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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401K

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/1990

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

20803 FRONT STREET
COTTONWOOD, CA 96022-0000

2b Employer Identification Number (EIN)
68-0173691

2c Sponsor's telephone number
530-347-4621

2d Business code (see instructions)
445110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2012	PENSION FILERS
	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")
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

20803 FRONT STREET
COTTONWOOD, CA 96022-0000

3b Administrator's EIN
68-0173691

3c Administrator's telephone number
530-347-4621

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**	603
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**	489
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	41
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	530
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	530
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	258
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
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 2J 2K 3D 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)		**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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401K

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

D Employer Identification Number (EIN)
68-0173691

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

ASSOCIATED PENSION CONSULTANTS

PO BOX 1282
CHICO, CA 95927-0000

94-2456320

(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?
10	NONE	15655	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

NEIL & LEIDHOLDT AN ACCOUNTANCY CO

PO BOX 492416
REDDING, CA 96049-0000

68-0142874

(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?
10	NONE	14425	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

(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 [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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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 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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401K

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

D Employer Identification Number (EIN)
68-0173691

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	15607	11754
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	22099	15774
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	258138	214214
(2) U.S. Government securities	1c(2)	24978	20334
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		402160
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	5673	5904
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(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)	8368025	7533017
(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	8694520	8203157
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	270	270
k Total liabilities (add all amounts in lines 1g through1j)	1k	270	270
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8694250	8202887

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)		
(B) Participants	2a(1)(B)	459287	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		459287
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18252	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18252
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	22254	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		22254
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	4239568	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4200157	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		39411

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-9901	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-9901
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		-542705
c Other income	2c		18
d Total income. Add all **income** amounts in column (b) and enter total	2d		-13384
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	447804	
(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)		447804
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)	30080	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	95	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		30175
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		477979
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-491363
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) [X] 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 [X] No

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

(1) Name: NEIL & LEIDHOLT AN ACCT CORP (2) EIN: 68-0142874

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		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			
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			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401K

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

D Employer Identification Number (EIN)
68-0173691

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): 68-0224679

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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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):

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS
December 31, 2011 and 2010

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NEAL & LEIDHOLDT
An Accountancy Corporation

PO Box 492416 • Redding, CA 96049-2416
448 Redcliff Drive • Redding, CA 96002
(530) 221-7770 • Fax (530) 223-1868

INDEPENDENT AUDITOR'S REPORT

TO THE ADMINISTRATIVE COMMITTEE OF
NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS
401(k) PROFIT SHARING PLAN
Cottonwood, California

We have audited the accompanying statements of net assets available for benefits of North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes at end of year, and financial transactions nonexempt transactions, together referred to as "supplemental information", are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

NEAL & LEIDHOLDT, AN
ACCOUNTANCY CORPORATION

Neal + Leidholdt

September 27, 2012

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

ASSETS

	2011	2010
CASH (Note 4)	$ 33,694	$ 273,744
RECEIVABLES:		
Participants' contributions	15,774	22,099
INVESTMENTS, AT FAIR VALUE (Note 5)	8,153,689	8,398,677
Total Assets	8,203,157	8,694,520
PAYABLES:		
Refund overfunded contribution	270	270
Total Liabilities	270	270
NET ASSETS AVAILABLE FOR BENEFITS	$ 8,202,887	$ 8,694,250

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

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 401(k) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2011 and 2010

	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME:		
Interest and dividends	$ 309,179	$ 208,438
Net appreciation in fair value of investments (Note 5)	0	686,531
Other income	0	103
TOTAL INVESTMENT INCOME	309,179	895,072
CONTRIBUTIONS:		
Participants	458,767	498,139
TOTAL CONTRIBUTIONS	458,767	498,139
TOTAL ADDITIONS	767,946	1,393,211
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net depreciation in fair value of investments (Note 5)	781,330	0
Overstatement of prior contributions	0	19,143
Benefits paid to participants	447,804	579,700
Administrative expense	30,175	35,354
TOTAL DEDUCTIONS	1,259,309	634,197
NET INCREASE (DECREASE)	(491,363)	759,014
NET ASSETS AVAILABLE FOR BENEFITS, Beginning of period	8,694,250	7,935,236
END OF YEAR	$ 8,202,887	$ 8,694,250

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

NORTH STATE GROCERY, INC.
dba HOLIDAY QUALITY FOODS 4O1(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN

The following description of the North State Grocery, Inc., dba Holiday Quality Foods 401(k) Profit Sharing Plan provides only general information. Participants should refer to the Plan's agreement for a more complete description of the Plan's provisions.

a. GENERAL. The Plan is a defined contribution plan covering substantially all employees of the Company who have one year of prior grocery experience, are age twenty-one or older, and work at least 1,000 hours per year. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. CONTRIBUTIONS. Each year, the Company may contribute a discretionary matching contribution and discretionary profit sharing contribution to the Plan. Participants may contribute up to the maximum amount set by law per IRS code section 402g. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

c. PARTICIPANTS' ACCOUNTS. Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution and an allocation of: (1) Plan earnings, and (2) forfeitures of terminated participant's non-vested accounts and charged with allocation of administrative expenses. Allocations are based on participant's account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

d. VESTING. Participants are immediately vested in their voluntary contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their account is based on years of continuous service. A participant is 100% vested after six years of credited service.

e. PAYMENT OF BENEFITS. On termination of service, a participant shall receive a lump-sum amount equal to the value of his or her account, or monthly, quarterly or annual installments over a period of not more than the participants assumed life expectancy.

f. FORFEITED ACCOUNTS. At December 31, 2011 and 2010, forfeiture non-vested accounts totaled $936 and $1,008, respectively. These accounts will be allocated to participants based on participants' 401(k) contributions. In addition; in the years ended December 31, 2011 and 2010, $548 and $303, respectively, was allocated to participants from forfeited non-vested accounts.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

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

DATE OF MANAGEMENT'S REVIEW. Subsequent events were evaluated through September 27, 2012, which is the date the financial statements were available to be issued.

ESTIMATES. The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION. The Plan's 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 3 for discussion of fair value measurements.

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

PAYMENT OF BENEFITS. Benefits are recorded when paid.

OPERATING EXPENSES. All expenses of maintaining the Plan are paid by the Plan.

NOTE 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount 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.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2011			
Mutual funds	$ 3,491,619	$ 3,491,619	$ 0
Common stocks	5,767	5,767	0
Corporate bonds	402,297	402,297	0
U.S. government securities	20,334	20,334	0
Unit investment trusts	4,041,398	4,041,398	0
Certificates of deposit	192,274	192,274	0
Cash	33,694	33,694	0
Total	$ 8,187,383	$ 8,187,383	$ 0

NOTE 3. FAIR VALUE MEASUREMENTS, Cont'd

December 31, 2010	Fair Value	(Level 1)	(Level 2)
Mutual funds	$ 3,897,114	$ 3,897,114	$ 0
Common stocks	5,371	5,371	0
Corporate bonds	302	302	0
U.S. government securities	24,978	24,978	0
Unit investment trusts	4,470,912	4,470,912	0
Cash and certificate of deposit	273,744	70,068	203,676
Total	$ 8,672,421	$ 8,468,745	$ 203,676

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were only used when Level 1 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds and unit investment trusts are based on quoted net asset values of the shares held by the Plan at year-end. The fair values of certificates of deposit (2011), common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.

Level 2 Fair Value Measurements

The fair value of the certificates of deposit (2010) is based on amortized cost or original cost plus accrued interest.

NOTE 4. CASH

Cash consists of money market, and checking accounts. Cash includes $0 and $0, which is in excess of federally insured limits at December 31, 2011 and 2010, respectively.

NOTE 5. INVESTMENTS

All investments in the Plan are non-participant directed. The following table presents the fair values of investments at December 31, 2011 and 2010. Investments that represent 5% or more of the Plan's net assets are separately identified.

	2011	2010
Investments at Fair Value as Determined by Quoted Market Price:		
Van Kampen Equity Fund and Income Fund: 69,218 and 83,498 shares, respectively	$ 575,895	$ 717,244
Other Mutual Funds	2,915,723	3,179,870
Common Stock	5,767	5,371
Corporate Bonds	402,297	302
U.S. Government Securities	20,334	24,978
Certificates of Deposit	192,274	0
Unit Investment Trusts	4,041,398	4,470,912
TOTAL INVESTMENTS AT FAIR VALUE	$ 8,153,688	$ 8,398,677

During the years ended December 31, 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period) appreciated in value by $686,531 and $686,531 respectively, detailed for the year ended December 31, 2011 and 2010 as follows:

	2011	2010
Mutual Funds	$ (396,286)	$ 385,208
Certificates of Deposit	(7,649)	0
Common Stock	396	(901)
Corporate Bonds	1,995	(50)
U.S. Government Equities	(4,644)	(4,166)
Miscellaneous Equities	(375,142)	306,440
TOTAL (DEPRECIATION) APPRECIATION	$ (781,330)	$ 686,531

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 will become 100% vested in their accounts.

NOTE 7. BENEFITS PAYABLE

At the period-end, amounts were due to participants that no longer worked for the Company. Participants who have terminated service are to receive their vested amounts. At December 31, 2011 and 2010, $729,726 and $355,409, respectively was due to terminated employees.

NOTE 8. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated May 2, 1996, that the Plan and related trusts are designed in accordance with applicable sections of the Internal Revenue Code (IRC). 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 designed and is currently being operated in compliance with the applicable requirements of the IRC.

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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

SUPPLEMENTAL SCHEDULES

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
Plan Year January 1, 2011 through December 31, 2011
Three-digit Plan Number 001
E.I.N. #68-0173691

A	B	C	D	E
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	AMERICAN HOUSING TRUST	8.3% 12/25/18	289	137
	FHLMC	6.5% 10-15-23	15,754	18,578
	FHLMC	7.0% 3-15-22	1,426	1,756
	STIFEL NICOLAUS	CASH FUND/MONEY MARKET	19,229	19,229
	PREMIER WEST	CHECKING	11,637	11,637
	EDWARD JONES	MONEY MARKET	2,828	2,828
	NORTH VALLEY BANCORP	COMMON STOCK	37,538	5,766
	NORTEL NETWORKS CORP	COMMON STOCK	-	1
	AMERICAN EXP BANK CD 3.5	CERTIFICATES OF DEPOSIT	2,115	2,052
	AMERICAN EXP BANK CD 3.55	CERTIFICATES OF DEPOSIT	7,394	7,179
	AMERICAN EXP CENTURION 4.8	CERTIFICATES OF DEPOSIT	6,494	6,240
	AMERICAN EXP CENTURION 3.35	CERTIFICATES OF DEPOSIT	3,156	3,074
	AMERICAN EXP CENTURION 2.35	CERTIFICATES OF DEPOSIT	11,226	11,087
	AMERICAN EXP CENTURION 2.3	CERTIFICATES OF DEPOSIT	4,080	4,056
	BANK OF AMERICA 1.3	CERTIFICATES OF DEPOSIT	5,038	5,010
	BANK OF CHINA .75	CERTIFICATES OF DEPOSIT	2,008	2,000
	BANK OF CHINA .40	CERTIFICATES OF DEPOSIT	20,000	19,997
	BANK OF INDIA .60	CERTIFICATES OF DEPOSIT	3,006	3,000
	BARCLAYS BANK 2.7	CERTIFICATES OF DEPOSIT	4,115	4,052
	BMW BANK OF NORTH AMER 3.55	CERTIFICATES OF DEPOSIT	8,452	8,204
	BYRON CENTER ST BANK 4.85	CERTIFICATES OF DEPOSIT	7,455	7,242
	CAPITAL ONE BANK 4.85	CERTIFICATES OF DEPOSIT	16,581	15,533
	CITIBANK .85	CERTIFICATES OF DEPOSIT	8,034	8,006
	CITIZENS BANK 1.35	CERTIFICATES OF DEPOSIT	9,103	9,035
	DISCOVER BANK 5.00	CERTIFICATES OF DEPOSIT	5,607	5,180
	DISCOVER BANK 5.15	CERTIFICATES OF DEPOSIT	7,707	7,291
	DISCOVER BANK 4.75	CERTIFICATES OF DEPOSIT	8,766	8,268
	DISCOVER BANK 4.75	CERTIFICATES OF DEPOSIT	4,450	4,134
	DISCOVER BANK 5.00	CERTIFICATES OF DEPOSIT	20,553	19,817
	FORTUNEBANK 2.70	CERTIFICATES OF DEPOSIT	3,100	3,057
	GOLMAN SACHS BANK USA 4.2	CERTIFICATES OF DEPOSIT	7,592	7,203
	GOLMAN SACHS BANK USA 3.50	CERTIFICATES OF DEPOSIT	1,050	1,026
	MORGAN STANLEY BANK 3.50	CERTIFICATES OF DEPOSIT	8,441	8,216
	NORTH SALEM STATE BANK 4.75	CERTIFICATES OF DEPOSIT	1,109	1,034
	SALLIE MAI BANK 3.15	CERTIFICATES OF DEPOSIT	6,210	6,118
	SOUTHWEST BANK OF ST LOUIS 4.85	CERTIFICATES OF DEPOSIT	3,170	3,084
	SOUTHWEST BANK OF ST LOUIIS 5.00	CERTIFICATES OF DEPOSIT	1,103	1,038
	WACHOVIA BANK 5.00	CERTIFICATES OF DEPOSIT	1,079	1,044
	CAPITAL WORLD GRTH	MUTUAL FUND	142,657	308,939
	DREYFUS GREATER CHINA FUND	MUTUAL FUND	100,000	69,446
	EATON VANCE HLTH-SCIN	MUTUAL FUND	200,000	115,742
	EUROPACIFIC GROWTH FUND	MUTUAL FUND	70,942	32,534
	FUNDAMENTAL INVESTORS INC.	MUTUAL FUND	75,000	116,751
	GOLDMAN SACHS TOLLKEEPER	MUTUAL FUND	200,000	130,668
	GOLDMAN SACHS BRIC FUND	MUTUAL FUND	110,000	98,861
	GROWTH FUND OF AMER	MUTUAL FUND	432,500	241,645
	NEW PERSPECTIVE	MUTUAL FUND	442,330	301,127
	PARK AVE EMERGING MKTS	MUTUAL FUND	88,500	153,437

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
Schedule H, line 4i - Schedule of Assets Held for Investment Purposes At End of Year
Plan Year January 1, 2011 through December 31, 2011
Three-digit Plan Number 001
E.I.N. #68-0173691

A	B	C	D	E
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	PIONEER MID-CAP VALUE FUND	MUTUAL FUND	118,000	147,862
	PIONEER SERIES TRUST OAK RIDGE SMALL C	MUTUAL FUND	118,000	192,285
	PIONEER SMALL CAP VL FD	MUTUAL FUND	50,000	108,973
	PRIN FUND GLOBAL DIVERS	MUTUAL FUND	130,000	288,964
	PRIN FUND HIGH YIELD FND	MUTUAL FUND	240,000	260,617
	PRIN FUND INCOME FUND	MUTUAL FUND	130,000	216,923
	PUTNAM INVT INTL CAP OPPORTUN	MUTUAL FUND	50,000	56,956
	SUNAMERICA STYLE SELECT	MUTUAL FUND	150,000	73,994
	VAN KAMPEN EQUITY & INCOME FUND	MUTUAL FUND	1,217,000	575,895
	CLAYMORE CAN ENERGY #678	UNIT INVESTMENT TRUST	122,971	71,504
	CLAYMORE GLOBAL AGRIC #653	UNIT INVESTMENT TRUST	139,072	132,072
	FT DOW TARGET #3136	UNIT INVESTMENT TRUST	68,112	77,431
	FT ENERGY SELECT SER 40 #3169	UNIT INVESTMENT TRUST	199,514	183,951
	FT EQUITY INCOME #3181	UNIT INVESTMENT TRUST	292,201	311,024
	FT FINANCIAL SELECT #2491	UNIT INVESTMENT TRUST	64,680	162,662
	FT FINANCIAL SELECT #3026	UNIT INVESTMENT TRUST	77,043	75,166
	FT GLOBAL AGRICULTURE #2931	UNIT INVESTMENT TRUST	67,854	62,299
	FT GLOBAL INFRA #3162	UNIT INVESTMENT TRUST	135,421	142,008
	FT GLOBAL TRGT 15 #2857	UNIT INVESTMENT TRUST	24,985	1,068
	FT GLOBAL TRGT 15 #3137	UNIT INVESTMENT TRUST	133,898	145,040
	FT GREATER CHINA #2432	UNIT INVESTMENT TRUST	29,774	29,436
	FT GREATER CHINA #2684	UNIT INVESTMENT TRUST	101,152	80,032
	FT INFLATION HEDGE #2617	UNIT INVESTMENT TRUST	71,020	67,130
	FT INFLATION HEDGE #2746	UNIT INVESTMENT TRUST	50,007	44,761
	FT INFLATION HEDGE #2871	UNIT INVESTMENT TRUST	50,410	41,714
	FT INFLATION HEDGE #3016	UNIT INVESTMENT TRUST	64,994	58,440
	FT NYSE INTL TRGT 25 #2857	UNIT INVESTMENT TRUST	139,630	106,462
	FT PHARM SELECT #2576	UNIT INVESTMENT TRUST	140,821	155,115
	FT PHARM SELECT #2918	UNIT INVESTMENT TRUST	102,147	96,793
	FT REIT GRWTH & INC #2673	UNIT INVESTMENT TRUST	75,295	81,171
	FT REIT GRWTH & INC #3141	UNIT INVESTMENT TRUST	264,023	285,436
	FT S&P TARGET #2857	UNIT INVESTMENT TRUST	67,340	64,272
	FT PREF INCOME SER 41	UNIT INVESTMENT TRUST	260,748	265,221
	FT PREF INCOME SER 42	UNIT INVESTMENT TRUST	61,887	62,131
	FT PREF INCOME SER 44	UNIT INVESTMENT TRUST	90,000	90,230
	FT TECH SELECT #3223	UNIT INVESTMENT TRUST	56,319	55,872
	FT TARGET SM CAP #2977	UNIT INVESTMENT TRUST	48,599	41,487
	FT VALUE LINE #2717	UNIT INVESTMENT TRUST	224,987	154,167
	VK 1090 TECH 2011-2	UNIT INVESTMENT TRUST	240,528	209,273
	VK EAFE SELECT 20 #1028	UNIT INVESTMENT TRUST	169,953	162,791
	VK EAFE SELECT 20 #1094	UNIT INVESTMENT TRUST	22,324	436
	VK EAFE SELECT 20 #1119	UNIT INVESTMENT TRUST	225,928	189,908
	VK S&P POWERPICKS #1122	UNIT INVESTMENT TRUST	193,387	177,843
	VK TECHNOLOGY #1056	UNIT INVESTMENT TRUST	87,767	76,625
	VK TECHNOLOGY #1145	UNIT INVESTMENT TRUST	79,179	80,430

North State Grocery, Inc., dba Holiday Quality Foods
401(k) Profit Sharing Plan
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Three-digit Plan Number 001
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A	B	C	D	E
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	AMERICAN HOUSING TRUST	8.3% 12/25/18	289	137
	FHLMC	6.5% 10-15-23	15,754	18,578
	FHLMC	7.0% 3-15-22	1,426	1,756
	STIFEL NICOLAUS	CASH FUND/MONEY MARKET	19,229	19,229
	PREMIER WEST	CHECKING	11,637	11,637
	EDWARD JONES	MONEY MARKET	2,828	2,828
	NORTH VALLEY BANCORP	COMMON STOCK	37,538	5,766
	NORTEL NETWORKS CORP	COMMON STOCK	-	1
	AMERICAN EXP BANK CD 3.5	CERTIFICATES OF DEPOSIT	2,115	2,052
	AMERICAN EXP BANK CD 3.55	CERTIFICATES OF DEPOSIT	7,394	7,179
	AMERICAN EXP CENTURION 4.8	CERTIFICATES OF DEPOSIT	6,494	6,240
	AMERICAN EXP CENTURION 3.35	CERTIFICATES OF DEPOSIT	3,156	3,074
	AMERICAN EXP CENTURION 2.35	CERTIFICATES OF DEPOSIT	11,226	11,087
	AMERICAN EXP CENTURION 2.3	CERTIFICATES OF DEPOSIT	4,080	4,056
	BANK OF AMERICA 1.3	CERTIFICATES OF DEPOSIT	5,038	5,010
	BANK OF CHINA .75	CERTIFICATES OF DEPOSIT	2,008	2,000
	BANK OF CHINA .40	CERTIFICATES OF DEPOSIT	20,000	19,997
	BANK OF INDIA .60	CERTIFICATES OF DEPOSIT	3,006	3,000
	BARCLAYS BANK 2.7	CERTIFICATES OF DEPOSIT	4,115	4,052
	BMW BANK OF NORTH AMER 3.55	CERTIFICATES OF DEPOSIT	8,452	8,204
	BYRON CENTER ST BANK 4.85	CERTIFICATES OF DEPOSIT	7,455	7,242
	CAPITAL ONE BANK 4.85	CERTIFICATES OF DEPOSIT	16,581	15,533
	CITIBANK .85	CERTIFICATES OF DEPOSIT	8,034	8,006
	CITIZENS BANK 1.35	CERTIFICATES OF DEPOSIT	9,103	9,035
	DISCOVER BANK 5.00	CERTIFICATES OF DEPOSIT	5,607	5,180
	DISCOVER BANK 5.15	CERTIFICATES OF DEPOSIT	7,707	7,291
	DISCOVER BANK 4.75	CERTIFICATES OF DEPOSIT	8,766	8,268
	DISCOVER BANK 4.75	CERTIFICATES OF DEPOSIT	4,450	4,134
	DISCOVER BANK 5.00	CERTIFICATES OF DEPOSIT	20,553	19,817
	FORTUNEBANK 2.70	CERTIFICATES OF DEPOSIT	3,100	3,057
	GOLMAN SACHS BANK USA 4.2	CERTIFICATES OF DEPOSIT	7,592	7,203
	GOLMAN SACHS BANK USA 3.50	CERTIFICATES OF DEPOSIT	1,050	1,026
	MORGAN STANLEY BANK 3.50	CERTIFICATES OF DEPOSIT	8,441	8,216
	NORTH SALEM STATE BANK 4.75	CERTIFICATES OF DEPOSIT	1,109	1,034
	SALLIE MAI BANK 3.15	CERTIFICATES OF DEPOSIT	6,210	6,118
	SOUTHWEST BANK OF ST LOUIS 4.85	CERTIFICATES OF DEPOSIT	3,170	3,084
	SOUTHWEST BANK OF ST LOUIIS 5.00	CERTIFICATES OF DEPOSIT	1,103	1,038
	WACHOVIA BANK 5.00	CERTIFICATES OF DEPOSIT	1,079	1,044
	CAPITAL WORLD GRTH	MUTUAL FUND	142,657	308,939
	DREYFUS GREATER CHINA FUND	MUTUAL FUND	100,000	69,446
	EATON VANCE HLTH-SCIN	MUTUAL FUND	200,000	115,742
	EUROPACIFIC GROWTH FUND	MUTUAL FUND	70,942	32,534
	FUNDAMENTAL INVESTORS INC.	MUTUAL FUND	75,000	116,751
	GOLDMAN SACHS TOLLKEEPER	MUTUAL FUND	200,000	130,668
	GOLDMAN SACHS BRIC FUND	MUTUAL FUND	110,000	98,861
	GROWTH FUND OF AMER	MUTUAL FUND	432,500	241,645
	NEW PERSPECTIVE	MUTUAL FUND	442,330	301,127
	PARK AVE EMERGING MKTS	MUTUAL FUND	88,500	153,437

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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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For the calendar plan year 2011 or fiscal plan year beginning 01/01/2011 **and ending** 12/31/2011

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) _____

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

C If the plan is a collectively-bargained plan, check here . . . . . ► ☐

D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

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

1a Name of plan
NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS 401K

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 08/01/1990

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

NORTH STATE GROCERY INC DBA HOLIDAY QUALITY FOODS

20803 FRONT STREET

US COTTONWOOD CA 96022-0000

2b Employer Identification Number (EIN) 68-0173691

2c Sponsor's telephone number (530) 347-4621

2d Business code (see instructions) 445110

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

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

SIGN HERE	[signature]	10-3-12	Richard E. Morgan Jr.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10-3-12	Richard E. Morgan Jr.
	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") SAME	**3b** Administrator's EIN **3c** Administrator's telephone number

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

5 Total number of participants at the beginning of the plan year	**5**	603
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**	489
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	41
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	530
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	530
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	258
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer 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 2J 2K 3D 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)	**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)
(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(4) [X] **C** (Service Provider Information) (5) [ ] **D** (DFE/Participating Plan Information) (6) [ ] **G** (Financial Transaction Schedules)