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
NEW LEAF COMMUNITY MARKETS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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

NEW LEAF COMMUNITY MARKET, INC.

1121 PACIFIC AVENUE
SANTA CRUZ, CA 95060

2b Employer Identification Number (EIN) 77-0077955

2c Sponsor's telephone number 831-466-9060

2d Business code (see instructions) 445299

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.	10/13/2012	KIMBERLY HALLINAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2012	KIMBERLY HALLINAN
	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")
NEW LEAF COMMUNITY MARKET, INC.

1121 PACIFIC AVENUE
SANTA CRUZ, CA 95060

3b Administrator's EIN
77-0077955

3c Administrator's telephone number
831-466-9060

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**	275
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**	265
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	20
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	285
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	285
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	225
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	17
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 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)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

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

A Name of plan
NEW LEAF COMMUNITY MARKETS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NEW LEAF COMMUNITY MARKET, INC.

D Employer Identification Number (EIN)
77-0077955

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

WYNN CAPITAL MANAGEMENT

999 VALLEY VIEW ROAD
BEN LOMOND, CA 95060

72-1520891

(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?
27	ADVISOR	8762	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [ ]

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

VERISIGHT, INC.

2001 N. MAIN STREET
WALNUT CREEK, CA 94596

27-2037969

(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?
13	RECORDKEEPER	7151	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
NEW LEAF COMMUNITY MARKETS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NEW LEAF COMMUNITY MARKET, INC.

D Employer Identification Number (EIN)
77-0077955

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)		5
(2) Participant contributions	1b(2)		722
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		8515
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	65144	13306
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2146532	2498564
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2211676	2521112
Liabilities			
g Benefit claims payable	1g		530
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		530
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2211676	2520582

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)	49596	
(B) Participants	2a(1)(B)	240552	
(C) Others (including rollovers)	2a(1)(C)	31723	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		321871
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)	1165	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1165
(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)	60438	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		60438
(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)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		59043
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		442517
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	115643	
(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)		115643
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	1428	
(2) Contract administrator fees	2i(2)	7778	
(3) Investment advisory and management fees	2i(3)	8762	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		17968
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		133611
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		308906
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: WALTERS & KONDRASHEFF, CPA S (2) EIN: 77-0096938

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		150000
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
NEW LEAF COMMUNITY MARKETS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NEW LEAF COMMUNITY MARKET, INC.

D Employer Identification Number (EIN)
77-0077955

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): 20-0937408

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):

NEW LEAF COMMUNITY MARKET

401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NEW LEAF COMMUNITY MARKET 401(k) PLAN

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Walters & Kondrasheff
Certified Public Accountants
1729 Seabright Avenue, Suite B
Santa Cruz CA 95062
Telephone: (831) 429-8617
FAX: (831) 429-6537

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
New Leaf Community Market 401(k) Plan

We were engaged to audit the financial statements of New Leaf Community Market 401(k) Plan (the "Plan") as of December 31, 2011 and 2010 and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying index. These financial statements and supplemental schedules 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 Notes 3 and 5, which was certified by ING Institutional Plan Services, LLC, as agent for Reliance Trust Company, and TD Ameritrade Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that ING Institutional Plan Services, LLC, as agent for Reliance Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2010 and for the period January 1, 2011 to March 31, 2011, and that TD Ameritrade Trust Company held the Plan's investment assets and executed investment transactions from April 1, 2011 to December 31, 2011. The plan administrator has obtained certifications from the trustees, as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustees is complete and accurate.

As described in Note 2, these financial statements and supplemental schedules were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

INDEPENDENT AUDITOR'S REPORT

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 supplemental schedules 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 schedules, other than that derived from the information certified by the trustees, 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.

Walters & Kondrasheff

Walters & Kondrasheff
Certified Public Accountants

October 12, 2012
Santa Cruz, California

NEW LEAF COMMUNITY MARKET 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

ASSETS	2011	2010
Participant-Directed Investments, at Fair Value (Note 3)	$ 2,507,640	$ 2,147,094
Receivables:		
Notes Receivable from Participants	13,306	64,582
Other	166	-
	13,472	64,582
TOTAL ASSETS	$ 2,521,112	$ 2,211,676
LIABILITIES		
Benefit Claims Payable	$ 530	$ -
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,520,582	$ 2,211,676

See Accompanying Notes to Financial Statements.

NEW LEAF COMMUNITY MARKET 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND 2010

ADDITIONS	2011	2010
Additions to Net Assets Attributed to:		
Investment Income:		
Net Appreciation in Fair Value of Investments	$ 58,177	$ 222,970
Dividends	60,438	34,731
Net Investment Income	118,615	257,701
Contributions:		
Participant	240,552	148,534
Employer	49,596	25,866
Participant Rollover	31,723	3,913
Total Contributions	321,871	178,313
Interest Income on Notes Receivable from Participants	2,031	2,529
Total Additions	442,517	438,543
DEDUCTIONS		
Deductions from Net Assets Attributed To:		
Benefits Paid to Participants	115,643	-
Administration Expenses	17,968	150
Corrective Distributions	-	217
Total Deductions	133,611	367
Net Increase in Net Assets	308,906	438,176
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	2,211,676	1,773,500
End of Year	$ 2,520,582	$ 2,211,676

See Accompanying Notes to Financial Statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the New Leaf Community Market ("Company") 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of the Company who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute a percentage of their compensation, as defined by the Plan, up to the maximum allowed by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants can designate all, a portion, or none of their elective deferrals as Roth elective deferrals. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investments of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual fund investment options for participants. The Company matches participant contributions, which changed during the 2011 Plan year. Through March 2011, matching contributions were as follows: 25% match of the first $2,000, 15% match between $2,000 and $4,000, and 10% match between $4,000 and $7,000, for a total possible match of $1,100 each plan year. Effective April 2011, matching contributions were as follows: 25% match of the first $1,000, 20% match between $1,000 and $4,000, 15% match between $4,000 and $7,000, and 10% match between $7,000 and $10,000, for a total possible match of $1,600 each plan year. The Company may also choose to make profit sharing contributions which are allocated based on each eligible participant's compensation as a percentage of total compensation for all eligible participants.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of (a) the Company's matching contribution, and (b) Plan earnings (losses), and charged with an allocation of 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 1 - DESCRIPTION OF PLAN (Continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit sharing contributions portion of their accounts is based on years of continuous service. A participant is 100% vested after six years of credited service.

Loans to 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% of vested aggregate amount of their account balance. Participants are only allowed to have one outstanding loan at a time. The loans are secured by the balance in the participants accounts and bear interest commensurate with local prevailing rate at the time of borrowing. Principal and interest is paid ratably through monthly payroll deductions.

In September 2010, a new accounting rule was issued which requires loans to participants to be reported as notes receivable rather than plan investments and measured at unpaid principal balance plus accrued but unpaid interest rather than at fair value. The Plan retrospectively adopted the new accounting in 2010. The adoption did not have a material effect on the Plan's financial statements.

Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant will be 100% vested in their account and the participant or his/her beneficiary may elect to receive the balance as a lump-sum distribution.

For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or delay the withdrawal until a future date if the vested balance exceeds $5,000. If the vested balance is less than $5,000, the account balance will be distributed to the participant as soon as administratively feasible following their termination of employment.

Forfeited Accounts

At December 31, 2011 and 2010, forfeited nonvested accounts totaled $386 and $209, respectively. They will be used to reduce future employer contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Estimates

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

Basis of Accounting

The financial statements of the Plan are prepared on the modified accrual basis of accounting. Under this basis of accounting, contributions are recognized when received rather than earned.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

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

NOTE 3- FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or 3 inputs were available to the Plan.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

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

		Basis of FMV Measurement
	Balance at December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)
Mutual Funds	$ 2,507,640	$ 2,507,640
Total Investments at Fair Value	$ 2,507,640	$ 2,507,640

NOTE 3- FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2010:

	Balance at December 31, 2010	Basis of FMV Measurement: Quoted Prices in Active Markets for Identical Assets (Level 1)
Mutual Funds	$ 2,147,09	$ 2,147,094
Total Investments at Fair Value	$ 2,147,094	$ 2,147,094

NOTE 4 - PARTICIPANT DIRECTED INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31, 2011	December 31, 2010
Ishares TR Russell 2000 ETF	$ 182,839	N/A
Pimco Emerging Local Bond Fund Class D	172,955	N/A
S&P Depository Receipts ETF	603,944	N/A
Vanguard Bond Index FD Inc Short Term Bond	438,476	N/A
Vanguard Intl Equity Index FD Allwrld ET	191,833	N/A
Vanguard Total Bond Market Index Fund	477,612	N/A
AllianceBernstein Small Mid Cap Value Fund	N/A	$ 116,141
Fidelity Advisor Mid Cap Fund	N/A	185,539
Invesco Real Estate Fund	N/A	164,825
Legg Mason ClearBridge Aggressive Growth Fund	N/A	177,191
Legg Mason Lifestyle Allocation 85% Fund	N/A	155,597
Legg Mason Western Asset Government Securities Fund	N/A	183,608
Legg Mason Western Asset Money Market Fund	N/A	147,691
MFS Utilities Fund	N/A	254,561
Oppenheimer Global Opportunities Fund	N/A	186,511
Oppenheimer International Bond Fund	N/A	146,950

NOTE 5 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The financial information included in the Plan's financial statements as it relates to investment transactions, investment income, and the schedule of assets (held at end of year) has been derived from information certified as complete and accurate by ING Institutional Plan Services, LLC, on behalf of Reliance Trust Company, the trustee of the Plan as of December 31, 2010, and for the period January 1, 2011 to March 31, 2011, and by TD Ameritrade Trust Company, the trustee of the Plan from April 1, 2011 to December 31, 2011 in accordance with Section 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting Disclosures under the Employee Retirement Security Act of 1974.

NOTE 6 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amount reported in the statement of net assets available for benefits.

NOTE 7 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

NOTE 8 - PLAN TERMINATION

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

NOTE 9 - SUBSEQUENT EVENTS

Subsequent events were evaluated through October 12, 2012, which is the date the financial statements were available to be issued.

NEW LEAF COMMUNITY MARKET 401(k) PLAN

EIN: 77-0077955 PN: 001
SCHEDULE H - PART IV - LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) Identity of Issue	(c) Description of Investment Including Maturity Date and Rate of Interest	(d) Cost	(e) Current Value
	Mutual Funds:			
	Ishares TR Russell 2000 ETF	2,479 Shares	**	$ 182,839
	Parnassus Equity Income Fund	2,793 Shares	**	73,588
	Parnassus Fixed Income Fund	3,356 Shares	**	58,839
	Parnassus Mid-Cap Fund	857 Shares	**	15,163
	Parnassus Small Cap Fund	729 Shares	**	14,636
	Pimco Emerging Local Bond Fund Class D	17,209 Shares	**	172,955
	S&P Depository Receipts ETF	4,812 Shares	**	603,944
	S&P Midcap 400 Index Depository Receipts	695 Shares	**	110,820
*	TD Bank Instl MMDA FTCIMA	1,375 Shares	**	1,375
*	TD Bank USA MMDA	7,140 Shares	**	7,140
	Vanguard BD Index FD INC Short Trm Bond	5,424 Shares	**	438,476
	Vanguard FTSE Social Index Fund	138 Shares	**	1,026
	Vanguard Growth Index Fund	35 Shares	**	1,118
	Vanguard Index FDS REIT ETF	7 Shares	**	411
	Vanguard Index Smll Cp Vipers ETF	14 Shares	**	988
	Vanguard Inflation Protected Securities	8,615 Shares	**	121,552
	Vanguard Intermediate Term Bond Index Fund	1,109 Shares	**	13,058
	Vanguard Intermediate Term Investment Gr	1,027 Shares	**	10,261
	Vanguard Intl Equity Index Fd Allwrld Et	4,838 Shares	**	191,833
	Vanguard Intl Equity Index Emr Mkt Et	226 Shares	**	8,617
	Vanguard Long Term Bond Index	21 Shares	**	291
	Vanguard Mid-Cap Growth Index Fund	47 Shares	**	1,098
	Vanguard Total Bond Market Index Fund	43,419 Shares	**	477,612
	Total Mutual Funds			$ 2,507,640
*	Notes Receivable From Participants	Maturity Dates from February 2013 to March 2016; Interest Rates from 5.25% to 8.00%	-0-	13,306

* Party-in-Interest
** Individual accounts are participant directed; cost information is not required

NEW LEAF COMMUNITY MARKET 401(k) PLAN

EIN: 77-0077955 PN: 001
SCHEDULE H - PART IV - LINE 4(j) - SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2011

(a) Identity of Party Involved	(b) Description of Asset Including Maturity Date and Rate of Interest	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value Of Asset on Transaction Date	(i) Net Gain (Or Loss)
ING Institutional Plan Services, LLC	Invesco Real Estate Fund		$ 176,508	$ -	$ -	$ 180,668	$ 176,508	$ (4,160)
ING Institutional Plan Services, LLC	Oppenheimer Int'l Bond Fund		149,524	-	-	142,803	149,524	6,721
ING Institutional Plan Services, LLC	ING VP Money Market	143,814		-	-	143,814	143,814	-
ING Institutional Plan Services, LLC	ING VP Money Market		146,462	-	-	146,462	146,462	-
ING Institutional Plan Services, LLC	AllianceBernstein Small Mid Cap Value Fund		125,682	-	-	108,158	125,682	17,524
ING Institutional Plan Services, LLC	MFS Utilities Fund		275,921	-	-	264,506	275,921	11,415
ING Institutional Plan Services, LLC	Oppenheimer Global Opportunities Fund		190,997	-	-	179,843	190,997	11,154
ING Institutional Plan Services, LLC	Legg Mason Lifestyle Allocation 85% Fund		168,004	-	-	165,018	168,004	2,986
ING Institutional Plan Services, LLC	Legg Mason ClearBridge Aggressive Growth Fund		186,509	-	-	156,408	186,509	30,101
ING Institutional Plan Services, LLC	Legg Mason Western Asset Money Market Fund		143,814	-	-	143,814	143,814	-
ING Institutional Plan Services, LLC	Legg Mason Western Asset Gov't Securities Fund		190,765	-	-	185,556	190,765	5,209
ING Institutional Plan Services, LLC	Fidelity Advisor Mid Cap Fund		197,467	-	-	206,423	197,467	(8,956)
TD Ameritrade Trust Company	TD Bank Instl MMDA FTCIMA	2,258,315		-	-	2,258,315	2,258,315	-
TD Ameritrade Trust Company	TD Bank Instl MMDA FTCIMA		2,258,315	-	-	2,258,315	2,258,315	-
TD Ameritrade Trust Company	TD Bank USA MMDA	2,258,315		-	-	2,258,315	2,258,315	-
TD Ameritrade Trust Company	TD Bank USA MMDA		636,897	-	-	636,897	636,897	-
TD Ameritrade Trust Company	Vanguard Total Bond Mkt Index Fund	636,897		-	-	636,897	636,897	-
TD Ameritrade Trust Company	TD Bank USA MMDA		456,243	-	-	456,243	456,243	-
TD Ameritrade Trust Company	S&P Depository Receipts ETF	456,243		-	-	456,243	456,243	-
TD Ameritrade Trust Company	TD Bank USA MMDA		274,202	-	-	274,202	274,202	-
TD Ameritrade Trust Company	Vanguard Intermediate Term Bond Index Func	274,202		-	-	274,202	274,202	-
TD Ameritrade Trust Company	TD Bank USA MMDA		212,009	-	-	212,009	212,009	-
TD Ameritrade Trust Company	Vanguard BD Indx FD INC St Trm Bond	212,009		-	-	212,009	212,009	-
TD Ameritrade Trust Company	TD Bank USA MMDA		163,006	-	-	163,006	163,006	-
TD Ameritrade Trust Company	Pimco Emerging Local Bond Fnd Class D	163,006		-	-	163,006	163,006	-
TD Ameritrade Trust Company	TD Bank USA MMDA		132,902	-	-	132,902	132,902	-
TD Ameritrade Trust Company	Vanguard Intl Equity Index Fd Allwrld Et	132,902		-	-	132,902	132,902	-
TD Ameritrade Trust Company	Vanguard Intermediate Term Bond Index Fund		240,265	-	-	221,844	240,265	18,421
TD Ameritrade Trust Company	TD Bank USA MMDA	240,265		-	-	240,265	240,265	-
TD Ameritrade Trust Company	Vanguard Total Bond Market Index Fund		140,143	-	-	132,707	140,143	7,436
TD Ameritrade Trust Company	TD Bank USA MMDA	140,143		-	-	140,143	140,143	-
TD Ameritrade Trust Company	TD Bank USA MMDA		193,484	-	-	193,484	193,484	-
TD Ameritrade Trust Company	Vanguard BD Index FD INC St Trm Bond	193,484		-	-	193,484	193,484	-

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan

New Leaf Community Markets 401(k) Plan

Employer Identification Number

77-0077955

Three-digit 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 value	(d) Cost	(e) Current value
	IShares TR Russell 2000 EFT	Mutual Fund		182,839
	Parnassus Equity Income Fund	Mutual Fund		73,588
	Parnassus Fixed Income Fnd	Mutual Fund		58,839
	Parnassus Mid-Cap Fund	Mutual Fund		15,164
	Parnassus Small Cap Fund	Mutual Fund		14,636
	Pimco Emerging Local Bond Fund	Mutual Fund		172,394
	S&P Depository Receipts	Mutual Fund		603,944
	S&P Midcap 400 Index Deposit	Mutual Fund		110,820
	Vanguard BD Index FD Inc Short	Mutual Fund		438,476
	Vanguard FTSE Social Index	Mutual Fund		1,026
	Vanguard Index FDS Reit ETF	Mutual Fund		411
	Vanguard Index FDS Smll Cp	Mutual Fund		988
	Vanguard Index Growth FD	Mutual Fund		1,117
	Vanguard Inflation Protected S	Mutual Fund		121,552
	Vanguard Intermediate Bond	Mutual Fund		13,058
	Vanguard Intermediate Term	Mutual Fund		10,261
	Vanguard Intl Equity Index	Mutual Fund		191,833
	Vanguard Intl Equity Index EMR	Mutual Fund		8,617
	Vanguard Long Term Bond Index	Mutual Fund		291
	Vanguard mid Cap Growth Index	Mutual Fund		1,098
	Vanguard Index Total Bond Mar	Mutual Fund		477,612
	TD Bank Instl MMDA FTCIMA	Cash		1,375
	TD Bank USA MMDA	Cash		7,140
	Loans			13,306

Schedule H, line 4j
Schedule of Reportable Transactions.

Name of Employer: **New Leaf Community Market, Inc.**

Employer identification number: **77-0077955**

Plan Year **01/01/2011** to **12/31/2011**

Three-digit plan number ▶ **001**

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
ING Institutional	Invesco Real Estate Fund		176508			180668	176508	-4160
ING Institutional	Oppenheimer Int'l Bond Fund		149524			142803	149524	6721
ING Institutional	ING VP Money Market	143814				143814	143814	
ING Institutional	ING VP Money Market		146462			146462	146462	
ING Institutional	AllianceBernstein Small Mid C		125682			108158	125682	17524
ING Institutional	MFS Utilities Fund		275921			264506	275921	11415
ING Institutional	Oppenheimer Global Opportunit		190997			179843	190997	11154
ING Institutional	Legg Mason Lifestyle Allocati		168004			165018	168004	2986
ING Institutional	Legg Mason ClearBridge Aggres		186509			156408	186509	30101
ING Institutional	Legg Mason Western Asset Mone		143814			143814	143814	
ING Institutional	Legg Mason Western Asset Gove		190765			185556	190765	5209
ING Institutional	Fidelity Advisor Mid Cap Fund		197467			206423	197467	-8956
TD Ameritrade Trust	TD Bank Instl MMDA FTCIMA	2258315				2258315	2258315	
TD Ameritrade Trust	TD Bank Instl MMDA FTCIMA		2258315			2258315	2258315	
TD Ameritrade Trust	TD Bank USA MMDA	2258315				2258315	2258315	
TD Ameritrade Trust	TD Bank USA MMDA		636897			636897	636897	
TD Ameritrade Trust	Vanguard Total Bond Mkt Index	636897				636897	636897	
TD Ameritrade Trust	TD Bank USA MMDA		456243			456243	456243	
TD Ameritrade Trust	S&P Depository Receipts ETF	456243				456243	456243	
TD Ameritrade Trust	TD Bank USA MMDA		274202			274202	274202	
TD Ameritrade Trust	Vanguard Total Term Bond Inde	274202				274202	274202	
TD Ameritrade Trust	TD Bank USA MMDA		212009			212009	212009	
TD Ameritrade Trust	Vanguard BD Indx FD INC St. T	212009				212009	212009	
TD Ameritrade Trust	TD Bank USA MMDA		163006			163006	163006	
TD Ameritrade Trust	Pimco Emerging Local Bond Fnd	163006				163006	163006	
TD Ameritrade Trust	TD Bank USA MMDA		132902			132902	132902	
TD Ameritrade Trust	Vanguard Intl Equity Index Al	132902				132902	132902	
TD Ameritrade Trust	Vanguard Intermediate Term Bo		240265			221844	240265	18421
TD Ameritrade Trust	TD Bank USA MMDA	240265				240265	240265	
TD Ameritrade Trust	Vanguard Total Bond Mkt Index		140143			132707	140143	7436
TD Ameritrade Trust	TD Bank USA MMDA	140143				140143	140143	
TD Ameritrade Trust	TD Bank USA MMDA		193484			193484	193484	

Schedule H, line 4j
Schedule of Reportable Transactions.

Name of Employer: **New Leaf Community Market, Inc.**

Employer identification number: **77-0077955**

Plan Year **01/01/2011** to **12/31/2011**

Three-digit plan number ▶ **001**

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
TD Ameritrade Trust	**Vanguard SD Index FD INC Trm**	**193484**				**193484**	**193484**	