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
AMERICAN BAKERY COMPANY 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1982

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

OAKHURST INDUSTRIES, INC
FREUND BAKING COMPANY

2050 TUBEWAY
CITY OF COMMERCE, CA 90040-1624

2b Employer Identification Number (EIN)
95-3641353

2c Sponsor's telephone number
323-724-3000

2d Business code (see instructions)
311800

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	JAMES FREUND
	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")
OAKHURST INDUSTRIES, INC DBA FREUND BAKING COMPANY

2050 TUBEWAY
CITY OF COMMERCE, CA 90040-1624

3b Administrator's EIN
95-3641353

3c Administrator's telephone number
323-724-3000

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**	450
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**	397
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	49
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	446
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	446
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	441
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	27
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 2F 3D

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	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)		0	**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
AMERICAN BAKERY COMPANY 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OAKHURST INDUSTRIES, INC

D Employer Identification Number (EIN)
95-3641353

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)

CHARLES SCHWAB

31-4156830

(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?
19	NONE	35077	Yes [ ] No [X]	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 [ ]

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
AMERICAN BAKERY COMPANY 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OAKHURST INDUSTRIES, INC

D Employer Identification Number (EIN)
95-3641353

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	400000	250000
(2) Participant contributions	1b(2)	0	2212
(3) Other	1b(3)	48484	203
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3816801	770889
(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)	0	1843953
(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)	13089	1500
(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)	252700	1649186
(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	4531074	4517943
	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	4531074	4517943

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)	250000	
	(B) Participants	2a(1)(B)	116027	
	(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)		366027
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	22125	
	(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)	1598	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		23723
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	28508	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	47820	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		76328
	(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)		
	(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)		-373381
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		92697
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	52001	
	(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)		52001
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)	35077	
	(4) Other	2i(4)	18750	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		53827
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		105828
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		-13131
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: PDM, LLP **(2)** EIN: 33-0783700

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		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			

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
AMERICAN BAKERY COMPANY 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OAKHURST INDUSTRIES, INC

D Employer Identification Number (EIN)
95-3641353

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): 91-1973415

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):

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2011 and 2010

with

INDEPENDENT AUDITORS' REPORT THEREON

P D M

CERTIFIED PUBLIC ACCOUNTANTS

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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PDM
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Sponsor of the
American Bakery Company Inc. 401(k) Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits of the American Bakery Company 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. 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 the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, 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 as a whole. The supplemental schedules of assets (held at end of year) and reportable transactions as of December 31, 2011 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation the financial statements taken as a whole.

PDM, LLP

Torrance, CA
October 2, 2012

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF THE YEAR ENDED DECEMBER 31,

	2011	2010
INVESTMENTS, at fair value		
Interest-bearing cash	$ 770,889	$ 3,816,801
Common stock	1,843,953	-
Registered investment companies	1,649,186	252,700
	4,264,028	4,069,501
RECEIVABLES		
Sponsor contributions	250,000	400,000
Employee contributions	2,212	-
Notes from participants	1,500	13,089
Interest on notes receivable from participants	203	-
Interest from Sponsor	-	48,484
	253,915	461,573
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,517,943	$ 4,531,074

The accompanying notes are an integral part of these financial statements

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:	
CONTRIBUTIONS	
Participant	$ 116,027
Sponsor	250,000
	366,027
INVESTMENT INCOME (LOSS)	
Net depreciation in fair value of investments	(373,381)
Dividends, common stock	28,508
Dividends, mutual funds	47,820
Interest on interest bearing cash	22,125
	(274,928)
INTEREST ON NOTES RECEIVABLE FROM PARTICIPANTS	1,598
TOTAL ADDITIONS	92,697
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:	
Benefits paid to participants	52,001
Administrative expenses	35,077
Other deductions	18,750
TOTAL DEDUCTIONS	105,828
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	(13,131)
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	4,531,074
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 4,517,943

The accompanying notes are an integral part of these financial statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the American Bakery Company 401(k) Profit Sharing Plan (the "Plan") provides only general information about the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan, as amended, is a defined contribution plan originally established by Oakhurst Industries Inc. dba Freund Baking Company (the "Company" and the "Sponsor") on January 1, 1982. The Plan was formed for the benefit of the Company's employees, under the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent amendments. The Plan covers all employees of the Company.

On March 11, 2010, the Company formed American 2050 Tubeway, LLC (the "LLC"), a California limited liability company, of which the Plan became the sole member. The LLC was organized for the purpose of holding commercial real estate investments. As of December 31, 2011, the LLC had no assets and liabilities, and the Plan's investment in the LLC was zero (Note 5).

Plan Administration - The Company and certain members of management are collectively the Plan's trustee ("Trustee") and the Plan's administrator ("Administrator"), and are responsible for monitoring investments and maintaining the individual participant account balances. Charles Schwab and Co., Inc. and Alliance Bernstein were the custodians ("Custodians") of the Plan's assets during 2011. On February 9, 2011, the Plan replaced its custodians, and transferred the Plan's entire investment balance to Beacon Pointe Advisors, LLC. Over 80% of the transferred funds were reinvested in equity funds. Benefit Planning, Inc. is the Third Party Administrator (the "TPA") of the Plan.

Participation - Employees are eligible to make contributions to the Plan provided they were employed on the last day of the Plan year and have completed at least 1,000 hours of service during the twelve month period immediately following their date of hire. Employees may enter the Plan on the first day of the month subsequent to meeting the eligibility requirements. Employees who are members of a union that bargained separately for retirement benefits are excluded from participation.

NOTE 1 - DESCRIPTION OF PLAN, continued

Participant Contributions - Each participant may elect to contribute a prescribed percentage of his or her compensation to the Plan. For employees who elect to participate, such percentage shall not exceed 75% of compensation, as defined under the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Eligible employees who will reach age 50 or older who have met the annual IRC deferral limit or the specified Plan limits for the deferral period may contribute a catch-up contribution in accordance with provisions of the IRC. Such catch-up contributions are not taken into account for purposes of calculating matching contributions (see below). Participants may also rollover amounts representing distributions from other qualified plans. All contributions to each participant's account are self-directed by the participant in one or more of the investments offered under the Plan.

Sponsor Contributions - The Plan document permits the Company to make discretionary matching contributions to participants' accounts on an annual basis, as defined by the Plan. The Company makes a lump-sum contribution per recommendation made by the Third Party Administrator. Employer matching contributions were $250,000 and $400,000, for the years ended December 31, 2011 and 2010, respectively.

Participants' Accounts - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions and related employer contributions, as well as each participant's share of the Plan's income and any related administrative expenses. Allocations of the Plan income and expenses are based on the proportion that each participant's account balance has to the total of all participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are fully vested in their contributions and earnings thereon. Vesting in employer matching, qualified non-elective, and discretionary non-elective contributions is based on years of continuous service. Participants vest in accordance with the following schedule:

Years of Service	Vested Percentage
0 - 1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

NOTE 1 - DESCRIPTION OF PLAN, continued

Payment of Benefits - Upon termination of service including death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account. These payments may be paid in a lump sum payment or paid in installments over time. Participants who are 100% vested and 59 ½ years of age may take an in-service withdrawal of all or a portion of the value of their vested accounts once each Plan year.

Hardship Withdrawals - A withdrawal from a participants' account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document, subject to limitations in the IRC. There were no hardship withdrawals for the year ended December 31, 2011.

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account and must be repaid at a fixed interest rate, determined by the Sponsor to be commensurate with prevailing rates for similar notes.

Forfeited Amounts - Forfeited amounts from terminating participant's non-vested accounts are used to reduce employer contributions or pay for Plan expenses. Forfeitures of $9,354 were reallocated to Plan participants for the year ended December 31, 2011.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America, consistent with reporting in the Form 5500.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Cash and Cash Equivalents - The Plan considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents include money market funds.

The Plan maintains cash and cash equivalents with what management believes are high-credit quality financial institutions. At times, the Plan's balances in these financial institutions may exceed federally insured limits. The Plan has not experienced any losses in these accounts, and management believes the Plan is not exposed to any significant credit risk with respect to cash and cash equivalents.

Valuation of Investments - Investments are stated at fair value. The Plan defines fair value as 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 (Note 3).

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

The Plan provides for investment in various combinations of interest-bearing cash accounts, registered investment company shares, and common stocks (Note 3), with different investment strategies. These 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Fair Value Measurements - The Plan measures fair value under a framework that provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Level 2: Inputs to the valuation methodology include:

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

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

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

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

When the Plan changes its valuation inputs for measuring financial assets and liabilities at fair value, either due to changes in current market conditions or other factors, it may need to transfer those assets or liabilities to another level in the hierarchy based on the new inputs used. The Plan recognizes these transfers at the end of the reporting period that the transfers occur. For the years ended December 31, 2011 and 2010, there were no significant transfers of financial assets or liabilities between the hierarchy levels.

Realized and Unrealized Appreciation (Depreciation) - Realized and unrealized appreciation (depreciation) is based on the contract and market values of the assets at the end of the Plan year compared to the contract and market values of the assets at the beginning of the Plan year, or at the time of purchase for assets purchased/exchanged during the Plan year. In the Statement of Changes in Net Assets Available for Benefits, the Plan presents the net appreciation or depreciation in the fair value of investments, which consists of realized gains or losses and unrealized market value appreciation or depreciation of investments.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued by unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document. Notes receivable at December 31, 2011 consisted of a single note bearing interest at 9%, that matured May 2012. Notes receivable at December 31, 2010 bore interest at rates ranging from 6 - 7%. Generally, notes must be repaid within 5 years unless the note is for the purchase of a principal residence.

Participant Distributions - Benefits paid to participants are recorded when paid. There were no participant distribution requests outstanding at December 31, 2011.

Operating Expenses - During the year ending December 31, 2011, the Plan paid $35,077 in administrative expenses to the Custodians. In addition, the Plan had other deductions, where the Plan repaid to the Sponsor excess Sponsor contributions of $18,750 received in prior years. Other administrative expenses of maintaining the Plan are paid for by the Sponsor, a party-in-interest.

Income Taxes - Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is not subject to income tax examination for years prior to 2008.

Subsequent Events - Subsequent events have been evaluated by the Company through October 2, 2012, which is the date these financial statements were issued, and no subsequent events have arisen other than those described herein that would require disclosure in these financial statements.

NOTE 3 - FAIR VALUE OF FINANCIAL INSTRUMENTS

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Interest Bearing Cash - The carrying value approximates fair value and is classified as a Level 1 financial instrument.

Registered Investment Companies - The shares in registered investment companies are valued at quoted market prices in an exchange and active market, which represents the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

Common Stock - Shares of common stock are valued at the closing price reported on the active market on which the individual securities are traded. Investments in common stock are classified as Level 1 investments.

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

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

All of the Plan's investments are non-participant directed, and measured at fair value on a recurring basis are classified as level 1 within the fair value hierarchy. Asset categories are disaggregated as follows at December 31:

	2011	2010
Interest-bearing cash	$ 770,889	$ 3,816,801
Common stock		
Industrial goods	114,250	-
Healthcare	386,451	-
Consumer goods	210,638	-
Utilities	108,901	-
Financial	182,871	-
Technology	324,778	-
Services	316,158	-
Basic materials	199,906	-
	1,843,953	-
Registered investment companies		
Equity funds	92,653	-
Mutual funds		
Large blend	466,377	-
Mid growth	263,650	252,700
Real estate	175,947	-
Commodities	87,624	-
Large growth	199,917	-
Small value	363,018	-
	1,556,533	252,700
Registered investment companies, net	1,649,186	252,700
	$ 4,264,028	$ 4,069,501

NOTE 4 - INVESTMENTS

The Custodian holds the Plan's non-participant directed investments and executes investment and other transactions of the Plan. Plan investments that represent 5% or more of the total fair value of the Plan's net assets as of December 31 are as follows:

	2011	2010
Charles Schwab money market sweep account	$ 770,317	$ 3,816,801
Dodge & Cox International Stock Fund	$ 466,377	*
Westcore Small-Cap Value Fund	$ 363,018	*
Dynamic Gold and Precious Metals	*	$ 252,700

* Investment option was less than 5% of net assets or was unavailable at the respective date.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $373,381 during the year ended December 31, 2011 as follows:

Common stock	$ (200,398)
Registered investment companies	(172,983)
	$ (373,381)

NOTE 5 - TAX STATUS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan obtained its latest determination letter on August 24, 2004, in which the Internal Revenue Service (the "IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended and restated since receiving the determination letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification.

The Plan has identified certain prohibited party-in-interest transactions. A prohibited transaction requires the Sponsoring Company or its principal owner to make the Plan whole for any monetary loss. Prohibited transactions under the IRS subject the Sponsoring Company or its shareholder to the payment of excise tax. The Sponsoring Company or its shareholder may be liable to reimburse the Plan for lost earnings by the Department of Labor. However, as no determination has been made and potential lost earnings are not presently estimatable, the Plan has not recorded a receivable from the Sponsor for any potential liabilities. All costs associated with the corrections will be the responsibility of the Sponsor.

NOTE 5 - TAX STATUS AND PARTY-IN-INTEREST TRANSACTIONS, continued

The Sponsor and ERISA counsel assent that the tax qualified status of the Plan, as amended and restated, and the related trust will remain tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Custodians - The Plan invests in investments managed by Beacon Pointe Advisors, LLC, the Custodian. Custodian transactions qualify as party-in-interest transactions for which a statutory exemption exists. For the year ended December 31, 2011, all expenses of maintaining the Plan were paid for by the Sponsor, a party-in-interest.

Return of excess Sponsor contributions - During the year ended December 31, 2011, Plan returned to the Sponsor excess Sponsor contributions of $18,750 received in prior years.

Loans to the Sponsor - During the year ended December 31, 2004, the Administrator, who is also an officer and 100% shareholder of the Company, borrowed $550,000 from the Plan. The $550,000 was repaid on December 31, 2004. The removal and use of these funds by a Plan fiduciary under the IRC and ERISA is considered a prohibited transaction. The Department of Labor, determined that $21,164 was outstanding as interest on the loan owed to the Plan, payable on or about August 10, 2011. The Sponsor restored the entire outstanding interest to the Plan on August 9, 2011.

During the year ended December 31, 2004, a $50,000 participant note was made to the Sponsor who is also an officer and 100% shareholder of the Company. The loan was not documented in accordance with the terms of the Plan and/or the Plan's participant loan policy relating to notes receivable from participants at inception. The $50,000 was repaid prior to December 31, 2008. The note is considered a defective loan under the IRC and ERISA, and is a prohibited transaction. The Department of Labor, determined that $27,320 was outstanding as interest on the loan owed to the Plan, payable on or about August 10, 2011. The Sponsor restored the entire outstanding interest to the Plan on August 9, 2011.

These aforementioned amounts of $21,164 and $27,320 totaled $48,484, and were due to the Plan from the Sponsor as of December 31, 2010, are reported as interest receivable from the Sponsor on the Statement of Net Assets Available for Benefits. As the entire amount was paid back to the Plan in August 2011, no receivable balance is noted as of the year ended December 31, 2011. In accordance with the IRC, the Sponsor shall also report and pay to the IRS all excise taxes that may be applicable with respect to the loan.

NOTE 5 - TAX STATUS AND PARTY-IN-INTEREST TRANSACTIONS, continued

Investment in LLC – In March 2010, the LLC invested in commercial real property located at 2050 Tubeway Avenue in Commerce, California (the "Property"). The Property was previously being leased by the Sponsor from an unrelated party. During March 2010, the Plan invested $3,435,000 in the LLC for the purchase of the property (the "Investment"). The LLC rented the Property to the Sponsor on a month-to-month basis. In accordance with the provisions of the Investment, the Plan collected the rents associated with the Property of $37,334 per month. Rental income was $313,027 for the year ended December 31, 2010.

On December 15, 2010, the LLC sold the property to 2050 Tubeway, LLC, a related party owned by the Company. From the sale, the Plan recovered its entire investment of $3,435,000 in the LLC.

On March 15, 2010, the Plan entered into a note payable agreement for $585,000 with the Freund Bakery Retirement Plan, which is related through common sponsorship, bearing interest at 3.25% and maturing on December 15, 2010, for purposes of the investment in the LLC. On December 16, 2010, the Plan repaid the $585,000 note. The Plan paid $14,259 in interest expense that related to this note for the year ended December 31, 2010,

As of December 31, 2011, the LLC had no assets and liabilities, and the Plan's investment in the LLC was zero. In accordance with the IRC, the Sponsor shall also report and pay to the IRS all excise taxes that may be applicable with respect to the investments loan.

NOTE 6 - RISKS AND UNCERTAINTIES

The Plan provides for investments in any combinations of registered investment companies, interest-bearing cash accounts and common stock, with different investment strategies. These investments are exposed to various risks, such as interest rate, market and credit risks. In addition, the Plan invests in a limited partnership that primarily invests in commercial real estate. Due to the level of risk associated with certain investments and the level of uncertainty related to the changes in the value of these investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

SUPPLEMENTAL SCHEDULE

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Interest-bearing cash			
*	Charles Schwab	Money market sweep account	$ 770,317	$ 770,317
*	Charles Schwab	Interest earning cash account	572	572
	Total interest-bearing cash		770,889	770,889
	Common stock			
	3M Company	190 shares of common stock	17,375	15,529
	Abbott Laboratories	190 shares of common stock	8,660	10,684
	Accuride Corp. New	2150 shares of common stock	14,688	15,308
	Adobe Systems	255 shares of common stock	8,556	7,209
	Ameren Corporation	440 shares of common stock	12,361	14,577
	American Express Company	640 shares of common stock	29,890	30,189
	Apple, Inc.	125 shares of common stock	44,656	50,625
	AT&T, Inc.	650 shares of common stock	18,429	19,656
	Auto Data Processing	345 shares of common stock	17,140	18,633
	Babcock & Wilcox Company	850 shares of common stock	25,111	20,519
	Bank of America Corporation	2250 shares of common stock	26,323	12,510
	Bank of New York Mellon Corporation	750 shares of common stock	15,219	14,933
	Bard, C R, Inc.	95 shares of common stock	8,704	8,123
	Baxter International, Inc.	250 shares of common stock	12,908	12,370
	Becton, Dickinson & Company	245 shares of common stock	19,941	18,307
	Berkley, W.R. Corporation	390 shares of common stock	11,369	13,412
	Berkshire Hathaway	640 shares of common stock, class B	52,794	48,832
	Brookline Bancorp, Inc.	1750 shares of common stock	16,356	14,770
	Brown-Forman Corporation	130 shares of common stock, class B	8,694	10,466
	Cabela's, Inc.	550 shares of common stock	13,933	13,981
	Cisco Systems Inc.	915 shares of common stock	17,186	16,543
	Clear Channel Outdoor Holding	1,500 shares of common stock	21,510	18,825
	Cloud Peak Energy, Inc.	1,000 shares of common stock	22,275	19,320
	Coca Cola Company	270 shares of common stock	17,143	18,892
	Cognizant Technology Solutions Corporation	325 shares of common stock	23,292	20,901
	Commercial Metals Company	1,250 shares of common stock	19,062	17,288
	Cummins, Inc.	270 shares of common stock	25,618	23,766
	CVS Caremark Corporation	497 shares of common stock	16,313	20,268
	EMC Corporation	735 shares of common stock	19,875	15,832
	Exelis, Inc.	1,000 shares of common stock	9,310	9,050
	Exelon Corporation	1,080 shares of common stock	45,505	46,840
	Expeditors International of Washington, Inc.	295 shares of common stock	13,083	12,083
	Express Scripts, Inc.	835 shares of common stock	43,561	37,317
	Exxon Mobile Corporation	476 shares of common stock	33,956	40,346

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Common stock, continued			
	General Dynamics Corporation	110 shares of common stock	8,533	7,305
	Gilead Sciences, Inc.	895 shares of common stock	34,152	36,632
	Goldman Sachs Group, Inc.	100 shares of common stock	15,396	9,043
	Goodyear Tire & Rubber	1,050 shares of common stock	14,969	14,879
	Google, Inc. Class A	56 shares of common stock	32,427	36,170
	Huntsman Corporation	755 shares of common stock	12,183	6,500
	International Business Machines Corporation	105 shares of common stock	17,249	19,307
	Intuitive Surgical, Inc.	58 shares of common stock	19,996	26,855
	Johnson & Johnson	845 shares of common stock	51,377	55,415
	Kellogg Company	160 shares of common stock	8,495	8,091
	Kraft Foods, Inc.	750 shares of common stock	22,951	28,020
	Marathon Petroleum Corporation	450 shares of common stock	19,056	14,981
	McCormick & Co., Inc.	190 shares of common stock	8,578	9,580
	McDonalds Corporation	225 shares of common stock	17,088	22,574
	Medtronic, Inc.	1,150 shares of common stock	43,371	43,988
	MGIC Investment Corporation	6,000 shares of common stock	24,332	22,380
	Micron Technology, Inc.	3,200 shares of common stock	28,971	20,128
	Microsoft Corporation	1,040 shares of common stock	46,117	43,872
	Molson Coors Brewing Company	426 shares of common stock	19,028	18,548
	National Oilwell Varco, Inc.	240 shares of common stock	13,136	16,317
	Nexen, Inc.	850 shares of common stock	19,261	13,524
	Nike, Inc.	165 shares of common stock, class B	14,268	15,901
	Novartis AG	410 shares of common stock	22,968	23,440
	Novo-Nordisk A-S ADR F	145 shares of common stock	17,247	16,713
	O' Charleys, Inc.	1,500 shares of common stock	9,033	8,235
	Omnicom Group, Inc.	350 shares of common stock	17,274	15,603
	Oracle Corporation	675 shares of common stock	21,293	17,314
	Oshkosh Corporation	700 shares of common stock	15,410	14,966
	Paychex, Inc.	340 shares of common stock	11,337	10,237
	PepsiCo Inc.	675 shares of common stock	8,587	8,957
	Perrigo Company	310 shares of common stock	23,279	30,163
	PPL Corporation	500 shares of common stock	12,351	14,710
	Procter & Gamble	440 shares of common stock	45,674	47,030
	Qualcomm, Inc.	540 shares of common stock	30,233	29,538
	Schlumberger Limited	295 shares of common stock	18,608	20,151
	Sempra Energy	350 shares of common stock	18,621	19,250
	Spectra Energy Corporation	679 shares of common stock	16,182	20,879
	Stericycle, Inc.	170 shares of common stock	14,409	13,246
	Stryker Corporation	285 shares of common stock	17,173	14,167
	Sysco Corporation	640 shares of common stock	40,830	42,528

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Common stock, continued			
	Tesco Corporation	1,250 shares of common stock	19,167	15,800
	Teva Pharmaceutical Industries Limited	605 shares of common stock	29,574	24,418
	Textainer Group Holding Limited	500 shares of common stock	17,481	14,560
	Total SA	290 shares of common stock	14,133	14,822
	Total Systems Services	485 shares of common stock	8,567	9,487
	United States Steel Corporation	250 shares of common stock	6,425	6,614
	United Technologies Corporation	200 shares of common stock	17,031	14,618
	Varian Medical Systems	415 shares of common stock	28,673	27,859
	Verisk Analytics, Inc.	680 shares of common stock	21,943	27,288
	Visa, Inc.	400 shares of common stock, class A	29,965	40,612
	W.R. Grace & Company	150 shares of common stock	6,401	6,888
	Wal-Mart Stores Inc.	840 shares of common stock	46,741	50,199
	Western Union Company	530 shares of common stock	11,340	9,678
	Weyerhaeuser Company	900 shares of common stock	22,516	16,802
	Xylem, Inc.	750 shares of common stock	14,847	19,267
	Total common stock		1,857,043	1,843,953
	Investments in registered investment companies			
	Mutual funds			
	Dodge & Cox International Stock Fund	15,950 shares of mutual funds	580,847	466,377
	Dynamic Gold & Precious Metals	11,420 shares of mutual funds	177,689	177,689
	Eli Global Property Institutional Fund	13,111 shares of mutual funds	195,362	175,947
	Pimco Commodity Real Return Strategy Fund	13,398 shares of mutual funds	119,153	87,624
	RS Global Natural Resources Fund A	2,449 shares of mutual funds	95,390	85,961
	Virtus Emerging Markets Opportunity Fund	22,979 shares of mutual funds	192,773	199,917
	Westcore Small-Cap Value Fund	30,712 shares of mutual funds	382,781	363,018
			1,743,995	1,556,533
	Equity funds			
	Hugoton Royalty Trust	790 shares of equity funds	17,045	14,884
	Ishares Silver Trust	485 shares of equity funds	14,218	13,065
	MPG Office Trust	1200 shares of equity funds	4,903	2,388
	SPDR Gold Trust	410 shares of equity funds	54,319	62,316
			90,485	92,653
	Total registered investment companies		1,834,480	1,649,186
	Investments, at fair value		$ 4,462,412	$ 4,264,028

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED
SCHEDULE H, PART IV, LINE 4(I)
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2011

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
*	Notes receivable from participants	Interest at 9%; maturing 2012; collateralized by participant accounts		$ 1,500

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS
SCHEDULE H, PART IV, LINE 4(J)
EIN: 95-3641353, PLAN NO. 001
FOR THE YEAR ENDED DECEMBER 31, 2011

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 568,000	$ 568,000	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 1,541,955	$ 1,541,955	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 564,000	$ 564,000	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 570,000	$ 570,000	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 570,000	$ 570,000	$ -
Westcore Small-Cap Value Fund	Purchase of 30,712 shares of mutual funds on Febraury 11, 2011	$ 382,781	$ -	$ -	$ -	$ 382,781	$ 382,781	$ -
Doge & Cox International Stock Fund	Purchase of 15,950 shares of mutual funds Febraury 11, 2011	$ 580,847	$ -	$ -	$ -	$ 580,847	$ 580,847	$ -

SUPPLEMENTAL SCHEDULE

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Interest-bearing cash			
*	Charles Schwab	Money market sweep account	$ 770,317	$ 770,317
*	Charles Schwab	Interest earning cash account	572	572
	Total interest-bearing cash		770,889	770,889
	Common stock			
	3M Company	190 shares of common stock	17,375	15,529
	Abbott Laboratories	190 shares of common stock	8,660	10,684
	Accuride Corp. New	2150 shares of common stock	14,688	15,308
	Adobe Systems	255 shares of common stock	8,556	7,209
	Ameren Corporation	440 shares of common stock	12,361	14,577
	American Express Company	640 shares of common stock	29,890	30,189
	Apple, Inc.	125 shares of common stock	44,656	50,625
	AT&T, Inc.	650 shares of common stock	18,429	19,656
	Auto Data Processing	345 shares of common stock	17,140	18,633
	Babcock & Wilcox Company	850 shares of common stock	25,111	20,519
	Bank of America Corporation	2250 shares of common stock	26,323	12,510
	Bank of New York Mellon Corporation	750 shares of common stock	15,219	14,933
	Bard, C R, Inc.	95 shares of common stock	8,704	8,123
	Baxter International, Inc.	250 shares of common stock	12,908	12,370
	Becton, Dickinson & Company	245 shares of common stock	19,941	18,307
	Berkley, W.R. Corporation	390 shares of common stock	11,369	13,412
	Berkshire Hathaway	640 shares of common stock, class B	52,794	48,832
	Brookline Bancorp, Inc.	1750 shares of common stock	16,356	14,770
	Brown-Forman Corporation	130 shares of common stock, class B	8,694	10,466
	Cabela's, Inc.	550 shares of common stock	13,933	13,981
	Cisco Systems Inc.	915 shares of common stock	17,186	16,543
	Clear Channel Outdoor Holding	1,500 shares of common stock	21,510	18,825
	Cloud Peak Energy, Inc.	1,000 shares of common stock	22,275	19,320
	Coca Cola Company	270 shares of common stock	17,143	18,892
	Cognizant Technology Solutions Corporation	325 shares of common stock	23,292	20,901
	Commercial Metals Company	1,250 shares of common stock	19,062	17,288
	Cummins, Inc.	270 shares of common stock	25,618	23,766
	CVS Caremark Corporation	497 shares of common stock	16,313	20,268
	EMC Corporation	735 shares of common stock	19,875	15,832
	Exelis, Inc.	1,000 shares of common stock	9,310	9,050
	Exelon Corporation	1,080 shares of common stock	45,505	46,840
	Expeditors International of Washington, Inc.	295 shares of common stock	13,083	12,083
	Express Scripts, Inc.	835 shares of common stock	43,561	37,317
	Exxon Mobile Corporation	476 shares of common stock	33,956	40,346

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Common stock, continued			
	General Dynamics Corporation	110 shares of common stock	8,533	7,305
	Gilead Sciences, Inc.	895 shares of common stock	34,152	36,632
	Goldman Sachs Group, Inc.	100 shares of common stock	15,396	9,043
	Goodyear Tire & Rubber	1,050 shares of common stock	14,969	14,879
	Google, Inc. Class A	56 shares of common stock	32,427	36,170
	Huntsman Corporation	755 shares of common stock	12,183	6,500
	International Business Machines Corporation	105 shares of common stock	17,249	19,307
	Intuitive Surgical, Inc.	58 shares of common stock	19,996	26,855
	Johnson & Johnson	845 shares of common stock	51,377	55,415
	Kellogg Company	160 shares of common stock	8,495	8,091
	Kraft Foods, Inc.	750 shares of common stock	22,951	28,020
	Marathon Petroleum Corporation	450 shares of common stock	19,056	14,981
	McCormick & Co., Inc.	190 shares of common stock	8,578	9,580
	McDonalds Corporation	225 shares of common stock	17,088	22,574
	Medtronic, Inc.	1,150 shares of common stock	43,371	43,988
	MGIC Investment Corporation	6,000 shares of common stock	24,332	22,380
	Micron Technology, Inc.	3,200 shares of common stock	28,971	20,128
	Microsoft Corporation	1,040 shares of common stock	46,117	43,872
	Molson Coors Brewing Company	426 shares of common stock	19,028	18,548
	National Oilwell Varco, Inc.	240 shares of common stock	13,136	16,317
	Nexen, Inc.	850 shares of common stock	19,261	13,524
	Nike, Inc.	165 shares of common stock, class B	14,268	15,901
	Novartis AG	410 shares of common stock	22,968	23,440
	Novo-Nordisk A-S ADR F	145 shares of common stock	17,247	16,713
	O' Charleys, Inc.	1,500 shares of common stock	9,033	8,235
	Omnicom Group, Inc.	350 shares of common stock	17,274	15,603
	Oracle Corporation	675 shares of common stock	21,293	17,314
	Oshkosh Corporation	700 shares of common stock	15,410	14,966
	Paychex, Inc.	340 shares of common stock	11,337	10,237
	PepsiCo Inc.	675 shares of common stock	8,587	8,957
	Perrigo Company	310 shares of common stock	23,279	30,163
	PPL Corporation	500 shares of common stock	12,351	14,710
	Procter & Gamble	440 shares of common stock	45,674	47,030
	Qualcomm, Inc.	540 shares of common stock	30,233	29,538
	Schlumberger Limited	295 shares of common stock	18,608	20,151
	Sempra Energy	350 shares of common stock	18,621	19,250
	Spectra Energy Corporation	679 shares of common stock	16,182	20,879
	Stericycle, Inc.	170 shares of common stock	14,409	13,246
	Stryker Corporation	285 shares of common stock	17,173	14,167
	Sysco Corporation	640 shares of common stock	40,830	42,528

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Common stock, continued			
	Tesco Corporation	1,250 shares of common stock	19,167	15,800
	Teva Pharmaceutical Industries Limited	605 shares of common stock	29,574	24,418
	Textainer Group Holding Limited	500 shares of common stock	17,481	14,560
	Total SA	290 shares of common stock	14,133	14,822
	Total Systems Services	485 shares of common stock	8,567	9,487
	United States Steel Corporation	250 shares of common stock	6,425	6,614
	United Technologies Corporation	200 shares of common stock	17,031	14,618
	Varian Medical Systems	415 shares of common stock	28,673	27,859
	Verisk Analytics, Inc.	680 shares of common stock	21,943	27,288
	Visa, Inc.	400 shares of common stock, class A	29,965	40,612
	W.R. Grace & Company	150 shares of common stock	6,401	6,888
	Wal-Mart Stores Inc.	840 shares of common stock	46,741	50,199
	Western Union Company	530 shares of common stock	11,340	9,678
	Weyerhaeuser Company	900 shares of common stock	22,516	16,802
	Xylem, Inc.	750 shares of common stock	14,847	19,267
	Total common stock		1,857,043	1,843,953
	Investments in registered investment companies			
	Mutual funds			
	Dodge & Cox International Stock Fund	15,950 shares of mutual funds	580,847	466,377
	Dynamic Gold & Precious Metals	11,420 shares of mutual funds	177,689	177,689
	Eli Global Property Institutional Fund	13,111 shares of mutual funds	195,362	175,947
	Pimco Commodity Real Return Strategy Fund	13,398 shares of mutual funds	119,153	87,624
	RS Global Natural Resources Fund A	2,449 shares of mutual funds	95,390	85,961
	Virtus Emerging Markets Opportunity Fund	22,979 shares of mutual funds	192,773	199,917
	Westcore Small-Cap Value Fund	30,712 shares of mutual funds	382,781	363,018
			1,743,995	1,556,533
	Equity funds			
	Hugoton Royalty Trust	790 shares of equity funds	17,045	14,884
	Ishares Silver Trust	485 shares of equity funds	14,218	13,065
	MPG Office Trust	1200 shares of equity funds	4,903	2,388
	SPDR Gold Trust	410 shares of equity funds	54,319	62,316
			90,485	92,653
	Total registered investment companies		1,834,480	1,649,186
	Investments, at fair value		$ 4,462,412	$ 4,264,028

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED
SCHEDULE H, PART IV, LINE 4(I)
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2011

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
*	Notes receivable from participants	Interest at 9%; maturing 2012; collateralized by participant accounts		$ 1,500

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS
SCHEDULE H, PART IV, LINE 4(J)
EIN: 95-3641353, PLAN NO. 001
FOR THE YEAR ENDED DECEMBER 31, 2011

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 568,000	$ 568,000	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 1,541,955	$ 1,541,955	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 564,000	$ 564,000	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 570,000	$ 570,000	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 570,000	$ 570,000	$ -
Westcore Small-Cap Value Fund	Purchase of 30,712 shares of mutual funds on Febraury 11, 2011	$ 382,781	$ -	$ -	$ -	$ 382,781	$ 382,781	$ -
Doge & Cox International Stock Fund	Purchase of 15,950 shares of mutual funds Febraury 11, 2011	$ 580,847	$ -	$ -	$ -	$ 580,847	$ 580,847	$ -

SUPPLEMENTAL SCHEDULE

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Interest-bearing cash			
*	Charles Schwab	Money market sweep account	$ 770,317	$ 770,317
*	Charles Schwab	Interest earning cash account	572	572
	Total interest-bearing cash		770,889	770,889
	Common stock			
	3M Company	190 shares of common stock	17,375	15,529
	Abbott Laboratories	190 shares of common stock	8,660	10,684
	Accuride Corp. New	2150 shares of common stock	14,688	15,308
	Adobe Systems	255 shares of common stock	8,556	7,209
	Ameren Corporation	440 shares of common stock	12,361	14,577
	American Express Company	640 shares of common stock	29,890	30,189
	Apple, Inc.	125 shares of common stock	44,656	50,625
	AT&T, Inc.	650 shares of common stock	18,429	19,656
	Auto Data Processing	345 shares of common stock	17,140	18,633
	Babcock & Wilcox Company	850 shares of common stock	25,111	20,519
	Bank of America Corporation	2250 shares of common stock	26,323	12,510
	Bank of New York Mellon Corporation	750 shares of common stock	15,219	14,933
	Bard, C R, Inc.	95 shares of common stock	8,704	8,123
	Baxter International, Inc.	250 shares of common stock	12,908	12,370
	Becton, Dickinson & Company	245 shares of common stock	19,941	18,307
	Berkley, W.R. Corporation	390 shares of common stock	11,369	13,412
	Berkshire Hathaway	640 shares of common stock, class B	52,794	48,832
	Brookline Bancorp, Inc.	1750 shares of common stock	16,356	14,770
	Brown-Forman Corporation	130 shares of common stock, class B	8,694	10,466
	Cabela's, Inc.	550 shares of common stock	13,933	13,981
	Cisco Systems Inc.	915 shares of common stock	17,186	16,543
	Clear Channel Outdoor Holding	1,500 shares of common stock	21,510	18,825
	Cloud Peak Energy, Inc.	1,000 shares of common stock	22,275	19,320
	Coca Cola Company	270 shares of common stock	17,143	18,892
	Cognizant Technology Solutions Corporation	325 shares of common stock	23,292	20,901
	Commercial Metals Company	1,250 shares of common stock	19,062	17,288
	Cummins, Inc.	270 shares of common stock	25,618	23,766
	CVS Caremark Corporation	497 shares of common stock	16,313	20,268
	EMC Corporation	735 shares of common stock	19,875	15,832
	Exelis, Inc.	1,000 shares of common stock	9,310	9,050
	Exelon Corporation	1,080 shares of common stock	45,505	46,840
	Expeditors International of Washington, Inc.	295 shares of common stock	13,083	12,083
	Express Scripts, Inc.	835 shares of common stock	43,561	37,317
	Exxon Mobile Corporation	476 shares of common stock	33,956	40,346

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Common stock, continued			
	General Dynamics Corporation	110 shares of common stock	8,533	7,305
	Gilead Sciences, Inc.	895 shares of common stock	34,152	36,632
	Goldman Sachs Group, Inc.	100 shares of common stock	15,396	9,043
	Goodyear Tire & Rubber	1,050 shares of common stock	14,969	14,879
	Google, Inc. Class A	56 shares of common stock	32,427	36,170
	Huntsman Corporation	755 shares of common stock	12,183	6,500
	International Business Machines Corporation	105 shares of common stock	17,249	19,307
	Intuitive Surgical, Inc.	58 shares of common stock	19,996	26,855
	Johnson & Johnson	845 shares of common stock	51,377	55,415
	Kellogg Company	160 shares of common stock	8,495	8,091
	Kraft Foods, Inc.	750 shares of common stock	22,951	28,020
	Marathon Petroleum Corporation	450 shares of common stock	19,056	14,981
	McCormick & Co., Inc.	190 shares of common stock	8,578	9,580
	McDonalds Corporation	225 shares of common stock	17,088	22,574
	Medtronic, Inc.	1,150 shares of common stock	43,371	43,988
	MGIC Investment Corporation	6,000 shares of common stock	24,332	22,380
	Micron Technology, Inc.	3,200 shares of common stock	28,971	20,128
	Microsoft Corporation	1,040 shares of common stock	46,117	43,872
	Molson Coors Brewing Company	426 shares of common stock	19,028	18,548
	National Oilwell Varco, Inc.	240 shares of common stock	13,136	16,317
	Nexen, Inc.	850 shares of common stock	19,261	13,524
	Nike, Inc.	165 shares of common stock, class B	14,268	15,901
	Novartis AG	410 shares of common stock	22,968	23,440
	Novo-Nordisk A-S ADR F	145 shares of common stock	17,247	16,713
	O' Charleys, Inc.	1,500 shares of common stock	9,033	8,235
	Omnicom Group, Inc.	350 shares of common stock	17,274	15,603
	Oracle Corporation	675 shares of common stock	21,293	17,314
	Oshkosh Corporation	700 shares of common stock	15,410	14,966
	Paychex, Inc.	340 shares of common stock	11,337	10,237
	PepsiCo Inc.	675 shares of common stock	8,587	8,957
	Perrigo Company	310 shares of common stock	23,279	30,163
	PPL Corporation	500 shares of common stock	12,351	14,710
	Procter & Gamble	440 shares of common stock	45,674	47,030
	Qualcomm, Inc.	540 shares of common stock	30,233	29,538
	Schlumberger Limited	295 shares of common stock	18,608	20,151
	Sempra Energy	350 shares of common stock	18,621	19,250
	Spectra Energy Corporation	679 shares of common stock	16,182	20,879
	Stericycle, Inc.	170 shares of common stock	14,409	13,246
	Stryker Corporation	285 shares of common stock	17,173	14,167
	Sysco Corporation	640 shares of common stock	40,830	42,528

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Common stock, continued			
	Tesco Corporation	1,250 shares of common stock	19,167	15,800
	Teva Pharmaceutical Industries Limited	605 shares of common stock	29,574	24,418
	Textainer Group Holding Limited	500 shares of common stock	17,481	14,560
	Total SA	290 shares of common stock	14,133	14,822
	Total Systems Services	485 shares of common stock	8,567	9,487
	United States Steel Corporation	250 shares of common stock	6,425	6,614
	United Technologies Corporation	200 shares of common stock	17,031	14,618
	Varian Medical Systems	415 shares of common stock	28,673	27,859
	Verisk Analytics, Inc.	680 shares of common stock	21,943	27,288
	Visa, Inc.	400 shares of common stock, class A	29,965	40,612
	W.R. Grace & Company	150 shares of common stock	6,401	6,888
	Wal-Mart Stores Inc.	840 shares of common stock	46,741	50,199
	Western Union Company	530 shares of common stock	11,340	9,678
	Weyerhaeuser Company	900 shares of common stock	22,516	16,802
	Xylem, Inc.	750 shares of common stock	14,847	19,267
	Total common stock		1,857,043	1,843,953
	Investments in registered investment companies			
	Mutual funds			
	Dodge & Cox International Stock Fund	15,950 shares of mutual funds	580,847	466,377
	Dynamic Gold & Precious Metals	11,420 shares of mutual funds	177,689	177,689
	Eli Global Property Institutional Fund	13,111 shares of mutual funds	195,362	175,947
	Pimco Commodity Real Return Strategy Fund	13,398 shares of mutual funds	119,153	87,624
	RS Global Natural Resources Fund A	2,449 shares of mutual funds	95,390	85,961
	Virtus Emerging Markets Opportunity Fund	22,979 shares of mutual funds	192,773	199,917
	Westcore Small-Cap Value Fund	30,712 shares of mutual funds	382,781	363,018
			1,743,995	1,556,533
	Equity funds			
	Hugoton Royalty Trust	790 shares of equity funds	17,045	14,884
	Ishares Silver Trust	485 shares of equity funds	14,218	13,065
	MPG Office Trust	1200 shares of equity funds	4,903	2,388
	SPDR Gold Trust	410 shares of equity funds	54,319	62,316
			90,485	92,653
	Total registered investment companies		1,834,480	1,649,186
	Investments, at fair value		$ 4,462,412	$ 4,264,028

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED
SCHEDULE H, PART IV, LINE 4(I)
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2011

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
*	Notes receivable from participants	Interest at 9%; maturing 2012; collateralized by participant accounts		$ 1,500

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS
SCHEDULE H, PART IV, LINE 4(J)
EIN: 95-3641353, PLAN NO. 001
FOR THE YEAR ENDED DECEMBER 31, 2011

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 568,000	$ 568,000	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 1,541,955	$ 1,541,955	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 564,000	$ 564,000	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 570,000	$ 570,000	$ -
Beacon Pointe Advisors, LLC	Charles Schwab Money Market Fund; transfer of money market funds from exisitng account to new account opened with Beacon Pointe Advisors, LLC, on February 11, 2011	$ -	$ -	$ -	$ -	$ 570,000	$ 570,000	$ -
Westcore Small-Cap Value Fund	Purchase of 30,712 shares of mutual funds on Febraury 11, 2011	$ 382,781	$ -	$ -	$ -	$ 382,781	$ 382,781	$ -
Doge & Cox International Stock Fund	Purchase of 15,950 shares of mutual funds Febraury 11, 2011	$ 580,847	$ -	$ -	$ -	$ 580,847	$ 580,847	$ -