Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

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;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
KEYSTONE FOODS LLC HOURLY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2006

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

300 BARR HARBOR DRIVE, SUITE 600
WEST CONSHOHOCKEN, PA 19428

2b Employer Identification Number (EIN)
23-3073393

2c Sponsor's telephone number
610-667-6700

2d Business code (see instructions)
311110

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.	08/31/2012	STEWART BROWN, JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

PENSION ADMINISTRATION COMMITTEE
KEYSTONE FOODS, LLC
300 BAR HARBOR DRIVE, SUITE 600
WEST CONSHOHOCKEN, PA 19428

3b Administrator's EIN: 23-2223811

3c Administrator's telephone number: 610-668-6700

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	5057
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**	4924
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	134
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	5058
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	5059
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	858
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	30
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2E 2F 2G 2J 2K 2T 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(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 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). ▶ **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
KEYSTONE FOODS LLC HOURLY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
KEYSTONE FOODS, LLC

D Employer Identification Number (EIN)
23-3073393

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure 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

(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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
15 37 52	NONE	13755	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
THE VANGUARD GROUP, INC.	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.
DODGE & COX 94-1441976	10 BASIS POINTS - SUB TA FEES

(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: AMPER, POLITZINER & MATTIA LLP	**b** EIN:	26-2842766
c	Position: AUDITORS		
d	Address: 101 WEST AVENUE PO BOX 458 JENKINTOWN, PA 19046	**e** Telephone:	215-881-8835

Explanation: MERGER WITH NEW FIRM.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
KEYSTONE FOODS LLC HOURLY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
KEYSTONE FOODS, LLC

D Employer Identification Number (EIN)
23-3073393

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: VANGUARD RETIREMENT SAVINGS TRUST

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

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)
23-2186884-022	C	2688445

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
KEYSTONE FOODS LLC HOURLY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
KEYSTONE FOODS, LLC

D Employer Identification Number (EIN)
23-3073393

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)	1067639	1246557
(2) Participant contributions	1b(2)	20882	19881
(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)	823589	937383
(9) Value of interest in common/collective trusts	1c(9)	2262348	2688445
(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)	11695961	17471519
(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	15870419	22363785
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	15870419	22363785

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)	1664012	
	(B) Participants	2a(1)(B)	1176485	
	(C) Others (including rollovers)	2a(1)(C)	79818	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2920315
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)	44487	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		44487
	(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)	356916	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		356916
	(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)		0

			(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)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		163515
	(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)		3586639
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		7071872
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	576178	
	(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)		576178
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		
i	Administrative expenses: (1) Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)	5805	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5805
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		581983
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		6489889
l	Transfers of assets:			
	(1) To this plan	2l(1)		3477
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EISNERAMPER LLP **(2)** EIN: 13-1639826

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	
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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
KEYSTONE FOODS LLC HOURLY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
KEYSTONE FOODS, LLC

D Employer Identification Number (EIN)
23-3073393

Part I Distributions

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

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

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

EIN(s): 23-2186884

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

EISNERAMPER
ACCOUNTANTS & ADVISORS

EisnerAmper LLP
101 West Avenue
P.O. Box 458
Jenkintown, PA 19046-0458
T 215.881.8800
F 215.881.8801

www.eisneramper.com

Independent Auditors' Report

Retirement Plan Committee
Keystone Foods LLC Hourly 401(k) Profit Sharing Plan

We were engaged to audit the accompanying statement of net assets available for benefits of KEYSTONE FOODS LLC HOURLY 401(k) PROFIT SHARING PLAN (the "Plan") as of December 31, 2009, the related statement of changes in net assets available for benefits for the year then ended, and the supplementary schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplementary schedule are the responsibility of the Plan's management. Amper, Politziner & Mattia, LLP, whose practice was combined with the practice of Eisner LLP to form EisnerAmper LLP as of August 16, 2010, was engaged to audit the 2008 financial statements of the Plan. 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 Amper, Politziner & Mattia, LLP not to perform, and they did not perform, any auditing procedures with respect to the information certified by Vanguard Fiduciary Trust Company, the trustee of the Plan. Their report, dated July 30, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the 2008 financial statements and supplementary schedule taken as a whole and (b) the form and content of the 2008 information included in the financial statements, other than that derived from the information certified by the trustee, were 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.

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 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the 2009 information discussed in Note 7, which was certified by the Vanguard Fiduciary Trust Company, one of the trustees of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplementary schedule. We have been informed by the Plan administrator that this trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from this trustee as of December 31, 2009 and for the year ended December 31, 2009, that the information provided to the Plan administrator by this trustee is complete and accurate.

Because of the significance of the information in the Plan's 2009 financial statements and supplementary schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements and supplementary schedule taken as a whole. The form and content of the information included in the 2009 financial statements and supplementary schedule, other than that derived from information certified by the trustee, has 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 ERISA.

Eisner Amper LLP

October 1, 2010
Jenkintown, Pennsylvania

KEYSTONE FOODS LLC
HOURLY 401(k) PROFIT SHARING PLAN

Financial Statements

Years Ended December 31, 2009 and 2008

EISNERAMPER
ACCOUNTANTS & ADVISORS

KEYSTONE FOODS LLC
HOURLY 401(k) PROFIT SHARING PLAN

TABLE OF CONTENTS

	Page
Independent Auditors' Report	1 - 2
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 17
Supplementary Information	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	18

EISNERAMPER
ACCOUNTANTS & ADVISORS

EisnerAmper LLP
101 West Avenue
P.O. Box 458
Jenkintown, PA 19046-0458
T 215.881.8800
F 215.881.8801

www.eisneramper.com

Independent Auditors' Report

Retirement Plan Committee
Keystone Foods LLC Hourly 401(k) Profit Sharing Plan

We were engaged to audit the accompanying statement of net assets available for benefits of KEYSTONE FOODS LLC HOURLY 401(k) PROFIT SHARING PLAN (the "Plan") as of December 31, 2009, the related statement of changes in net assets available for benefits for the year then ended, and the supplementary schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplementary schedule are the responsibility of the Plan's management. Amper, Politziner & Mattia, LLP, whose practice was combined with the practice of Eisner LLP to form EisnerAmper LLP as of August 16, 2010, was engaged to audit the 2008 financial statements of the Plan. 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 Amper, Politziner & Mattia, LLP not to perform, and they did not perform, any auditing procedures with respect to the information certified by Vanguard Fiduciary Trust Company, the trustee of the Plan. Their report, dated July 30, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the 2008 financial statements and supplementary schedule taken as a whole and (b) the form and content of the 2008 information included in the financial statements, other than that derived from the information certified by the trustee, were 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.

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 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the 2009 information discussed in Note 7, which was certified by the Vanguard Fiduciary Trust Company, one of the trustees of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplementary schedule. We have been informed by the Plan administrator that this trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from this trustee as of December 31, 2009 and for the year ended December 31, 2009, that the information provided to the Plan administrator by this trustee is complete and accurate.

Because of the significance of the information in the Plan's 2009 financial statements and supplementary schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements and supplementary schedule taken as a whole. The form and content of the information included in the 2009 financial statements and supplementary schedule, other than that derived from information certified by the trustee, has 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 ERISA.

Eisner Amper LLP

October 1, 2010
Jenkintown, Pennsylvania

KEYSTONE FOODS LLC
HOURLY 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
ASSETS	**2009**	2008
Investments, at fair value		
Participant directed		
Registered investment companies	**$ 17,471,519**	$ 11,695,961
Interest in common/collective trust	**2,688,445**	2,262,348
Participant loans	**937,383**	823,589
Total investments	**21,097,347**	14,781,898
Receivables		
Employer contributions	**1,246,557**	1,067,639
Employee contributions	**19,881**	20,882
Total receivables	**1,266,438**	1,088,521
Net assets available for benefits at fair value	**22,363,785**	15,870,419
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	**(58,119)**	30,495
NET ASSETS AVAILABLE FOR BENEFITS	**$ 22,305,666**	$ 15,900,914

See notes to financial statements

KEYSTONE FOODS LLC
HOURLY 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2009

Investment income	
Net appreciation in fair value of investments	$ 3,586,639
Interest	119,388
Dividends	356,916
	4,062,943
Contributions	
Employer	1,664,012
Employee	1,256,303
	2,920,315
Benefits paid to participants	(576,178)
Administrative expenses	(5,805)
	(581,983)
Net increase	6,401,275
Transfers of assets from (to) affiliated plans, net	3,477
Net assets available for benefits	
Beginning of year	15,900,914
End of year	$ 22,305,666

See notes to financial statements

NOTE 1 - PLAN DESCRIPTION

The following description of the Keystone Foods LLC Hourly 401(k) Profit Sharing Plan (the "Plan" or the "Hourly 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 is a defined contribution plan established by Keystone Foods LLC (the "Company") for the benefit of all hourly nonunion and certain union groups of employees of the Participating Employers (see below). The Plan was amended and restated as of January 1, 2009.

The Plan provides that the following entities shall be known as Participating Employers:

- Keystone Foods LLC
- Keystone Management, Inc.
- Equity Group – Georgia Division LLC
- Equity Group – Eufaula Division LLC
- M&M Restaurant Supply (MI/OH) LLC
- LD Foods LLC
- CS Grain LLC
- Equity Group – Kentucky Division LLC, formerly Cagle's - Keystone Foods LLC

The Plan benefits all eligible hourly employees of the Participating Employers. Such employees who have completed at least 90 days of service (prior to December 1, 2008, at least one year of service) are eligible to participate in the Plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Upon satisfying these requirements, an employee will become eligible to enter the Plan. Prior to December 1, 2008, employees who became eligible could enter the Plan on either the first day of the Plan year or the first day of the seventh month of the Plan year.

The following groups of eligible employees were transferred from the Keystone Foods LLC Salaried 401(k) Profit Sharing Plan ("Salaried Plan") and are eligible to participate in the Hourly Plan:

- All hourly nonunion employees of the Participating Employers
- Teamsters Local #957 Employees at Keystone Foods LLC, Springfield, OH
- Teamsters Local #89 Employees at Equity Group - Kentucky Division LLC
- Employees of Keystone Foods LLC covered by agreements with UFCW Locals #56, 204, 911 and 995 and Teamsters Local Nos. 20 and 312
- Employees of Equity Group - Eufaula Division LLC covered by agreements with RWDS #932

NOTE 1 - PLAN DESCRIPTION (continued)

Employee Contributions

The Plan provides for participant elective deferral contributions which are equal to a portion of compensation, up to 75%, as specified in the written elective deferral agreement. The elective deferral agreement may be effective at any date following a participant's entry date. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests.

All groups of eligible employees, as previously noted, are eligible to make elective deferral contributions, with the exception of Teamsters Local #957 employees at Keystone Foods LLC, Springfield, Ohio. The Plan does not provide for an automatic deferral program.

Employer Contributions

The Plan provides for a nonelective contribution that is both discretionary and payable at the discretion of the Participating Employer. The Plan provides that any nonelective contribution will be allocated first as 5% of eligible compensation up to $9,800 plus an additional 10% of eligible compensation in excess of $9,800 to each participant in the following eligible classes of participants:

- Eligible, hourly nonunion employees of Keystone Foods LLC
- Eligible, hourly nonunion employees of M&M Restaurant Supply (MI/OH) LLC
- Eligible employees of Keystone Foods LLC represented by Teamsters Local #654, Springfield, Ohio

Certain Participating Employers will make a matching contribution to each participant based on his or her elective deferral. The matching contribution is calculated as 50% of the first 4% of compensation of each participant's elective deferral contribution for the Plan year. Eligible participants who are not union employees of the following Participating Employers are eligible to receive a matching contribution:

- Equity Group - Georgia Division LLC
- Equity Group - Eufaula Division LLC
- LD Foods LLC
- CS Grain LLC
- Equity Group - Kentucky Division LLC

The Plan also provides this benefit on behalf of Teamsters Local #89 employees at Equity Group - Kentucky Division LLC to the extent provided for in the collective bargaining agreement for such employees.

NOTE 1 - PLAN DESCRIPTION (continued)

Plan Transfers

Plan transfers represent transfers to or from the Keystone Foods LLC Salaried 401(k) Profit Sharing Plan.

Participant Accounts

Participants are provided with a selection of mutual funds and a common/collective trust held by the Vanguard Fiduciary Trust Company ("Vanguard") in which to invest contributions. Earnings are credited to each participant's Vanguard account based upon the performance of the respective funds selected by the participant. Each investment account is revalued daily on the basis of fair market value and accounts are adjusted accordingly.

Under the provision of a previous plan, participants had the option to invest in whole life insurance policies. No such option is currently available. Participants who had policies funded in prior years have the option, on an annual basis, to either hold their policies or cash out the surrender values and deposit the funds into their Vanguard accounts. As of December 31, 2009, there were no participants with investments in whole life insurance policies in the Plan.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested Vanguard account balance plus the cash surrender value of any whole life insurance policies held by the trust on his or her behalf. Participants may change these investment options at any time.

Vesting

Participants are vested immediately in their contributions and rollovers and earnings thereon.

Participants become fully vested in the employer nonelective contributions and the earnings or losses thereon once they have completed five years of service with the Company. Termination of employment with the Company prior to five years of service results in no benefits available to the participant.

NOTE 1 - PLAN DESCRIPTION (continued)

Vesting (continued)

Participants are vested in the Company matching contributions and the earnings or losses thereon in accordance with the following table:

Years of Service	Vested Percentage
Less than 2	None
2 but fewer than 3	20%
3 but fewer than 4	40%
4 but fewer than 5	60%
5 or more	100%

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Interest is charged at a rate established by the Company, on a nondiscriminatory basis, taking into consideration the interest rates being charged on similar loans by independent parties. Principal and interest are paid ratably through payroll deductions.

Benefit Payments

Upon termination of service due to death, disability, retirement or for termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account, except for those benefits attributable to a Participant's Pension Transfer Account, as a lump-sum distribution.

A participant may receive the value of the vested interest in his or her Participant's Pension Transfer Account as either a joint and survivor annuity, a single life annuity or as a lump-sum distribution.

The normal retirement age is a participant's 65th birthday, 60th birthday, if he or she has at least 10 years of service, or 55th birthday, if he or she has at least 15 years of service.

NOTE 1 - PLAN DESCRIPTION (continued)

Forfeitures

If a participant permanently terminates his or her employment for reasons other than death, disability, or retirement, and the participant is not fully vested, the nonvested balance in his or her account is forfeited as of the earlier of (1) the last day of the Plan year in which the fifth consecutive break in service occurs, or (2) the distribution of the entire vested portion of the participant's account. Forfeitures of terminated participants' nonvested employer contributions are used to reduce future employer contributions to the Plan.

As of December 31, 2009 and 2008, forfeited nonvested accounts available to reduce employer contributions were approximately $44,000 and $30,000, respectively. For the Plan year ended December 31, 2009, approximately $42,000 of forfeited nonvested accounts was used to reduce employer contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements are prepared under the accrual method of accounting, in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust. The statements of net assets available for benefits presents the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Accounting Standards Codification

In June 2009, the Financial Accounting Standards Board ("FASB") issued the Accounting Standards Codification ("ASC") which is the single source of authoritative nongovernmental accounting principles generally accepted in the United States of America. The adoption of the FASB ASC did not impact the Plan's financial position or results of operations.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies (mutual funds) are reported at fair value based on the quoted market price of the fund which represents the net asset value of the shares held by the fund at year-end. Units of participation in the common/collective trust are valued at the unit value supplied by Vanguard. Such unit values are calculated daily taking into consideration the closing net asset values of the external funds in the sub-accounts. The change in fair value during the year is measured by the difference between the fair value at year-end and the fair value at the beginning of the year or the cost of purchases during the year, and is included in the statement of changes in net assets available for benefits as net appreciation in fair value of investments. Investments in whole life insurance policies are reported at fair value, which represents the surrender value of the policies at year-end. Participant notes receivable are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis with gains and losses recorded in net appreciation (depreciation) in fair value of investments. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Mutual Fund Fees

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees, which are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These fees are annual fees deducted to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity and thus not separately identifiable as an expense.

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

Substantially all expenses incurred in connection with the administration of the Plan are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments

U.S. GAAP requires that fair value is to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market, in an orderly transaction between market participants. Such is a market-based measurement, not an entity-specific measurement.

U.S. GAAP establishes a three-level valuation hierarchy based upon observable and nonobservable inputs. 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). Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Plan's market assumptions. The fair value hierarchy consists of three levels of inputs that may be used to measure fair value as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 – Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data, for substantially the full term of the assets or liabilities.

Level 3 – Significant inputs to the valuation model that are unobservable, typically based on a Plan's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

The methods of valuation described herein 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.

Accounting for Uncertainty in Income Taxes

As of January 1, 2009, the Plan adopted the new accounting guidance concerning provisions for uncertain income tax positions and has determined that the Plan has not taken any uncertain income tax positions.

NOTE 3 - FAIR VALUE MEASUREMENTS

The following tables present the fair value hierarchy for the balances of the assets of the Plan measured at fair value as of December 31, 2009 and 2008:

	Investment Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Investments				
Registered investment companies				
Balanced funds	$ 10,610,329	$ -	$ -	$ 10,610,329
Bond funds	1,063,898	-	-	1,063,898
International funds	753,741	-	-	753,741
Money market funds	42,195	-	-	42,195
Stock - Large-Cap Blend	1,383,240	-	-	1,383,240
Stock - Large-Cap Growth	1,497,711	-	-	1,497,711
Stock - Large-Cap Value	1,142,220	-	-	1,142,220
Stock - Mid-Cap Blend	188,320	-	-	188,320
Stock - Mid-Cap Growth	453,424	-	-	453,424
Stock - Mid-Cap Value	158,006	-	-	158,006
Stock - Small-Cap Blend	24,634	-	-	24,634
Stock - Small-Cap Growth	136,401	-	-	136,401
Stock - Small-Cap Value	17,400	-	-	17,400
Total registered investment companies	17,471,519	-	-	17,471,519
Interest in common/collective trust	-	2,688,445	-	2,688,445
Participant loans	-	-	937,383	937,383
Total investment assets at fair value	$ 17,471,519	$ 2,688,445	$ 937,383	$ 21,097,347

NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

	Investment Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Investments				
Registered investment companies				
Balanced funds	$ 6,941,740	$ -	$ -	$ 6,941,740
Bond funds	850,859	-	-	850,859
International funds	532,387	-	-	532,387
Stock - Large-Cap Blend	1,032,960	-	-	1,032,960
Stock - Large-Cap Growth	1,018,749	-	-	1,018,749
Stock - Large-Cap Value	674,099	-	-	674,099
Stock - Mid-Cap Blend	127,776	-	-	127,776
Stock - Mid-Cap Growth	281,056	-	-	281,056
Stock - Mid-Cap Value	134,368	-	-	134,368
Stock - Small-Cap Blend	10,514	-	-	10,514
Stock - Small-Cap Growth	82,336	-	-	82,336
Stock - Small-Cap Value	9,117	-	-	9,117
Total registered investment companies	11,695,961	-	-	11,695,961
Interest in common/collective trust	-	2,262,348	-	2,262,348
Participant loans	-	-	823,589	823,589
Total investment assets at fair value	$ 11,695,961	$ 2,262,348	$ 823,589	$ 14,781,898

Total trust investment assets at fair value classified within Level 3 were $937,383 and $823,589 as of December 31, 2009 and 2008, respectively, which consist of participant loans. Such amounts were approximately 4% and 5% of net assets available for benefits at fair value as of December 31, 2009 and 2008, respectively.

NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

The following tables present changes in assets measured at fair value using Level 3 inputs on a recurring basis for the years ended December 31, 2009 and 2008:

	Level 3 Investment Assets					
	January 1, 2009	Realized Gains (Losses)	Unrealized Gains (Losses) Relating to Instruments Still Held as of December 31, 2009	Purchases Sales, Issuances and Settlements (Net)	Transfers in and/or out of Level 3	December 31, 2009
Participant loans	$ 823,589	$ -	$ -	$ 113,794	$ -	$ 937,383

	Level 3 Investment Assets					
	January 1, 2008	Realized Gains (Losses)	Unrealized Gains (Losses) Relating to Instruments Still Held as of December 31, 2008	Purchases Sales, Issuances and Settlements (Net)	Transfers in and/or out of Level 3	December 31, 2008
Whole life insurance policies	$ 15,289	$ -	$ -	$ (15,289)	$ -	$ -
Participant loans	676,734	-	-	146,855	-	823,589
Total	$ 692,023	$ -	$ -	$ 131,566	$ -	$ 823,589

NOTE 4 - INVESTMENTS

The Plan currently provides for participant-directed investment programs among a selection of investment options.

Single investments representing more than 5% of the Plan's net assets as of December 31, 2009 and 2008 are as follows:

	2009	2008
Registered investment companies		
Vanguard Target Retirement 2025	$ 6,920,589	$ 5,161,904
American Funds Growth Fund of America, R-4 Class	1,497,311	1,018,336
Interest in common/collective trust		
Vanguard Retirement Savings Trust	2,688,445 *	2,262,348 *

* This amount represents fair value for this investment. Contract value was $2,630,326 in 2009 and $2,292,843 in 2008.

During 2009, the Plan's investments in registered investment companies (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $3,586,639.

NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS

Certain of the Plan's investments are shares of mutual funds and units of a common/collective trust managed by Vanguard. Vanguard is a trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the Company shall make no further contributions to the Plan and participants would become immediately vested in their employer contributions.

NOTE 7 - TRUSTEE CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Vanguard Fiduciary Trust Company, one of the trustees of the Plan, has certified to the completeness and accuracy of all registered investment companies, common/collective trust and participant loans and related activity in the accompanying financial statements and supplementary schedule.

NOTE 8 - TAX STATUS

The Plan obtained its latest determination letter on March 14, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 9 - 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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments as of December 31, 2009 may not necessarily be indicative of amounts that could be realized in a current market exchange.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2009 and 2008 to Form 5500:

	2009	2008
Net assets available for benefits per the financial statements	$ 22,305,666	$ 15,900,914
Amount of the adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit-responsive investment contracts	58,119	(30,495)
Net assets available for benefits per Form 5500 (presented at fair value)	$ 22,363,785	$ 15,870,419

The following is a reconciliation of net increase per the financial statements for the year ended December 31, 2009 to net income reported on Form 5500:

Net increase per the financial statements	$ 6,401,275
Amount of the adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit-responsive investment contracts as of 2009	58,119
Amount of the adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit-responsive investment contracts as of 2008	30,495
Net income per Form 5500	$ 6,489,889

NOTE 11 - SUBSEQUENT EVENTS

The Plan evaluated subsequent events through October 1, 2010, which is the date the financial statements were available to be issued.

In June 2010, the members of Keystone Foods LLC and Marfrig Alimentos SA ("Marfrig Group") reached an agreement whereby the Company will be sold to Marfrig Group. The transaction is expected to be completed by the fall of 2010. The effect of the sale on the Plan's operations is unknown as of October 1, 2010.

SUPPLEMENTARY INFORMATION

KEYSTONE FOODS LLC
HOURLY 401(k) PROFIT SHARING PLAN

EIN 23-3073393
PLAN NUMBER 001, FORM 5500
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009

(a)	(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
	Investments in registered investment companies		
	Allianz NFJ	Small-Cap Value Fund	$ 17,400
	American Funds	Euro Pacific Growth	541,170
	American Funds	Growth Fund of America, R-4 Class	1,497,311
	Baron Asset Management	Baron Growth Fund	107,085
	Dodge & Cox	International Stock Fund	57,871
	Fidelity Investments	Low-Priced Stock Fund	126,689
	Legg Mason	Value Trust - Financial Intermed. Cl.	993,704
	Marsico Investment Fund	Marisco Focus Fund	400
	PIMCO Funds	Total Return Fund	727,140
	Third Ave Trust	Third Ave Value Fund	251,874
*	The Vanguard Group	500 Index Fund Investor Shares	217,471
*	The Vanguard Group	Capital Opportunity Fund	346,339
*	The Vanguard Group	Explorer Fund	136,401
*	The Vanguard Group	Mid-Cap Index Fund	188,320
*	The Vanguard Group	PRIMECAP Core Fund	8,848
*	The Vanguard Group	Prime Money Market Fund	42,195
*	The Vanguard Group	Selected Value Fund	31,317
*	The Vanguard Group	Small-Cap Index Fund Investor Shs.	24,634
*	The Vanguard Group	Star Fund	664,473
*	The Vanguard Group	Target Retirement 2005	31,946
*	The Vanguard Group	Target Retirement 2010	284,085
*	The Vanguard Group	Target Retirement 2015	397,165
*	The Vanguard Group	Target Retirement 2020	453,025
*	The Vanguard Group	Target Retirement 2025	6,920,589
*	The Vanguard Group	Target Retirement 2030	284,089
*	The Vanguard Group	Target Retirement 2035	732,121
*	The Vanguard Group	Target Retirement 2040	99,668
*	The Vanguard Group	Target Retirement 2045	631,682
*	The Vanguard Group	Target Retirement 2050	83,981
*	The Vanguard Group	Target Retirement Income Fund	27,505
*	The Vanguard Group	Total Bond Market Index Fund	336,758
*	The Vanguard Group	Total International Stock Index Fund	154,700
*	The Vanguard Group	Total Stock Market Index Fund	163,217
*	The Vanguard Group	Windsor II Fund Investor Shares	890,346
			17,471,519
	Interest in common/collective trust		
*	The Vanguard Group	Retirement Savings Trust	2,688,445
*	**Participant loans**	Interest rates from 4% to 8.25%	937,383
			$ 21,097,347

* A party-in-interest as defined by ERISA

See independent auditors' report

KEYSTONE FOODS LLC
HOURLY 401(k) PROFIT SHARING PLAN

EIN 23-3073393
PLAN NUMBER 001, FORM 5500
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009

(a)	(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
	Investments in registered investment companies		
	Allianz NFJ	Small-Cap Value Fund	$ 17,400
	American Funds	Euro Pacific Growth	541,170
	American Funds	Growth Fund of America, R-4 Class	1,497,311
	Baron Asset Management	Baron Growth Fund	107,085
	Dodge & Cox	International Stock Fund	57,871
	Fidelity Investments	Low-Priced Stock Fund	126,689
	Legg Mason	Value Trust - Financial Intermed. Cl.	993,704
	Marsico Investment Fund	Marisco Focus Fund	400
	PIMCO Funds	Total Return Fund	727,140
	Third Ave Trust	Third Ave Value Fund	251,874
*	The Vanguard Group	500 Index Fund Investor Shares	217,471
*	The Vanguard Group	Capital Opportunity Fund	346,339
*	The Vanguard Group	Explorer Fund	136,401
*	The Vanguard Group	Mid-Cap Index Fund	188,320
*	The Vanguard Group	PRIMECAP Core Fund	8,848
*	The Vanguard Group	Prime Money Market Fund	42,195
*	The Vanguard Group	Selected Value Fund	31,317
*	The Vanguard Group	Small-Cap Index Fund Investor Shs.	24,634
*	The Vanguard Group	Star Fund	664,473
*	The Vanguard Group	Target Retirement 2005	31,946
*	The Vanguard Group	Target Retirement 2010	284,085
*	The Vanguard Group	Target Retirement 2015	397,165
*	The Vanguard Group	Target Retirement 2020	453,025
*	The Vanguard Group	Target Retirement 2025	6,920,589
*	The Vanguard Group	Target Retirement 2030	284,089
*	The Vanguard Group	Target Retirement 2035	732,121
*	The Vanguard Group	Target Retirement 2040	99,668
*	The Vanguard Group	Target Retirement 2045	631,682
*	The Vanguard Group	Target Retirement 2050	83,981
*	The Vanguard Group	Target Retirement Income Fund	27,505
*	The Vanguard Group	Total Bond Market Index Fund	336,758
*	The Vanguard Group	Total International Stock Index Fund	154,700
*	The Vanguard Group	Total Stock Market Index Fund	163,217
*	The Vanguard Group	Windsor II Fund Investor Shares	890,346
			17,471,519
	Interest in common/collective trust		
*	The Vanguard Group	Retirement Savings Trust	2,688,445
*	**Participant loans**	Interest rates from 4% to 8.25%	937,383
			$ 21,097,347

* A party-in-interest as defined by ERISA

See independent auditors' report