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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
FOOD CONNECTION LTD 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2011

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

FOOD CONNECTION LTD

1795 VICTORY BLVD
STATEN ISLAND, NY 10314

2b Employer Identification Number (EIN) 11-2705172

2c Sponsor's telephone number 718-524-0800

2d Business code (see instructions) 812990

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.	10/12/2012	WILLIAM FANI
	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")
FOOD CONNECTION LTD

1795 VICTORY BLVD
STATEN ISLAND, NY 10314

3b Administrator's EIN
11-2705172

3c Administrator's telephone number
718-524-0800

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**	198
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**	143
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	2
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	145
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	145
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	22
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2A 2E 2G 2J 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)		0	**A** (Insurance Information)
(4)			**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

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
FOOD CONNECTION LTD 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FOOD CONNECTION LTD

D Employer Identification Number (EIN)
11-2705172

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	7911
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	25122
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	0	33033
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
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	0	33033

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)	0	
(B) Participants	2a(1)(B)	34919	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		34919
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)	0	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)	237	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		237
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-316
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		34840
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1677	
(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)		1677
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	130	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		130
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1807
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		33033
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: TIFFANY MONTARULI CPA **(2)** EIN: 10-7723547

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	
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
FOOD CONNECTION LTD 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FOOD CONNECTION LTD

D Employer Identification Number (EIN)
11-2705172

Part I Distributions

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

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

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

EIN(s): 16-1470238

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):

FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
DECEMBER 31, 2011

TIFFANY MONTARULI, CPA
CERTIFIED PUBLIC ACCOUNTANT
477 ALBOURNE AVENUE
STATEN ISLAND, NY 10309
PHONE: 718-812-0819 FAX: 718-317-2074 E-MAIL: tmontaruli@verizon.net

Independent Auditor's Report

To the Administrator of the
Food Connection LTD 401(K) Profit Sharing Plan & Trust

We have audited the accompanying statement of net assets available for benefits of Food Connection LTD 401(K) Profit Sharing Plan & Trust ("Plan") as of December 31, 2011, and the related statements of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Food Connection LTD 401(K) Profit Sharing Plan & Trust as of December 31, 2011, and the changes in its net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules on pages 10 and 11, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Tiffany Montaruli CPA

Staten Island, New York
October 10, 2012

FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
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DECEMBER 31, 2011

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FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011

ASSETS

	2011
Cash	$ 7,911
Investments	25,122
TOTAL ASSETS	$ 33,033

LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS

TOTAL LIABILITIES	$ -
NET ASSETS AVAILABLE FOR BENEFITS	33,033
TOTAL LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS	$ 33,033

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

FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

Additions to Net Assets Attributed to:	
Contributions	
Contributions from participants	$ 34,919
Investment income	237
Total Additions	35,156
Deductions from Net Assets Attributed to:	
Net depreciation in the fair value of investments	316
Benefits paid to participants	1,677
Administrative fees	130
Total Deductions	2,123
Net Increase in Net Assets Available for Benefits	33,033
Net Assets Available for Benefits:	
Beginning of Year	0
End of Year	$ 33,033

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

Note A - Description of Plan

Food Connection LTD (the Company) established the Food Connection LTD 401(k) Profit Sharing Plan and Trust (the Plan). The Plan was effective as of January 1, 2011. The following description of the Plan provides only general information. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who have one year of entry service (with 1,000 or more hours of service) and are age twenty-one and over. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employee Contributions

The Plan provides for employee elective salary deferral contributions under Section 401(k) of the Internal Revenue Code. Participants can defer compensation "pre-tax" to the Plan instead of being received currently, subject to the maximum annual limitation prescribed by the Internal Revenue Service ($16,500 for calendar year 2011). Additional "catch up" contributions of $5,500 for calendar year 2011 can also be made by participants age 50 or older.

Employer Contributions

The Company may make non-elective contributions to the Plan as decided on a year by year basis. No non-elective contributions were made by the Company to the Plan for the year ended December 31, 2011.

Participant Accounts

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

Note A - Description of Plan - continued

Vesting

Participants are immediately vested in their elective salary deferral contributions plus actual earnings thereon. Participants are also immediately vested in qualified nonelective contributions allocated to their accounts, if applicable, and rollover contributions. Vesting in the portion of their accounts attributable to Company nonelective contributions, if any, is based on years of continuous service, with increments of 20% between the second and sixth years. A participant is 100 percent vested after six years of credited service.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. Loan transactions are treated as a transfer to (from) participant funds. Loan terms range from 6 months to 5 years with longer terms available for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates for similarly secured loans. Principal and interest is paid ratably through payroll deductions. At December 31, 2011 there were no loans outstanding.

Payment of Benefits

Upon termination of service, a participant with vested balances over $5,000 may elect to receive benefits in one of the following forms: (a) a lump-sum amount equal to the value of his or her account; (b) partial payment (c) monthly installments over a period certain not extending beyond the life expectancy of the participant or the joint life expectancy of the participant and a designated individual; or (d) the purchase of an annuity. For vested balances of $5,000 or less, the vested balance is automatically paid in a single sum. Participants are then required to comply with Federal laws pertaining to individual retirement account rollovers.

Risks and Uncertainties

The Plan provides for various investment fund options with any underlying combination of stock funds, bond funds, fixed income securities, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Estimates

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

Investment Valuation

Investments in mutual funds are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements. Participant loans are valued at cost which approximates fair value.

Subsequent Events

The Plan has evaluated subsequent events through October 10, 2012, the date the financial statements were available to be issued.

Note D - Investments

The Plan's investments consist of mutual funds and a money market fund.

Investments, stated at fair value, that represent 5% or more of the Plan's net assets as of December 31, 2011 and are separately identified as follows:

	2011
Participant Directed Investments:	
Fidelity Advisor Balanced	$ 22,015
Fidelity Money Fund	7,911
Total	$ 29,926

During the Plan year ended December 31, 2011, the Plan's investments (including investments bought, sold and held during the year) depreciated by $316.

Note E - Fair Value Measurements

In September of 2006, the Financial Accounting Standards Board issued Financial Accounting Statement No. 157, *Fair Value Measurements*, addressing fair value measurement standards in financial statements. The guidance was subsequently codified within Accounting Standards Codification ("ASC") 820, "*Fair Value Measurements and Disclosures*".

ASC 820 established a principles-based framework for measuring fair value of assets and liabilities. This framework proposes a fair value hierarchy of input levels to be used when valuing plan assets. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value, and gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs that are supported by little or no market activity (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

Note E - Fair Value Measurements – continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011.

Shares in mutual funds are valued at the net asset value of the units held by the Plan at year end, which approximates fair value.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair values as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Shares in mutual fund accounts	25,122			25,122
Total, at fair value	$ 25,122	$ -	$ -	$ 25,122

Note G - Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their account balances.

Note H - Tax Status

The Plan has not obtained a determination letter from the Internal Revenue Service. The plan administrator believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note H - Tax Status - continued

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by Federal or State taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; there are no open tax years subject to examinations as this is the initial filing year.

Note I - Administrative Expenses

For the Plan year ended December 31, 2011, record keeping fees, accounting and other fees were paid by the Plan sponsor. Fees for participant transactions charged to individual participant accounts were $130 at December 31, 2011.

Note J – Reconciliation of Financial Statements to Form 5500:

There were no reconciling items between the financial statements and Form 5500 for the year ended December 31, 2011.

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SUPPLEMENTARY INFORMATION

FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS
HELD FOR INVESTMENT PURPOSES AT END OF YEAR
DECEMBER 31, 2011

Employer Identification No. 11-2705172
Plan Number 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity	(d) Cost	(e) Current value
	Fidelity Advisor Balance	Registered investment company	**	$ 22,015
	Fidelity Advisor Freedom 2010	Registered investment company	**	$ 330
	Fidelity Advisor Strategic Income	Registered investment company	**	$ 246
	Fidelity Advisor Overseas	Registered investment company	**	$ 222
	Fidelity Advisor Small Cap	Registered investment company	**	$ 929
	Fidelity Advisor Growth Opportunities	Registered investment company	**	$ 120
	Fidelity Advisor Dividend Growth	Registered investment company	**	$ 119
	Fidelity Advisor Equity Growth	Registered investment company	**	$ 241
	Fidelity Advisor Mid Cap II	Registered investment company	**	$ 900
	Fidelity Money Fund	Registered investment company	**	$ 7,911

** Cost information omitted for participant directed accounts.

See accountants' report.

FOOD CONNECTION LTD
401(k) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i
SUPPLEMENTAL SCHEDULE OF INVESTMENT ASSETS BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR
DECEMBER 31, 2011

Employer Identification No. 11-2705172
Plan Number 001

(a) Identity of issue, borrower, lessor or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
Participant balance	Fidelity Advisor Balance	**	$ 641
Participant balance	Fidelity Advisor Growth Opportunities	**	$ 390
Participant balance	Fidelity Advisor Equity Growth	**	$ 383
Participant balance	Fidelity Money Fund	**	$ 393

** Cost information omitted for participant directed accounts.

See accountants' report.

FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
DECEMBER 31, 2011

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Independent Auditor's Report

To the Administrator of the
Food Connection LTD 401(K) Profit Sharing Plan & Trust

We have audited the accompanying statement of net assets available for benefits of Food Connection LTD 401(K) Profit Sharing Plan & Trust ("Plan") as of December 31, 2011, and the related statements of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Food Connection LTD 401(K) Profit Sharing Plan & Trust as of December 31, 2011, and the changes in its net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules on pages 10 and 11, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Tiffany Montaruli CPA

Staten Island, New York
October 10, 2012

FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
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DECEMBER 31, 2011

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FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011

ASSETS

	2011
Cash	$ 7,911
Investments	25,122
TOTAL ASSETS	$ 33,033

LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS

TOTAL LIABILITIES	$ -
NET ASSETS AVAILABLE FOR BENEFITS	33,033
TOTAL LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS	$ 33,033

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

FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

Additions to Net Assets Attributed to:	
Contributions	
Contributions from participants	$ 34,919
Investment income	237
Total Additions	35,156
Deductions from Net Assets Attributed to:	
Net depreciation in the fair value of investments	316
Benefits paid to participants	1,677
Administrative fees	130
Total Deductions	2,123
Net Increase in Net Assets Available for Benefits	33,033
Net Assets Available for Benefits:	
Beginning of Year	0
End of Year	$ 33,033

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

Note A - Description of Plan

Food Connection LTD (the Company) established the Food Connection LTD 401(k) Profit Sharing Plan and Trust (the Plan). The Plan was effective as of January 1, 2011. The following description of the Plan provides only general information. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who have one year of entry service (with 1,000 or more hours of service) and are age twenty-one and over. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employee Contributions

The Plan provides for employee elective salary deferral contributions under Section 401(k) of the Internal Revenue Code. Participants can defer compensation "pre-tax" to the Plan instead of being received currently, subject to the maximum annual limitation prescribed by the Internal Revenue Service ($16,500 for calendar year 2011). Additional "catch up" contributions of $5,500 for calendar year 2011 can also be made by participants age 50 or older.

Employer Contributions

The Company may make non-elective contributions to the Plan as decided on a year by year basis. No non-elective contributions were made by the Company to the Plan for the year ended December 31, 2011.

Participant Accounts

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

Note A - Description of Plan - continued

Vesting

Participants are immediately vested in their elective salary deferral contributions plus actual earnings thereon. Participants are also immediately vested in qualified nonelective contributions allocated to their accounts, if applicable, and rollover contributions. Vesting in the portion of their accounts attributable to Company nonelective contributions, if any, is based on years of continuous service, with increments of 20% between the second and sixth years. A participant is 100 percent vested after six years of credited service.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. Loan transactions are treated as a transfer to (from) participant funds. Loan terms range from 6 months to 5 years with longer terms available for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates for similarly secured loans. Principal and interest is paid ratably through payroll deductions. At December 31, 2011 there were no loans outstanding.

Payment of Benefits

Upon termination of service, a participant with vested balances over $5,000 may elect to receive benefits in one of the following forms: (a) a lump-sum amount equal to the value of his or her account; (b) partial payment (c) monthly installments over a period certain not extending beyond the life expectancy of the participant or the joint life expectancy of the participant and a designated individual; or (d) the purchase of an annuity. For vested balances of $5,000 or less, the vested balance is automatically paid in a single sum. Participants are then required to comply with Federal laws pertaining to individual retirement account rollovers.

Risks and Uncertainties

The Plan provides for various investment fund options with any underlying combination of stock funds, bond funds, fixed income securities, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Estimates

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

Investment Valuation

Investments in mutual funds are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements. Participant loans are valued at cost which approximates fair value.

Subsequent Events

The Plan has evaluated subsequent events through October 10, 2012, the date the financial statements were available to be issued.

Note D - Investments

The Plan's investments consist of mutual funds and a money market fund.

Investments, stated at fair value, that represent 5% or more of the Plan's net assets as of December 31, 2011 and are separately identified as follows:

	2011
Participant Directed Investments:	
Fidelity Advisor Balanced	$ 22,015
Fidelity Money Fund	7,911
Total	$ 29,926

During the Plan year ended December 31, 2011, the Plan's investments (including investments bought, sold and held during the year) depreciated by $316.

Note E - Fair Value Measurements

In September of 2006, the Financial Accounting Standards Board issued Financial Accounting Statement No. 157, *Fair Value Measurements*, addressing fair value measurement standards in financial statements. The guidance was subsequently codified within Accounting Standards Codification ("ASC") 820, "*Fair Value Measurements and Disclosures*".

ASC 820 established a principles-based framework for measuring fair value of assets and liabilities. This framework proposes a fair value hierarchy of input levels to be used when valuing plan assets. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value, and gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs that are supported by little or no market activity (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

Note E - Fair Value Measurements – continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011.

Shares in mutual funds are valued at the net asset value of the units held by the Plan at year end, which approximates fair value.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair values as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Shares in mutual fund accounts	25,122			25,122
Total, at fair value	$ 25,122	$ -	$ -	$ 25,122

Note G - Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their account balances.

Note H - Tax Status

The Plan has not obtained a determination letter from the Internal Revenue Service. The plan administrator believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note H - Tax Status - continued

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by Federal or State taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; there are no open tax years subject to examinations as this is the initial filing year.

Note I - Administrative Expenses

For the Plan year ended December 31, 2011, record keeping fees, accounting and other fees were paid by the Plan sponsor. Fees for participant transactions charged to individual participant accounts were $130 at December 31, 2011.

Note J – Reconciliation of Financial Statements to Form 5500:

There were no reconciling items between the financial statements and Form 5500 for the year ended December 31, 2011.

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SUPPLEMENTARY INFORMATION

FOOD CONNECTION LTD
401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS
HELD FOR INVESTMENT PURPOSES AT END OF YEAR
DECEMBER 31, 2011

Employer Identification No. 11-2705172
Plan Number 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity	(d) Cost	(e) Current value
	Fidelity Advisor Balance	Registered investment company	**	$ 22,015
	Fidelity Advisor Freedom 2010	Registered investment company	**	$ 330
	Fidelity Advisor Strategic Income	Registered investment company	**	$ 246
	Fidelity Advisor Overseas	Registered investment company	**	$ 222
	Fidelity Advisor Small Cap	Registered investment company	**	$ 929
	Fidelity Advisor Growth Opportunities	Registered investment company	**	$ 120
	Fidelity Advisor Dividend Growth	Registered investment company	**	$ 119
	Fidelity Advisor Equity Growth	Registered investment company	**	$ 241
	Fidelity Advisor Mid Cap II	Registered investment company	**	$ 900
	Fidelity Money Fund	Registered investment company	**	$ 7,911

** Cost information omitted for participant directed accounts.

See accountants' report.

FOOD CONNECTION LTD
401(k) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i
SUPPLEMENTAL SCHEDULE OF INVESTMENT ASSETS BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR
DECEMBER 31, 2011

Employer Identification No. 11-2705172
Plan Number 001

(a) Identity of issue, borrower, lessor or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
Participant balance	Fidelity Advisor Balance	**	$ 641
Participant balance	Fidelity Advisor Growth Opportunities	**	$ 390
Participant balance	Fidelity Advisor Equity Growth	**	$ 383
Participant balance	Fidelity Money Fund	**	$ 393

** Cost information omitted for participant directed accounts.

See accountants' report.