Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ **Complete all entries in accordance with the instructions to the Form 5500.**	**2009** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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. . . . . ▶ [X]

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
FRUTAROM USA INC. RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 01/01/1997

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

9500 RAILROAD AVENUE
NORTH BERGEN, NJ 07047

9500 RAILROAD AVENUE
NORTH BERGEN, NJ 07047

2b Employer Identification Number (EIN) 22-3060382

2c Sponsor's telephone number 201-861-9500

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.	02/24/2012	JOHANNA FITZGERALD
	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.

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") FRUTAROM USA INC. 9500 RAILROAD AVENUE NORTH BERGEN, NJ 07047	**3b** Administrator's EIN 22-3060382 **3c** Administrator's telephone number 201-861-9500

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:		**4b** EIN
a Sponsor's name		**4c** PN

5 Total number of participants at the beginning of the plan year	**5**	111
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**	116
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	23
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	139
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	140
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	87
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2F 2G 2J 2K 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)			**9b** Plan benefit arrangement (check all that apply)		
(1)	☐	Insurance	**(1)**	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts	**(2)**	☐	Code section 412(e)(3) insurance contracts
(3)	X	Trust	**(3)**	X	Trust
(4)	☐	General assets of the sponsor	**(4)**	☐	General assets of the sponsor

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

a Pension Schedules			**b General Schedules**		
(1)	X	**R** (Retirement Plan Information)	**(1)**	X	**H** (Financial Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	**(2)**	☐	**I** (Financial Information – Small Plan)
			(3)	☐	___ **A** (Insurance Information)
			(4)	X	**C** (Service Provider Information)
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	**(5)**	X	**D** (DFE/Participating Plan Information)
			(6)	☐	**G** (Financial Transaction Schedules)

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

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

A Name of plan
FRUTAROM USA INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
FRUTAROM USA INC.

D Employer Identification Number (EIN)
22-3060382

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

MARKS PANETH AND SHRON LLP

11-3518842

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 37 60	RECORDKEEPER	1825	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - STATE STREET B 04-1867445	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF SM CAP VAL INV - STATE STREET B 04-1867445	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VAL - BOSTON FINANC 04-2526037	0.40%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS GROWTH OPPS A - GOLDMAN, SACHS & 13-5108880	0.35%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)	DFE/Participating Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.**	**2009** **This Form is Open to Public Inspection.**

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

A Name of plan
FRUTAROM USA INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FRUTAROM USA INC.

D Employer Identification Number (EIN)
22-3060382

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SEI STABLE ASSET FUND

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

c EIN-PN 23-7654996-001 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 660060

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2009** **This Form is Open to Public Inspection**

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

A Name of plan
FRUTAROM USA INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
FRUTAROM USA INC.

D Employer Identification Number (EIN)
22-3060382

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)	11576	9674
(2) Participant contributions	1b(2)	42912	35296
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	27991	57863
(9) Value of interest in common/collective trusts	1c(9)	837054	660060
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1943258	3052880
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2862791	3815773
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	68194	90694
k Total liabilities (add all amounts in lines 1g through1j)	1k	68194	90694
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2794597	3725079

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	85994	
(B) Participants	2a(1)(B)	415701	
(C) Others (including rollovers)	2a(1)(C)	110640	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		612335
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2213	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2213
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	46834	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		46834
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		533
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		611744
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1273659

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	317027	
(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)		317027
f Corrective distributions (see instructions)	2f		1795
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	22500	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1855	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		24355
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		343177

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		930482
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MARKS PANETH & SCHRON **(2)** EIN: 11-3518842

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

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

Part IV Compliance Questions

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

During the plan year:

			Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		242435
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2009** **This Form is Open to Public Inspection.**

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

A Name of plan
FRUTAROM USA INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
FRUTAROM USA INC.

D Employer Identification Number (EIN)
22-3060382

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107 _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

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):

FRUTAROM USA INC.

RETIREMENT SAVINGS PLAN

Report on Financial Statements

December 31, 2009

Frutarom USA Inc. Retirement Savings Plan

Table of Contents

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits December 31, 2009 and 2008	2
Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2009	3
Notes to Financial Statements	4 – 10
SUPPLEMENTAL SCHEDULES FOR THE YEAR ENDED DECEMBER 31, 2009:	
Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions	11
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)	12

Marks Paneth & Shron LLP
Certified Public Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

To the Members of the
Frutarom USA Inc. Retirement Savings Plan Committee

We were engaged to audit the accompanying statements of net assets available for benefits of Frutarom USA Inc. Retirement Savings Plan, (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedules of delinquent participant contributions and assets (held at end of year) as of and for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by the Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2009 and December 31, 2008 and for the Plan year ended December 31, 2009, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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

Marks Paneth & Shron LLP

Woodbury, New York
January 30, 2012

88 FROEHLICH FARM BOULEVARD
WOODBURY, NY 11797-2921
P. 516.992.5900 F. 516.992.5800
WWW.MARKSPANETH.COM

MANHATTAN
LONG ISLAND
WESTCHESTER
CAYMAN ISLANDS

ASSOCIATED WORLD WIDE
WITH JHI
jhi

FRUTAROM USA INC.
RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 and 2008

	2009	2008
ASSETS		
Investments, at fair value (notes 3 and 4):		
Investments	$ 3,712,940	$ 2,780,312
Participant loans	57,863	27,991
Total investments	3,770,803	2,808,303
Receivables:		
Employer contribution	9,674	11,576
Participants contributions	35,296	42,912
Total receivables	44,970	54,488
Total Assets	3,815,773	2,862,791
LIABILITIES		
Payables:		
Duplicate contributions to be returned to the Company	45,694	45,694
Accrued expenses	45,000	22,500
Total Liabilities	90,694	68,194
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 3,725,079	$ 2,794,597

See accompanying notes to the financial statements.

FRUTAROM USA INC.
RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2009

ADDITIONS:		
Additions to net assets attributed to:		
Investment Income:		
Net appreciation in fair value of investments	$	612,278
Dividend income		46,834
Interest income on particpant loans		2,213
		661,325
Contributions:		
Participant		415,701
Employer		85,993
Rollover		110,640
		612,334
Total additions		1,273,659
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants		317,027
Corrective distributions		1,795
Administrative expenses		24,355
Total deductions		343,177
Net increase		930,482
Net assets available for benefits:		
Beginning of Year		2,794,597
End of Year	$	3,725,079

See accompanying notes to the financial statements.

Frutarom USA Inc. Retirement Savings Plan

Notes to Financial Statements

NOTE 1: PLAN DESCRIPTION

The following description of the Frutarom USA Inc. (the "Company") Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established in 1997 and is a defined contribution savings plan covering all eligible employees of the Company. Eligible employees are employees that have completed one month of service, as defined in the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute up to 100% of their pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the lan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Company contributes 50% of the first 4% of base compensation that a participant contributes to the Plan. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are vested immediately in their voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their participants' accounts plus actual earnings thereon is based on years of continuous service. A participant is one-third vested after one year of service, two-thirds vested after two years, and fully vested after three years.

Participant Loans

Participants may borrow from their vested fund accounts up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 3.25% to 7.75%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions.

NOTE 1: PLAN DESCRIPTION (continued)

Payment of Benefits

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

Forfeited Accounts

Forfeited non-vested Company contributions and earnings thereon can be used to offset future Company contributions. At December 31, 2009 and 2008, forfeited non-vested accounts totaled $73,069 and $71,626, respectively. As of December 31, 2009, none of the forfeiture non-vested account balance was used to offset Company contributions.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Participant loans are measured at their amortized cost. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Administrative Expenses

Ordinary expenses of administering the Plan are generally paid by the Company, except for trust fund expenses such as commissions and other expenses arising out of the trust fund investments. The total expenses for the year ended December 31, 2009 were $24,355.

Subsequent Events

The Plan has evaluated, for potential recognition and disclosure, events subsequent to the date of the Statement of Net Assets Available for Benefits through January 30, 2012, the date the financial statements were available to be issued.

Recent Accounting Pronouncements

In September 2009, the Financial Accounting Standards Board ("FASB") issued an update for Investment in Certain Entities that Calculate Net Asset Value ("NAV") per Share. This update provides guidance on estimating the fair value of a company's investments in investment companies when the investment does not have a readily determinable fair value. It permits the use of the investment's net asset value as practical expedient to determine fair value. This guidance also requires additional disclosure of the attributes of these investments such as the nature of any restrictions on the reporting entity's ability to redeem its investment, the unfunded commitments, and the investment strategies of the investees. This guidance is effective for periods ending after December 15, 2009. The adoption did not have a material impact on the Plan's financial condition or results of operations.

NOTE 3: INVESTMENTS – UNAUDITED INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE OF THE PLAN

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Trust Management Company, the Trustee of the Plan at December 31, 2009:

	2009
Investments at fair value	$ 3,770,803
Interest on participant loans	2,213
Net appreciation (depreciation) in fair value of investments	612,278
Interest and dividends	46,834

The fair values of investments held by the Trustee as of December 31, 2009 and 2008, respectively, were as follows:

NOTE 3: INVESTMENTS – UNAUDITED INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE OF THE PLAN (continued)

	2009		2008	
Mutual Funds:				
American Beacon Large Cap Value Plan	$ 326,479	*	$ 228,240	*
Artisan Mid Cap Value	193,384	*	89,718	
American Beacon Small Cap Value Plan	118,963		125,710	
Goldman Sachs Growth Opportunities A	267,920	*	45,543	
Fidelity Contrafund	262,703	*	209,213	*
Fidelity Investment Grade Bond	339,115	*	286,459	*
Fidelity Balanced	156,991	*	143,035	*
Fidelity International Discovery	545,371	*	254,856	*
Fidelity Capital Appreciation	224,941	*	164,127	*
Fidelity Small Cap Independence	86,497		50,099	
Fidelity Freedom Income	90		-	
Fidelity Freedom 2000	9,751		-	
Fidelity Freedom 2010	138,580		112.101	
Fidelity Freedom 2020	61,760		36,643	
Fidelity Freedom 2030	15,078		5,006	
Fidelity Spartan US Equity Index Investment	127,203		77,205	
Fidelity Freedom 2040	13,500		29,245	
Fidelity Freedom 2005	7,343		1,956	
Fidelity Freedom 2015	60,855		58,503	
Fidelity Freedom 2025	60,113		23,844	
Fidelity Freedom 2035	10,468		1,755	
Fidelity Freedom 2045	22,467		-	
Fidelity Freedom 2050	3,308		-	
	3,052,880		1,943,258	
Common Collective Trust:				
SEI Stable Asset	660,060	*	837,054	
Participant loans	57,863		27,991	
Total investments	$ 3,770,803		$ 2,808,573	

*Denotes investments representing 5% or more of the Plan's net assets available for benefits

During the year ended December 31, 2009, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by $612,278, as follows:

Mutual funds	$ 602,951
Common/collective trusts	9,327
	$ 612,278

NOTE 4: FAIR VALUE MEASUREMENTS

FASB ASC 820, "Fair Value Measurements and Disclosures," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

NOTE 4: FAIR VALUE MEASUREMENTS (continued)

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

Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the assets or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Mutual funds

Valued at the net asset value (NAV) of shares held by the Plan at year-end based on a quoted price determined in an active market.

Common Collective Trusts

Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The Common Collective Trust was formed to provide for the collective investment of assets of participating tax qualified pension and profit sharing plans and related trusts and government plans in guaranteed investment contracts and readily marketable assets. The Trust primarily invests in a variety of investment contracts issued by insurance companies and other financial institutions and other investment products (separate account contracts, synthetic GIC's and collective investment trusts) with similar characteristics. The net asset value of each unit is determined at the close of business each business day by adding the value of all the Trust's assets, subtracting all accrued expenses and liabilities related to each class of units and dividing by the number of units outstanding in such class. As of December 31, 2009, there are no restrictions and no unfunded commitments.

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

NOTE 4: FAIR VALUE MEASUREMENTS (continued)

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

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,052,880	$ -	$ -	$ 3,052,880
Common/collective trusts	-	660,060	-	660,060
Participant loans	-	-	57,863	57,863
Total Assets at Fair Value	$ 3,052,880	$ 660,060	$ 57,863	$ 3,770,803

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 1,943,258	$ -	$ -	$ 1,943,258
Common/collective trusts	-	837,054	-	837,054
Participant loans	-	-	27,991	27,991
Total Assets at Fair Value	$ 1,943,258	$ 837,054	$ 27,991	$ 2,808,303

NOTE 5: RELATED-PARTY TRANSACTIONS

Fidelity Management Trust Company ("FMTC") is the Trustee of the Plan, and certain Plan investments are shares of mutual funds managed by affiliates of FMTC. Therefore, these transactions qualify as parties-in-interest transactions. Ordinary expenses of administering the plan are generally paid by the plan; these include trust fund expenses such as commissions, administrative fees and expenses arising out of the trust fund investments.

NOTE 6: PLAN TERMINATION

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

NOTE 7: INCOME TAX STATUS

The Plan has not requested a determination letter from the Internal Revenue Service ("IRS"). However, the Company has adopted a non-standardized safe harbor plan provided by its Trustee, which has obtained a favorable opinion letter dated March 31, 2008 from the IRS as to the acceptability of the form of the Plan under Section 401 of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving its favorable opinion letter, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

NOTE 7: INCOME TAX STATUS (continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax position taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more than likely would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2009 and 2008, there are no uncertain tax positions taken or expected to be taken that would require recognition of a tax 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.

NOTE 8: RISKS AND UNCERTAINTIES

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

NOTE 9: DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2009, the Company failed to remit participant contributions in a timely manner. The Company identified instances in which participants contributions were remitted late to the Plan in violation of DOL regulations. The Company's estimate of the corrected payments to the Plan has not been recorded in the Plan's financial statement, as it is immaterial.

Frutarom USA Inc. Retirement Savings Plan

Supplementary Schedule

Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions

E.I.N 22-3060382
Plan # 004

December 31, 2009

Contributions Transferred Late to the Plan		Total that Constitute Nonexempt Prohibited Transactions			
Payroll Date	Participant Contributions	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
01/07/09	$ 14,428	$ -	$ -	$ 14,428	$ -
01/14/09	970	-	-	970	-
01/28/09	1,061	-	-	1,061	-
01/28/09	(221)	-	-	(221)	-
03/04/09	13,234	-	-	13,234	-
03/11/09	1,101	-	-	1,101	-
03/13/09	267	-	-	267	-
03/25/09	3,857	-	-	3,857	-
04/15/09	13,914	-	-	13,914	-
04/22/09	1,019	-	-	1,019	-
04/29/09	15,623	-	-	15,623	-
05/06/09	1,016	-	-	1,016	-
05/13/09	14,250	-	-	14,250	-
05/15/09	512	-	-	512	-
05/20/09	344	-	-	344	-
05/27/09	9,163	-	-	9,163	-
06/03/09	1,754	-	-	1,754	-
06/17/09	1,027	-	-	1,027	-
06/24/09	14,258	-	-	14,258	-
07/01/09	985	-	-	985	-
07/15/09	979	-	-	979	-
07/22/09	14,128	-	-	14,128	-
07/29/09	1,025	-	-	1,025	-
08/12/09	959	-	-	959	-
08/26/09	1,116	-	-	1,116	-
09/02/09	16,680	-	-	16,680	-
09/16/09	16,718	-	-	16,718	-
09/23/09	1,078	-	-	1,078	-
09/30/09	15,641	-	-	15,641	-
10/07/09	1,879	-	-	1,879	-
10/21/09	980	-	-	980	-
10/28/09	15,132	-	-	15,132	-
11/09/09	15,679	-	-	15,679	-
11/18/09	1,139	-	-	1,139	-
11/25/09	15,048	-	-	15,048	-
12/02/09	791	-	-	791	-
12/09/09	14,901	-	-	14,901	-
Total	$ 242,435	$ -	$ -	$ 242,435	$ -

See independent auditors' report

FRUTAROM USA INC.
RETIREMENT SAVINGS PLAN

Schedule H, Line 4i
Schedule of Assets (Held at End of Year)

Year Ended December 31, 2009

(a)	Identity of Issuer, Borrower, Lessor, or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value (c)	Cost (d)**	Fair Value (e)
	American Beacon Large Cap Value Plan	Mutual Fund		$ 326,479
	SEI Stable Asset	Common Collective Trust		660,060
	Artisan Mid Cap Value	Mutual Fund		193,384
	American Beacon Small Cap Value Plan	Mutual Fund		118,963
	Goldman Sachs Growth Opportunities A	Mutual Fund		267,920
*	Fidelity Contrafund	Mutual Fund		262,703
*	Fidelity Investment Grade Bond	Mutual Fund		339,115
*	Fidelity Balanced	Mutual Fund		156,991
*	Fidelity International Discovery	Mutual Fund		545,371
*	Fidelity Capital Appreciation	Mutual Fund		224,941
*	Fidelity Small Cap Independence	Mutual Fund		86,497
*	Fidelity Freedom Income	Mutual Fund		90
*	Fidelity Freedom 2000	Mutual Fund		9,751
*	Fidelity Freedom 2010	Mutual Fund		138,580
*	Fidelity Freedom 2020	Mutual Fund		61,760
*	Fidelity Freedom 2030	Mutual Fund		15,078
*	Fidelity Spartan US Equity Index Investment	Mutual Fund		127,203
*	Fidelity Freedom 2040	Mutual Fund		13,500
*	Fidelity Freedom 2005	Mutual Fund		7,343
*	Fidelity Freedom 2015	Mutual Fund		60,855
*	Fidelity Freedom 2025	Mutual Fund		60,113
*	Fidelity Freedom 2035	Mutual Fund		10,468
*	Fidelity Freedom 2045	Mutual Fund		22,467
*	Fidelity Freedom 2050	Mutual Fund		3,308
*	Participant loans	3.25% - 7.75% Maturities through 2/2010 - 12/2014		57,863
				$ 3,770,803

* Indicates party-in-interest to the Plan.

** Cost information omitted with respect to participant or beneficairy directed transactions under an individual account plan.

See independent auditors' report

FRUTAROM USA INC.

RETIREMENT SAVINGS PLAN

Report on Financial Statements

December 31, 2009

Frutarom USA Inc. Retirement Savings Plan

Table of Contents

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits December 31, 2009 and 2008	2
Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2009	3
Notes to Financial Statements	4 – 10
SUPPLEMENTAL SCHEDULES FOR THE YEAR ENDED DECEMBER 31, 2009:	
Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions	11
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)	12

Marks Paneth & Shron LLP
Certified Public Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

To the Members of the
Frutarom USA Inc. Retirement Savings Plan Committee

We were engaged to audit the accompanying statements of net assets available for benefits of Frutarom USA Inc. Retirement Savings Plan, (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedules of delinquent participant contributions and assets (held at end of year) as of and for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by the Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2009 and December 31, 2008 and for the Plan year ended December 31, 2009, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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

Marks Paneth & Shron LLP

Woodbury, New York
January 30, 2012

88 FROEHLICH FARM BOULEVARD
WOODBURY, NY 11797-2921
P. 516.992.5900 F. 516.992.5800
WWW.MARKSPANETH.COM

MANHATTAN
LONG ISLAND
WESTCHESTER
CAYMAN ISLANDS

ASSOCIATED WORLD WIDE
WITH JHI
jhi

FRUTAROM USA INC.
RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 and 2008

	2009	2008
ASSETS		
Investments, at fair value (notes 3 and 4):		
Investments	$ 3,712,940	$ 2,780,312
Participant loans	57,863	27,991
Total investments	3,770,803	2,808,303
Receivables:		
Employer contribution	9,674	11,576
Participants contributions	35,296	42,912
Total receivables	44,970	54,488
Total Assets	3,815,773	2,862,791
LIABILITIES		
Payables:		
Duplicate contributions to be returned to the Company	45,694	45,694
Accrued expenses	45,000	22,500
Total Liabilities	90,694	68,194
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 3,725,079	$ 2,794,597

See accompanying notes to the financial statements.

FRUTAROM USA INC.
RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2009

ADDITIONS:		
Additions to net assets attributed to:		
Investment Income:		
Net appreciation in fair value of investments	$	612,278
Dividend income		46,834
Interest income on particpant loans		2,213
		661,325
Contributions:		
Participant		415,701
Employer		85,993
Rollover		110,640
		612,334
Total additions		1,273,659
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants		317,027
Corrective distributions		1,795
Administrative expenses		24,355
Total deductions		343,177
Net increase		930,482
Net assets available for benefits:		
Beginning of Year		2,794,597
End of Year	$	3,725,079

See accompanying notes to the financial statements.

Frutarom USA Inc. Retirement Savings Plan

Notes to Financial Statements

NOTE 1: PLAN DESCRIPTION

The following description of the Frutarom USA Inc. (the "Company") Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established in 1997 and is a defined contribution savings plan covering all eligible employees of the Company. Eligible employees are employees that have completed one month of service, as defined in the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute up to 100% of their pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the lan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Company contributes 50% of the first 4% of base compensation that a participant contributes to the Plan. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are vested immediately in their voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their participants' accounts plus actual earnings thereon is based on years of continuous service. A participant is one-third vested after one year of service, two-thirds vested after two years, and fully vested after three years.

Participant Loans

Participants may borrow from their vested fund accounts up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 3.25% to 7.75%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions.

NOTE 1: PLAN DESCRIPTION (continued)

Payment of Benefits

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

Forfeited Accounts

Forfeited non-vested Company contributions and earnings thereon can be used to offset future Company contributions. At December 31, 2009 and 2008, forfeited non-vested accounts totaled $73,069 and $71,626, respectively. As of December 31, 2009, none of the forfeiture non-vested account balance was used to offset Company contributions.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Participant loans are measured at their amortized cost. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Administrative Expenses

Ordinary expenses of administering the Plan are generally paid by the Company, except for trust fund expenses such as commissions and other expenses arising out of the trust fund investments. The total expenses for the year ended December 31, 2009 were $24,355.

Subsequent Events

The Plan has evaluated, for potential recognition and disclosure, events subsequent to the date of the Statement of Net Assets Available for Benefits through January 30, 2012, the date the financial statements were available to be issued.

Recent Accounting Pronouncements

In September 2009, the Financial Accounting Standards Board ("FASB") issued an update for Investment in Certain Entities that Calculate Net Asset Value ("NAV") per Share. This update provides guidance on estimating the fair value of a company's investments in investment companies when the investment does not have a readily determinable fair value. It permits the use of the investment's net asset value as practical expedient to determine fair value. This guidance also requires additional disclosure of the attributes of these investments such as the nature of any restrictions on the reporting entity's ability to redeem its investment, the unfunded commitments, and the investment strategies of the investees. This guidance is effective for periods ending after December 15, 2009. The adoption did not have a material impact on the Plan's financial condition or results of operations.

NOTE 3: INVESTMENTS – UNAUDITED INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE OF THE PLAN

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Trust Management Company, the Trustee of the Plan at December 31, 2009:

	2009
Investments at fair value	$ 3,770,803
Interest on participant loans	2,213
Net appreciation (depreciation) in fair value of investments	612,278
Interest and dividends	46,834

The fair values of investments held by the Trustee as of December 31, 2009 and 2008, respectively, were as follows:

NOTE 3: INVESTMENTS – UNAUDITED INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE OF THE PLAN (continued)

	2009		2008	
Mutual Funds:				
American Beacon Large Cap Value Plan	$ 326,479	*	$ 228,240	*
Artisan Mid Cap Value	193,384	*	89,718	
American Beacon Small Cap Value Plan	118,963		125,710	
Goldman Sachs Growth Opportunities A	267,920	*	45,543	
Fidelity Contrafund	262,703	*	209,213	*
Fidelity Investment Grade Bond	339,115	*	286,459	*
Fidelity Balanced	156,991	*	143,035	*
Fidelity International Discovery	545,371	*	254,856	*
Fidelity Capital Appreciation	224,941	*	164,127	*
Fidelity Small Cap Independence	86,497		50,099	
Fidelity Freedom Income	90		-	
Fidelity Freedom 2000	9,751		-	
Fidelity Freedom 2010	138,580		112.101	
Fidelity Freedom 2020	61,760		36,643	
Fidelity Freedom 2030	15,078		5,006	
Fidelity Spartan US Equity Index Investment	127,203		77,205	
Fidelity Freedom 2040	13,500		29,245	
Fidelity Freedom 2005	7,343		1,956	
Fidelity Freedom 2015	60,855		58,503	
Fidelity Freedom 2025	60,113		23,844	
Fidelity Freedom 2035	10,468		1,755	
Fidelity Freedom 2045	22,467		-	
Fidelity Freedom 2050	3,308		-	
	3,052,880		1,943,258	
Common Collective Trust:				
SEI Stable Asset	660,060	*	837,054	
Participant loans	57,863		27,991	
Total investments	$ 3,770,803		$ 2,808,573	

*Denotes investments representing 5% or more of the Plan's net assets available for benefits

During the year ended December 31, 2009, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by $612,278, as follows:

Mutual funds	$ 602,951
Common/collective trusts	9,327
	$ 612,278

NOTE 4: FAIR VALUE MEASUREMENTS

FASB ASC 820, "Fair Value Measurements and Disclosures," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

NOTE 4: FAIR VALUE MEASUREMENTS (continued)

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

Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the assets or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Mutual funds

Valued at the net asset value (NAV) of shares held by the Plan at year-end based on a quoted price determined in an active market.

Common Collective Trusts

Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The Common Collective Trust was formed to provide for the collective investment of assets of participating tax qualified pension and profit sharing plans and related trusts and government plans in guaranteed investment contracts and readily marketable assets. The Trust primarily invests in a variety of investment contracts issued by insurance companies and other financial institutions and other investment products (separate account contracts, synthetic GIC's and collective investment trusts) with similar characteristics. The net asset value of each unit is determined at the close of business each business day by adding the value of all the Trust's assets, subtracting all accrued expenses and liabilities related to each class of units and dividing by the number of units outstanding in such class. As of December 31, 2009, there are no restrictions and no unfunded commitments.

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

NOTE 4: FAIR VALUE MEASUREMENTS (continued)

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

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,052,880	$ -	$ -	$ 3,052,880
Common/collective trusts	-	660,060	-	660,060
Participant loans	-	-	57,863	57,863
Total Assets at Fair Value	$ 3,052,880	$ 660,060	$ 57,863	$ 3,770,803

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 1,943,258	$ -	$ -	$ 1,943,258
Common/collective trusts	-	837,054	-	837,054
Participant loans	-	-	27,991	27,991
Total Assets at Fair Value	$ 1,943,258	$ 837,054	$ 27,991	$ 2,808,303

NOTE 5: RELATED-PARTY TRANSACTIONS

Fidelity Management Trust Company ("FMTC") is the Trustee of the Plan, and certain Plan investments are shares of mutual funds managed by affiliates of FMTC. Therefore, these transactions qualify as parties-in-interest transactions. Ordinary expenses of administering the plan are generally paid by the plan; these include trust fund expenses such as commissions, administrative fees and expenses arising out of the trust fund investments.

NOTE 6: PLAN TERMINATION

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

NOTE 7: INCOME TAX STATUS

The Plan has not requested a determination letter from the Internal Revenue Service ("IRS"). However, the Company has adopted a non-standardized safe harbor plan provided by its Trustee, which has obtained a favorable opinion letter dated March 31, 2008 from the IRS as to the acceptability of the form of the Plan under Section 401 of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving its favorable opinion letter, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

NOTE 7: INCOME TAX STATUS (continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax position taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more than likely would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2009 and 2008, there are no uncertain tax positions taken or expected to be taken that would require recognition of a tax 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.

NOTE 8: RISKS AND UNCERTAINTIES

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

NOTE 9: DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2009, the Company failed to remit participant contributions in a timely manner. The Company identified instances in which participants contributions were remitted late to the Plan in violation of DOL regulations. The Company's estimate of the corrected payments to the Plan has not been recorded in the Plan's financial statement, as it is immaterial.

Frutarom USA Inc. Retirement Savings Plan

Supplementary Schedule

Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions

E.I.N 22-3060382
Plan # 004

December 31, 2009

Contributions Transferred Late to the Plan		Total that Constitute Nonexempt Prohibited Transactions			
Payroll Date	Participant Contributions	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
01/07/09	$ 14,428	$ -	$ -	$ 14,428	$ -
01/14/09	970	-	-	970	-
01/28/09	1,061	-	-	1,061	-
01/28/09	(221)	-	-	(221)	-
03/04/09	13,234	-	-	13,234	-
03/11/09	1,101	-	-	1,101	-
03/13/09	267	-	-	267	-
03/25/09	3,857	-	-	3,857	-
04/15/09	13,914	-	-	13,914	-
04/22/09	1,019	-	-	1,019	-
04/29/09	15,623	-	-	15,623	-
05/06/09	1,016	-	-	1,016	-
05/13/09	14,250	-	-	14,250	-
05/15/09	512	-	-	512	-
05/20/09	344	-	-	344	-
05/27/09	9,163	-	-	9,163	-
06/03/09	1,754	-	-	1,754	-
06/17/09	1,027	-	-	1,027	-
06/24/09	14,258	-	-	14,258	-
07/01/09	985	-	-	985	-
07/15/09	979	-	-	979	-
07/22/09	14,128	-	-	14,128	-
07/29/09	1,025	-	-	1,025	-
08/12/09	959	-	-	959	-
08/26/09	1,116	-	-	1,116	-
09/02/09	16,680	-	-	16,680	-
09/16/09	16,718	-	-	16,718	-
09/23/09	1,078	-	-	1,078	-
09/30/09	15,641	-	-	15,641	-
10/07/09	1,879	-	-	1,879	-
10/21/09	980	-	-	980	-
10/28/09	15,132	-	-	15,132	-
11/09/09	15,679	-	-	15,679	-
11/18/09	1,139	-	-	1,139	-
11/25/09	15,048	-	-	15,048	-
12/02/09	791	-	-	791	-
12/09/09	14,901	-	-	14,901	-
Total	$ 242,435	$ -	$ -	$ 242,435	$ -

See independent auditors' report

FRUTAROM USA INC.
RETIREMENT SAVINGS PLAN

Schedule H, Line 4i
Schedule of Assets (Held at End of Year)

Year Ended December 31, 2009

(a)	Identity of Issuer, Borrower, Lessor, or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value (c)	Cost (d)**	Fair Value (e)
	American Beacon Large Cap Value Plan	Mutual Fund		$ 326,479
	SEI Stable Asset	Common Collective Trust		660,060
	Artisan Mid Cap Value	Mutual Fund		193,384
	American Beacon Small Cap Value Plan	Mutual Fund		118,963
	Goldman Sachs Growth Opportunities A	Mutual Fund		267,920
*	Fidelity Contrafund	Mutual Fund		262,703
*	Fidelity Investment Grade Bond	Mutual Fund		339,115
*	Fidelity Balanced	Mutual Fund		156,991
*	Fidelity International Discovery	Mutual Fund		545,371
*	Fidelity Capital Appreciation	Mutual Fund		224,941
*	Fidelity Small Cap Independence	Mutual Fund		86,497
*	Fidelity Freedom Income	Mutual Fund		90
*	Fidelity Freedom 2000	Mutual Fund		9,751
*	Fidelity Freedom 2010	Mutual Fund		138,580
*	Fidelity Freedom 2020	Mutual Fund		61,760
*	Fidelity Freedom 2030	Mutual Fund		15,078
*	Fidelity Spartan US Equity Index Investment	Mutual Fund		127,203
*	Fidelity Freedom 2040	Mutual Fund		13,500
*	Fidelity Freedom 2005	Mutual Fund		7,343
*	Fidelity Freedom 2015	Mutual Fund		60,855
*	Fidelity Freedom 2025	Mutual Fund		60,113
*	Fidelity Freedom 2035	Mutual Fund		10,468
*	Fidelity Freedom 2045	Mutual Fund		22,467
*	Fidelity Freedom 2050	Mutual Fund		3,308
*	Participant loans	3.25% - 7.75% Maturities through 2/2010 - 12/2014		57,863
				$ 3,770,803

* Indicates party-in-interest to the Plan.

** Cost information omitted with respect to participant or beneficairy directed transactions under an individual account plan.

See independent auditors' report

DFVC PROGRAM STATEMENT

Frutarom USA Inc. Retirement Savings Plan
EIN: 22-3060382
Plan Number: 004

Attachment to Form 5500, Annual Return/Report of Employee Benefit Plan
for plan year ending December 31, 2009

This Form 5500, Annual Return/Report of Employee Benefit Plan for the plan year ending December 31, 2009 for the above-referenced Plan is being filed pursuant to the Department of Labor's Delinquent Filer Voluntary Compliance Program (DFVCP).

Frutarom USA Inc. Retirement Savings Plan
EIN: 22-3060382
Plan Number: 004

Attachment to Form 5500, Annual Return/Report of Employee Benefit Plan
for plan year ending December 31, 2009

Frutarom USA Inc., the sponsor of the Plan, is in the process of correcting the delinquent delinquent participant contributions disclosed in the Form 5500 and will file for a no-action letter pursuant to the Department of Labor's Voluntary Fiduciary Correction Program.

FRUTAROM USA INC.

RETIREMENT SAVINGS PLAN

Report on Financial Statements

December 31, 2009

Frutarom USA Inc. Retirement Savings Plan

Table of Contents

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits December 31, 2009 and 2008	2
Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2009	3
Notes to Financial Statements	4 – 10
SUPPLEMENTAL SCHEDULES FOR THE YEAR ENDED DECEMBER 31, 2009:	
Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions	11
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)	12

Marks Paneth & Shron LLP
Certified Public Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

To the Members of the
Frutarom USA Inc. Retirement Savings Plan Committee

We were engaged to audit the accompanying statements of net assets available for benefits of Frutarom USA Inc. Retirement Savings Plan, (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedules of delinquent participant contributions and assets (held at end of year) as of and for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by the Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2009 and December 31, 2008 and for the Plan year ended December 31, 2009, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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

Marks Paneth & Shron LLP

Woodbury, New York
January 30, 2012

88 FROEHLICH FARM BOULEVARD
WOODBURY, NY 11797-2921
P. 516.992.5900 F. 516.992.5800
WWW.MARKSPANETH.COM

MANHATTAN
LONG ISLAND
WESTCHESTER
CAYMAN ISLANDS

ASSOCIATED WORLD WIDE
WITH JHI
jhi

FRUTAROM USA INC.
RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 and 2008

	2009	2008
ASSETS		
Investments, at fair value (notes 3 and 4):		
Investments	$ 3,712,940	$ 2,780,312
Participant loans	57,863	27,991
Total investments	3,770,803	2,808,303
Receivables:		
Employer contribution	9,674	11,576
Participants contributions	35,296	42,912
Total receivables	44,970	54,488
Total Assets	3,815,773	2,862,791
LIABILITIES		
Payables:		
Duplicate contributions to be returned to the Company	45,694	45,694
Accrued expenses	45,000	22,500
Total Liabilities	90,694	68,194
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 3,725,079	$ 2,794,597

See accompanying notes to the financial statements.

FRUTAROM USA INC.
RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2009

ADDITIONS:		
Additions to net assets attributed to:		
Investment Income:		
Net appreciation in fair value of investments	$	612,278
Dividend income		46,834
Interest income on particpant loans		2,213
		661,325
Contributions:		
Participant		415,701
Employer		85,993
Rollover		110,640
		612,334
Total additions		1,273,659
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants		317,027
Corrective distributions		1,795
Administrative expenses		24,355
Total deductions		343,177
Net increase		930,482
Net assets available for benefits:		
Beginning of Year		2,794,597
End of Year	$	3,725,079

See accompanying notes to the financial statements.

Frutarom USA Inc. Retirement Savings Plan

Notes to Financial Statements

NOTE 1: PLAN DESCRIPTION

The following description of the Frutarom USA Inc. (the "Company") Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established in 1997 and is a defined contribution savings plan covering all eligible employees of the Company. Eligible employees are employees that have completed one month of service, as defined in the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute up to 100% of their pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the lan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Company contributes 50% of the first 4% of base compensation that a participant contributes to the Plan. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are vested immediately in their voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their participants' accounts plus actual earnings thereon is based on years of continuous service. A participant is one-third vested after one year of service, two-thirds vested after two years, and fully vested after three years.

Participant Loans

Participants may borrow from their vested fund accounts up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 3.25% to 7.75%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions.

NOTE 1: PLAN DESCRIPTION (continued)

Payment of Benefits

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

Forfeited Accounts

Forfeited non-vested Company contributions and earnings thereon can be used to offset future Company contributions. At December 31, 2009 and 2008, forfeited non-vested accounts totaled $73,069 and $71,626, respectively. As of December 31, 2009, none of the forfeiture non-vested account balance was used to offset Company contributions.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Participant loans are measured at their amortized cost. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Administrative Expenses

Ordinary expenses of administering the Plan are generally paid by the Company, except for trust fund expenses such as commissions and other expenses arising out of the trust fund investments. The total expenses for the year ended December 31, 2009 were $24,355.

Subsequent Events

The Plan has evaluated, for potential recognition and disclosure, events subsequent to the date of the Statement of Net Assets Available for Benefits through January 30, 2012, the date the financial statements were available to be issued.

Recent Accounting Pronouncements

In September 2009, the Financial Accounting Standards Board ("FASB") issued an update for Investment in Certain Entities that Calculate Net Asset Value ("NAV") per Share. This update provides guidance on estimating the fair value of a company's investments in investment companies when the investment does not have a readily determinable fair value. It permits the use of the investment's net asset value as practical expedient to determine fair value. This guidance also requires additional disclosure of the attributes of these investments such as the nature of any restrictions on the reporting entity's ability to redeem its investment, the unfunded commitments, and the investment strategies of the investees. This guidance is effective for periods ending after December 15, 2009. The adoption did not have a material impact on the Plan's financial condition or results of operations.

NOTE 3: INVESTMENTS – UNAUDITED INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE OF THE PLAN

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Trust Management Company, the Trustee of the Plan at December 31, 2009:

	2009
Investments at fair value	$ 3,770,803
Interest on participant loans	2,213
Net appreciation (depreciation) in fair value of investments	612,278
Interest and dividends	46,834

The fair values of investments held by the Trustee as of December 31, 2009 and 2008, respectively, were as follows:

NOTE 3: INVESTMENTS – UNAUDITED INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE OF THE PLAN (continued)

	2009		2008	
Mutual Funds:				
American Beacon Large Cap Value Plan	$ 326,479	*	$ 228,240	*
Artisan Mid Cap Value	193,384	*	89,718	
American Beacon Small Cap Value Plan	118,963		125,710	
Goldman Sachs Growth Opportunities A	267,920	*	45,543	
Fidelity Contrafund	262,703	*	209,213	*
Fidelity Investment Grade Bond	339,115	*	286,459	*
Fidelity Balanced	156,991	*	143,035	*
Fidelity International Discovery	545,371	*	254,856	*
Fidelity Capital Appreciation	224,941	*	164,127	*
Fidelity Small Cap Independence	86,497		50,099	
Fidelity Freedom Income	90		-	
Fidelity Freedom 2000	9,751		-	
Fidelity Freedom 2010	138,580		112.101	
Fidelity Freedom 2020	61,760		36,643	
Fidelity Freedom 2030	15,078		5,006	
Fidelity Spartan US Equity Index Investment	127,203		77,205	
Fidelity Freedom 2040	13,500		29,245	
Fidelity Freedom 2005	7,343		1,956	
Fidelity Freedom 2015	60,855		58,503	
Fidelity Freedom 2025	60,113		23,844	
Fidelity Freedom 2035	10,468		1,755	
Fidelity Freedom 2045	22,467		-	
Fidelity Freedom 2050	3,308		-	
	3,052,880		1,943,258	
Common Collective Trust:				
SEI Stable Asset	660,060	*	837,054	
Participant loans	57,863		27,991	
Total investments	$ 3,770,803		$ 2,808,573	

*Denotes investments representing 5% or more of the Plan's net assets available for benefits

During the year ended December 31, 2009, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by $612,278, as follows:

Mutual funds	$ 602,951
Common/collective trusts	9,327
	$ 612,278

NOTE 4: FAIR VALUE MEASUREMENTS

FASB ASC 820, "Fair Value Measurements and Disclosures," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

NOTE 4: FAIR VALUE MEASUREMENTS (continued)

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

Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the assets or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Mutual funds

Valued at the net asset value (NAV) of shares held by the Plan at year-end based on a quoted price determined in an active market.

Common Collective Trusts

Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The Common Collective Trust was formed to provide for the collective investment of assets of participating tax qualified pension and profit sharing plans and related trusts and government plans in guaranteed investment contracts and readily marketable assets. The Trust primarily invests in a variety of investment contracts issued by insurance companies and other financial institutions and other investment products (separate account contracts, synthetic GIC's and collective investment trusts) with similar characteristics. The net asset value of each unit is determined at the close of business each business day by adding the value of all the Trust's assets, subtracting all accrued expenses and liabilities related to each class of units and dividing by the number of units outstanding in such class. As of December 31, 2009, there are no restrictions and no unfunded commitments.

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

NOTE 4: FAIR VALUE MEASUREMENTS (continued)

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

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,052,880	$ -	$ -	$ 3,052,880
Common/collective trusts	-	660,060	-	660,060
Participant loans	-	-	57,863	57,863
Total Assets at Fair Value	$ 3,052,880	$ 660,060	$ 57,863	$ 3,770,803

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 1,943,258	$ -	$ -	$ 1,943,258
Common/collective trusts	-	837,054	-	837,054
Participant loans	-	-	27,991	27,991
Total Assets at Fair Value	$ 1,943,258	$ 837,054	$ 27,991	$ 2,808,303

NOTE 5: RELATED-PARTY TRANSACTIONS

Fidelity Management Trust Company ("FMTC") is the Trustee of the Plan, and certain Plan investments are shares of mutual funds managed by affiliates of FMTC. Therefore, these transactions qualify as parties-in-interest transactions. Ordinary expenses of administering the plan are generally paid by the plan; these include trust fund expenses such as commissions, administrative fees and expenses arising out of the trust fund investments.

NOTE 6: PLAN TERMINATION

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

NOTE 7: INCOME TAX STATUS

The Plan has not requested a determination letter from the Internal Revenue Service ("IRS"). However, the Company has adopted a non-standardized safe harbor plan provided by its Trustee, which has obtained a favorable opinion letter dated March 31, 2008 from the IRS as to the acceptability of the form of the Plan under Section 401 of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving its favorable opinion letter, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

NOTE 7: INCOME TAX STATUS (continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax position taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more than likely would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2009 and 2008, there are no uncertain tax positions taken or expected to be taken that would require recognition of a tax 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.

NOTE 8: RISKS AND UNCERTAINTIES

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

NOTE 9: DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2009, the Company failed to remit participant contributions in a timely manner. The Company identified instances in which participants contributions were remitted late to the Plan in violation of DOL regulations. The Company's estimate of the corrected payments to the Plan has not been recorded in the Plan's financial statement, as it is immaterial.

Frutarom USA Inc. Retirement Savings Plan

Supplementary Schedule

Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions

E.I.N 22-3060382
Plan # 004

December 31, 2009

Contributions Transferred Late to the Plan		Total that Constitute Nonexempt Prohibited Transactions			
Payroll Date	Participant Contributions	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
01/07/09	$ 14,428	$ -	$ -	$ 14,428	$ -
01/14/09	970	-	-	970	-
01/28/09	1,061	-	-	1,061	-
01/28/09	(221)	-	-	(221)	-
03/04/09	13,234	-	-	13,234	-
03/11/09	1,101	-	-	1,101	-
03/13/09	267	-	-	267	-
03/25/09	3,857	-	-	3,857	-
04/15/09	13,914	-	-	13,914	-
04/22/09	1,019	-	-	1,019	-
04/29/09	15,623	-	-	15,623	-
05/06/09	1,016	-	-	1,016	-
05/13/09	14,250	-	-	14,250	-
05/15/09	512	-	-	512	-
05/20/09	344	-	-	344	-
05/27/09	9,163	-	-	9,163	-
06/03/09	1,754	-	-	1,754	-
06/17/09	1,027	-	-	1,027	-
06/24/09	14,258	-	-	14,258	-
07/01/09	985	-	-	985	-
07/15/09	979	-	-	979	-
07/22/09	14,128	-	-	14,128	-
07/29/09	1,025	-	-	1,025	-
08/12/09	959	-	-	959	-
08/26/09	1,116	-	-	1,116	-
09/02/09	16,680	-	-	16,680	-
09/16/09	16,718	-	-	16,718	-
09/23/09	1,078	-	-	1,078	-
09/30/09	15,641	-	-	15,641	-
10/07/09	1,879	-	-	1,879	-
10/21/09	980	-	-	980	-
10/28/09	15,132	-	-	15,132	-
11/09/09	15,679	-	-	15,679	-
11/18/09	1,139	-	-	1,139	-
11/25/09	15,048	-	-	15,048	-
12/02/09	791	-	-	791	-
12/09/09	14,901	-	-	14,901	-
Total	$ 242,435	$ -	$ -	$ 242,435	$ -

See independent auditors' report

FRUTAROM USA INC.
RETIREMENT SAVINGS PLAN

Schedule H, Line 4i
Schedule of Assets (Held at End of Year)

Year Ended December 31, 2009

(a)	Identity of Issuer, Borrower, Lessor, or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value (c)	Cost (d)**	Fair Value (e)
	American Beacon Large Cap Value Plan	Mutual Fund		$ 326,479
	SEI Stable Asset	Common Collective Trust		660,060
	Artisan Mid Cap Value	Mutual Fund		193,384
	American Beacon Small Cap Value Plan	Mutual Fund		118,963
	Goldman Sachs Growth Opportunities A	Mutual Fund		267,920
*	Fidelity Contrafund	Mutual Fund		262,703
*	Fidelity Investment Grade Bond	Mutual Fund		339,115
*	Fidelity Balanced	Mutual Fund		156,991
*	Fidelity International Discovery	Mutual Fund		545,371
*	Fidelity Capital Appreciation	Mutual Fund		224,941
*	Fidelity Small Cap Independence	Mutual Fund		86,497
*	Fidelity Freedom Income	Mutual Fund		90
*	Fidelity Freedom 2000	Mutual Fund		9,751
*	Fidelity Freedom 2010	Mutual Fund		138,580
*	Fidelity Freedom 2020	Mutual Fund		61,760
*	Fidelity Freedom 2030	Mutual Fund		15,078
*	Fidelity Spartan US Equity Index Investment	Mutual Fund		127,203
*	Fidelity Freedom 2040	Mutual Fund		13,500
*	Fidelity Freedom 2005	Mutual Fund		7,343
*	Fidelity Freedom 2015	Mutual Fund		60,855
*	Fidelity Freedom 2025	Mutual Fund		60,113
*	Fidelity Freedom 2035	Mutual Fund		10,468
*	Fidelity Freedom 2045	Mutual Fund		22,467
*	Fidelity Freedom 2050	Mutual Fund		3,308
*	Participant loans	3.25% - 7.75% Maturities through 2/2010 - 12/2014		57,863
				$ 3,770,803

* Indicates party-in-interest to the Plan.

** Cost information omitted with respect to participant or beneficairy directed transactions under an individual account plan.

See independent auditors' report