <u>\$1,211,350,000</u> | <u>\$1,064,831,910</u> |

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

---

**NOTE C - PLAN INTEREST IN SLC INVESTMENT TRUST - Continued**

SLC Investment Trust income (loss) allocated to the participating plans for the year ended December 31, 2009 and 2008, is as follows:

|                                                              | 2009                 | 2008                   |
|--------------------------------------------------------------|----------------------|------------------------|
| Net appreciation (depreciation)                              |                      |                        |
| Cash                                                         | \$ (378,414)         | \$ 121,677             |
| U.S. Government securities                                   | 148,502              | (145,645)              |
| Corporate debt instruments - preferred                       | 1,893,003            | 78,397                 |
| Corporate debt instruments - other                           | 10,627,668           | (9,977,079)            |
| Corporate stocks - preferred                                 | (1,144,932)          | (118,981)              |
| Corporate stocks - common                                    | 6,442,574            | 196,117                |
| Partnerships/joint ventures                                  | (506)                | 26,210                 |
| Real estate - income producing                               | -                    | (29,051,445)           |
| Interest in collective trusts                                | 97,066,669           | (172,220,167)          |
| 103-12 investment entities                                   | 8,260,547            | (44,981,844)           |
| Interest in registered investment companies                  | 19,819,329           | (9,300,765)            |
| Other income from derivative activity                        | <u>64,434,123</u>    | <u>6,970,290</u>       |
| Net appreciation (depreciation) in fair value of investments | 207,168,563          | (258,403,235)          |
| Interest and dividends                                       | <u>18,245,848</u>    | <u>12,594,686</u>      |
| Net investment income (loss)                                 | <u>\$225,414,411</u> | <u>\$(245,808,549)</u> |

---

**NOTE D - VALUATION OF INVESTMENTS IN THE SLC INVESTMENT TRUST**

Accounting guidance defines fair value as the price that would be received by the SLC Investment Trust for an asset or paid by the SLC Investment Trust to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the SLC Investment Trust's principal or most advantageous market for the asset or liability. The guidance establishes a fair value hierarchy which requires the SLC Investment Trust to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The fair value hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

---

**NOTE D - VALUATION OF INVESTMENTS IN THE SLC INVESTMENT TRUST - Continued**

Level 1 - Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Master Trust has the ability to access as of the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including the following:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable for the assets or liabilities (including volatilities).
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3 - Significant unobservable inputs for the asset or liability (including the SLC Investment Trust's own assumptions about the assumptions that market participants would use in pricing an asset or liability) and significant to the fair value measurement.

The asset's 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.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair value of investments apply to investments held as underlying investments of the SLC Investment Trust.

Cash - Valued at cost, which approximates fair value.

U.S. Government securities - Valued at the closing price reported in the active market in which the security is traded.

Corporate debt instruments - Valued at the closing price reported in the active market in which the bond is traded.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

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**NOTE D - VALUATION OF INVESTMENTS IN THE SLC INVESTMENT TRUST - Continued**

Registered investment companies - Valued at the published market price per unit multiplied by the number of units held.

Collective trusts - Based on the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. Investments in units of collective trust funds and short-term investment funds are valued at their respective NAVs as reported by the funds daily.

Corporate stocks - Determined by obtaining quoted prices on nationally recognized securities exchanges.

Real estate investments and 103-12 investment entities - Based on their NAVs as reported by the investment managers and as supported by obtaining quoted prices on nationally recognized securities exchanges.

Partnerships - Valued based on units/shares held at year-end, which are obtained from a third-party pricing source obtained by fund manager.

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.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

**NOTE D - VALUATION OF INVESTMENTS IN THE SLC INVESTMENT TRUST - Continued**

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

|                                             | 2009                   |             |                  | Total                  |
|---------------------------------------------|------------------------|-------------|------------------|------------------------|
|                                             | Level 1                | Level 2     | Level 3          |                        |
| Investments, at fair value                  |                        |             |                  |                        |
| Cash                                        | \$ 120,939,755         | \$ -        | \$ -             | \$ 120,939,755         |
| U.S. Government securities                  | 4,425,543              | -           | -                | 4,425,543              |
| Corporate debt instruments                  |                        |             |                  |                        |
| A rating                                    | 92,137,913             | -           | -                | 92,137,913             |
| AA rating                                   | 31,257,881             | -           | -                | 31,257,881             |
| AAA rating                                  | 5,602,539              | -           | -                | 5,602,539              |
| B rating                                    | 735,389                | -           | -                | 735,389                |
| BB rating                                   | 4,475,832              | -           | -                | 4,475,832              |
| BBB rating                                  | 105,656,755            | -           | -                | 105,656,755            |
| Corporate stocks - preferred                | 29,458                 | -           | -                | 29,458                 |
| Partnerships/joint ventures                 | -                      | -           | 118,730          | 118,730                |
| Interest in common/collective trusts        |                        |             |                  |                        |
| Bond trusts (a)                             | 455,679,223            | -           | -                | 455,679,223            |
| Energy trust (b)                            | 31,595,043             | -           | -                | 31,595,043             |
| Collective short-term investment funds      | 201,701,745            | -           | -                | 201,701,745            |
| Equity trust (c)                            | 87,737,588             | -           | -                | 87,737,588             |
| Interest in registered investment companies |                        |             |                  |                        |
| Equity fund                                 | 20,138,849             | -           | -                | 20,138,849             |
| Global real estate fund                     | 50,056,023             | -           | -                | 50,056,023             |
| Other                                       | <u>2,460,173</u>       | <u>-</u>    | <u>-</u>         | <u>2,460,173</u>       |
|                                             | 1,214,629,709          | -           | 118,730          | 1,214,748,439          |
| Receivables                                 | 20,763,250             | -           | -                | 20,763,250             |
| Liabilities                                 | <u>(24,161,689)</u>    | <u>-</u>    | <u>-</u>         | <u>(24,161,689)</u>    |
| Total investments                           | <u>\$1,211,231,270</u> | <u>\$ -</u> | <u>\$118,730</u> | <u>\$1,211,350,000</u> |

- (a) The primary objective of the Daily Long-Term Credit Bond Index Fund is to hold a portfolio representative of the long-term corporate securities sector of the U.S. bond and debt market, as characterized by the Barclays Capital Long-Term Credit Bond Index. The fund provides the desired exposure using quantitative techniques which maintain the portfolios neutrality to the index by monitoring a broad range of factors while limiting exposure to illiquid securities and excessive transaction costs. The fund invests primarily in investment-grade securities representative of the long-term credit sector. The fund may make limited use of interest rate futures and/or options for the purpose of maintaining market exposure, and may participate in securities lending. There are no redemption limitations or unfunded obligations. Redemptions are permitted daily.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

**NOTE D - VALUATION OF INVESTMENTS IN THE SLC INVESTMENT TRUST - Continued**

The objective of the Long Credit Bond Index Fund is to track the performance of its benchmark, the Barclays Capital Long Credit Bond Index. The Long Credit Bond Index covers all U.S. investment-grade, fixed-coupon, corporate obligations with more than 10 years remaining to maturity as well as bonds issued by certain non-corporate entities. These include sovereign, supranational, foreign agency and foreign local government issuers. There are no redemption limitations or unfunded obligations. Redemptions are permitted daily.

- (b) The BlackRock S&P GSCI Light Energy Fund seeks to capture the risk/return profile of the S&P GSCI Light Energy Index while looking to provide incremental outperformance of 40 basis points. The S&P GSCI Light Energy Index tracks the performance of a rolling basket of 24 front-month commodity futures. The S&P GSCI Reduced Energy Index calculation uses 1/4 of the S&P GSCI contract production weights for the energy components of the full GSCI Index. There are no redemption limitations or unfunded obligations. Redemptions are permitted daily.
- (c) The primary objective is to approximate the risk and return characteristics of the Morgan Stanley All Country World ex-US Index. The index is commonly used to present the large and medium cap segment of the non-U.S. equity developed and emerging markets. It may make limited use of futures and/or options for the purpose of maintaining equity exposure and may participate in securities lending. There are no redemption limitations or unfunded obligations. Redemptions are permitted daily.

|                                             | 2008                   |             |                  |                        |
|---------------------------------------------|------------------------|-------------|------------------|------------------------|
|                                             | Level 1                | Level 2     | Level 3          | Total                  |
| Investments, at fair value                  |                        |             |                  |                        |
| Cash                                        | \$ 13,328,169          | \$ -        | \$ -             | \$ 13,328,169          |
| U.S. Government securities                  | (137,488)              | -           | -                | (137,488)              |
| Corporate debt instruments                  | 141,138,198            | -           | -                | 141,138,198            |
| Corporate stocks - preferred                | 1,378,080              | -           | -                | 1,378,080              |
| Partnerships/joint ventures                 | -                      | -           | 248,207          | 248,207                |
| Real estate - income producing              | 31,058,019             | -           | -                | 31,058,019             |
| Interest in collective trusts               | 783,141,722            | -           | -                | 783,141,722            |
| 103-12 investment entities                  | 78,609,718             | -           | -                | 78,609,718             |
| Interest in registered investment companies | <u>13,239,865</u>      | <u>-</u>    | <u>-</u>         | <u>13,239,865</u>      |
|                                             | 1,061,756,283          | -           | 248,207          | 1,062,004,490          |
| Receivables                                 | 10,583,757             | -           | -                | 10,583,757             |
| Liabilities                                 | <u>(7,756,337)</u>     | <u>-</u>    | <u>-</u>         | <u>(7,756,337)</u>     |
| Total investments                           | <u>\$1,064,583,703</u> | <u>\$ -</u> | <u>\$248,207</u> | <u>\$1,064,831,910</u> |

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

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**NOTE D - VALUATION OF INVESTMENTS IN THE SLC INVESTMENT TRUST - Continued**

Changes in fair value of partnerships/joint ventures measured on a recurring basis using significant unobservable (Level 3) for the year ended December 31, 2009, are as follows:

|                                                  |                   |
|--------------------------------------------------|-------------------|
| Balance, December 31, 2008                       | \$ 248,207        |
| Net appreciation                                 | (506)             |
| Purchases, sales, issuances and settlements, net | <u>(128,971)</u>  |
| Ending balance, December 31, 2009                | <u>\$ 118,730</u> |

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**NOTE 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 services employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. Benefits payable under all circumstances - retirement, death and termination of employment - are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated Plan benefits is determined by the Plan's actuary, Towers Perrin for 2008 and Mercer Human Resource Consulting for 2007, and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal or retirement) between the valuation date and the expected date of payment. The more significant assumptions underlying the December 31, 2008 and 2007, actuarial valuations are as follows:

|                       | 2008                            | 2007                     |
|-----------------------|---------------------------------|--------------------------|
| Interest rate         | 7.54%, per annum                | 9.29%, per annum         |
| Mortality             | Applicable 2009 Mortality Table | 2008 PPA Mortality Table |
| Normal retirement age | 65                              | 65                       |

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

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**NOTE E - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS - Continued**

The actuarial present value of accumulated Plan benefits as of December 31, 2008 and 2007, is as follows:

|                                                            | <u>2008</u>        | <u>2007</u>        |
|------------------------------------------------------------|--------------------|--------------------|
| Actuarial present value of accumulated Plan benefits       |                    |                    |
| Vested benefits                                            |                    |                    |
| Participants currently receiving payments                  | \$2,267,836        | \$1,810,482        |
| Other participants                                         | <u>4,625,778</u>   | <u>1,896,812</u>   |
| Total vested benefits                                      | 6,893,614          | 3,707,294          |
| Non-vested benefits                                        | <u>132,793</u>     | <u>110,641</u>     |
| Total actuarial present value of accumulated Plan benefits | <u>\$7,026,407</u> | <u>\$3,817,935</u> |

The change in the actuarial present value of accumulated Plan benefits for the year ended December 31, 2008, consists of the following:

|                                                                              |                    |
|------------------------------------------------------------------------------|--------------------|
| Actuarial present value of accumulated Plan benefits as of December 31, 2007 | <u>\$3,817,935</u> |
| Change during the year attributed to                                         |                    |
| Increase for interest due to decrease in discount period                     | 342,465            |
| Benefits accumulated                                                         | 517,490            |
| Benefits paid                                                                | (242,135)          |
| Plan amendments                                                              | 1,541,615          |
| Actuarial assumptions - change in interest rate                              | <u>1,049,037</u>   |
| Net change                                                                   | <u>3,208,472</u>   |
| Actuarial present value of accumulated Plan benefits as of December 31, 2008 | <u>\$7,026,407</u> |

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

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**NOTE F - PLAN TERMINATION AND PENSION BENEFIT GUARANTY CORPORATION MATTERS**

Although the Company has not expressed any intention of terminating the Plan, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, distribution of the Plan assets shall be made to the participants according to the provisions for such distribution in the Plan agreement.

If the Plan terminates, a portion of the benefits under the Plan is insured by the Pension Benefit Guaranty Corporation ("PBGC"), a U.S. Government agency. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

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**NOTE G - INFORMATION CERTIFIED BY TRUSTEE**

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

- Investment, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Plan interest in Sara Lee Corporation Master Investment Trust for Defined Benefit Plans net investment income, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2009 and 2008.
- SLC Investment Trust investment information, as shown in note C.

In addition, U.S. Bank, N.A. has certified that the following data included in the accompanying financial statements is complete and accurate:

- Investment activity, other than Plan interest in Sara Lee Corporation Master Investment Trust for Defined Benefit Plans, as shown in the statements of changes in net assets available for benefits for the year ended December 31, 2009 and 2008.

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**NOTES TO FINANCIAL STATEMENTS - CONTINUED**  
**December 31, 2009 and 2008**

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**NOTE G - INFORMATION CERTIFIED BY TRUSTEE - Continued**

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

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**NOTE H - TAX STATUS**

The Internal Revenue Service has determined and informed the Plan by a letter dated September 17, 2002, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Company applied for an updated determination letter in February 2010.

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**NOTE I - RELATED-PARTY TRANSACTIONS**

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan and any party rendering service to the Plan, the employer and certain others.

Certain assets of the SLC Investment Trust are invested in investments managed by the Trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan during 2009 and 2008 for legal, accounting and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

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**NOTE J - SUBSEQUENT EVENTS**

Subsequent events have been evaluated through October 13, 2010, the date these financial statements were available for issuance. Plan management is not aware of any subsequent events that would require recognition or disclosure in the financial statements.

## SUPPLEMENTAL SCHEDULE

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**SCHEDULE G, PART III, LINE 4d, SCHEDULE OF NONEXEMPT TRANSACTIONS**  
**Year ended December 31, 2009**

| (a)<br>Identity of party<br>involved | (b)<br>Relationship to Plan,<br>employer or other<br>party-in-interest | (c)<br>Description of transaction,<br>including rate of interest      | Amount of deemed<br>loan between Plan<br>and party-in-interest | (j)<br>Net gain on<br>transaction<br>(lost interest) |
|--------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------|
| Sara Lee Corporation                 | Employer                                                               | Settlor expenses inappropriately paid<br>from Plan assets during 2009 | \$11                                                           | \$0.50                                               |

**Heiner's Bakery, Inc. Workers Pension Plan and Trust**  
**SCHEDULE G, PART III, LINE 4d, SCHEDULE OF NONEXEMPT TRANSACTIONS**  
**Year ended December 31, 2009**

| (a)<br>Identity of party<br>involved | (b)<br>Relationship to Plan,<br>employer or other<br>party-in-interest | (c)<br>Description of transaction,<br>including rate of interest      | Amount of deemed<br>loan between Plan<br>and party-in-interest | (j)<br>Net gain on<br>transaction<br>(lost interest) |
|--------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------|
| Sara Lee Corporation                 | Employer                                                               | Settlor expenses inappropriately paid<br>from Plan assets during 2009 | \$11                                                           | \$0.50                                               |