

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  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).  ▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b>	OMB Nos. 1210-0110 1210-0089  <b>2009</b>  <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 11/01/2009 and ending 10/31/2010	
<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 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 THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN	<b>1b</b> Three-digit plan number (PN) ▶ 001
	<b>1c</b> Effective date of plan 11/01/1987
<b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) THE HORTON FRUIT COMPANY, INC.  4701 JENNINGS LANE LOUISVILLE, KY 40218	<b>2b</b> Employer Identification Number (EIN) 61-0559885 <b>2c</b> Sponsor's telephone number 502-969-1371 <b>2d</b> Business code (see instructions) 424400

**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>	Filed with authorized/valid electronic signature.	08/10/2011	STEPHEN EDELEN
	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

<b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same") THE HORTON FRUIT COMPANY, INC.  4701 JENNINGS LANE LOUISVILLE, KY 40218		<b>3b</b> Administrator's EIN 61-0559885
		<b>3c</b> Administrator's telephone number 502-969-1371
<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:  <b>a</b> Sponsor's name		<b>4b</b> EIN  <b>4c</b> PN
<b>5</b> Total number of participants at the beginning of the plan year		<b>5</b> 200
<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> 168
<b>b</b> Retired or separated participants receiving benefits.....		<b>6b</b> 1
<b>c</b> Other retired or separated participants entitled to future benefits.....		<b>6c</b> 10
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....		<b>6d</b> 179
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		<b>6e</b> 3
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....		<b>6f</b> 182
<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> 165
<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> 14
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....		<b>7</b>
<b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 3D		

**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) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	<b>9b</b> Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
<b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information) (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary  (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input type="checkbox"/> <b>A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

<b>SCHEDULE C</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Service Provider Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  ▶ <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 11/01/2009 and ending 10/31/2010		
<b>A</b> Name of plan THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN	<b>B</b> Three-digit plan number (PN) ▶	001
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 THE HORTON FRUIT COMPANY, INC.	<b>D</b> Employer Identification Number (EIN) 61-0559885	

**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

FIDELITY INVESTMENTS INST. OPS. CO.

04-2647786

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

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

FIRST CLEARING LLC

23-2384840

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> 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> Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	8388	Yes <input type="checkbox"/> No <input checked="" 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> 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> Did the service provider give you a formula instead of an amount or estimated amount?
64 65 60	RECORDKEEPER	25	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> 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> 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> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> 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> 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> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> 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> 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> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> 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> 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"/>

**Part I Service Provider Information (continued)**

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT EQUITY INC - AMERICAN CENTU  04-2526037	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLK RK ENERGY & RES I - PNC GLOBAL I BLACKROCK FUNDS P.O. BOX 9819 PROVIDENCE, RI 02940	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLK RK INTL OPP INST - PNC GLOBAL IN BLACKROCK FUNDS P.O. BOX 9819 PROVIDENCE, RI 02940	0.25%

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK US OPPS INST - PNC GLOBAL INV BLACKROCK FUNDS P.O. BOX 9819 PROVIDENCE, RI 02940	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CALAMOS GROWTH INST - US BANCORP FU CALAMOS ADVISORS, LLC 2020 CALAMOS COURT NAPERVILLE, IL 60563	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CS COMMOD RETURN COM - BOSTON FINAN  04-2526037	0.25%	

**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY BASIC S&P 500 - DREYFUS TRANSF	THE DREYFUS FAMILY OF FUNDS 144 GLENN CURTISS BOULEVARD UNIONDALE, NY 11556	0.15%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HTFD CAP APPR II R5 - HARTFORD ADMI	THE HARTFORD MUTUAL FUNDS P.O. BOX 64387 ST. PAUL, MN 55164	0.25%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS MDCP CORE EQ IS - INVESCO INVE	INVESCO INVESTMENT SERVICES, INC. P.O. BOX 219078 KANSAS CITY, MO 64121	0.35%

**Part I Service Provider Information (continued)**

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM CORE BOND SELECT - BOSTON FINAN  04-2526037	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB GENESIS - TR CL - STATE STREET B      ONE LINCOLN STREET BOSTON, MA 02111	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

<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:

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

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2009</div>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2009 or fiscal plan year beginning <span style="color: blue;">11/01/2009</span> and ending <span style="color: blue;">10/31/2010</span>		
<b>A</b> Name of plan <span style="color: blue;">THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN</span>	<b>B</b> Three-digit plan number (PN) ►	<span style="color: blue;">001</span>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <span style="color: blue;">THE HORTON FRUIT COMPANY, INC.</span>	<b>D</b> Employer Identification Number (EIN)  <span style="color: blue;">61-0559885</span>	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> 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):			
(1) Employer contributions .....	<b>1b(1)</b>		
(2) Participant contributions .....	<b>1b(2)</b>		
(3) Other.....	<b>1b(3)</b>	3764	0
<b>c</b> General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	3828104	20115
(2) U.S. Government securities.....	<b>1c(2)</b>		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred .....	<b>1c(3)(A)</b>		
(B) All other.....	<b>1c(3)(B)</b>		
(4) Corporate stocks (other than employer securities):			
(A) Preferred .....	<b>1c(4)(A)</b>		
(B) Common .....	<b>1c(4)(B)</b>		
(5) Partnership/joint venture interests .....	<b>1c(5)</b>		
(6) Real estate (other than employer real property) .....	<b>1c(6)</b>		
(7) Loans (other than to participants) .....	<b>1c(7)</b>		
(8) Participant loans .....	<b>1c(8)</b>		
(9) Value of interest in common/collective trusts.....	<b>1c(9)</b>	224292	0
(10) Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
(11) Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
(12) Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	0	4944626
(14) Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>		
(15) 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>	4056160	4964741

**Liabilities**

<b>g</b> Benefit claims payable .....	<b>1g</b>		
<b>h</b> Operating payables .....	<b>1h</b>		
<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>	0	0

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	4056160	4964741
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**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income****a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	299523	
<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>		299523

**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>	171	
<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>		171
(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>	103330	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		103330
(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. 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>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	<b>2b(10)</b>		573643
<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>		976667

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	59214	
(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>		59214
<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>	8872	
(5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....	<b>2i(5)</b>		8872
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	<b>2j</b>		68086

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		908581
<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: **WELENKEN CPAS**

(2) EIN: **61-0484308**

**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	
<b>e</b> Was this plan covered by a fidelity bond?.....	X		560000
<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.).....	X		
<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. ....	X		

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

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

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

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>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).</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 11/01/2009 and ending 10/31/2010					
A Name of plan THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN				B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE HORTON FRUIT COMPANY, INC.				D Employer Identification Number (EIN) 61-0559885	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107 61-1260157 Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year .....				6a	
b Enter the amount contributed by the employer to the plan for this plan year .....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? <input type="checkbox"/> Yes <input type="checkbox"/> No					
11 a Does the ESOP hold any preferred stock? <input type="checkbox"/> Yes <input type="checkbox"/> No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) <input type="checkbox"/> Yes <input type="checkbox"/> No					
12 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):

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTAL SCHEDULE**

**OCTOBER 31, 2010 AND 2009**

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN  
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## INDEPENDENT AUDITORS' REPORT

To the Retirement Committee  
The Horton Fruit Company, Inc. Profit Sharing Plan  
Louisville, Kentucky

We were engaged to audit the financial statements of The Horton Fruit Company, Inc. Profit Sharing Plan as of October 31, 2010 and 2009, and for the year ended October 31, 2010, and the supplemental schedule as of and for the year ended December 31, 2010, 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 C, which was certified by Fidelity Management Trust Company (2010) and National City Bank of Kentucky (2009), 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of October 31, 2010 and 2009 and for the year ended October 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

As described in Note B, these financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

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 schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Welenken CPAs*

Welenken CPAs

Louisville, Kentucky  
August 5, 2011

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)**  
**OCTOBER 31, 2010 AND 2009**

	<u>2010</u>	<u>2009</u>
INVESTMENTS AT FAIR VALUE	\$ 4,964,741	\$ 4,052,396
RECEIVABLES		
Other	<u>-</u>	<u>3,764</u>
 Total Assets	 <u>\$ 4,964,741</u>	 <u>\$ 4,056,160</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 4,964,741</u>	 <u>\$ 4,056,160</u>

See accompanying Notes to Financial Statements.

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**(MODIFIED CASH BASIS)**  
**YEAR ENDED OCTOBER 31, 2010**

Additions:

Additions to net asset attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 573,643
Interest	171
Dividends	103,330
	<u>677,144</u>

Contributions:

Employer	299,523
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Total additions	<u>976,667</u>
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	59,214
Administrative expenses	8,872
Total deductions	<u>68,086</u>

Net increase	908,581
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Net assets available for benefits:

Beginning of year	4,056,160
End of year	<u>\$ 4,964,741</u>

See accompanying Notes to Financial Statements.



**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN  
NOTES TO FINANCIAL STATEMENTS**

**A. DESCRIPTION OF PLAN**

The following description of The Horton Fruit Company, Inc. ("Company") Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General.** The Plan is a profit sharing plan covering all full-time employees of the Company who have one year of service, who were employed on the last day of the Plan year, and who are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions.** The Company has the discretion to contribute any amount or nothing to the Plan up to certain limits established in the Internal Revenue Code. The Company's contributions are invested in a portfolio of investments as directed by the Company.

**Participant Accounts.** Each participant's account is credited with an allocation of the Company's contribution and Plan earnings. A portion of the forfeitures of terminated participants' nonvested accounts will be credited to the remaining participant accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting.** Participants are vested in employer contributions as shown in the following schedule:

**Plan Years Beginning 11/1/07:**

<u>Years of Service</u>	<u>Percent Vested</u>
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

**Plan Years Prior to 11/1/07:**

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 3	0%
3	20%
4	40%
5	60%
6	80%
7	100%



**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN  
NOTES TO FINANCIAL STATEMENTS**

**A. DESCRIPTION OF PLAN (Continued)**

***Participant Loans.*** Participant loans are not permitted by the Plan.

***Payment of Benefits.*** On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account either in a lump-sum amount, or in installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

***Forfeited Accounts.*** At October 31, 2010 and 2009, forfeited nonvested accounts totaled \$20,018 and \$22,251, respectively. These accounts will be reallocated to participants in the same manner as employer contributions.

**B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Accounting*** – The accompanying financial statements have been prepared on the modified cash basis of accounting, which is an acceptable alternative method of reporting under regulations issued by the Department of Labor. Under this basis of accounting, the Plan's investments are stated at fair value. Contributions from the employer are recorded by the Plan when received and benefits paid to participants are recorded when paid. Unrealized appreciation or depreciation in the fair value of investments is recognized currently.

***Estimates*** – The preparation of financial statements in conformity with the modified cash basis of accounting requires the plan administrator to make estimates and assumptions that effect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

***Investment Valuation*** – The Plan's investments are reported at fair value. Quoted market prices are used to value investments. Shares of mutual funds and a common/collective trust are valued at the net asset value of shares held by the Plan at year-end.

***Payment of Benefits*** – Benefits are recorded when paid.

***Subsequent Events*** – The Plan has evaluated subsequent events through August 5, 2011, the date the financial statements were available to be issued.

**C. INVESTMENTS**

***Unaudited Information Certified by the Plan Trustee*** – The October 31, 2010 and 2009 Statements of Net Assets Available for Benefits (Modified Cash Basis), the investment activities included on the Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis) for the year ended October 31, 2010, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 information certified includes total investments of \$4,964,741 and \$4,052,396 at October 31, 2010 and 2009, respectively, and related appreciation of \$573,643 for the year ended October 31, 2010.

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**C. INVESTMENTS (Continued)**

The following presents investments that represent 5 percent or more of the Plan's net assets.

	October 31, 2010	October 31, 2009
Investments at Fair Value:		
Mutual funds:		
American Century Equity Inc.	\$ 814,288	\$ -
Blkrk Energy & Res I	492,189	-
JPM Core Bond Select	755,207	-
CS Commod Return Com	320,118	-
Fa Strat Income I	781,955	-
Fa Real Estate I	342,336	-
Fa New Insights I	844,619	-
Fa Emerg Markets I	593,914	-
Allegiant Money Market Fund	-	3,828,104
Interest in common/collective trust:		
National City Capital Preservation fund	\$ -	\$ 224,292

During the year ended October 31, 2010 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$573,643 as follows:

	Year Ended October 31, 2010
Net appreciation in mutual funds	<u>\$ 573,643</u>
Interest income	<u>\$ 171</u>
Dividend Income	<u>\$ 103,330</u>

**D. FAIR VALUE MEASUREMENTS**

Under the modified cash basis of accounting, the Plan's investments are stated at fair value. Generally accepted accounting principles have established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

**Basis of Fair Value Measurement**

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**D. FAIR VALUE MEASUREMENTS (Continued)**

Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The asset 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.

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

*Mutual Funds* – Valued at the net asset value (NAV) of units held by the Plan at year-end.

*Common/Collective Trust* – In 2009 the Plan invested in the National City Capital Preservation fund through its common collective trust (the CCT). The CCT's contract value is a relevant measurement attribute since the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's CCT contract value is estimated to reasonably approximate its fair value as of October 31, 2009. As such, no adjustment from contract value to fair value has been recorded.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2010 and 2009:

**Assets at Fair Value**  
**October 31, 2010**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money Market	\$ 20,115	\$ -	\$ -	\$ 20,115
Mutual Funds	<u>4,944,626</u>	<u>-</u>	<u>-</u>	<u>4,944,626</u>
Total assets at fair value	<u>\$ 4,964,741</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,964,741</u>

**Assets at Fair Value**  
**October 31, 2009**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money Market	\$ 3,828,104	\$ -	\$ -	\$ 3,828,104
Common/Collective Trust	<u>-</u>	<u>224,292</u>	<u>-</u>	<u>224,292</u>
Total assets at fair value	<u>\$ 3,828,104</u>	<u>\$ 224,292</u>	<u>\$ -</u>	<u>\$ 4,052,396</u>



**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**E. RELATED PARTY TRANSACTIONS**

Certain administrative services are provided by the Company at no cost to the Plan and certain administrative costs incurred by the Plan are paid by the Company.

Certain Plan investments are managed by Fidelity Management Trust Company (2010) and National City Bank of Kentucky (2009). Fidelity Management Trust Company and National City Bank of Kentucky are the trustees of the Plan as defined by the Plan and; therefore, these transactions qualify as party-in-interest transactions.

**F. PLAN TERMINATION**

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

**G. TAX STATUS**

The Internal Revenue Service has determined and informed the Company by letter dated October 3, 2001, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of October 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations per periods prior to 2008.

**H. RISKS AND UNCERTAINTIES**

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

**I. RECLASSIFICATION**

Certain reclassifications have been made in the 2009 financial statements to conform to the classifications used in 2010.

**SUPPLEMENTAL SCHEDULE**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**EIN 61-0559885**  
**PLAN NUMBER 001**  
**PLAN YEAR 11/1/2009-10/31/2010**

(a)	(b)	(c)	(d)	(e)
	IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENTS INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
*	Fidelity Investments Institutional	Fidelity Retirement Money Market	\$ -	20,115
*	Fidelity Investments Institutional	American Century Equity Inc	-	814,288
*	Fidelity Investments Institutional	Blkrk Energy & Res I	-	492,189
*	Fidelity Investments Institutional	JPM Core Bond Select	-	755,207
*	Fidelity Investments Institutional	CS Commod Return Com	-	320,118
*	Fidelity Investments Institutional	Fa Strat Income I	-	781,955
*	Fidelity Investments Institutional	Fa Real Estate I	-	342,336
*	Fidelity Investments Institutional	Fa New Insights I	-	844,619
*	Fidelity Investments Institutional	Fa Emerging Markets I	-	593,914
			\$ -	\$ 4,964,741

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTAL SCHEDULE**

**OCTOBER 31, 2010 AND 2009**

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN  
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Tel 502 585 3251 · Fax 502 584 3048 · www.welenken.com

## INDEPENDENT AUDITORS' REPORT

To the Retirement Committee  
The Horton Fruit Company, Inc. Profit Sharing Plan  
Louisville, Kentucky

We were engaged to audit the financial statements of The Horton Fruit Company, Inc. Profit Sharing Plan as of October 31, 2010 and 2009, and for the year ended October 31, 2010, and the supplemental schedule as of and for the year ended December 31, 2010, 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 C, which was certified by Fidelity Management Trust Company (2010) and National City Bank of Kentucky (2009), 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of October 31, 2010 and 2009 and for the year ended October 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

As described in Note B, these financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

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 schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*WelenkenCPAs*

Welenken CPAs

Louisville, Kentucky  
August 5, 2011

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)**  
**OCTOBER 31, 2010 AND 2009**

	<u>2010</u>	<u>2009</u>
INVESTMENTS AT FAIR VALUE	\$ 4,964,741	\$ 4,052,396
RECEIVABLES		
Other	<u>-</u>	<u>3,764</u>
 Total Assets	 <u>\$ 4,964,741</u>	 <u>\$ 4,056,160</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 4,964,741</u>	 <u>\$ 4,056,160</u>

See accompanying Notes to Financial Statements.

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**(MODIFIED CASH BASIS)**  
**YEAR ENDED OCTOBER 31, 2010**

Additions:

Additions to net asset attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 573,643
Interest	171
Dividends	103,330
	<u>677,144</u>

Contributions:

Employer	299,523
----------	---------

Total additions	<u>976,667</u>
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	59,214
Administrative expenses	8,872
Total deductions	<u>68,086</u>

Net increase	908,581
--------------	---------

Net assets available for benefits:

Beginning of year	4,056,160
End of year	<u>\$ 4,964,741</u>

See accompanying Notes to Financial Statements.

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN  
NOTES TO FINANCIAL STATEMENTS**

**A. DESCRIPTION OF PLAN**

The following description of The Horton Fruit Company, Inc. ("Company") Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General.** The Plan is a profit sharing plan covering all full-time employees of the Company who have one year of service, who were employed on the last day of the Plan year, and who are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions.** The Company has the discretion to contribute any amount or nothing to the Plan up to certain limits established in the Internal Revenue Code. The Company's contributions are invested in a portfolio of investments as directed by the Company.

**Participant Accounts.** Each participant's account is credited with an allocation of the Company's contribution and Plan earnings. A portion of the forfeitures of terminated participants' nonvested accounts will be credited to the remaining participant accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting.** Participants are vested in employer contributions as shown in the following schedule:

**Plan Years Beginning 11/1/07:**

<u>Years of Service</u>	<u>Percent Vested</u>
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

**Plan Years Prior to 11/1/07:**

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 3	0%
3	20%
4	40%
5	60%
6	80%
7	100%



**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**A. DESCRIPTION OF PLAN (Continued)**

***Participant Loans.*** Participant loans are not permitted by the Plan.

***Payment of Benefits.*** On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account either in a lump-sum amount, or in installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

***Forfeited Accounts.*** At October 31, 2010 and 2009, forfeited nonvested accounts totaled \$20,018 and \$22,251, respectively. These accounts will be reallocated to participants in the same manner as employer contributions.

**B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Accounting*** – The accompanying financial statements have been prepared on the modified cash basis of accounting, which is an acceptable alternative method of reporting under regulations issued by the Department of Labor. Under this basis of accounting, the Plan's investments are stated at fair value. Contributions from the employer are recorded by the Plan when received and benefits paid to participants are recorded when paid. Unrealized appreciation or depreciation in the fair value of investments is recognized currently.

***Estimates*** – The preparation of financial statements in conformity with the modified cash basis of accounting requires the plan administrator to make estimates and assumptions that effect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

***Investment Valuation*** – The Plan's investments are reported at fair value. Quoted market prices are used to value investments. Shares of mutual funds and a common/collective trust are valued at the net asset value of shares held by the Plan at year-end.

***Payment of Benefits*** – Benefits are recorded when paid.

***Subsequent Events*** – The Plan has evaluated subsequent events through August 5, 2011, the date the financial statements were available to be issued.

**C. INVESTMENTS**

***Unaudited Information Certified by the Plan Trustee*** – The October 31, 2010 and 2009 Statements of Net Assets Available for Benefits (Modified Cash Basis), the investment activities included on the Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis) for the year ended October 31, 2010, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 information certified includes total investments of \$4,964,741 and \$4,052,396 at October 31, 2010 and 2009, respectively, and related appreciation of \$573,643 for the year ended October 31, 2010.

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**C. INVESTMENTS (Continued)**

The following presents investments that represent 5 percent or more of the Plan's net assets.

	October 31, 2010	October 31, 2009
Investments at Fair Value:		
Mutual funds:		
American Century Equity Inc.	\$ 814,288	\$ -
Blkrk Energy & Res I	492,189	-
JPM Core Bond Select	755,207	-
CS Commod Return Com	320,118	-
Fa Strat Income I	781,955	-
Fa Real Estate I	342,336	-
Fa New Insights I	844,619	-
Fa Emerg Markets I	593,914	-
Allegiant Money Market Fund	-	3,828,104
Interest in common/collective trust:		
National City Capital Preservation fund	\$ -	\$ 224,292

During the year ended October 31, 2010 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$573,643 as follows:

	Year Ended October 31, 2010
Net appreciation in mutual funds	<u>\$ 573,643</u>
Interest income	<u>\$ 171</u>
Dividend Income	<u>\$ 103,330</u>

**D. FAIR VALUE MEASUREMENTS**

Under the modified cash basis of accounting, the Plan's investments are stated at fair value. Generally accepted accounting principles have established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

**Basis of Fair Value Measurement**

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**D. FAIR VALUE MEASUREMENTS (Continued)**

Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The asset 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.

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

*Mutual Funds* – Valued at the net asset value (NAV) of units held by the Plan at year-end.

*Common/Collective Trust* – In 2009 the Plan invested in the National City Capital Preservation fund through its common collective trust (the CCT). The CCT's contract value is a relevant measurement attribute since the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's CCT contract value is estimated to reasonably approximate its fair value as of October 31, 2009. As such, no adjustment from contract value to fair value has been recorded.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2010 and 2009:

**Assets at Fair Value**  
**October 31, 2010**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money Market	\$ 20,115	\$ -	\$ -	\$ 20,115
Mutual Funds	<u>4,944,626</u>	<u>-</u>	<u>-</u>	<u>4,944,626</u>
Total assets at fair value	<u>\$ 4,964,741</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,964,741</u>

**Assets at Fair Value**  
**October 31, 2009**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money Market	\$ 3,828,104	\$ -	\$ -	\$ 3,828,104
Common/Collective Trust	<u>-</u>	<u>224,292</u>	<u>-</u>	<u>224,292</u>
Total assets at fair value	<u>\$ 3,828,104</u>	<u>\$ 224,292</u>	<u>\$ -</u>	<u>\$ 4,052,396</u>



**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**E. RELATED PARTY TRANSACTIONS**

Certain administrative services are provided by the Company at no cost to the Plan and certain administrative costs incurred by the Plan are paid by the Company.

Certain Plan investments are managed by Fidelity Management Trust Company (2010) and National City Bank of Kentucky (2009). Fidelity Management Trust Company and National City Bank of Kentucky are the trustees of the Plan as defined by the Plan and; therefore, these transactions qualify as party-in-interest transactions.

**F. PLAN TERMINATION**

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

**G. TAX STATUS**

The Internal Revenue Service has determined and informed the Company by letter dated October 3, 2001, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of October 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations per periods prior to 2008.

**H. RISKS AND UNCERTAINTIES**

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

**I. RECLASSIFICATION**

Certain reclassifications have been made in the 2009 financial statements to conform to the classifications used in 2010.



**SUPPLEMENTAL SCHEDULE**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**EIN 61-0559885**  
**PLAN NUMBER 001**  
**PLAN YEAR 11/1/2009-10/31/2010**

(a)	(b)	(c)	(d)	(e)
	IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENTS INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
*	Fidelity Investments Institutional	Fidelity Retirement Money Market	\$ -	20,115
*	Fidelity Investments Institutional	American Century Equity Inc	-	814,288
*	Fidelity Investments Institutional	Blkrk Energy & Res I	-	492,189
*	Fidelity Investments Institutional	JPM Core Bond Select	-	755,207
*	Fidelity Investments Institutional	CS Commod Return Com	-	320,118
*	Fidelity Investments Institutional	Fa Strat Income I	-	781,955
*	Fidelity Investments Institutional	Fa Real Estate I	-	342,336
*	Fidelity Investments Institutional	Fa New Insights I	-	844,619
*	Fidelity Investments Institutional	Fa Emerging Markets I	-	593,914
			\$ -	\$ 4,964,741

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTAL SCHEDULE**

**OCTOBER 31, 2010 AND 2009**

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN  
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## INDEPENDENT AUDITORS' REPORT

To the Retirement Committee  
The Horton Fruit Company, Inc. Profit Sharing Plan  
Louisville, Kentucky

We were engaged to audit the financial statements of The Horton Fruit Company, Inc. Profit Sharing Plan as of October 31, 2010 and 2009, and for the year ended October 31, 2010, and the supplemental schedule as of and for the year ended December 31, 2010, 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 C, which was certified by Fidelity Management Trust Company (2010) and National City Bank of Kentucky (2009), 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of October 31, 2010 and 2009 and for the year ended October 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

As described in Note B, these financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

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 schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Welenken CPAs*

Welenken CPAs

Louisville, Kentucky  
August 5, 2011

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)**  
**OCTOBER 31, 2010 AND 2009**

	<u>2010</u>	<u>2009</u>
INVESTMENTS AT FAIR VALUE	\$ 4,964,741	\$ 4,052,396
RECEIVABLES		
Other	<u>-</u>	<u>3,764</u>
 Total Assets	 <u>\$ 4,964,741</u>	 <u>\$ 4,056,160</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 4,964,741</u>	 <u>\$ 4,056,160</u>

See accompanying Notes to Financial Statements.

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**(MODIFIED CASH BASIS)**  
**YEAR ENDED OCTOBER 31, 2010**

Additions:

Additions to net asset attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 573,643
Interest	171
Dividends	103,330
	<u>677,144</u>

Contributions:

Employer	299,523
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Total additions	<u>976,667</u>
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	59,214
Administrative expenses	8,872
Total deductions	<u>68,086</u>

Net increase	908,581
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Net assets available for benefits:

Beginning of year	4,056,160
End of year	<u>\$ 4,964,741</u>

See accompanying Notes to Financial Statements.



**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN  
NOTES TO FINANCIAL STATEMENTS**

**A. DESCRIPTION OF PLAN**

The following description of The Horton Fruit Company, Inc. ("Company") Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General.** The Plan is a profit sharing plan covering all full-time employees of the Company who have one year of service, who were employed on the last day of the Plan year, and who are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions.** The Company has the discretion to contribute any amount or nothing to the Plan up to certain limits established in the Internal Revenue Code. The Company's contributions are invested in a portfolio of investments as directed by the Company.

**Participant Accounts.** Each participant's account is credited with an allocation of the Company's contribution and Plan earnings. A portion of the forfeitures of terminated participants' nonvested accounts will be credited to the remaining participant accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting.** Participants are vested in employer contributions as shown in the following schedule:

**Plan Years Beginning 11/1/07:**

<u>Years of Service</u>	<u>Percent Vested</u>
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

**Plan Years Prior to 11/1/07:**

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 3	0%
3	20%
4	40%
5	60%
6	80%
7	100%



**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**A. DESCRIPTION OF PLAN (Continued)**

***Participant Loans.*** Participant loans are not permitted by the Plan.

***Payment of Benefits.*** On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account either in a lump-sum amount, or in installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

***Forfeited Accounts.*** At October 31, 2010 and 2009, forfeited nonvested accounts totaled \$20,018 and \$22,251, respectively. These accounts will be reallocated to participants in the same manner as employer contributions.

**B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Accounting*** – The accompanying financial statements have been prepared on the modified cash basis of accounting, which is an acceptable alternative method of reporting under regulations issued by the Department of Labor. Under this basis of accounting, the Plan's investments are stated at fair value. Contributions from the employer are recorded by the Plan when received and benefits paid to participants are recorded when paid. Unrealized appreciation or depreciation in the fair value of investments is recognized currently.

***Estimates*** – The preparation of financial statements in conformity with the modified cash basis of accounting requires the plan administrator to make estimates and assumptions that effect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

***Investment Valuation*** – The Plan's investments are reported at fair value. Quoted market prices are used to value investments. Shares of mutual funds and a common/collective trust are valued at the net asset value of shares held by the Plan at year-end.

***Payment of Benefits*** – Benefits are recorded when paid.

***Subsequent Events*** – The Plan has evaluated subsequent events through August 5, 2011, the date the financial statements were available to be issued.

**C. INVESTMENTS**

***Unaudited Information Certified by the Plan Trustee*** – The October 31, 2010 and 2009 Statements of Net Assets Available for Benefits (Modified Cash Basis), the investment activities included on the Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis) for the year ended October 31, 2010, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 information certified includes total investments of \$4,964,741 and \$4,052,396 at October 31, 2010 and 2009, respectively, and related appreciation of \$573,643 for the year ended October 31, 2010.

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**C. INVESTMENTS (Continued)**

The following presents investments that represent 5 percent or more of the Plan's net assets.

	October 31, 2010	October 31, 2009
Investments at Fair Value:		
Mutual funds:		
American Century Equity Inc.	\$ 814,288	\$ -
Blkrk Energy & Res I	492,189	-
JPM Core Bond Select	755,207	-
CS Commod Return Com	320,118	-
Fa Strat Income I	781,955	-
Fa Real Estate I	342,336	-
Fa New Insights I	844,619	-
Fa Emerg Markets I	593,914	-
Allegiant Money Market Fund	-	3,828,104
Interest in common/collective trust:		
National City Capital Preservation fund	\$ -	\$ 224,292

During the year ended October 31, 2010 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$573,643 as follows:

	Year Ended October 31, 2010
Net appreciation in mutual funds	<u>\$ 573,643</u>
Interest income	<u>\$ 171</u>
Dividend Income	<u>\$ 103,330</u>

**D. FAIR VALUE MEASUREMENTS**

Under the modified cash basis of accounting, the Plan's investments are stated at fair value. Generally accepted accounting principles have established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

**Basis of Fair Value Measurement**

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**D. FAIR VALUE MEASUREMENTS (Continued)**

Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The asset 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.

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

*Mutual Funds* – Valued at the net asset value (NAV) of units held by the Plan at year-end.

*Common/Collective Trust* – In 2009 the Plan invested in the National City Capital Preservation fund through its common collective trust (the CCT). The CCT's contract value is a relevant measurement attribute since the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's CCT contract value is estimated to reasonably approximate its fair value as of October 31, 2009. As such, no adjustment from contract value to fair value has been recorded.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2010 and 2009:

**Assets at Fair Value**  
**October 31, 2010**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money Market	\$ 20,115	\$ -	\$ -	\$ 20,115
Mutual Funds	<u>4,944,626</u>	<u>-</u>	<u>-</u>	<u>4,944,626</u>
Total assets at fair value	<u>\$ 4,964,741</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,964,741</u>

**Assets at Fair Value**  
**October 31, 2009**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money Market	\$ 3,828,104	\$ -	\$ -	\$ 3,828,104
Common/Collective Trust	<u>-</u>	<u>224,292</u>	<u>-</u>	<u>224,292</u>
Total assets at fair value	<u>\$ 3,828,104</u>	<u>\$ 224,292</u>	<u>\$ -</u>	<u>\$ 4,052,396</u>



**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

**E. RELATED PARTY TRANSACTIONS**

Certain administrative services are provided by the Company at no cost to the Plan and certain administrative costs incurred by the Plan are paid by the Company.

Certain Plan investments are managed by Fidelity Management Trust Company (2010) and National City Bank of Kentucky (2009). Fidelity Management Trust Company and National City Bank of Kentucky are the trustees of the Plan as defined by the Plan and; therefore, these transactions qualify as party-in-interest transactions.

**F. PLAN TERMINATION**

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

**G. TAX STATUS**

The Internal Revenue Service has determined and informed the Company by letter dated October 3, 2001, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of October 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations per periods prior to 2008.

**H. RISKS AND UNCERTAINTIES**

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

**I. RECLASSIFICATION**

Certain reclassifications have been made in the 2009 financial statements to conform to the classifications used in 2010.

**SUPPLEMENTAL SCHEDULE**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**THE HORTON FRUIT COMPANY, INC. PROFIT SHARING PLAN**  
**EIN 61-0559885**  
**PLAN NUMBER 001**  
**PLAN YEAR 11/1/2009-10/31/2010**

(a)	(b)	(c)	(d)	(e)
	IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENTS INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
*	Fidelity Investments Institutional	Fidelity Retirement Money Market	\$ -	20,115
*	Fidelity Investments Institutional	American Century Equity Inc	-	814,288
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*	Fidelity Investments Institutional	CS Commod Return Com	-	320,118
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*	Fidelity Investments Institutional	Fa Real Estate I	-	342,336
*	Fidelity Investments Institutional	Fa New Insights I	-	844,619
*	Fidelity Investments Institutional	Fa Emerging Markets I	-	593,914
			\$ -	\$ 4,964,741