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
MORNING STAR COMPANY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1985

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

MORNING STAR COMPANY

724 MAIN STREET
WOODLAND, CA 95695

2b Employer Identification Number (EIN)
94-2421552

2c Sponsor's telephone number
530-662-9826

2d Business code (see instructions)
115110

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.	10/08/2012	TIM CRUISE
	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")
MORNING STAR COMPANY

724 MAIN STREET
WOODLAND, CA 95695

3b Administrator's EIN
94-2421552

3c Administrator's telephone number
530-662-9826

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**	877
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**	305
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	380
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	685
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	687
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	665
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	122
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 2G 2J 2K 2R 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

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
MORNING STAR COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
MORNING STAR COMPANY

D Employer Identification Number (EIN)
94-2421552

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN FUNDS

95-1411037

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

BARON CAPITAL GROUP

13-3122938

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

LORD ABBETT

13-5620131

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

MFS

04-2747644

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

T. ROWE PRICE

52-2264646

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

JPMORGAN

13-2624428

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

MAINSTAY

52-2206685

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

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

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 37 38 49 50 52 60 62 63 64	SERVICE PROVIDER	30195	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

(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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
MORNING STAR COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MORNING STAR COMPANY

D Employer Identification Number (EIN)
94-2421552

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND G

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
41-6202499-001	C	3980691

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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
MORNING STAR COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
MORNING STAR COMPANY

D Employer Identification Number (EIN)
94-2421552

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	623191	0
(2) Participant contributions	1b(2)	100175	0
(3) Other	1b(3)	4818	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4148451	0
(2) U.S. Government securities	1c(2)	2971511	0
(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)	1575730	0
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	590225	925332
(9) Value of interest in common/collective trusts	1c(9)	3673825	3980691
(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)	17038854	18860030
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	6373487

			(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	30726780	30139540
	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	30726780	30139540

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	1328857	
	(C) Others (including rollovers)	2a(1)(C)	73593	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1402450
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	44614	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		44614
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	66451	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		66451
	(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)	695786	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		695786
(6) Net investment gain (loss) from common/collective trusts	2b(6)		91830
(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)		-1451366
c Other income	2c		197474
d Total income. Add all **income** amounts in column (b) and enter total	2d		1047239
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1572577	
(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)		1572577
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		10624
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	51278	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		51278
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1634479
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-587240
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DEMERA, DEMERA, CAMERON (2) EIN: 94-2504252

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		1000000
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? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
MORNING STAR COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
MORNING STAR COMPANY

D Employer Identification Number (EIN)
94-2421552

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): 41-6257133 56-1354495

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):

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

DeMera DeMera Cameron LLP

Certified Public Accountants



Howard J. DeMera
Mark D. Cameron

Christina M. Wyneken
Michael R. Davin
Shelley M. Nakaguchi
Andrew G. Cameron
Evin Edwards II
Kip J. Martin

Tim Downum
Titus M. Verzosa
Lisa R. Garabedian
Diane Bogosian
Hannes Rieker
Tammy Bibb
Adrienne Howell

INDEPENDENT AUDITOR'S REPORT

To the Trustees and Administrative
Committee of The Morning Star Company
401(k) Profit Sharing Plan

We were engaged to audit the accompanying statements of net assets available for plan benefits of The Morning Star Company 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for plan benefits for the years ended December 31, 2011 and 2010 and the supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year), as of and for the year ended December 31, 2011. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the 2011 and 2010 financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

DeMera DeMera Cameron, LLP

Fresno, California
October 2, 2012

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5080 North Fruit Avenue
Fresno, California 93711
Telephone 559/226-9200
Facsimile 559/226-9209
E-mail: mail@ddccpa.com
Website: www.ddccpa.com

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2011 and 2010

	2011	2010
Assets		
Investments at fair value (Note 3):		
Common stock	$ 2,635,241	$ 1,575,730
Mutual funds	5,060,930	17,038,854
Pooled, common and collective funds	17,167,031	3,673,825
Bonds and notes	31,390	723,536
Other fixed income securities	612,759	2,247,975
	25,507,351	25,259,920
Receivables:		
Employers' contributions	677,528	623,191
Participants' contributions	106,662	100,175
Participants' loans receivable	935,956	590,225
Interest and dividends receivable	3,030	4,818
	1,723,176	1,318,409
Cash	3,706,856	4,148,451
Total assets	30,937,383	30,726,780
Liabilities		
Accounts payable	-	-
Total liabilities	-	-
Net assets available for benefits	$ 30,937,383	$ 30,726,780

See accompanying notes and independent auditor's report

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Plan Benefits

For the Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment activity:		
Net appreciation (depreciation) in fair value of investments	$ (530,355)	$ 2,796,753
Interest and dividends	160,739	273,746
	(369,616)	3,070,499
Less: investment expenses	39,640	35,529
	(409,256)	3,034,970
Rollover contributions	73,593	-
Employer contributions	677,528	623,191
Participant contributions	1,440,337	1,339,381
Total additions	1,782,202	4,997,542
Deductions from net assets attributed to:		
Benefits paid to participants	1,572,499	2,154,371
Administrative fees	(900)	2,325
Total deductions	1,571,599	2,156,696
Net increase	210,603	2,840,846
Net assets available for benefits at beginning of year	30,726,780	27,885,934
Net assets available for benefits at end of year	$ 30,937,383	$ 30,726,780

See accompanying notes and independent auditor's report

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2011 and 2010

NOTE 1 - Description of Plan:

The following brief description of The Morning Star Company 401(k) Profit Sharing Plan is provided for general information purposes only. Participants should refer to the Plan Document for more complete information.

General

The Morning Star Company 401(k) Profit Sharing Plan covers substantially all employees of The Morning Star Company, Harter Tomato Products Company, and California Fruit and Tomato Kitchens, LLC (Employers) who have completed one year of service and attained the age of 21. It is subject to the provisions of Sections 401(a), 403(a) and 501(a) of the Internal Revenue Code, the Employee Retirement Income Security Act of 1974, the Tax Equity and Fiscal Responsibility Act of 1982, the 1986 Tax Reform Act and the Omnibus Reconciliation Acts of 1987 and 1988 and the Pension Protection Act of 2006.

Participant accounts

Participant accounts are credited with a discretionary employer contribution, a Safe Harbor matching contribution not exceeding 4% of compensation, as well as plan earnings. Participants may contribute to their own accounts through elective deferrals.

Payment of benefits and vesting

Participants are 100% vested at all times in their salary deferrals, Safe Harbor matching contributions and rollover contributions. Participants' interest in the discretionary contributions the employer makes to the Plan becomes 100% vested upon normal retirement age. Prior to normal retirement age, participants' interest in the discretionary contributions the employer makes become vested based on the following schedule.

Years of Credited Service	Percent Vested and Non-Forfeitable
0	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Upon termination of employment, the non-vested portion of a participant's employer account will be forfeited and may be used to reduce the employer contributions or reallocated to continuing participants not to exceed their limitation as if they were additional employer nonelective contributions. Forfeitures totaled $143,854 and $99,246 for the years ended December 31, 2011 and 2010.

Upon death or disablement while employed by the Employer, the entire interest shall become 100% vested.

(continued)

Upon retirement or permanent disability, the participant shall receive their vested portion in the form of a lump sum, part lump sum and part installments, installment payments, or a joint and survivor annuity. Upon death, the balance of the participant's account will be paid to their beneficiary.

Participant loans

Participants may borrow from their accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest from 5.25% - 10.25%. Principal and interest are paid through monthly payroll deductions.

Investment options

Upon enrollment in the Plan, participants may direct their contributions to various funds offered through Wells Fargo.

Participants may change their investment options at anytime.

Amendment and termination of plan

The Employer shall have the right to amend the Plan by resolution of the Board of Trustees, provided that no amendment shall attempt to cause any of the assets of the Plan to be used for or diverted to purposes other than for the exclusive benefit of participants or their beneficiaries.

In the event the Employer elects to terminate the Plan or discontinue operation of its business, the entire interest of the participants shall vest 100% immediately and be non-forfeitable.

Employer contributions

Each year the Employer may contribute to the Plan a discretionary employer contribution. The amount of this contribution may not obligate the Employer to contribute, for any year, any sums which are estimated to be in excess of the amount which the Employer would be permitted to deduct on their Federal income tax return for such year.

In addition, the Employer will contribute a Safe Harbor employer matching contribution equal to 100% of each eligible participant's deferral contributions not exceeding 4% of compensation.

NOTE 2 - Summary of significant accounting policies:

Basis of presentation

The accompanying financial statements have been prepared on the accrual basis of accounting and present the net assets available for plan benefits and changes in those net assets at current values. The difference between the current value and the cost of the investments is reflected in the statement of changes in net assets available for plan benefits as appreciation (depreciation) in fair value of investments.

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan trustees to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

(continued)

Federal income taxes

The Plan has not received a determination letter from the IRS. However, the Plan relies on the latest determination letter for the Wells Fargo Bank, N.A. Defined Contribution Master Plan document, in which the IRS stated that the Wells Fargo Bank, N.A. Defined Contribution Master Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code, as amended (the Code). The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of December 31, 2011 and 2010. The Morning Star Company 401(k) Profit Sharing Plan files an annual informational return/report (Form 5500) with the Internal Revenue Service under the tax-exempt status allowed under the provisions of the Internal Revenue Code Section 501(a).

Concentration of risk

The Financial Accounting Standards Board requires disclosure in the financial statements relating to concentrations of risk and financial instruments with off-balance-sheet risk. Financial instruments that potentially subject the Plan to concentrations of risk consist principally of investments which are subject to market fluctuations.

Fair value of financial instruments

Unless otherwise indicated, the fair value of all reported assets and liabilities that represent financial instruments (none of which are held for trading purposes) approximates the carrying value of such amounts.

Administrative expenses

While some administrative expenses are paid through the plan, the majority of administrative expenses relating to the Plan were paid by the Companies.

Subsequent events

Management has evaluated subsequent events through October 2, 2012, the date on which the financial statements were available to be issued.

NOTE 3 - Investments:

Investments in common stock, mutual funds, pooled, common and collective funds, bonds and notes, and other fixed income securities held at Wells Fargo at December 31, 2011 and 2010 are measured at fair value on a recurring basis as determined by quoted market prices (Level 1) as of the plan year end.

Information certified by the Plan's Trustee:

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustee has certified that the following data included in the accompanying financial statements is complete and accurate: (a) investments as shown in the statements of net assets available for plan benefits as of December 31, 2011 and 2010, and (b) investment income (loss) as shown in the statement of changes in net assets available for plan benefits for the years ended December 31, 2011 and 2010. The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

With the exception of pension funds which are non-participant directed, investments are participant-directed and consist of the following at December 31, 2011 and 2010:

	2011	Fair Value	Appreciation (Depreciation)
*	Wells Fargo Stable Return Fund G	$ 3,980,691	$ 91,831
	Wells Fargo Advantage Total Return Bond Fund	612,759	35,216
	American Europacific Growth Fund	304,089	(53,870)
	Baron Small Cap Fund	245,179	(2,974)
	Lord Abbett Small Cap Value Fund	923,325	(44,025)
	MFS Value Fund Class R3	281,201	3,558
	T Rowe Price Growth Stock Fund - Advisor Class	396,553	1,502
	Wells Fargo Advantage Index Fund	354,418	3,120
	Wells Fargo Advantage Dow Jones Target 2050 Fund	276,439	(14,456)
	Wells Fargo Advantage Dow Jones Target Today Fund	4,880	146
	Wells Fargo Advantage Dow Jones Target 2010 Fund	223,972	3,089
	Wells Fargo Advantage Dow Jones Target 2020 Fund	946,718	(7,640)
	Wells Fargo Advantage Dow Jones Target 2030 Fund	603,408	(18,840)
	Wells Fargo Advantage Dow Jones Target 2040 Fund	500,748	(30,262)
*	Self-directed accounts - various common stock	2,635,241	(278,007)
	Self-directed accounts - bonds	31,390	(312)
*	Pension fund - various funds	13,186,340	(218,431)
		$ 25,507,351	$ (530,355)

Subsequent to year-end, pension funds which are non-participant directed and pooled, were rolled into each individual's 401(k) account within the Plan.

(continued)

	2010	Fair Value	Appreciation (Depreciation)
*	Wells Fargo Stable Return Fund G	$ 3,673,825	$ 114,843
	Federated Total Return Bd - Inst Serv.	1,147,779	28,076
	Metropolitan West Fds Total Return Bond Fund	723,536	45,387
*	Wells Fargo Advantage Total Return Bond Fund	2,247,975	82,879
	American Europacific Growth Fund	318,195	15,418
	Baron Small Cap Fund	293,300	39,725
	Evergreen Intrinsic Value Fund	-	10,560
	Goldman Sachs Small Cap Value Fund Institutional Shares	332,350	69,935
	Goldman Sachs Structured International Equity Fund Institutional	-	(48,144)
	Harbor International Fund - Admin Class	698,395	87,041
	Invesco Small Cap Growth Fund	339,655	71,524
	Janus Overseas Fund Class A	722,801	111,247
	JP Morgan Small Cap Equity Fund	673,373	141,326
	Lord Abbett Small Cap Value Fund	810,501	149,016
	Mainstay Large Cap Growth I Fund	816,118	111,131
	MFS Value Fund Class R3	205,073	18,558
*	MFS Value Fund Class W	1,644,645	142,677
	T Rowe Price Growth Stock Fund - Advisor Class	250,022	22,085
	Thornburg International Value Fund	718,781	116,098
*	Wells Fargo Advantage Capital Growth Fund	1,658,773	244,717
	Wells Fargo Advantage Dow Jones Target 2050 Fund	194,095	22,193
	Wells Fargo Advantage Equity Value Fund	828,640	125,429
	Wells Fargo Advantage Growth Fund	810,533	190,883
	Wells Fargo Advantage Index Fund	283,694	27,651
	Wells Fargo Advantage Intrinsic Value Fund	830,973	112,378
	Wells Fargo Advantage Dow Jones Target Today Fund	67,811	708
	Wells Fargo Advantage Dow Jones Target 2010 Fund	251,014	10,713
	Wells Fargo Advantage Dow Jones Target 2020 Fund	663,163	51,199
	Wells Fargo Advantage Dow Jones Target 2030 Fund	324,779	35,260
	Wells Fargo Advantage Dow Jones Target 2040 Fund	425,284	56,774
	Self-directed accounts - various common stock	1,575,730	281,054
	Self-directed accounts - various bonds	81,947	14,616
	Self-directed accounts - various mutual funds	1,647,160	293,796
		$ 25,259,920	$ 2,796,753

* Investments that represent 5% or more of net assets.

NOTE 4 - Investment in LB Restaurant, LLC:

A non-related third party and The Morning Star Company 401(k) Profit Sharing Plan formed LB Restaurant, LLC, a California limited liability company on June 30, 1997. During 1997, the Plan invested $220,000 for its 88% interest in the LLC. Effective September 2, 2010, the Plan was assigned the remaining 12% interest for a 100% interest in the LLC. The fair market value, as determined by the trustees, has been reflected at $-0- at both December 31, 2011 and 2010.

The investment is non-participant directed and is stated at fair value as valued in good faith by the trustees. Subsequent to year-end, LB Restaurant, LLC was sold to The Morning Star Company for $220,000.

NOTE 5 - Allocation of assets:

Net assets available in the amount of $3,348,879 and $3,065,066 have been allocated to the accounts of employees who have withdrawn from the plan at December 31, 2011 and 2010, respectively.

THE MORNING STAR COMPANY
401 (k) PROFIT SHARING PLAN (PN 001)
EIN # 94-2421552
Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest collateral, par, or maturity value	(d) Cost	(e) Current Value
	Wells Fargo Cash Investment - MM Fund	Cash/money market	$ 3,706,856	$ 3,706,856
	Wells Fargo Stable Return Fund G	Pooled, common, and collective funds	3,777,204	3,980,691
	Wells Fargo Advantage Total Return Bond Fund	Mutual funds	604,387	612,759
	American Europacific Growth Fund	Mutual funds	330,683	304,089
	Baron Small Cap Fund	Mutual funds	255,096	245,179
	Lord Abbett Small Cap Value Fund	Mutual funds	884,759	923,325
	MFS Value Fund Class R3	Mutual funds	271,757	281,201
	T Rowe Price Growth Stock Fund - Advisor Class	Mutual funds	389,917	396,553
	Wells Fargo Advantage Index Fund	Mutual funds	370,374	354,418
	Wells Fargo Advantage Dow Jones Target Today Fund	Mutual funds	4,947	4,880
	Wells Fargo Advantage Dow Jones Target 2050 Fund	Mutual funds	287,283	276,439
	Wells Fargo Advantage Dow Jones Target 2010 Fund	Mutual funds	213,867	223,972
	Wells Fargo Advantage Dow Jones Target 2020 Fund	Mutual funds	915,343	946,718
	Wells Fargo Advantage Dow Jones Target 2030 Fund	Mutual funds	593,394	603,408
	Wells Fargo Advantage Dow Jones Target 2040 Fund	Mutual funds	507,385	500,748
	Self-directed accounts - various common stock	Common stock	2,979,787	2,635,241
	Self-directed accounts - bonds	Bonds, .500%, 4/15/15	31,702	31,390
	Pension fund - various funds	Pooled, common, and collective funds	10,578,708	13,186,340
	Investments	Interest receivable on investments noted above	-	3,030
	LB Restaurant, LLC	88% ownership interest	220,000	-
	Participant loans	5.25-10.25% loans receivable, principal and interest payments due bi-weekly, secured by participant's vested interest in plan	-	935,956
			$ 26,923,449	$ 30,153,193

See accompanying notes and independent auditor's report

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

DeMera DeMera Cameron LLP

Certified Public Accountants



Howard J. DeMera
Mark D. Cameron

Christina M. Wyneken
Michael R. Davin
Shelley M. Nakaguchi
Andrew G. Cameron
Evin Edwards II
Kip J. Martin

Tim Downum
Titus M. Verzosa
Lisa R. Garabedian
Diane Bogosian
Hannes Rieker
Tammy Bibb
Adrienne Howell

INDEPENDENT AUDITOR'S REPORT

To the Trustees and Administrative
Committee of The Morning Star Company
401(k) Profit Sharing Plan

We were engaged to audit the accompanying statements of net assets available for plan benefits of The Morning Star Company 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for plan benefits for the years ended December 31, 2011 and 2010 and the supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year), as of and for the year ended December 31, 2011. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the 2011 and 2010 financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

DeMera DeMera Cameron, LLP

Fresno, California
October 2, 2012

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THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2011 and 2010

	2011	2010
Assets		
Investments at fair value (Note 3):		
Common stock	$ 2,635,241	$ 1,575,730
Mutual funds	5,060,930	17,038,854
Pooled, common and collective funds	17,167,031	3,673,825
Bonds and notes	31,390	723,536
Other fixed income securities	612,759	2,247,975
	25,507,351	25,259,920
Receivables:		
Employers' contributions	677,528	623,191
Participants' contributions	106,662	100,175
Participants' loans receivable	935,956	590,225
Interest and dividends receivable	3,030	4,818
	1,723,176	1,318,409
Cash	3,706,856	4,148,451
Total assets	30,937,383	30,726,780
Liabilities		
Accounts payable	-	-
Total liabilities	-	-
Net assets available for benefits	$ 30,937,383	$ 30,726,780

See accompanying notes and independent auditor's report

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Plan Benefits

For the Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment activity:		
Net appreciation (depreciation) in fair value of investments	$ (530,355)	$ 2,796,753
Interest and dividends	160,739	273,746
	(369,616)	3,070,499
Less: investment expenses	39,640	35,529
	(409,256)	3,034,970
Rollover contributions	73,593	-
Employer contributions	677,528	623,191
Participant contributions	1,440,337	1,339,381
Total additions	1,782,202	4,997,542
Deductions from net assets attributed to:		
Benefits paid to participants	1,572,499	2,154,371
Administrative fees	(900)	2,325
Total deductions	1,571,599	2,156,696
Net increase	210,603	2,840,846
Net assets available for benefits at beginning of year	30,726,780	27,885,934
Net assets available for benefits at end of year	$ 30,937,383	$ 30,726,780

See accompanying notes and independent auditor's report

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2011 and 2010

NOTE 1 - Description of Plan:

The following brief description of The Morning Star Company 401(k) Profit Sharing Plan is provided for general information purposes only. Participants should refer to the Plan Document for more complete information.

General

The Morning Star Company 401(k) Profit Sharing Plan covers substantially all employees of The Morning Star Company, Harter Tomato Products Company, and California Fruit and Tomato Kitchens, LLC (Employers) who have completed one year of service and attained the age of 21. It is subject to the provisions of Sections 401(a), 403(a) and 501(a) of the Internal Revenue Code, the Employee Retirement Income Security Act of 1974, the Tax Equity and Fiscal Responsibility Act of 1982, the 1986 Tax Reform Act and the Omnibus Reconciliation Acts of 1987 and 1988 and the Pension Protection Act of 2006.

Participant accounts

Participant accounts are credited with a discretionary employer contribution, a Safe Harbor matching contribution not exceeding 4% of compensation, as well as plan earnings. Participants may contribute to their own accounts through elective deferrals.

Payment of benefits and vesting

Participants are 100% vested at all times in their salary deferrals, Safe Harbor matching contributions and rollover contributions. Participants' interest in the discretionary contributions the employer makes to the Plan becomes 100% vested upon normal retirement age. Prior to normal retirement age, participants' interest in the discretionary contributions the employer makes become vested based on the following schedule.

Years of Credited Service	Percent Vested and Non-Forfeitable
0	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Upon termination of employment, the non-vested portion of a participant's employer account will be forfeited and may be used to reduce the employer contributions or reallocated to continuing participants not to exceed their limitation as if they were additional employer nonelective contributions. Forfeitures totaled $143,854 and $99,246 for the years ended December 31, 2011 and 2010.

Upon death or disablement while employed by the Employer, the entire interest shall become 100% vested.

(continued)

Upon retirement or permanent disability, the participant shall receive their vested portion in the form of a lump sum, part lump sum and part installments, installment payments, or a joint and survivor annuity. Upon death, the balance of the participant's account will be paid to their beneficiary.

Participant loans

Participants may borrow from their accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest from 5.25% - 10.25%. Principal and interest are paid through monthly payroll deductions.

Investment options

Upon enrollment in the Plan, participants may direct their contributions to various funds offered through Wells Fargo.

Participants may change their investment options at anytime.

Amendment and termination of plan

The Employer shall have the right to amend the Plan by resolution of the Board of Trustees, provided that no amendment shall attempt to cause any of the assets of the Plan to be used for or diverted to purposes other than for the exclusive benefit of participants or their beneficiaries.

In the event the Employer elects to terminate the Plan or discontinue operation of its business, the entire interest of the participants shall vest 100% immediately and be non-forfeitable.

Employer contributions

Each year the Employer may contribute to the Plan a discretionary employer contribution. The amount of this contribution may not obligate the Employer to contribute, for any year, any sums which are estimated to be in excess of the amount which the Employer would be permitted to deduct on their Federal income tax return for such year.

In addition, the Employer will contribute a Safe Harbor employer matching contribution equal to 100% of each eligible participant's deferral contributions not exceeding 4% of compensation.

NOTE 2 - Summary of significant accounting policies:

Basis of presentation

The accompanying financial statements have been prepared on the accrual basis of accounting and present the net assets available for plan benefits and changes in those net assets at current values. The difference between the current value and the cost of the investments is reflected in the statement of changes in net assets available for plan benefits as appreciation (depreciation) in fair value of investments.

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan trustees to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

(continued)

Federal income taxes

The Plan has not received a determination letter from the IRS. However, the Plan relies on the latest determination letter for the Wells Fargo Bank, N.A. Defined Contribution Master Plan document, in which the IRS stated that the Wells Fargo Bank, N.A. Defined Contribution Master Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code, as amended (the Code). The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of December 31, 2011 and 2010. The Morning Star Company 401(k) Profit Sharing Plan files an annual informational return/report (Form 5500) with the Internal Revenue Service under the tax-exempt status allowed under the provisions of the Internal Revenue Code Section 501(a).

Concentration of risk

The Financial Accounting Standards Board requires disclosure in the financial statements relating to concentrations of risk and financial instruments with off-balance-sheet risk. Financial instruments that potentially subject the Plan to concentrations of risk consist principally of investments which are subject to market fluctuations.

Fair value of financial instruments

Unless otherwise indicated, the fair value of all reported assets and liabilities that represent financial instruments (none of which are held for trading purposes) approximates the carrying value of such amounts.

Administrative expenses

While some administrative expenses are paid through the plan, the majority of administrative expenses relating to the Plan were paid by the Companies.

Subsequent events

Management has evaluated subsequent events through October 2, 2012, the date on which the financial statements were available to be issued.

NOTE 3 - Investments:

Investments in common stock, mutual funds, pooled, common and collective funds, bonds and notes, and other fixed income securities held at Wells Fargo at December 31, 2011 and 2010 are measured at fair value on a recurring basis as determined by quoted market prices (Level 1) as of the plan year end.

Information certified by the Plan's Trustee:

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustee has certified that the following data included in the accompanying financial statements is complete and accurate: (a) investments as shown in the statements of net assets available for plan benefits as of December 31, 2011 and 2010, and (b) investment income (loss) as shown in the statement of changes in net assets available for plan benefits for the years ended December 31, 2011 and 2010. The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

With the exception of pension funds which are non-participant directed, investments are participant-directed and consist of the following at December 31, 2011 and 2010:

	2011	Fair Value	Appreciation (Depreciation)
*	Wells Fargo Stable Return Fund G	$ 3,980,691	$ 91,831
	Wells Fargo Advantage Total Return Bond Fund	612,759	35,216
	American Europacific Growth Fund	304,089	(53,870)
	Baron Small Cap Fund	245,179	(2,974)
	Lord Abbett Small Cap Value Fund	923,325	(44,025)
	MFS Value Fund Class R3	281,201	3,558
	T Rowe Price Growth Stock Fund - Advisor Class	396,553	1,502
	Wells Fargo Advantage Index Fund	354,418	3,120
	Wells Fargo Advantage Dow Jones Target 2050 Fund	276,439	(14,456)
	Wells Fargo Advantage Dow Jones Target Today Fund	4,880	146
	Wells Fargo Advantage Dow Jones Target 2010 Fund	223,972	3,089
	Wells Fargo Advantage Dow Jones Target 2020 Fund	946,718	(7,640)
	Wells Fargo Advantage Dow Jones Target 2030 Fund	603,408	(18,840)
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*	Self-directed accounts - various common stock	2,635,241	(278,007)
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		$ 25,507,351	$ (530,355)

Subsequent to year-end, pension funds which are non-participant directed and pooled, were rolled into each individual's 401(k) account within the Plan.

(continued)

	2010	Fair Value	Appreciation (Depreciation)
*	Wells Fargo Stable Return Fund G	$ 3,673,825	$ 114,843
	Federated Total Return Bd - Inst Serv.	1,147,779	28,076
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* Investments that represent 5% or more of net assets.

NOTE 4 - Investment in LB Restaurant, LLC:

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THE MORNING STAR COMPANY
401 (k) PROFIT SHARING PLAN (PN 001)
EIN # 94-2421552
Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest collateral, par, or maturity value	(d) Cost	(e) Current Value
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	LB Restaurant, LLC	88% ownership interest	220,000	-
	Participant loans	5.25-10.25% loans receivable, principal and interest payments due bi-weekly, secured by participant's vested interest in plan	-	935,956
			$ 26,923,449	$ 30,153,193

See accompanying notes and independent auditor's report

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

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INDEPENDENT AUDITOR'S REPORT

To the Trustees and Administrative
Committee of The Morning Star Company
401(k) Profit Sharing Plan

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As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the 2011 and 2010 financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

DeMera DeMera Cameron, LLP

Fresno, California
October 2, 2012

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THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2011 and 2010

	2011	2010
Assets		
Investments at fair value (Note 3):		
Common stock	$ 2,635,241	$ 1,575,730
Mutual funds	5,060,930	17,038,854
Pooled, common and collective funds	17,167,031	3,673,825
Bonds and notes	31,390	723,536
Other fixed income securities	612,759	2,247,975
	25,507,351	25,259,920
Receivables:		
Employers' contributions	677,528	623,191
Participants' contributions	106,662	100,175
Participants' loans receivable	935,956	590,225
Interest and dividends receivable	3,030	4,818
	1,723,176	1,318,409
Cash	3,706,856	4,148,451
Total assets	30,937,383	30,726,780
Liabilities		
Accounts payable	-	-
Total liabilities	-	-
Net assets available for benefits	$ 30,937,383	$ 30,726,780

See accompanying notes and independent auditor's report

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Plan Benefits

For the Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment activity:		
Net appreciation (depreciation) in fair value of investments	$ (530,355)	$ 2,796,753
Interest and dividends	160,739	273,746
	(369,616)	3,070,499
Less: investment expenses	39,640	35,529
	(409,256)	3,034,970
Rollover contributions	73,593	-
Employer contributions	677,528	623,191
Participant contributions	1,440,337	1,339,381
Total additions	1,782,202	4,997,542
Deductions from net assets attributed to:		
Benefits paid to participants	1,572,499	2,154,371
Administrative fees	(900)	2,325
Total deductions	1,571,599	2,156,696
Net increase	210,603	2,840,846
Net assets available for benefits at beginning of year	30,726,780	27,885,934
Net assets available for benefits at end of year	$ 30,937,383	$ 30,726,780

See accompanying notes and independent auditor's report

THE MORNING STAR COMPANY
401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2011 and 2010

NOTE 1 - Description of Plan:

The following brief description of The Morning Star Company 401(k) Profit Sharing Plan is provided for general information purposes only. Participants should refer to the Plan Document for more complete information.

General

The Morning Star Company 401(k) Profit Sharing Plan covers substantially all employees of The Morning Star Company, Harter Tomato Products Company, and California Fruit and Tomato Kitchens, LLC (Employers) who have completed one year of service and attained the age of 21. It is subject to the provisions of Sections 401(a), 403(a) and 501(a) of the Internal Revenue Code, the Employee Retirement Income Security Act of 1974, the Tax Equity and Fiscal Responsibility Act of 1982, the 1986 Tax Reform Act and the Omnibus Reconciliation Acts of 1987 and 1988 and the Pension Protection Act of 2006.

Participant accounts

Participant accounts are credited with a discretionary employer contribution, a Safe Harbor matching contribution not exceeding 4% of compensation, as well as plan earnings. Participants may contribute to their own accounts through elective deferrals.

Payment of benefits and vesting

Participants are 100% vested at all times in their salary deferrals, Safe Harbor matching contributions and rollover contributions. Participants' interest in the discretionary contributions the employer makes to the Plan becomes 100% vested upon normal retirement age. Prior to normal retirement age, participants' interest in the discretionary contributions the employer makes become vested based on the following schedule.

Years of Credited Service	Percent Vested and Non-Forfeitable
0	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Upon termination of employment, the non-vested portion of a participant's employer account will be forfeited and may be used to reduce the employer contributions or reallocated to continuing participants not to exceed their limitation as if they were additional employer nonelective contributions. Forfeitures totaled $143,854 and $99,246 for the years ended December 31, 2011 and 2010.

Upon death or disablement while employed by the Employer, the entire interest shall become 100% vested.

(continued)

Upon retirement or permanent disability, the participant shall receive their vested portion in the form of a lump sum, part lump sum and part installments, installment payments, or a joint and survivor annuity. Upon death, the balance of the participant's account will be paid to their beneficiary.

Participant loans

Participants may borrow from their accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest from 5.25% - 10.25%. Principal and interest are paid through monthly payroll deductions.

Investment options

Upon enrollment in the Plan, participants may direct their contributions to various funds offered through Wells Fargo.

Participants may change their investment options at anytime.

Amendment and termination of plan

The Employer shall have the right to amend the Plan by resolution of the Board of Trustees, provided that no amendment shall attempt to cause any of the assets of the Plan to be used for or diverted to purposes other than for the exclusive benefit of participants or their beneficiaries.

In the event the Employer elects to terminate the Plan or discontinue operation of its business, the entire interest of the participants shall vest 100% immediately and be non-forfeitable.

Employer contributions

Each year the Employer may contribute to the Plan a discretionary employer contribution. The amount of this contribution may not obligate the Employer to contribute, for any year, any sums which are estimated to be in excess of the amount which the Employer would be permitted to deduct on their Federal income tax return for such year.

In addition, the Employer will contribute a Safe Harbor employer matching contribution equal to 100% of each eligible participant's deferral contributions not exceeding 4% of compensation.

NOTE 2 - Summary of significant accounting policies:

Basis of presentation

The accompanying financial statements have been prepared on the accrual basis of accounting and present the net assets available for plan benefits and changes in those net assets at current values. The difference between the current value and the cost of the investments is reflected in the statement of changes in net assets available for plan benefits as appreciation (depreciation) in fair value of investments.

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan trustees to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

(continued)

Federal income taxes

The Plan has not received a determination letter from the IRS. However, the Plan relies on the latest determination letter for the Wells Fargo Bank, N.A. Defined Contribution Master Plan document, in which the IRS stated that the Wells Fargo Bank, N.A. Defined Contribution Master Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code, as amended (the Code). The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of December 31, 2011 and 2010. The Morning Star Company 401(k) Profit Sharing Plan files an annual informational return/report (Form 5500) with the Internal Revenue Service under the tax-exempt status allowed under the provisions of the Internal Revenue Code Section 501(a).

Concentration of risk

The Financial Accounting Standards Board requires disclosure in the financial statements relating to concentrations of risk and financial instruments with off-balance-sheet risk. Financial instruments that potentially subject the Plan to concentrations of risk consist principally of investments which are subject to market fluctuations.

Fair value of financial instruments

Unless otherwise indicated, the fair value of all reported assets and liabilities that represent financial instruments (none of which are held for trading purposes) approximates the carrying value of such amounts.

Administrative expenses

While some administrative expenses are paid through the plan, the majority of administrative expenses relating to the Plan were paid by the Companies.

Subsequent events

Management has evaluated subsequent events through October 2, 2012, the date on which the financial statements were available to be issued.

NOTE 3 - Investments:

Investments in common stock, mutual funds, pooled, common and collective funds, bonds and notes, and other fixed income securities held at Wells Fargo at December 31, 2011 and 2010 are measured at fair value on a recurring basis as determined by quoted market prices (Level 1) as of the plan year end.

Information certified by the Plan's Trustee:

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustee has certified that the following data included in the accompanying financial statements is complete and accurate: (a) investments as shown in the statements of net assets available for plan benefits as of December 31, 2011 and 2010, and (b) investment income (loss) as shown in the statement of changes in net assets available for plan benefits for the years ended December 31, 2011 and 2010. The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

With the exception of pension funds which are non-participant directed, investments are participant-directed and consist of the following at December 31, 2011 and 2010:

	2011	Fair Value	Appreciation (Depreciation)
*	Wells Fargo Stable Return Fund G	$ 3,980,691	$ 91,831
	Wells Fargo Advantage Total Return Bond Fund	612,759	35,216
	American Europacific Growth Fund	304,089	(53,870)
	Baron Small Cap Fund	245,179	(2,974)
	Lord Abbett Small Cap Value Fund	923,325	(44,025)
	MFS Value Fund Class R3	281,201	3,558
	T Rowe Price Growth Stock Fund - Advisor Class	396,553	1,502
	Wells Fargo Advantage Index Fund	354,418	3,120
	Wells Fargo Advantage Dow Jones Target 2050 Fund	276,439	(14,456)
	Wells Fargo Advantage Dow Jones Target Today Fund	4,880	146
	Wells Fargo Advantage Dow Jones Target 2010 Fund	223,972	3,089
	Wells Fargo Advantage Dow Jones Target 2020 Fund	946,718	(7,640)
	Wells Fargo Advantage Dow Jones Target 2030 Fund	603,408	(18,840)
	Wells Fargo Advantage Dow Jones Target 2040 Fund	500,748	(30,262)
*	Self-directed accounts - various common stock	2,635,241	(278,007)
	Self-directed accounts - bonds	31,390	(312)
*	Pension fund - various funds	13,186,340	(218,431)
		$ 25,507,351	$ (530,355)

Subsequent to year-end, pension funds which are non-participant directed and pooled, were rolled into each individual's 401(k) account within the Plan.

(continued)

	2010	Fair Value	Appreciation (Depreciation)
*	Wells Fargo Stable Return Fund G	$ 3,673,825	$ 114,843
	Federated Total Return Bd - Inst Serv.	1,147,779	28,076
	Metropolitan West Fds Total Return Bond Fund	723,536	45,387
*	Wells Fargo Advantage Total Return Bond Fund	2,247,975	82,879
	American Europacific Growth Fund	318,195	15,418
	Baron Small Cap Fund	293,300	39,725
	Evergreen Intrinsic Value Fund	-	10,560
	Goldman Sachs Small Cap Value Fund Institutional Shares	332,350	69,935
	Goldman Sachs Structured International Equity Fund Institutional	-	(48,144)
	Harbor International Fund - Admin Class	698,395	87,041
	Invesco Small Cap Growth Fund	339,655	71,524
	Janus Overseas Fund Class A	722,801	111,247
	JP Morgan Small Cap Equity Fund	673,373	141,326
	Lord Abbett Small Cap Value Fund	810,501	149,016
	Mainstay Large Cap Growth I Fund	816,118	111,131
	MFS Value Fund Class R3	205,073	18,558
*	MFS Value Fund Class W	1,644,645	142,677
	T Rowe Price Growth Stock Fund - Advisor Class	250,022	22,085
	Thornburg International Value Fund	718,781	116,098
*	Wells Fargo Advantage Capital Growth Fund	1,658,773	244,717
	Wells Fargo Advantage Dow Jones Target 2050 Fund	194,095	22,193
	Wells Fargo Advantage Equity Value Fund	828,640	125,429
	Wells Fargo Advantage Growth Fund	810,533	190,883
	Wells Fargo Advantage Index Fund	283,694	27,651
	Wells Fargo Advantage Intrinsic Value Fund	830,973	112,378
	Wells Fargo Advantage Dow Jones Target Today Fund	67,811	708
	Wells Fargo Advantage Dow Jones Target 2010 Fund	251,014	10,713
	Wells Fargo Advantage Dow Jones Target 2020 Fund	663,163	51,199
	Wells Fargo Advantage Dow Jones Target 2030 Fund	324,779	35,260
	Wells Fargo Advantage Dow Jones Target 2040 Fund	425,284	56,774
	Self-directed accounts - various common stock	1,575,730	281,054
	Self-directed accounts - various bonds	81,947	14,616
	Self-directed accounts - various mutual funds	1,647,160	293,796
		$ 25,259,920	$ 2,796,753

* Investments that represent 5% or more of net assets.

NOTE 4 - Investment in LB Restaurant, LLC:

A non-related third party and The Morning Star Company 401(k) Profit Sharing Plan formed LB Restaurant, LLC, a California limited liability company on June 30, 1997. During 1997, the Plan invested $220,000 for its 88% interest in the LLC. Effective September 2, 2010, the Plan was assigned the remaining 12% interest for a 100% interest in the LLC. The fair market value, as determined by the trustees, has been reflected at $-0- at both December 31, 2011 and 2010.

The investment is non-participant directed and is stated at fair value as valued in good faith by the trustees. Subsequent to year-end, LB Restaurant, LLC was sold to The Morning Star Company for $220,000.

NOTE 5 - Allocation of assets:

Net assets available in the amount of $3,348,879 and $3,065,066 have been allocated to the accounts of employees who have withdrawn from the plan at December 31, 2011 and 2010, respectively.

THE MORNING STAR COMPANY
401 (k) PROFIT SHARING PLAN (PN 001)
EIN # 94-2421552
Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest collateral, par, or maturity value	(d) Cost	(e) Current Value
	Wells Fargo Cash Investment - MM Fund	Cash/money market	$ 3,706,856	$ 3,706,856
	Wells Fargo Stable Return Fund G	Pooled, common, and collective funds	3,777,204	3,980,691
	Wells Fargo Advantage Total Return Bond Fund	Mutual funds	604,387	612,759
	American Europacific Growth Fund	Mutual funds	330,683	304,089
	Baron Small Cap Fund	Mutual funds	255,096	245,179
	Lord Abbett Small Cap Value Fund	Mutual funds	884,759	923,325
	MFS Value Fund Class R3	Mutual funds	271,757	281,201
	T Rowe Price Growth Stock Fund - Advisor Class	Mutual funds	389,917	396,553
	Wells Fargo Advantage Index Fund	Mutual funds	370,374	354,418
	Wells Fargo Advantage Dow Jones Target Today Fund	Mutual funds	4,947	4,880
	Wells Fargo Advantage Dow Jones Target 2050 Fund	Mutual funds	287,283	276,439
	Wells Fargo Advantage Dow Jones Target 2010 Fund	Mutual funds	213,867	223,972
	Wells Fargo Advantage Dow Jones Target 2020 Fund	Mutual funds	915,343	946,718
	Wells Fargo Advantage Dow Jones Target 2030 Fund	Mutual funds	593,394	603,408
	Wells Fargo Advantage Dow Jones Target 2040 Fund	Mutual funds	507,385	500,748
	Self-directed accounts - various common stock	Common stock	2,979,787	2,635,241
	Self-directed accounts - bonds	Bonds, .500%, 4/15/15	31,702	31,390
	Pension fund - various funds	Pooled, common, and collective funds	10,578,708	13,186,340
	Investments	Interest receivable on investments noted above	-	3,030
	LB Restaurant, LLC	88% ownership interest	220,000	-
	Participant loans	5.25-10.25% loans receivable, principal and interest payments due bi-weekly, secured by participant's vested interest in plan	-	935,956
			$ 26,923,449	$ 30,153,193

See accompanying notes and independent auditor's report