

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan MARKETFARE FOODS, INC. PS PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 08/01/1989</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 08/01/1989	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 08/01/1989					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) MARKETFARE FOODS, INC. 2512 E MAGNOLIA ST PHOENIX, AZ 85034	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 74-2917844</td> </tr> <tr> <td>2c Sponsor's telephone number 602-797-6717</td> </tr> <tr> <td>2d Business code (see instructions) 311900</td> </tr> </table>	2b Employer Identification Number (EIN) 74-2917844	2c Sponsor's telephone number 602-797-6717	2d Business code (see instructions) 311900	
2b Employer Identification Number (EIN) 74-2917844					
2c Sponsor's telephone number 602-797-6717					
2d Business code (see instructions) 311900					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2011	ALAN FABRICANT
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") MARKETFARE FOODS, INC. 2512 E MAGNOLIA ST PHOENIX, AZ 85034	3b Administrator's EIN 74-2917844 3c Administrator's telephone number 602-797-6717
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	297
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	311
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	311
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	311
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	174
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2G 2T 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) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☒ ¹ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **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
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan MARKETFARE FOODS, INC. PS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. MARKETFARE FOODS, INC.	D Employer Identification Number (EIN) 74-2917844	

Part I	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.
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1 Coverage Information:

(a) Name of insurance carrier
HARTFORD 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	(g) To
06-0974148	88072	GA-824358	174	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
41646	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

NFP SECURITIES INC
1250 CAPITAL OF TEXAS HWY S 2-125
AUSTIN, TX 78746

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
41646			3

(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	

(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	445875
5 Current value of plan's interest under this contract in separate accounts at year end	5	3757560

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. Specify nature of costs ▶	6d	

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 ▶ GROUP ANNUITY CONTRACT

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)	0		
	7c(2)			
	7c(3)	505		
	7c(4)	0		
	7c(5)	445370		
(2) Dividends and credits				
(3) Interest credited during the year				
(4) Transferred from separate account				
(5) Other (specify below)..... ▶ ACQUISITION				

(6) Total additions	7c(6)	445875
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d Total of balance and additions (add b and c(6)).	7d	445875
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0	
(2) Administration charge made by carrier	7e(2)	0	
(3) Transferred to separate account	7e(3)	0	
(4) Other (specify below)..... ▶	7e(4)	0	

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract e(5) from d)	7f	445875
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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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 MARKETFARE FOODS, INC. PS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MARKETFARE FOODS, INC.	D Employer Identification Number (EIN) 74-2917844	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
HARTFORD LIFE INS. CO.
06-0974148

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

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)

HARTFORD LIFE INS. CO.

06-0974148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 23 37 38 50 54 56 59 60 62 63 64 65 66 99	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MORNINGSTAR ASSOCIATES

36-4317381

(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?
49	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	54	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
HARTFORD LIFE INSURANCE CO	15 23 37 38 50 54 56 59 60 62 63 64 65 66 99	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEE ATTACHED	SEE ATTACHED	
06-0974148		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORNINGSTAR ASSOCIATES	49	54
(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.	
SEE ATTACHED	SEE ATTACHED	
36-4317381		
(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)
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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:

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
MARKETFARE FOODS, INC. PS PLAN

B Three-digit plan number (PN)	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MARKETFARE FOODS, INC.

D	Employer Identification Number (EIN)
	74-2917844

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: **SEPARATE ACCOUNT 14**

b Name of sponsor of entity listed in (a): **HARTFORD LIFE INSURANCE COMPANY**

c EIN-PN 06-0974148-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 484281
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a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 457

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

c EIN-PN 06-0974148-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3273279
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>		
A Name of plan <u>MARKETFARE FOODS, INC. PS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MARKETFARE FOODS, INC.</u>	D Employer Identification Number (EIN) <u>74-2917844</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	44	0
(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)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	0	0
(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)	374877	311852
(9) Value of interest in common/collective trusts.....	1c(9)	705458	0
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(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)	4314001	3757560
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	445875
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	5394380	4515287

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5394380	4515287
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	184141	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		184141

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18139	
(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)	0	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18139

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

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		375691
(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)		0
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		577971

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1450817	
(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)		1450817
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6247	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6247
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1457064

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-879093
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: BDO USA, LLP

(2) EIN: 13-5381590

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>MARKETFARE FOODS, INC. PS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MARKETFARE FOODS, INC.</u>	D Employer Identification Number (EIN) <u>74-2917844</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>45-0404698</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

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

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



MarketFare Foods, Inc. Profit Sharing Plan

Financial Statements
and Supplemental Schedule
As of December 31, 2010 and 2009
and for the Year Ended December 31, 2010

MarketFare Foods, Inc.
Profit Sharing Plan

Financial Statements
and Supplemental Schedule
As of December 31, 2010 and 2009
and for the Year Ended December 31, 2010

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

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Supplemental Schedule

Form 5500 - Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010	20
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NOTE: Schedules other than that listed above have been omitted since the information is otherwise disclosed elsewhere in the financial statements, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.



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

Independent Auditors' Report

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

We were engaged to audit the statements of net assets available for benefits of MarketFare Foods, Inc. Profit Sharing Plan (the "Plan") as of December 31, 2010 and 2009, the related statement of changes in net assets available for benefits for the year ended December 31, 2010 and the supplemental Schedule of Assets Held (at End of Year) as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Hartford Life Insurance Company, the custodian of the Plan and Ascensus, as agent of Frontier Trust Company, the former trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. The Plan administrator has informed us that Hartford Life Insurance Company held the Plan's investment assets and executed investment transactions as of December 31, 2010, and for the period from December 15, 2010 to December 31, 2010, and that Frontier Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2009 and for the period from January 1, 2010 through December 14, 2010. The Plan administrator has obtained certifications from custodian and the former trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the Plan administrator by the custodian and former trustee is complete and accurate.

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

BDO USA, LLP

October 14, 2011

Financial Statements

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

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2010	2009
Assets		
Investments, at fair value:		
Pooled separate accounts	\$ 3,757,560	\$ -
Mutual funds	-	4,314,001
Common collective trusts	-	657,746
Interest bearing cash	445,875	44
Total investments, at fair value	4,203,435	4,971,791
Receivables:		
Notes receivable from participants	311,852	374,877
Participant contributions receivable	18,646	3,963
Total receivables	330,498	378,840
Total assets	4,533,933	5,350,631
Net assets available for benefits, at fair value	4,533,933	5,350,631
Adjustment from fair value to contract value for fully benefit-responsive investment contract (Common Collective Trust - Merrill Lynch Retirement Preservation Trust)	-	47,712
Net assets available for benefits	\$ 4,533,933	\$ 5,398,343

See accompanying notes to financial statements.

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

Statement of Changes in Net Assets Available for Benefits

<i>For the year ended December 31,</i>	2010
Changes to net assets attributed to:	
Interest income on notes receivable from participants	\$ 18,484
Net investment income:	
Dividends	73,569
Net appreciation in fair value of pooled separate accounts	34,633
Net appreciation in fair value of investments	298,823
Total net investment income	425,509
Contributions:	
Participant contributions	202,806
Total additions to net assets	628,315
Distributions:	
Benefits paid to participants	(1,484,934)
Administrative expenses	(7,791)
Total deductions from net assets	(1,492,725)
Net decrease in net assets available for benefits	(864,410)
Net assets available for benefits, beginning of year	5,398,343
Net assets available for benefits, end of year	\$ 4,533,933

See accompanying notes to financial statements.

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

1. Plan Description

General

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

Plan Administration

During December 2010, the Plan changed its custodian from Frontier Trust Company to Hartford Life Insurance Company. The Plan was certified by Ascensus, as agent of Frontier Trust Company, former trustee and custodian, from January 1, 2010 to December 14, 2010. From December 15, 2010 through December 31, 2010, the Plan was certified by Hartford Life Insurance Company (“Custodian”). During this transition, there was a “blackout period” from December 9, 2010 to January 5, 2011 whereby participants of the Plan were unable to direct or diversify investments in their individual accounts, obtain a loan from the Plan, or obtain a distribution from the Plan. In addition, the Plan named an officer of the Company and the Plan Administrative Committee to serve as the new trustee. There were no significant changes to Plan provisions resulting from the change in custodian.

Eligibility

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

Contributions

Each year, participants may contribute up to 100 percent of annual compensation, as defined in the Plan, up to the \$16,500 allowable under the Internal Revenue Code (“IRC”). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions up to \$5,500 allowable under the IRC. Participants may also contribute amounts representing distributions (rollovers) from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may direct the investment of their account balances into various investment options offered by the Plan.

Participants are eligible for matching contributions one (1) year from date of hire at discretion of the Plan Sponsor. Matching contributions, if declared, are allocated equally as a percentage of the participant’s contributions compared to the aggregate of all participant contributions. No such matching contributions were made during 2010.

Participants are eligible for profit sharing contributions one (1) year from date of hire. A participant shall share in the allocation in the Plan year in which they retire, die, or become

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

disabled. Each participant shall receive an allocation equal to an amount determined by dividing the total dollars contributed by the eligible participants.

A profit sharing or matching contribution may be made at the discretion of the Company. No such contributions were made during 2010. Contributions are subject to certain limitations and are fully vested when made.

Participant Accounts

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

Vesting

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

Forfeitures

Employee contributions vest immediately and therefore no forfeitures exist relating to such contributions. Forfeitures are only applicable to employer matching and profit sharing contributions as these specific contributions do not immediately vest (as set forth by the Plan document). Forfeited balances are used to meet the Plan Sponsor's future contribution obligations to the Plan or to pay Plan expenses, as directed by the Administrator. In Plan year 2010 and 2009, there were no forfeitures of contributions of any kind.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participant loans are secured by the balance in the participant's account and bear interest at the prime rate of interest charged by representative local commercial banks. The rate of interest on such loan shall be fixed at the time of the loan. Principal and interest are paid ratably through payroll deductions. The term of repayment may not be greater than 5 years unless the loan qualifies as a residential mortgage loan, which may not be greater than 30 years. Only one loan may be outstanding at a time. Participant loans mature on various dates through 2037 with interest rates ranging 3.25% to 10.00%.

Distribution of Benefits

Upon termination of service, death, permanent disability, or retirement, participants will receive their benefits as a lump sum amount equal to the value of the participants' vested interest in their account. Additionally, under certain circumstances of financial hardship, the participant is

MarketFare Foods, Inc.

Profit Sharing Plan

Notes to Financial Statements

allowed to withdraw funds from the Plan. Also, participants who have reached the age of 59 ½ are allowed to withdraw funds from the Plan unless they are considered to be a highly compensated employee. Following termination, if a participant's vested account balance does not exceed \$1,000, the Plan will distribute it in a lump sum payment without consent of the participant and participant's spouse, if applicable. If a participant's vested account balance is greater than \$1,000 but less than \$5,000, the Plan may notify participants of its intent to automatically rollover the entire balance to a qualified Individual Retirement Account ("IRA") or distribution in the form of a lump sum in cash, unless specific distribution instructions are received from the participant within the time frame stated in the notice. For participants with account balances in excess of \$5,000 no distribution will occur until a withdrawal request is complete.

Administrative Expenses

The Plan's expenses are absorbed by the participants of the Plan based on even allocation of expense among all participants of the Plan. Charges relating to the processing of loan fees and other participant directed services are directly paid from each respective participant's account. For the plan year ended December 31, 2010, \$7,791 in administrative expenses was paid from the Plan. The Plan Sponsor may elect to pay for administrative expense, but did not elect to do so during 2010.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued guidance requiring new disclosures regarding (a) transfers in and out of levels 1 and 2, and (b) activity in level 3 fair value measurements. The new guidance also provides amendments to existing guidance, that clarify existing disclosures regarding (a) level of disaggregation for each class of assets and liabilities, and (b) disclosures about inputs and valuation techniques for fair value measurements that fall in either level 2 or level 3. Levels 1, 2, and 3 of fair value measurements are defined in Note 3 below. The Plan adopted the new disclosures and clarifications of existing disclosures effective December 31, 2010, which did not have a material impact on the Plan's financial statements. The disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements is not expected to have material impact on the Plan's financial statements. The Plan is currently evaluating the impact of its pending adoption on the Plan's financial statements.

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

In May 2011, the FASB modified the fair value measurement and disclosure guidance. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The Plan must adopt the amendments January 1, 2012 and does not expect adoption to have a material impact on net assets available for benefits or changes in net assets available for benefits.

Reclassification

In September 2010, the FASB amended the guidance on how defined contribution plans should classify and measure loans to participants. Previous guidance required the loans to be classified as plan investments, which are generally measured at fair value. The new guidance requires that the loans be classified as notes receivable from participants and measured at their unpaid principal balance plus any accrued but unpaid interest. The Plan adopted the guidance in 2010, as required, and applied it to all periods presented. There was no impact on total net assets available for benefits in any period presented.

Risks and Uncertainties

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

The Plan invests in various investment options that invest in securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

See Note 10 for discussion of subsequent events.

Investment Valuation and Income Recognition

The investments of the Plan are reported at fair value in accordance with ASC 820, *Fair Value Measurements*. The fair value of a financial instrument is the amount 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 (the exit price). See Note 3 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.

MarketFare Foods, Inc.

Profit Sharing Plan

Notes to Financial Statements

Net Appreciation (Depreciation) in Fair Value of Investments

Realized and unrealized appreciation (depreciation) in the fair value investments is based on the differences between the fair value of the investments at the beginning of the year, or at the time of purchase for investments purchased during the year, and the related fair value on the day of investments are sold with respect to realized appreciation (depreciation), or on the last day of the year for unrealized appreciation (depreciation).

All realized and unrealized appreciation (depreciation) in the fair value of investments shown in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus unpaid accrued interest. The Plan classifies all participant loans with missed payments due to termination as in default. Defaulted loans are deemed distributed and recorded as benefits paid to participants in the statement of changes in net assets available for benefits in the financial statements and deemed distributions in the Form 5500 for financial reporting purposes in the year the determination is made. There were \$32,021 in deemed distributions for the year ended December 31, 2010.

Payment of Benefits

Benefits are recorded on the date the distributions are made.

3. Fair Value Measurements

The FASB's guidance establishes 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 inputs include quoted prices for identical instruments and are the most observable.
- Level 2 inputs include quoted prices for similar assets and observable inputs such as interest rates, currency exchange rates and yield curves.
- Level 3 inputs are not observable in the market and include management's judgments about the assumptions market participants would use in pricing the asset or liability.

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.

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

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

Pooled Separate Accounts

The Plan holds a group funding agreement issued by the Custodian. The contract allows the Plan to invest in pooled separate accounts that contains several sub-accounts. Each sub-account is primarily invested in mutual funds.

The net asset value of the sub-accounts is primarily based on the quoted market prices of the underlying mutual funds, less daily mortality and expense risk and administration charges. The net asset value of the sub-accounts is determined by the Custodian and is not publicly quoted.

Interest Bearing Account

The Plan is also invested in a fixed income account that is part of the Custodian's general account and is subject to the claims of the Custodian's creditors. The Custodian credits interest on contributions made to the general account at a rate the Custodian declares for a period of time that it determines. The Custodian guarantees a minimum rate of interest. Guarantees are subject to the Custodian's claims paying ability.

Mutual Fund Accounts

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

Common Collective Trusts

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

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.

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MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

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

Investments at Fair Value as of December 31, 2010				
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Asset ⁽¹⁾	\$ -	\$ 165,597	\$ -	\$ 165,596
Bond ⁽²⁾	-	1,087,473	-	1,087,473
International/global ⁽³⁾	-	719,956	-	719,956
Large cap ⁽⁴⁾	-	1,116,672	-	1,116,672
Mid cap ⁽⁵⁾	-	557,262	-	557,262
Small cap ⁽⁶⁾	-	110,600	-	110,600
Fixed income ⁽⁷⁾	445,875	-	-	445,875
Total investments at fair value	\$ 445,875	\$ 3,757,560	\$ -	\$ 4,203,435

Investment Strategies/Objectives

- (1) This class seeks income and capital appreciation. Investments are primarily in income-producing securities, the majority of which is in common stocks and other equity-type securities. Up to 25% of investments may be in foreign issuers.
- (2) This class seeks maximum total return and capital appreciation. Assets are primarily in fixed income instruments with varying maturities, U.S. government securities and investment-grade debt instruments. Investments are in a small number of issuers and uses derivatives to increase exposure in particular markets.
- (3) This class primarily includes investments in securities of issuers outside of the United States. The fund may have significant exposure to emerging markets and invest in foreign equity, debt securities and derivatives.
- (4) This class seeks long-term capital growth primarily by investing in a portfolio of equity securities of small-capitalization, emerging growth companies, companies that are leaders in their industries and foreign securities.
- (5) This class seeks long term capital appreciation with at least 80% of net assets in equity securities in U.S. mid- capitalization value companies. It primarily buys common stocks, but may invest in real estate investment trusts.
- (6) This class seeks long-term capital growth primarily by investing in a portfolio of equity securities of small-capitalization and emerging growth companies.

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

Notes to Financial Statements

- (7) This fund's objective is to maintain a minimum guaranteed rate of return. All investments are in the general asset account of Hartford Life Insurance Company and are guaranteed by Hartford's claims paying ability. The general asset account is primarily invested in investment-grade fixed income securities.

**Investments at Fair Value
as of December 31, 2009**

	Level 1	Level 2	Level 3	Total
Mutual fund accounts:				
Government	\$ 582,134	\$ -	\$ -	582,134
Term bonds	701,325	-	-	701,325
Allocation funds	14,525	-	-	14,525
Value funds	1,109,459	-	-	1,109,459
Blended funds	130,633	-	-	130,633
Growth funds	1,775,925	-	-	1,775,925
Common collective trusts	-	657,746	-	657,746
Interest bearing cash	44	-	-	44
Total investments at fair value	\$ 4,314,045	\$ 657,746	\$ -	4,971,791

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

Notes to Financial Statements

4. Investments

The following table represents the fair values of investments that represent five percent or more of the Plan's net assets as of December 31:

December 31,	2010	2009
Cash equivalents:		
HLIC Fixed Income Account	\$ 445,875	\$ 44*
Total cash equivalents	445,875	44
Pooled separate accounts:		
Blackrock Mid Cap Value A	235,560	-
Franklin Growth A	482,582	-
Invesco Van Kampen Comstock A	618,750	-
Janus Overseas S	719,956	-
MFS Government Securities R3	498,449	-
PIMCO Total Return A	589,024	-
Other*	613,239	-
Total pooled separate accounts	3,757,560	-
Mutual funds:		
GM Calvet Income Fund A	-	621,825
GM JP Morgan Government Bond A	-	524,866
GM AllianceBernstein Intl Growth Fund A	-	735,383
GM American Fund Growth Fund of America	-	518,537
GM Blackrock Large Cap Value Fund	-	674,780
Other*	-	1,238,610
Total mutual funds	-	4,314,001
Investments in common collective trusts at estimated fair value:		
ML Retirement Preservation Trust	-	274,100
GM ML Retirement Preservation Trust	-	383,646
Total common collective trusts	-	657,746
Total investments at fair value	\$ 4,203,435	\$ 4,971,791

* Investments individually less than 5 percent of net assets

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

5. Information Certified by the Custodian and Former Trustee

The Plan administrator elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The Plan was certified by Ascensus, as agent of Frontier Trust Company, former trustee and custodian, from January 1, 2010 to December 14, 2010. From December 15, 2010 through December 31, 2010, the Plan was certified by Hartford Life Insurance Company. Accordingly, the custodian and former trustee have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

<i>December 31,</i>	2010	2009
Investments, at fair value:		
Pooled separate accounts	\$ 3,757,560	\$ -
Mutual funds	-	4,314,001
Common collective trusts	-	657,746
Interest bearing cash	445,875	44
Receivables:		
Notes receivable from participants	311,852	374,877

<i>For the year ended December 31,</i>	2010
Net appreciation in fair value of investments	333,456
Interest income on notes receivable from participants	\$ 18,484

- Investment values and income disclosed in Notes 3 and 4;
- Investments as reflected in Form 5500 - Schedule H, Line 4i Schedule of Assets (Held at End of Year) as of December 31, 2010.

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

Ascensus, as agent to Frontier Trust Company, did not certify the adjustment from fair value to contract value of \$47,712 for the Merrill Lynch Retirement Preservation Trust in the Statements of Net Assets Available for Benefits as of December 31, 2009.

6. Tax Status

The Plan received a favorable determination letter from the Internal Revenue Service ("IRS") on March 31, 2008 which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue code ("IRC"). The Plan has been subsequently amended and Plan management continues to believe it is designated and is being operated in accordance with the IRC and that the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been reported.

MarketFare Foods, Inc.

Profit Sharing Plan

Notes to Financial Statements

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

7. Plan Termination

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

In July 2010, the Plan sponsor decided to proceed with a plan of reorganization which included the closing of their Phoenix operations and a reduction of workforce which was greater than 20%. As such, a partial termination was deemed to occur since an employer-initiated action resulted in a significant decrease in plan participation. All employees with unvested employer matching contributions were fully vested.

8. Related Party Transactions

All Plan investments consist of shares of pooled separate accounts and a retirement fixed income account which are managed by the Custodian. The mutual funds and common collective trust funds were managed by Frontier Trust Company, the former trustee. The Custodian also provides administrative services to Plan management. Therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for asset custody services and transaction specific fees amounted to \$7,791 for the year ended December 31, 2010. Additionally, notes receivable from participants also qualify as party-in-interest transactions.

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

Notes to Financial Statements

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the financial statements to the Form 5500:

<i>December 31,</i>	2010	2009
Net assets available for benefits per the financial statements	\$ 4,533,933	\$ 5,398,343
Participant contributions receivables	(18,646)	(3,963)
Net assets available for benefits per the Form 5500	\$ 4,515,287	\$ 5,394,380
<i>For the Year Ended December 31,</i>	2010	
Net decrease in net assets available for benefits per the financial statement	\$ (864,410)	
Change in receivables	(14,683)	
Net decrease in net assets available for benefits per Form 5500	\$ (879,093)	

10. Subsequent Events

We have evaluated the effects of subsequent events that have occurred subsequent to December 31, 2010 through October 14, 2011, the date the financial statements were available to be issued and determined that there are no subsequent transactions that require disclosure to or adjustment in the financial statements, except for:

The credit and liquidity crisis in the United States and throughout the global financial system triggered substantial volatility in world financial markets and the banking system that have had a significant negative impact on foreign and domestic financial markets. As a result, the Plan's investment portfolio incurred a decline in fair value during the 2011 Plan year. However, because the values of the Plan's individual investments have and will fluctuate in response to changing market conditions, the amount of gains or losses that will be recognized in subsequent periods, if any, cannot be determined.

Supplemental Schedule

MarketFare Foods, Inc. Profit Sharing Plan

Form 5500 - Schedule H, Line 4i Schedule of Assets (Held at End of Year) as of December 31, 2010

EIN #: 74-2917844

Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d)** Cost	(e) Current Value
<hr/>				
	The Hartford Group Variable			
*	Annuity Contracts			
	Pooled Separate Accounts:			
		American Funds Inc FD of Amer R3	\$ -	\$ 165,597
		Blackrock Mid Cap Value A	-	235,560
		First American Mid Cap Index A	-	122,781
		Franklin Growth A	-	482,582
		Invesco Van Kampen Comstock A	-	618,750
		Invesco Van Kampen Mid Cap Grow A	-	198,921
		Janus Overseas S	-	719,956
		JP Morgan Small Cap Growth A	-	110,600
		Lord Abbett Fundamental Equity A	-	15,340
		MFS Government Securities R3	-	498,449
		PIMCO Total Return A	-	589,024
	Total Pooled Separate Accounts		-	3,757,560
*	HLIC Fixed Income Account	General Account	-	445,875
	Notes receivable from participant loans	Notes receivable from participants (Interest rates ranging from 3.25% - 10.00% and maturing through 2037.)	-	311,852
	Total		\$ -	\$ 4,515,287

* Represents a party-in-interest.

** Cost information is not a required disclosure for participant directed investments.

This schedule was derived from data certified by Hartford Life Insurance Company, the custodian, as being complete and accurate.

2010 Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator (“you”) in understanding the fees and compensation associated with your plan. If your plan is required to complete a *Form 5500 Schedule C*, this report identifies the different types of reportable compensation paid with respect to the Hartford product utilized by the retirement plan.

As permitted under the Schedule C reporting rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate, or a formula or rate.

- Where it is an actual dollar amount, no further notation is provided.
- Where it is an estimate, we have used a reasonable method to arrive at the estimate and described the method used to arrive at the estimated amount.
- Where a formula or rate is provided, the formula may be disclosed under the Schedule C reporting rules. Alternatively, for purposes of Schedule C or for your fiduciary review of the compensation paid with respect to the plan’s product, you may calculate an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies. Thus, much of the compensation information being provided can be expressed in the form of a formula.

Please note that all compensation is being reported for the 2010 calendar year. This report includes compensation actually paid to or by The Hartford within the 2010 calendar year as part of your Hartford product. This report does not include amounts deducted from plan assets and paid to third parties (other than The Hartford). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here directly from other service providers.

Please note that we have provided suggested service codes with respect to services provided through our Hartford product. These service codes are listed in the 2010 Instructions for Schedule C (Form 5500). Please review with your experienced benefits counsel and other professionals to determine the most appropriate service codes for your plan.

Please contact your Hartford Client Service Team should you require additional information regarding the compensation paid to or by The Hartford with respect to your plan.

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice or accounting or other professional services. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

MARKETFARE FOODS, INC. PS PLAN (824358)
PLAN YEAR END: 12/31

For use with lines 2(h), 3(c), 3(d), 3(e)

Recipient: Hartford Life Insurance Company EIN: 06-0974148

Service Codes: 15, 23, 37, 38, 54, 55, 59, 60, 62, 63, 64, 65, 66, 99, 50 (if direct compensation amount reflected below)

1. Direct Compensation

\$0.00

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction. Of this amount, our records indicate that Hartford Life Insurance Company received **\$0.00**. Please review your records to determine what other service providers (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, plan auditor) received all or any portion of the remaining amount.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Hartford Life Insurance Company are the net result of aggregating direct compensation after the effects of adjustments processed in 2010, some of which may have pertained to prior years.

2. Indirect Compensation

Float compensation

\$0.00

Bank accounts and investments associated with short-term investment pool, 200 Hopmeadow Road, Simsbury, CT 06089

This is an estimate based on the annual average rate of float (0.1415% for 2010) earned on the bank accounts and investment associated with the short-term investment pool for the 2010 calendar year multiplied by an estimate of the assets related to uncashed checks. This estimate does not include float earned for any other reason (e.g., if amounts remitted to Hartford cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

Compensation paid with respect to Underlying Funds

<i>Investment Option Name</i>	<i>EIN</i>	<i>Fees Received from investment options on your Plan's Menu (rates as of 12/31/10)</i>	<i>Total Annual Expenses² (as of 12/31/10)</i>
AMERICAN FUNDS INC FD OF AMER R3	06-0867264	0.60% x assets	0.99%
BLACKROCK MID CAP VALUE A	51-0318674	0.50% x assets	1.25%
FIXED ACCOUNT	NA ¹		0.00%
FRANKLIN GROWTH A	13-2573775	0.35% x assets plus \$12/participant	0.95%
GOLDMAN SACHS SMALL CAP VALUE A	13-4019460	0.55% x assets	1.48%
INVESCO REAL ESTATE A	76-0343427		1.33%
INVESCO VAN KAMPEN COMSTOCK A	76-0343427	0.50% x assets	0.89%
INVESCO VAN KAMPEN MD CP GROW A	76-0343427	0.50% x assets	1.24%
IVY ASSET STRATEGY Y	48-1112076	0.50% x assets	1.01%
JANUS OVERSEAS S	84-0592523	0.50% x assets	1.22%
JPMORGAN SMALL CAP GROWTH A	26-3613641	0.25% x assets plus \$15/participant	1.24%
LORD ABBETT FUNDAMENTAL EQUITY A	13-3712440	0.50% x assets	1.19%

<i>Investment Option Name</i>	<i>EIN</i>	<i>Fees Received from investment options on your Plan's Menu (rates as of 12/31/10)</i>	<i>Total Annual Expenses² (as of 12/31/10)</i>
MFS GOVERNMENT SECURITIES R3	04-3158862	0.87% x assets	0.88%
NUVEEN MID CAP INDEX A	NA ¹	0.50% x assets	0.62%
PIMCO TOTAL RETURN A	33-0629048	0.40% x assets	0.90%
RIDGEWORTH SM CAP VALUE EQUITY A	23-2678674	0.75% x assets	1.44%
THE HARTFORD TARG RETIRE 2010 R4	22-2937447	0.65% x assets	0.85%
THE HARTFORD TARG RETIRE 2015 R4	22-2937447	0.65% x assets	0.85%
THE HARTFORD TARG RETIRE 2020 R4	22-2937447	0.65% x assets	0.90%
THE HARTFORD TARG RETIRE 2025 R4	22-2937447	0.65% x assets	0.90%
THE HARTFORD TARG RETIRE 2030 R4	22-2937447	0.65% x assets	0.90%
THE HARTFORD TARG RETIRE 2035 R4	22-2937447	0.65% x assets	0.90%
THE HARTFORD TARG RETIRE 2040 R4	22-2937447	0.65% x assets	0.90%
THE HARTFORD TARG RETIRE 2045 R4	22-2937447	0.65% x assets	0.95%
THE HARTFORD TARG RETIRE 2050 R4	22-2937447	0.65% x assets	0.95%
UNALLOCATED GENERAL ACCOUNT	NA ¹		0.00%

¹ At the time this report was generated this information was not available.

Under the variable investment options available through your plan's group annuity contract or funding agreement, contract values are invested in Hartford Life Insurance Company separate accounts that, in turn, invest in underlying registered investment companies (i.e., mutual funds) and collective investment funds.

The list includes any investment option held by the plan during the 2010 calendar year. To arrive at an estimate of the dollar amount that Hartford received from each investment option, multiply the rate of fees received from each investment option by your plan's year-end balance (or if the investment option was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the investment option at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

² This amount is the sum of the fund's distribution, management and other fees, which are also identified in the fund's prospectus. Please note that affiliates of Hartford Life Insurance Company act as advisor to the Hartford funds. Such affiliates are identified in the fund's prospectus' and receive management fees in the following amounts:

The Hartford Target Retirement 2010 Inv Opt	0.15% x assets
The Hartford Target Retirement 2015 Inv Opt	0.15% x assets
The Hartford Target Retirement 2020 Inv Opt	0.15% x assets
The Hartford Target Retirement 2025 Inv Opt	0.15% x assets
The Hartford Target Retirement 2030 Inv Opt	0.15% x assets
The Hartford Target Retirement 2035 Inv Opt	0.15% x assets
The Hartford Target Retirement 2040 Inv Opt	0.15% x assets
The Hartford Target Retirement 2045 Inv Opt	0.15% x assets
The Hartford Target Retirement 2050 Inv Opt	0.15% x assets

Recipient: Morningstar Associates, LLC EIN: 36-4317381

Service Code: 49

Indirect Compensation

"Managed by You" services fee Payor: Hartford Life Insurance Company EIN: 06-0974148 **\$54.00**

This is an estimate determined by dividing a flat annual fee paid to Morningstar by the number of plans to whom this feature is made available.



MarketFare Foods, Inc. Profit Sharing Plan

**Financial Statements
and Supplemental Schedule**
As of December 31, 2010 and 2009
and for the Year Ended December 31, 2010

MarketFare Foods, Inc.
Profit Sharing Plan

Financial Statements
and Supplemental Schedule
As of December 31, 2010 and 2009
and for the Year Ended December 31, 2010

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

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Supplemental Schedule

Form 5500 - Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010	20
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NOTE: Schedules other than that listed above have been omitted since the information is otherwise disclosed elsewhere in the financial statements, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.



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Phoenix, AZ 85016

Independent Auditors' Report

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

We were engaged to audit the statements of net assets available for benefits of MarketFare Foods, Inc. Profit Sharing Plan (the "Plan") as of December 31, 2010 and 2009, the related statement of changes in net assets available for benefits for the year ended December 31, 2010 and the supplemental Schedule of Assets Held (at End of Year) as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Hartford Life Insurance Company, the custodian of the Plan and Ascensus, as agent of Frontier Trust Company, the former trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. The Plan administrator has informed us that Hartford Life Insurance Company held the Plan's investment assets and executed investment transactions as of December 31, 2010, and for the period from December 15, 2010 to December 31, 2010, and that Frontier Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2009 and for the period from January 1, 2010 through December 14, 2010. The Plan administrator has obtained certifications from custodian and the former trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the Plan administrator by the custodian and former trustee is complete and accurate.

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

BDO USA, LLP

October 14, 2011

Financial Statements

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

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2010	2009
Assets		
Investments, at fair value:		
Pooled separate accounts	\$ 3,757,560	\$ -
Mutual funds	-	4,314,001
Common collective trusts	-	657,746
Interest bearing cash	445,875	44
Total investments, at fair value	4,203,435	4,971,791
Receivables:		
Notes receivable from participants	311,852	374,877
Participant contributions receivable	18,646	3,963
Total receivables	330,498	378,840
Total assets	4,533,933	5,350,631
Net assets available for benefits, at fair value	4,533,933	5,350,631
Adjustment from fair value to contract value for fully benefit-responsive investment contract (Common Collective Trust - Merrill Lynch Retirement Preservation Trust)	-	47,712
Net assets available for benefits	\$ 4,533,933	\$ 5,398,343

See accompanying notes to financial statements.

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

Statement of Changes in Net Assets Available for Benefits

<i>For the year ended December 31,</i>	2010
Changes to net assets attributed to:	
Interest income on notes receivable from participants	\$ 18,484
Net investment income:	
Dividends	73,569
Net appreciation in fair value of pooled separate accounts	34,633
Net appreciation in fair value of investments	298,823
Total net investment income	425,509
Contributions:	
Participant contributions	202,806
Total additions to net assets	628,315
Distributions:	
Benefits paid to participants	(1,484,934)
Administrative expenses	(7,791)
Total deductions from net assets	(1,492,725)
Net decrease in net assets available for benefits	(864,410)
Net assets available for benefits, beginning of year	5,398,343
Net assets available for benefits, end of year	\$ 4,533,933

See accompanying notes to financial statements.

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

1. Plan Description

General

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

Plan Administration

During December 2010, the Plan changed its custodian from Frontier Trust Company to Hartford Life Insurance Company. The Plan was certified by Ascensus, as agent of Frontier Trust Company, former trustee and custodian, from January 1, 2010 to December 14, 2010. From December 15, 2010 through December 31, 2010, the Plan was certified by Hartford Life Insurance Company (“Custodian”). During this transition, there was a “blackout period” from December 9, 2010 to January 5, 2011 whereby participants of the Plan were unable to direct or diversify investments in their individual accounts, obtain a loan from the Plan, or obtain a distribution from the Plan. In addition, the Plan named an officer of the Company and the Plan Administrative Committee to serve as the new trustee. There were no significant changes to Plan provisions resulting from the change in custodian.

Eligibility

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

Contributions

Each year, participants may contribute up to 100 percent of annual compensation, as defined in the Plan, up to the \$16,500 allowable under the Internal Revenue Code (“IRC”). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions up to \$5,500 allowable under the IRC. Participants may also contribute amounts representing distributions (rollovers) from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may direct the investment of their account balances into various investment options offered by the Plan.

Participants are eligible for matching contributions one (1) year from date of hire at discretion of the Plan Sponsor. Matching contributions, if declared, are allocated equally as a percentage of the participant’s contributions compared to the aggregate of all participant contributions. No such matching contributions were made during 2010.

Participants are eligible for profit sharing contributions one (1) year from date of hire. A participant shall share in the allocation in the Plan year in which they retire, die, or become

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

disabled. Each participant shall receive an allocation equal to an amount determined by dividing the total dollars contributed by the eligible participants.

A profit sharing or matching contribution may be made at the discretion of the Company. No such contributions were made during 2010. Contributions are subject to certain limitations and are fully vested when made.

Participant Accounts

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

Vesting

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

Forfeitures

Employee contributions vest immediately and therefore no forfeitures exist relating to such contributions. Forfeitures are only applicable to employer matching and profit sharing contributions as these specific contributions do not immediately vest (as set forth by the Plan document). Forfeited balances are used to meet the Plan Sponsor's future contribution obligations to the Plan or to pay Plan expenses, as directed by the Administrator. In Plan year 2010 and 2009, there were no forfeitures of contributions of any kind.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participant loans are secured by the balance in the participant's account and bear interest at the prime rate of interest charged by representative local commercial banks. The rate of interest on such loan shall be fixed at the time of the loan. Principal and interest are paid ratably through payroll deductions. The term of repayment may not be greater than 5 years unless the loan qualifies as a residential mortgage loan, which may not be greater than 30 years. Only one loan may be outstanding at a time. Participant loans mature on various dates through 2037 with interest rates ranging 3.25% to 10.00%.

Distribution of Benefits

Upon termination of service, death, permanent disability, or retirement, participants will receive their benefits as a lump sum amount equal to the value of the participants' vested interest in their account. Additionally, under certain circumstances of financial hardship, the participant is

MarketFare Foods, Inc.

Profit Sharing Plan

Notes to Financial Statements

allowed to withdraw funds from the Plan. Also, participants who have reached the age of 59 ½ are allowed to withdraw funds from the Plan unless they are considered to be a highly compensated employee. Following termination, if a participant's vested account balance does not exceed \$1,000, the Plan will distribute it in a lump sum payment without consent of the participant and participant's spouse, if applicable. If a participant's vested account balance is greater than \$1,000 but less than \$5,000, the Plan may notify participants of its intent to automatically rollover the entire balance to a qualified Individual Retirement Account ("IRA") or distribution in the form of a lump sum in cash, unless specific distribution instructions are received from the participant within the time frame stated in the notice. For participants with account balances in excess of \$5,000 no distribution will occur until a withdrawal request is complete.

Administrative Expenses

The Plan's expenses are absorbed by the participants of the Plan based on even allocation of expense among all participants of the Plan. Charges relating to the processing of loan fees and other participant directed services are directly paid from each respective participant's account. For the plan year ended December 31, 2010, \$7,791 in administrative expenses was paid from the Plan. The Plan Sponsor may elect to pay for administrative expense, but did not elect to do so during 2010.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued guidance requiring new disclosures regarding (a) transfers in and out of levels 1 and 2, and (b) activity in level 3 fair value measurements. The new guidance also provides amendments to existing guidance, that clarify existing disclosures regarding (a) level of disaggregation for each class of assets and liabilities, and (b) disclosures about inputs and valuation techniques for fair value measurements that fall in either level 2 or level 3. Levels 1, 2, and 3 of fair value measurements are defined in Note 3 below. The Plan adopted the new disclosures and clarifications of existing disclosures effective December 31, 2010, which did not have a material impact on the Plan's financial statements. The disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements is not expected to have material impact on the Plan's financial statements. The Plan is currently evaluating the impact of its pending adoption on the Plan's financial statements.

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

In May 2011, the FASB modified the fair value measurement and disclosure guidance. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The Plan must adopt the amendments January 1, 2012 and does not expect adoption to have a material impact on net assets available for benefits or changes in net assets available for benefits.

Reclassification

In September 2010, the FASB amended the guidance on how defined contribution plans should classify and measure loans to participants. Previous guidance required the loans to be classified as plan investments, which are generally measured at fair value. The new guidance requires that the loans be classified as notes receivable from participants and measured at their unpaid principal balance plus any accrued but unpaid interest. The Plan adopted the guidance in 2010, as required, and applied it to all periods presented. There was no impact on total net assets available for benefits in any period presented.

Risks and Uncertainties

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

The Plan invests in various investment options that invest in securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

See Note 10 for discussion of subsequent events.

Investment Valuation and Income Recognition

The investments of the Plan are reported at fair value in accordance with ASC 820, *Fair Value Measurements*. The fair value of a financial instrument is the amount 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 (the exit price). See Note 3 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.

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

Net Appreciation (Depreciation) in Fair Value of Investments

Realized and unrealized appreciation (depreciation) in the fair value investments is based on the differences between the fair value of the investments at the beginning of the year, or at the time of purchase for investments purchased during the year, and the related fair value on the day of investments are sold with respect to realized appreciation (depreciation), or on the last day of the year for unrealized appreciation (depreciation).

All realized and unrealized appreciation (depreciation) in the fair value of investments shown in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus unpaid accrued interest. The Plan classifies all participant loans with missed payments due to termination as in default. Defaulted loans are deemed distributed and recorded as benefits paid to participants in the statement of changes in net assets available for benefits in the financial statements and deemed distributions in the Form 5500 for financial reporting purposes in the year the determination is made. There were \$32,021 in deemed distributions for the year ended December 31, 2010.

Payment of Benefits

Benefits are recorded on the date the distributions are made.

3. Fair Value Measurements

The FASB's guidance establishes 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 inputs include quoted prices for identical instruments and are the most observable.
- Level 2 inputs include quoted prices for similar assets and observable inputs such as interest rates, currency exchange rates and yield curves.
- Level 3 inputs are not observable in the market and include management's judgments about the assumptions market participants would use in pricing the asset or liability.

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.

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

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

Pooled Separate Accounts

The Plan holds a group funding agreement issued by the Custodian. The contract allows the Plan to invest in pooled separate accounts that contains several sub-accounts. Each sub-account is primarily invested in mutual funds.

The net asset value of the sub-accounts is primarily based on the quoted market prices of the underlying mutual funds, less daily mortality and expense risk and administration charges. The net asset value of the sub-accounts is determined by the Custodian and is not publicly quoted.

Interest Bearing Account

The Plan is also invested in a fixed income account that is part of the Custodian's general account and is subject to the claims of the Custodian's creditors. The Custodian credits interest on contributions made to the general account at a rate the Custodian declares for a period of time that it determines. The Custodian guarantees a minimum rate of interest. Guarantees are subject to the Custodian's claims paying ability.

Mutual Fund Accounts

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

Common Collective Trusts

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

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.

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MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

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

Investments at Fair Value as of December 31, 2010				
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Asset ⁽¹⁾	\$ -	\$ 165,597	\$ -	\$ 165,596
Bond ⁽²⁾	-	1,087,473	-	1,087,473
International/global ⁽³⁾	-	719,956	-	719,956
Large cap ⁽⁴⁾	-	1,116,672	-	1,116,672
Mid cap ⁽⁵⁾	-	557,262	-	557,262
Small cap ⁽⁶⁾	-	110,600	-	110,600
Fixed income ⁽⁷⁾	445,875	-	-	445,875
Total investments at fair value	\$ 445,875	\$ 3,757,560	\$ -	\$ 4,203,435

Investment Strategies/Objectives

- (1) This class seeks income and capital appreciation. Investments are primarily in income-producing securities, the majority of which is in common stocks and other equity-type securities. Up to 25% of investments may be in foreign issuers.
- (2) This class seeks maximum total return and capital appreciation. Assets are primarily in fixed income instruments with varying maturities, U.S. government securities and investment-grade debt instruments. Investments are in a small number of issuers and uses derivatives to increase exposure in particular markets.
- (3) This class primarily includes investments in securities of issuers outside of the United States. The fund may have significant exposure to emerging markets and invest in foreign equity, debt securities and derivatives.
- (4) This class seeks long-term capital growth primarily by investing in a portfolio of equity securities of small-capitalization, emerging growth companies, companies that are leaders in their industries and foreign securities.
- (5) This class seeks long term capital appreciation with at least 80% of net assets in equity securities in U.S. mid- capitalization value companies. It primarily buys common stocks, but may invest in real estate investment trusts.
- (6) This class seeks long-term capital growth primarily by investing in a portfolio of equity securities of small-capitalization and emerging growth companies.

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

Notes to Financial Statements

- (7) This fund's objective is to maintain a minimum guaranteed rate of return. All investments are in the general asset account of Hartford Life Insurance Company and are guaranteed by Hartford's claims paying ability. The general asset account is primarily invested in investment-grade fixed income securities.

**Investments at Fair Value
as of December 31, 2009**

	Level 1	Level 2	Level 3	Total
Mutual fund accounts:				
Government	\$ 582,134	\$ -	\$ -	582,134
Term bonds	701,325	-	-	701,325
Allocation funds	14,525	-	-	14,525
Value funds	1,109,459	-	-	1,109,459
Blended funds	130,633	-	-	130,633
Growth funds	1,775,925	-	-	1,775,925
Common collective trusts	-	657,746	-	657,746
Interest bearing cash	44	-	-	44
Total investments at fair value	\$ 4,314,045	\$ 657,746	\$ -	4,971,791

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

Notes to Financial Statements

4. Investments

The following table represents the fair values of investments that represent five percent or more of the Plan's net assets as of December 31:

December 31,	2010	2009
Cash equivalents:		
HLIC Fixed Income Account	\$ 445,875	\$ 44*
Total cash equivalents	445,875	44
Pooled separate accounts:		
Blackrock Mid Cap Value A	235,560	-
Franklin Growth A	482,582	-
Invesco Van Kampen Comstock A	618,750	-
Janus Overseas S	719,956	-
MFS Government Securities R3	498,449	-
PIMCO Total Return A	589,024	-
Other*	613,239	-
Total pooled separate accounts	3,757,560	-
Mutual funds:		
GM Calvet Income Fund A	-	621,825
GM JP Morgan Government Bond A	-	524,866
GM AllianceBernstein Intl Growth Fund A	-	735,383
GM American Fund Growth Fund of America	-	518,537
GM Blackrock Large Cap Value Fund	-	674,780
Other*	-	1,238,610
Total mutual funds	-	4,314,001
Investments in common collective trusts at estimated fair value:		
ML Retirement Preservation Trust	-	274,100
GM ML Retirement Preservation Trust	-	383,646
Total common collective trusts	-	657,746
Total investments at fair value	\$ 4,203,435	\$ 4,971,791

* Investments individually less than 5 percent of net assets

MarketFare Foods, Inc. Profit Sharing Plan

Notes to Financial Statements

5. Information Certified by the Custodian and Former Trustee

The Plan administrator elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The Plan was certified by Ascensus, as agent of Frontier Trust Company, former trustee and custodian, from January 1, 2010 to December 14, 2010. From December 15, 2010 through December 31, 2010, the Plan was certified by Hartford Life Insurance Company. Accordingly, the custodian and former trustee have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

<i>December 31,</i>	2010	2009
Investments, at fair value:		
Pooled separate accounts	\$ 3,757,560	\$ -
Mutual funds	-	4,314,001
Common collective trusts	-	657,746
Interest bearing cash	445,875	44
Receivables:		
Notes receivable from participants	311,852	374,877

<i>For the year ended December 31,</i>	2010
Net appreciation in fair value of investments	333,456
Interest income on notes receivable from participants	\$ 18,484

- Investment values and income disclosed in Notes 3 and 4;
- Investments as reflected in Form 5500 - Schedule H, Line 4i Schedule of Assets (Held at End of Year) as of December 31, 2010.

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

Ascensus, as agent to Frontier Trust Company, did not certify the adjustment from fair value to contract value of \$47,712 for the Merrill Lynch Retirement Preservation Trust in the Statements of Net Assets Available for Benefits as of December 31, 2009.

6. Tax Status

The Plan received a favorable determination letter from the Internal Revenue Service ("IRS") on March 31, 2008 which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue code ("IRC"). The Plan has been subsequently amended and Plan management continues to believe it is designated and is being operated in accordance with the IRC and that the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been reported.

MarketFare Foods, Inc.

Profit Sharing Plan

Notes to Financial Statements

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

7. Plan Termination

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

In July 2010, the Plan sponsor decided to proceed with a plan of reorganization which included the closing of their Phoenix operations and a reduction of workforce which was greater than 20%. As such, a partial termination was deemed to occur since an employer-initiated action resulted in a significant decrease in plan participation. All employees with unvested employer matching contributions were fully vested.

8. Related Party Transactions

All Plan investments consist of shares of pooled separate accounts and a retirement fixed income account which are managed by the Custodian. The mutual funds and common collective trust funds were managed by Frontier Trust Company, the former trustee. The Custodian also provides administrative services to Plan management. Therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for asset custody services and transaction specific fees amounted to \$7,791 for the year ended December 31, 2010. Additionally, notes receivable from participants also qualify as party-in-interest transactions.

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

Notes to Financial Statements

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the financial statements to the Form 5500:

<i>December 31,</i>	2010	2009
Net assets available for benefits per the financial statements	\$ 4,533,933	\$ 5,398,343
Participant contributions receivables	(18,646)	(3,963)
Net assets available for benefits per the Form 5500	\$ 4,515,287	\$ 5,394,380
<i>For the Year Ended December 31,</i>	2010	
Net decrease in net assets available for benefits per the financial statement	\$ (864,410)	
Change in receivables	(14,683)	
Net decrease in net assets available for benefits per Form 5500	\$ (879,093)	

10. Subsequent Events

We have evaluated the effects of subsequent events that have occurred subsequent to December 31, 2010 through October 14, 2011, the date the financial statements were available to be issued and determined that there are no subsequent transactions that require disclosure to or adjustment in the financial statements, except for:

The credit and liquidity crisis in the United States and throughout the global financial system triggered substantial volatility in world financial markets and the banking system that have had a significant negative impact on foreign and domestic financial markets. As a result, the Plan's investment portfolio incurred a decline in fair value during the 2011 Plan year. However, because the values of the Plan's individual investments have and will fluctuate in response to changing market conditions, the amount of gains or losses that will be recognized in subsequent periods, if any, cannot be determined.

Supplemental Schedule

MarketFare Foods, Inc. Profit Sharing Plan

Form 5500 - Schedule H, Line 4i Schedule of Assets (Held at End of Year) as of December 31, 2010

EIN #: 74-2917844

Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d)** Cost	(e) Current Value
<hr/>				
	The Hartford Group Variable			
*	Annuity Contracts			
	Pooled Separate Accounts:			
		American Funds Inc FD of Amer R3	\$ -	\$ 165,597
		Blackrock Mid Cap Value A	-	235,560
		First American Mid Cap Index A	-	122,781
		Franklin Growth A	-	482,582
		Invesco Van Kampen Comstock A	-	618,750
		Invesco Van Kampen Mid Cap Grow A	-	198,921
		Janus Overseas S	-	719,956
		JP Morgan Small Cap Growth A	-	110,600
		Lord Abbett Fundamental Equity A	-	15,340
		MFS Government Securities R3	-	498,449
		PIMCO Total Return A	-	589,024
	Total Pooled Separate Accounts		-	3,757,560
*	HLIC Fixed Income Account	General Account	-	445,875
*	Notes receivable from participant loans	Notes receivable from participants (Interest rates ranging from 3.25% - 10.00% and maturing through 2037.)	-	311,852
	Total		\$ -	\$ 4,515,287

* Represents a party-in-interest.

** Cost information is not a required disclosure for participant directed investments.

This schedule was derived from data certified by Hartford Life Insurance Company, the custodian, as being complete and accurate.