# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2010**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
KIRBY FOODS INC 401K PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/1981

**2a** Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
KIRBY FOODS INC

4102 B FIELDSTONE ROAD
PO BOX 6268
CHAMPAIGN, IL 61826-6268

**2b** Employer Identification Number (EIN)
37-0756504

**2c** Sponsor's telephone number
217-352-2600

**2d** Business code (see instructions)
445110

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

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

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/13/2011 | GERALD REYNOLDS |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

KIRBY FOODS INC

4102 B FIELDSTONE ROAD
PO BOX 6268
CHAMPAIGN, IL 61826-6268

**3b** Administrator's EIN: 37-0756504

**3c** Administrator's telephone number: 217-352-2600

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 540 |
| **6** | Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** | Active participants | **6a** | 348 |
| **b** | Retired or separated participants receiving benefits | **6b** | |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 102 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 450 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 450 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 258 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

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

**9a** Plan funding arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 2 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance Information

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

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2010**

**This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
KIRBY FOODS INC 401K PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500.
KIRBY FOODS INC

**D** Employer Identification Number (EIN)
37-0756504

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY USA

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 01-0233346 | 65838 | 82604 | 241 | 01/01/2010 | 12/31/2010 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 24877 | 19109 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
SECURITIES AMERICA INC
11584 N 1150TH ST
ROBINSON, IL 62454

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | |
|---|---|---|---|
| | (c) Amount | (d) Purpose | (e) Organization code |
| 24877 | | | 3 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
KEMPER CPA GROUP LLP
505 N 6TH
VINCENNES, IN 47591

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | |
|---|---|---|---|
| | (c) Amount | (d) Purpose | (e) Organization code |
| | 19109 | | 5 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

CLIFTON GUNDERSON
2511 GALEN DRIVE
CHAMPAIGN, IL 61821

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | 1 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 33478 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 4421552 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| b | Premiums paid to carrier | 6b | |
| c | Premiums due but unpaid at the end of the year | 6c | |
| d | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 33942 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 4376 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 512 | | |
| | (4) Transferred from separate account | 7c(4) | | | |
| | (5) Other (specify below) | 7c(5) | | | |
| | ▶ | | | | |
| | (6) Total additions | | | 7c(6) | 4888 |
| d | Total of balance and additions (add **b** and **c(6)**) | | | 7d | 38830 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 5035 | | |
| | (2) Administration charge made by carrier | 7e(2) | 317 | | |
| | (3) Transferred to separate account | 7e(3) | | | |
| | (4) Other (specify below) | 7e(4) | | | |
| | ▶ | | | | |
| | (5) Total deductions | | | 7e(5) | 5352 |
| f | Balance at the end of the current year (subtract **e(5)** from **d**) | | | 7f | 33478 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance Information

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

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2010**

**This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
KIRBY FOODS INC 401K PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500.
KIRBY FOODS INC

**D** Employer Identification Number (EIN)
37-0756504

## Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
EQUITABLE LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year (f) From | Policy or contract year (g) To |
|---|---|---|---|---|---|
| 13-5570651 | 62944 | 725133 101 | 2 | 01/01/2010 | 12/31/2010 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 0 | 0 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid (c) Amount | Fees and other commissions paid (d) Purpose | (e) Organization code |
|---|---|---|---|
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid (c) Amount | Fees and other commissions paid (d) Purpose | (e) Organization code |
|---|---|---|---|
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| **4** | Current value of plan's interest under this contract in the general account at year end | **4** | |
| **5** | Current value of plan's interest under this contract in separate accounts at year end | **5** | 789 |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| **b** | Premiums paid to carrier | **6b** | |
| **c** | Premiums due but unpaid at the end of the year | **6c** | |
| **d** | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | **6d** | |

Specify nature of costs ▶

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | **7b** | |
| **c** | Additions: (1) Contributions deposited during the year | **7c(1)** | | | |
| | (2) Dividends and credits | **7c(2)** | | | |
| | (3) Interest credited during the year | **7c(3)** | | | |
| | (4) Transferred from separate account | **7c(4)** | | | |
| | (5) Other (specify below) | **7c(5)** | | | |
| | ▶ | | | | |
| | (6) Total additions | | | **7c(6)** | 0 |
| **d** | Total of balance and additions (add **b** and **c(6)**) | | | **7d** | |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | **7e(1)** | | | |
| | (2) Administration charge made by carrier | **7e(2)** | | | |
| | (3) Transferred to separate account | **7e(3)** | | | |
| | (4) Other (specify below) | **7e(4)** | | | |
| | ▶ | | | | |
| | (5) Total deductions | | | **7e(5)** | 0 |
| **f** | Balance at the end of the current year (subtract **e(5)** from **d**) | | | **7f** | |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2010**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

| **A** Name of plan | **B** Three-digit plan number (PN) ▶ | |
|---|---|---|
| KIRBY FOODS INC 401K PLAN | | 002 |

| **C** Plan sponsor's name as shown on line 2a of Form 5500 | **D** Employer Identification Number (EIN) |
|---|---|
| KIRBY FOODS INC | 37-0756504 |

## 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

JOHN HANCOCK LIFE INSURANCE CO USA

01-0233346

**(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)

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

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

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

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

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

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

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

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

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

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

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

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

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN; |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN; |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2010**

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

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
KIRBY FOODS INC 401K PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
KIRBY FOODS INC

**D** Employer Identification Number (EIN)
37-0756504

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2045

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 1169 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2040

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 2659 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2035

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 421 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2030

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 6140 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2020

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 0 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2015

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 167186 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2010

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **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) |
|---|---|---|
| 01-0233346-000 | P | 74 |

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 100576 |
|---|---|---|

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1052068 |
|---|---|---|

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 932838 |
|---|---|---|

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 142965 |
|---|---|---|

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

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42630 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST SECURITIES FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41650 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29248 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59999 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32676 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 539 |
|---|---|---|

| | | | |
|---|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL CORE FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 12762 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 302774 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PACIFIC RIM FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 40944 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: ALL CAP GROWTH FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 21914 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL COMPANY VALUE FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 29029 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 198350 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VALUE FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 54639 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 180 |

| | | | |
|---|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: MID VALUE FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 78 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 120572 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 33428 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: ALL CAP CORE FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 106972 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL INVESTORS | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 34052 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 48467 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INCOME FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 43151 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 163280 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL VALUE FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 106498 |

| | | | |
|---|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 61150 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WAMCO US GOVERNMENT SEC FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 845 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL BOND FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 16642 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 29032 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE BOND FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 44598 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT QUAL BOND FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 32805 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETURN FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 4267 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC BOND FUND | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM FEDERAL | | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | | |
| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 1796 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 300489 |
|---|---|---|

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2010**

**This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
KIRBY FOODS INC 401K PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
KIRBY FOODS INC

**D** Employer Identification Number (EIN)
37-0756504

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 66089 | 44580 |
| **(2)** Participant contributions | 1b(2) | 130 | 153 |
| **(3)** Other | 1b(3) | 504 | 504 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 5057832 | 4422342 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | | |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 33942 | 33478 |
| **(15)** Other | 1c(15) | 844 | 1711 |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 5159341 | 4502768 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | 67 |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | | 67 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 5159341 | 4502701 |

## Part II Income and Expense Statement

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

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 44580 | |
| | **(B)** Participants | 2a(1)(B) | 267895 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 312475 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | | |
| | **(F)** Other | 2b(1)(F) | 546 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 546 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | | |
| (B) Other | 2b(5)(B) | | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 588729 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 901750 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1531353 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | 2e(4) | | 1531353 |
| **f** Corrective distributions (see instructions) | 2f | | |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | |
| **h** Interest expense | 2h | | |
| **i** Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | 27037 | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 27037 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1558390 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | -656640 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: CLIFTON GUNDERSON LLP (2) EIN: 37-0802863

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** | Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | X | | 11236 |
| **b** | Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |
| **c** | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| **d** | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | X | |

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

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

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

# SCHEDULE R
## (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2010**

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

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
KIRBY FOODS INC 401K PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
KIRBY FOODS INC

**D** Employer Identification Number (EIN)
37-0756504

## 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**

**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): 01-0233346

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... **3**

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

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6** **a** Enter the minimum required contribution for this plan year ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

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

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete items (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

Clifton Gunderson LLP
Certified Public Accountants & Consultants

## Independent Auditor's Report

Board of Trustees
Kirby Foods, Inc. 401(k) Plan
Champaign, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of Kirby Foods, Inc. 401(k) Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by John Hancock USA, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the custodian is complete and accurate.

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

Clifton Gunderson LLP

Champaign, Illinois
August 18, 2011

2511 Galen Drive
Champaign, IL 61821
tel: 217.351.7400
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Offices in 17 states and Washington, DC

Member of HLB International

**KIRBY FOODS, INC. 401(k) PLAN**
**EIN #37-0756504**
**PLAN #002**
**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS**
**(HELD AT END OF YEAR)**
**December 31, 2010**

| a) | b) Identity of Issuer | c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | | **Cash** | $ 1,711 | $ 1,711 |
| | **PARTICIPANT DIRECTED INVESTMENTS** | | | |
| | **Pooled Separate Accounts** | | | |
| * | John Hancock | Retirement Living at 2010 | 66 | 75 |
| * | John Hancock | Retirement Living at 2015 | 108,077 | 167,186 |
| * | John Hancock | Retirement Living at 2030 | 4,937 | 6,140 |
| * | John Hancock | Retirement Living at 2035 | 393 | 421 |
| * | John Hancock | Retirement Living at 2040 | 2,165 | 2,659 |
| * | John Hancock | Retirement Living at 2045 | 879 | 1,169 |
| * | John Hancock | Lifestyle Conservative | 35,263 | 42,630 |
| * | John Hancock | Lifestyle Moderate | 115,442 | 142,965 |
| * | John Hancock | Lifestyle Balanced | 751,218 | 932,838 |
| * | John Hancock | Lifestyle Growth | 863,720 | 1,052,068 |
| * | John Hancock | Lifestyle Aggressive | 84,286 | 100,576 |
| * | John Hancock | American Balanced Fund | 47,507 | 61,150 |
| * | John Hancock | Templeton World | 22,336 | 33,428 |
| * | John Hancock | Oppenheimer Global | 153 | 180 |
| * | John Hancock | American Fundamental Investors Fund | 23,496 | 34,052 |
| * | John Hancock | Invesco Advisers, Inc. Small Cap Growth Fund | 31,828 | 40,944 |
| * | John Hancock | Money Market Fund | 290,371 | 300,489 |
| * | John Hancock | Active Bond Fund | 29,960 | 44,598 |
| * | John Hancock | Western Asset Management High Yield Fund | 583 | 845 |
| * | John Hancock | Wellington Investment Quality Bond Fund | 25,822 | 32,805 |
| * | John Hancock | PIMCO Total Return Fund | 3,531 | 4,267 |
| * | John Hancock | PIMCO Global Bond Fund | 12,915 | 16,642 |
| * | John Hancock | 500 Index Fund | 94,702 | 106,498 |
| * | John Hancock | T. Rowe Price Equity Income Fund | 35,819 | 43,151 |
| * | John Hancock | UBS Global AM Large Cap Fund | 52,726 | 48,467 |
| * | John Hancock | Jennison Associates Capital Appreciation Fund | 109,552 | 120,572 |
| * | John Hancock | QS Investors LLC All Cap Core Fund | 116,528 | 106,972 |
| * | John Hancock | T. Rowe Price Blue Chip Growth Fund | 164,713 | 198,350 |
| * | John Hancock | Invesco Advisers Inc. Value Fund | 41,917 | 54,639 |
| * | John Hancock | T. Rowe Price Small Company Value Fund | 18,925 | 29,029 |
| * | John Hancock | Vanguard Short Term Federal | 1,770 | 1,796 |
| * | John Hancock | Strategic Income Opp Fund | 28,234 | 29,032 |
| * | John Hancock | Davis New York Venture | 157,050 | 163,280 |
| * | John Hancock | SSgA FM International Equity Index Fund | 502 | 539 |
| * | John Hancock | T. Rowe Price Mid Value Fund | 62 | 78 |

**KIRBY FOODS, INC. 401(k) PLAN**
**EIN #37-0756504**
**PLAN #002**
**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS**
**(HELD AT END OF YEAR)**
**December 31, 2010**

| (a) | b) Identity of Issuer | c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | **PARTICIPANT DIRECTED INVESTMENTS** | | | |
| | **Pooled Separate Accounts** | | | |
| * | John Hancock | DFA & Invseco Advisers, Inc. Small Cap Opportunities Fund | 18,727 | 21,914 |
| * | John Hancock | Duetsche Asset Management Real Estate Securities Fund | 31,601 | 41,650 |
| * | John Hancock | GMO International Core Fund | 11,249 | 12,762 |
| * | John Hancock | Wellington Mid Cap Stock Fund | 23,833 | 32,676 |
| * | John Hancock | Templeton International Value Fund | 45,876 | 59,999 |
| * | John Hancock | T. Rowe Price RCM Science & Technology Fund | 254,263 | 302,774 |
| * | John Hancock | Templeton International Small Cap Fund | 24,910 | 29,248 |
| | **Guaranteed Interest Accounts** | | | |
| * | John Hancock | 3 Year Guaranteed Account | 28,913 | 28,913 |
| * | John Hancock | 5 Year Guaranteed Account | 4,531 | 4,531 |
| * | John Hancock | 10 Year Guaranteed Account | 34 | 34 |
| | **Variable Annuity Contracts** | | | |
| | AXA Equitable | Guaranteed Interest Account | 744 | 744 |
| | AXA Equitable | EQ/Com Stock Index | 44 | 44 |
| | **TOTAL PARTICIPANT DIRECTED INVESTMENTS** | | 3,722,173 | 4,455,820 |
| | **TOTAL** | | $ 3,723,884 | $ 4,457,531 |

* Party-in-interest as defined by ERISA.

# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210 - 0110
1210 - 0089

**2010**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

**B** This return/report is:
- [ ] the first return/report;
- [ ] an amended return/report;
- [ ] the final return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] special extension (enter description)
- [ ] automatic extension;
- [ ] the DFVC program;

## Part II Basic Plan Information - enter all requested information

**1a** Name of plan
KIRBY FOODS INC 401K PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/1981

**2a** Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
KIRBY FOODS INC

4102 B FIELDSTONE ROAD
PO BOX 6268
CHAMPAIGN IL 61826-6268

**2b** Employer Identification Number (EIN) 37-0756504

**2c** Sponsor's telephone number 217-352-2600

**2d** Business code (see instructions) 445110

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

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

| | | | |
|---|---|---|---|
| SIGN HERE | ✓ Gerald E. Reynolds | ✓ 22 Sept 2011 | GERALD REYNOLDS |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| SIGN HERE | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.** **Form 5500 (2010)**
**V.092307.1**

018401 07-15-10

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

**3b** Administrator's EIN

**3c** Administrator's telephone number

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

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 540 |
| **6** | Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** | Active participants | **6a** | 348 |
| **b** | Retired or separated participants receiving benefits | **6b** | |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 102 |
| **d** | Subtotal. Add lines **6a, 6b,** and **6c** | **6d** | 450 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 450 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 258 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D

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

**9a** Plan funding arrangement (check all that apply)
- (1) [X] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)
- (1) [X] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**
- (1) [X] **R** (Retirement Plan Information)
- (2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**
- (1) [X] **H** (Financial Information)
- (2) [ ] **I** (Financial Information - Small Plan)
- (3) [X] 2 **A** (Insurance Information)
- (4) [X] **C** (Service Provider Information)
- (5) [X] **D** (DFE/Participating Plan Information)
- (6) [ ] **G** (Financial Transaction Schedules)

**KIRBY FOODS, INC. 401(k) PLAN**
**EIN #37-0756504**
**PLAN #002**
**SCHEDULE H, LINE 4a**
**SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**
**December 31, 2010**

| | Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions |
|---|---|---|
| 2009 | $ 130 | $ 130 |
| 2010 | 11,106 | 11,106 |

KIRBY FOODS, INC. 37-0756504

ATTACHMENT TO 2010 FORM 5500,

DEFERRALS LISTED ON SCHEDULE I, LINE 4a AND EARNINGS ON LATE DEFERRAL DEPOSITS HAVE BEEN DEPOSITED BY THE DATE OF THE FILING OF THIS FORM 5500.

FORM 5330 WILL BE FILED WITH THE IRS BY THE EXTENDED DUE DATE OF THE FORM.

# KIRBY FOODS, INC.
# 401(k) PLAN
**Champaign, Illinois**

## FINANCIAL STATEMENTS
**December 31, 2010 and 2009**



Clifton Gunderson LLP
Certified Public Accountants & Consultants

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Clifton Gunderson LLP
Certified Public Accountants & Consultants

## Independent Auditor's Report

Board of Trustees
Kirby Foods, Inc. 401(k) Plan
Champaign, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of Kirby Foods, Inc. 401(k) Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by John Hancock USA, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the custodian is complete and accurate.

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

Clifton Gunderson LLP

Champaign, Illinois
August 18, 2011

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Champaign, IL 61821
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**KIRBY FOODS, INC. 401(k) PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**December 31, 2010 and 2009**

| | 2010 | 2009 |
|---|---|---|
| **ASSETS** | | |
| Investments: | | |
| Cash | $ 1,711 | $ 844 |
| Participant directed investments, at fair value | 4,455,820 | 5,091,774 |
| Total investments | 4,457,531 | 5,092,618 |
| Receivables: | | |
| Employer contribution | 44,580 | 66,089 |
| Employee contribution | 153 | 130 |
| Other receivable | 504 | 504 |
| Total receivables | 45,237 | 66,723 |
| Total assets | 4,502,768 | 5,159,341 |
| **LIABILITIES** | | |
| Excess contribution payable | 67 | - |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 4,502,701 | $ 5,159,341 |

The accompanying notes are an integral part of the financial statements.

**KIRBY FOODS, INC. 401(k) PLAN**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**Years Ended December 31, 2010 and 2009**

| | 2010 | 2009 |
|---|---|---|
| **ADDITIONS TO NET ASSETS ATTRIBUTED TO** | | |
| Investment income | $ 589,275 | $ 1,161,196 |
| Contributions | | |
| Company | 44,580 | 66,089 |
| Participants | 267,895 | 300,098 |
| Total contributions | 312,475 | 366,187 |
| Total additions | 901,750 | 1,527,383 |
| **DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO** | | |
| Benefits paid to participants | 1,531,353 | 351,236 |
| Administrative expenses | 27,037 | 32,701 |
| Total deductions | 1,558,390 | 383,937 |
| **NET INCREASE (DECREASE)** | (656,640) | 1,143,446 |
| **NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR** | 5,159,341 | 4,015,895 |
| **NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR** | $ 4,502,701 | $ 5,159,341 |

The accompanying notes are an integral part of the financial statements.

**KIRBY FOODS, INC. 401(k) PLAN**
**NOTES TO FINANCIAL STATEMENTS**
**December 31, 2010 and 2009**

## NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the Kirby Foods, Inc. 401(k) Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan was set up as an optional benefit for employees of Kirby Foods, Inc. (the "Company"). The Plan allows eligible employees to defer part of their income on a tax-favored basis into the Plan for retirement savings. The Company also contributes to the Plan. These funds are invested by the Plan and earnings are generated that are allocated to the participants. The majority of the Plan's investments are invested with John Hancock USA. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan is a defined contribution plan covering all employees of the Company who have completed one year of service (1,000 hours) and attained the age of twenty-one. The Plan has three components: profit sharing, 401(k), and Company match. The following describes these components:

### Profit Sharing

***Contributions***
Contributions are made at the discretion of the Company's Board of Trustees, and are allocated in the proportion that each participant's annual compensation bears to the total annual compensation of all participants. A participant must be employed with the Company on December 31 in order to receive a contribution for that year. Voluntary contributions by employees are not allowed under this component of the plan. The Plan currently offers forty-seven different pooled accounts, three guaranteed interest accounts, and two variable annuities as investment options to Plan participants.

***Vesting***
Participants are vested on a graduated basis in the contributions and earnings based on years of continuous service and are 100% vested after six years of credited service.

***Participant Accounts***
Each participant's account is credited with an allocation of the Company's contribution and Plan earnings less administrative expenses. Allocations of investment earnings are based on account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the vested benefit from the participant's account.

***Payment of Benefits***
On termination of service, a participant may elect to receive a lump sum payment equal to the value of his or her account.

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (CONTINUED)

**401(k) and Company Match**

***Contributions***
Participants can contribute up to 100% of their compensation. A matching contribution equal to 100% of the first 1% of a participant's compensation is made by the Company to the Participant's Elective Account. A supplemental matching contribution is made at the discretion of the Company. The supplemental match is allocated to each participant based upon the ratio of his/her deferral to total plan deferrals. Contributions are subject to certain limitations. The Plan currently offers forty-seven different pooled accounts, three guaranteed interest accounts, and two variable annuities as investment options to Plan participants.

***Vesting***
The balance in each Participant's Elective Account shall be fully vested at all times and shall not be subject to forfeiture for any reason. For the match portion of the 401(k), participants are vested on a graduated basis in the contributions and earnings based on years of continuous service and are 100% vested after six years of credited service.

***Participant Accounts***
Each Participant's Account is credited with (a) the Participant's Elective Contributions, (b) an allocation of the Company's matching contributions and (c) Plan earnings less administrative expenses. Allocations are based on the participants' level of elective contribution or account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the vested benefit from the Company matching account and 100% of the employee elective account.

***Payment of Benefits***
Amounts held in the participant's account may not be distributable prior to the earlier of:

1. his/her termination of employment, total and permanent disability, or death;

2. his/her application for an in-service hardship withdrawal;

3. termination of the Plan without establishment of a successor plan by the Employer or Affiliated Employer;

4. the date of the sale by the Employer to an entity that is not an Affiliated Employer of substantially all of the assets (within the meaning of Code Section 409 (d)(2) with respect to a participant who continues employment with the corporation acquiring such assets); or

5. the date of the sale by the Employer or an Affiliated Employer of its interest in a subsidiary (within the meaning of Code Section 409 (d)(3)) to an entity which is not an Affiliated Employer with respect to a Participant who continues employment with such subsidiary.

***Forfeitures***
At December 31, 2010 and 2009, forfeited, non-vested accounts totaled $1,711 and $844, respectively. Forfeitures of $555 and $415 were allocated to participants from forfeited non-vested accounts during 2010 and 2009, respectively.

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (CONTINUED)

**401(k) and Company Match** (Continued)

***Basis of Accounting***
The financial statements of the Plan are prepared using the accrual method of accounting.

***Investment Valuation and Income Recognition***
The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

***Administrative Expenses***
Administrative expenses are generally paid by the Plan and deducted directly from participant accounts by John Hancock. Some administrative expenses were paid by the Plan sponsor in 2010.

***Use of Estimates in Preparing Financial Statements***
The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions and deductions from net assets during the reporting period. Actual results could differ from those estimates.

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

**New Accounting Pronouncements**

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures – Improving Disclosures about Fair Value Measurements.* This guidance requires: (i) separate disclosure of significant transfers between Level 1 and Level 2 and reasons for the transfers; (ii) disclosure, on a gross basis, of purchases, sales, issuances, and net settlements within Level 3; (iii) disclosures by class of assets and liabilities; and (iv) a description of the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. This guidance is effective for interim and annual reporting periods beginning after December 31, 2009, except for the Level 3 disclosure requirements, which will be effective for fiscal years beginning after December 15, 2010 and interim periods within those fiscal years with early adoption permitted. Management of the Plan does not believe the adoption of this guidance will impact the financial statement amounts; however, additional disclosures may be required.

## NOTE 2 - SUMMARY OF INFORMATION CERTIFIED BY THE CUSTODIAN

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

a. Cash and investments included in the accompanying statements of net assets available for benefits of $4,456,742 and $5,091,848 as of December 31, 2010 and 2009, respectively.

b. Net investment earnings included in the accompanying statements of changes in net assets available for benefits of $589,241 and $1,161,154 for the years ended December 31, 2010 and 2009, respectively.

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

## NOTE 3 - INVESTMENTS

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31 are as follows:

| | 2010 | 2009 |
|---|---|---|
| Money Market Fund | $ 300,489 | $ 398,477 |
| Lifestyle - Balanced Fund | 932,838 | 1,297,169 |
| Lifestyle - Growth Fund | 1,052,068 | 1,076,611 |
| T. Rowe Price RCM Science & Technology Fund | 302,774 | * |

* Below 5% threshold in the Plan

Investment income is comprised of the following for the years ended December 31:

| | 2010 | 2009 |
|---|---|---|
| Interest and dividends | $ 546 | $ 844 |
| Net appreciation in fair value of investments: | | |
| Pooled separate accounts | 588,729 | 1,160,352 |
| **Investment income** | $ 589,275 | $ 1,161,196 |

## NOTE 4 - FAIR VALUE MEASUREMENTS

Generally accepted accounting principles establishes 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:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

*Pooled Separate Accounts:* Valued based upon the underlying investments of units held by the Plan at year end.

*Guaranteed Interest Accounts*: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations, considering the creditworthiness of the issuer.

*Variable Annuities*: Valued at the unit value based on the closing price reported on the net asset value of the underlying investments.

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

**NOTE 4 - FAIR VALUE MEASUREMENTS** (CONTINUED)

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

| | Assets at Fair Value As of December 31, 2010 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled Separate Accounts: | | | | |
| International [a] | $ - | $ 118,831 | $ - | $ 118,831 |
| Small-Cap [b] | - | 62,858 | - | 62,858 |
| Money Market [c] | - | 300,489 | - | 300,489 |
| Bonds [d] | - | 82,515 | - | 82,515 |
| Large-Cap [e] | - | 1,819,523 | - | 1,819,523 |
| Mid-Cap [f] | - | 175,719 | - | 175,719 |
| Growth & Income [g] | - | 975,468 | - | 975,468 |
| Retirement Specific [h] | - | 177,650 | - | 177,650 |
| Small Blend [i] | - | 29,029 | - | 29,029 |
| Real Estate [j] | - | 41,650 | - | 41,650 |
| Technology [k] | - | 302,774 | - | 302,774 |
| All Cap [l] | - | 106,972 | - | 106,972 |
| Large Blend [m] | - | 196,708 | - | 196,708 |
| Foreign Large Growth [n] | - | 539 | - | 539 |
| Short Government [o] | - | 1,796 | - | 1,796 |
| Multi-sector Bond [p] | - | 29,032 | - | 29,032 |
| Guaranteed Interest Accounts | - | 33,478 | - | 33,478 |
| Variable Annuities | - | 789 | - | 789 |
| **Total assets at fair value** | $ - | $ 4,455,820 | $ - | $ 4,455,820 |

**NOTE 4 - FAIR VALUE MEASUREMENTS** (CONTINUED)

| | Assets at Fair Value As of December 31, 2009 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled Separate Accounts: | | | | |
| International [a] | $ - | $ 152,434 | $ - | $ 152,434 |
| Small-Cap [b] | - | 58,271 | - | 58,271 |
| Money Market [c] | - | 398,477 | - | 398,477 |
| Bonds [d] | - | 154,956 | - | 154,956 |
| Large-Cap [e] | - | 1,976,676 | - | 1,976,676 |
| Mid-Cap [f] | - | 145,293 | - | 145,293 |
| Growth & Income [g] | - | 1,334,012 | - | 1,334,012 |
| Retirement Specific [h] | - | 181,030 | - | 181,030 |
| Small Blend [i] | - | 22,788 | - | 22,788 |
| Real Estate [j] | - | 33,611 | - | 33,611 |
| Technology [k] | - | 238,739 | - | 238,739 |
| All Cap [l] | - | 134,757 | - | 134,757 |
| Large Blend [m] | - | 226,018 | - | 226,018 |
| Guaranteed Interest Accounts | - | 33,942 | - | 33,942 |
| Variable Annuities | - | 770 | - | 770 |
| **Total assets at fair value** | $ - | $ 5,091,774 | $ - | $ 5,091,774 |

a) The pooled separate accounts within the international category invest in the following underlying funds: Oppenheimer Global Fund, PIMCO Global Bond Fund, GMO International Core Fund, Templeton International Value Fund, and Templeton International Small Cap Fund. These investments seek the long-term growth of capital and a high total return. To pursue this goal, the funds invest in equity and fixed-income securities of companies primarily outside of the United States.

b) The pooled separate accounts within the small-cap category invest in the underlying funds of the DFA & Invesco Advisers, Inc. Small Cap Opportunities Fund and the Invesco Advisers, Inc. Small Cap Growth Fund. These funds seek the long-term growth of capital. The funds invest in equity and fixed-income securities at small-capitalization companies.

c) The pooled separate account within the money market category invests in the underlying Money Market Fund. This fund seeks the maximum current income that is consistent with maintaining liquidity and preserving capital. The fund intends to maintain a stable $1 share price.

d) The pooled separate accounts within the bond category invest in the following underlying funds: Active Bond Fund, Western Asset Management High Yield Fund, Wellington Investment Quality Bond Fund, and the PIMCO Total Return Fund. These funds seek high level of current income and the preservation of appreciation of capital. To maintain this goal, the funds invest primarily in fixed-income securities in various grades and maturities including U.S. government obligation, domestic, and foreign fixed income securities.

**NOTE 4 - FAIR VALUE MEASUREMENTS** (CONTINUED)

e) The pooled separate accounts within the large-cap category invest in the following underlying funds: 500 Index Fund, Lifestyle Growth, Lifestyle Aggressive, American Balanced Fund, T. Rowe Price Equity Income Fund, UBS AM Large Cap Fund, Jennison Associates Capital Appreciation Fund, T. Rowe Price Blue Chip Growth Fund, Invesco Advisers, Inc. Value Fund, and the American Fundamental Investors Fund. These funds seek long-term growth of capital and income. These funds invest primarily in equity securities of large companies or other funds that invest primarily in large company equity securities.

f) The pooled separate accounts within the mid-cap category invest in the following underlying funds: Lifestyle Moderate, T. Rowe Price Mid Value Fund, and Wellington Mid Cap Stock Fund. These funds seek long-term capital appreciation. In order to achieve this goal, they invest in equity and fixed-income securities primarily of mid-sized companies or other funds.

g) The pooled separate accounts within the growth and income category invest in the underlying funds of Lifestyle Balanced and Lifestyle Conservative. These funds seek a balance between a high level of current income and growth of capital. To pursue this goal, the funds invest in other funds that invest in equity and fixed-income securities.

h) The pooled separate accounts within the retirement specific category invest in the following underlying funds: Retirement Living at 2010, Retirement Living at 2015, Retirement Living at 2020, Retirement Living at 2030, Retirement Living at 2035, Retirement Living at 2040, and Retirement Living at 2045. These funds seek a high total return and growth of capital. These funds invest primarily in other funds using an asset allocation strategy for investors expected to retire at a specific date.

i) The pooled separate account within the small blend category invests in the underlying funds of the T. Rowe Price Small Company Value Fund. This investment seeks long-term growth of capital. The fund invests primarily in companies with market capitalizations that do not exceed the maximum market capitalization of any security in the Russell 2000 index.

j) The pooled separate account within the real estate category invests in the underlying Duetsche Asset Management Real Estate Securities Fund. This fund seeks to achieve a combination of long-term capital appreciation and current income. The fund invests primarily in equity securities of real estate investment trusts and real estate companies.

k) The pooled separate account within the technology category invests in the underlying T. Rowe Price RCM Science & Technology Fund. This investment seeks long-term growth of capital. Current income is incidental to the portfolio's objective. The fund invests primarily in common stocks of science and technology companies.

l) The pooled separate account within the all cap category invests in the underlying QS Investors LLC All Cap Core Fund. This investment seeks a long-term growth of capital through investing in stocks of all asset classes.

**NOTE 4 - FAIR VALUE MEASUREMENTS** (CONTINUED)

m) The pooled separate accounts within the large blend category invest in the underlying Templeton World and Davis New York Venture Fund. These investments seek growth of capital through investing primarily in equity and fixed income securities of both domestic and foreign companies.

n) The pooled separate accounts within the foreign large growth category invest in the underlying SSg AFM International Equity Index Fund. The fund seeks to replicate the performance of the Morgan Stanley Capital Index (MSCI).

o) The pooled separate account within the short government category invests in the underlying Vanguard Short Term Federal Fund. The fund seeks current income while maintaining limited price volatility. The fund invests at least 80% of assets in short-term bonds issued by the U.S. Government and its agencies.

p) The pooled separate account within the multi-sector bond category invests in the underlying John Hancock Strategic Income Opp Fund. The fund seeks to maximize total return consisting of current income and capital appreciation through investments in government and corporate debt instruments.

**NOTE 5 - RELATED PARTY TRANSACTIONS**

The following transactions occurred with parties-in-interest:

| | 2010 | 2009 |
|---|---|---|
| Kemper CPA Group, third-party administrator fees | $ 9,589 | $ 11,750 |
| Clifton Gunderson LLP, audit fees | 4,995 | 9,920 |
| John Hancock USA fees | 12,438 | 11,016 |
| AXA Equitable Life Insurance Company | 15 | 15 |
| **Total** | $ 27,037 | $ 32,701 |

John Hancock is the custodian, as defined by the Plan, therefore, transactions with John Hancock qualify as party-in-interest transactions. Kemper CPA Group and Clifton Gunderson LLP qualify as parties-in-interest as well. The Plan sponsor paid a portion of the audit fees for 2010.

**NOTE 6 - INCOME TAX STATUS**

The Plan and related trust have adopted the Kemper CPA Group LLP Defined Contribution Prototype Plan and Trust, which the Internal Revenue Service has determined and informed Kemper CPA Group LLP by a letter dated August 30, 2001 that the form of the Prototype plan is acceptable for use by employer under Section 401 of the Internal Revenue Code (IRC). The Plan itself has not requested a determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

## NOTE 7 - TERMINATION OF THE PLAN

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.

On August 3, 2010, Kirby Foods, Inc. announced its plan to close one store and sell two other stores. These transactions resulted in a turnover ratio of more than 20%, which resulted in a partial plan termination during 2010. All affected employees whose employment was terminated in 2010 were fully vested in their accounts upon the partial Plan termination.

## NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides for various investment options in various combinations of investment funds. 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 statement of net assets available for benefits.

## NOTE 9 - SUBSEQUENT EVENTS

Management evaluated subsequent events through August 18, 2011, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2010, but prior to August 18, 2011 that provide additional evidence about conditions that existed at December 31, 2010, have been recognized in the financial statements for the year ended December 31, 2010. Events or transactions that provided evidence about conditions that did not exist at December 31, 2010 but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2010.

## SUPPLEMENTAL INFORMATION

**KIRBY FOODS, INC. 401(k) PLAN**
**EIN #37-0756504**
**PLAN #002**
**SCHEDULE H, LINE 4a**
**SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**
**December 31, 2010**

| | Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions |
|---|---|---|
| 2009 | $ 130 | $ 130 |
| 2010 | 11,106 | 11,106 |

**KIRBY FOODS, INC. 401(k) PLAN**
**EIN #37-0756504**
**PLAN #002**
**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS**
**(HELD AT END OF YEAR)**
**December 31, 2010**

| a) | b) Identity of Issuer | c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | | **Cash** | $ 1,711 | $ 1,711 |
| | **PARTICIPANT DIRECTED INVESTMENTS** | | | |
| | **Pooled Separate Accounts** | | | |
| * | John Hancock | Retirement Living at 2010 | 66 | 75 |
| * | John Hancock | Retirement Living at 2015 | 108,077 | 167,186 |
| * | John Hancock | Retirement Living at 2030 | 4,937 | 6,140 |
| * | John Hancock | Retirement Living at 2035 | 393 | 421 |
| * | John Hancock | Retirement Living at 2040 | 2,165 | 2,659 |
| * | John Hancock | Retirement Living at 2045 | 879 | 1,169 |
| * | John Hancock | Lifestyle Conservative | 35,263 | 42,630 |
| * | John Hancock | Lifestyle Moderate | 115,442 | 142,965 |
| * | John Hancock | Lifestyle Balanced | 751,218 | 932,838 |
| * | John Hancock | Lifestyle Growth | 863,720 | 1,052,068 |
| * | John Hancock | Lifestyle Aggressive | 84,286 | 100,576 |
| * | John Hancock | American Balanced Fund | 47,507 | 61,150 |
| * | John Hancock | Templeton World | 22,336 | 33,428 |
| * | John Hancock | Oppenheimer Global | 153 | 180 |
| * | John Hancock | American Fundamental Investors Fund | 23,496 | 34,052 |
| * | John Hancock | Invesco Advisers, Inc. Small Cap Growth Fund | 31,828 | 40,944 |
| * | John Hancock | Money Market Fund | 290,371 | 300,489 |
| * | John Hancock | Active Bond Fund | 29,960 | 44,598 |
| * | John Hancock | Western Asset Management High Yield Fund | 583 | 845 |
| * | John Hancock | Wellington Investment Quality Bond Fund | 25,822 | 32,805 |
| * | John Hancock | PIMCO Total Return Fund | 3,531 | 4,267 |
| * | John Hancock | PIMCO Global Bond Fund | 12,915 | 16,642 |
| * | John Hancock | 500 Index Fund | 94,702 | 106,498 |
| * | John Hancock | T. Rowe Price Equity Income Fund | 35,819 | 43,151 |
| * | John Hancock | UBS Global AM Large Cap Fund | 52,726 | 48,467 |
| * | John Hancock | Jennison Associates Capital Appreciation Fund | 109,552 | 120,572 |
| * | John Hancock | QS Investors LLC All Cap Core Fund | 116,528 | 106,972 |
| * | John Hancock | T. Rowe Price Blue Chip Growth Fund | 164,713 | 198,350 |
| * | John Hancock | Invesco Advisers Inc. Value Fund | 41,917 | 54,639 |
| * | John Hancock | T. Rowe Price Small Company Value Fund | 18,925 | 29,029 |
| * | John Hancock | Vanguard Short Term Federal | 1,770 | 1,796 |
| * | John Hancock | Strategic Income Opp Fund | 28,234 | 29,032 |
| * | John Hancock | Davis New York Venture | 157,050 | 163,280 |
| * | John Hancock | SSgA FM International Equity Index Fund | 502 | 539 |
| * | John Hancock | T. Rowe Price Mid Value Fund | 62 | 78 |

**KIRBY FOODS, INC. 401(k) PLAN**
**EIN #37-0756504**
**PLAN #002**
**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS**
**(HELD AT END OF YEAR)**
**December 31, 2010**

| (a) | b) Identity of Issuer | c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | **PARTICIPANT DIRECTED INVESTMENTS** | | | |
| | **Pooled Separate Accounts** | | | |
| * | John Hancock | DFA & Invseco Advisers, Inc. Small Cap Opportunities Fund | 18,727 | 21,914 |
| * | John Hancock | Duetsche Asset Management Real Estate Securities Fund | 31,601 | 41,650 |
| * | John Hancock | GMO International Core Fund | 11,249 | 12,762 |
| * | John Hancock | Wellington Mid Cap Stock Fund | 23,833 | 32,676 |
| * | John Hancock | Templeton International Value Fund | 45,876 | 59,999 |
| * | John Hancock | T. Rowe Price RCM Science & Technology Fund | 254,263 | 302,774 |
| * | John Hancock | Templeton International Small Cap Fund | 24,910 | 29,248 |
| | **Guaranteed Interest Accounts** | | | |
| * | John Hancock | 3 Year Guaranteed Account | 28,913 | 28,913 |
| * | John Hancock | 5 Year Guaranteed Account | 4,531 | 4,531 |
| * | John Hancock | 10 Year Guaranteed Account | 34 | 34 |
| | **Variable Annuity Contracts** | | | |
| | AXA Equitable | Guaranteed Interest Account | 744 | 744 |
| | AXA Equitable | EQ/Com Stock Index | 44 | 44 |
| | **TOTAL PARTICIPANT DIRECTED INVESTMENTS** | | 3,722,173 | 4,455,820 |
| | **TOTAL** | | $ 3,723,884 | $ 4,457,531 |

* Party-in-interest as defined by ERISA.