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
BALDOR SPECIALTY FOODS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

BALDOR SPECIALTY FOODS, INC.

155 FOOD CENTER DR.
BRONX, NY 10474

155 FOOD CENTER DR.
BRONX, NY 10474

2b Employer Identification Number (EIN)
11-3059167

2c Sponsor's telephone number
718-304-4507

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.	10/15/2012	HENRY FOREMAN
	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")
BALDOR SPECIALTY FOODS, INC.

155 FOOD CENTER DR.
BRONX, NY 10474

3b Administrator's EIN
11-3059167

3c Administrator's telephone number
718-304-4507

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**	784
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**	721
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	203
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	924
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	3
f	Total. Add lines **6d** and **6e**	**6f**	927
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	720
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	18
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 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
BALDOR SPECIALTY FOODS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BALDOR SPECIALTY FOODS, INC.

D Employer Identification Number (EIN)
11-3059167

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	9619	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ABF LG CAP VAL INV - STATE STREET B 04-1867445	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NB INTL FUND TRUST - STATE STREET B 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
RAINIER SM/MID CAP - US BANCORP FUN 39-0281260	0.35%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
BALDOR SPECIALTY FOODS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BALDOR SPECIALTY FOODS, INC.

D Employer Identification Number (EIN)
11-3059167

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)	700460	782005
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	686026	872168
(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)	677445	750695
(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)	6970948	7784035
(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	9034879	10188903
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	16888	32389
k	Total liabilities (add all amounts in lines 1g through1j)	1k	16888	32389
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	9017991	10156514

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)	782335	
	(B) Participants	2a(1)(B)	770989	
	(C) Others (including rollovers)	2a(1)(C)	3193	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1556517
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	75	
	(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)	66037	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		66112
	(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)	235104	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		235104
	(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)		
(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)		-457458
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1400275
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	239817	
(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)		239817
f Corrective distributions (see instructions)	2f		12292
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9643	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9643
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		261752
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1138523
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: MCGLADREY LLP (2) EIN: 42-0714325

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

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
BALDOR SPECIALTY FOODS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BALDOR SPECIALTY FOODS, INC.

D Employer Identification Number (EIN)
11-3059167

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 04-6568107

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):

Baldor Specialty Foods, Inc.
401(k) Profit Sharing Plan

Financial Report

December 31, 2011

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McGladrey

Independent Auditor's Report

To the Board of Trustees
Baldor Specialty Foods, Inc. 401(k) Profit Sharing Plan
New York, New York

We were engaged to audit the accompanying statements of net assets available for benefits for Baldor Specialty Foods, Inc. 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule, Schedule H, Line 4(i) - schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. As disclosed in Note 3, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the year ended December 31, 2011, and as of December 31, 2010.

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 schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

New York, New York
October 8, 2012

Member of the RSM International network of independent accounting, tax and consulting firms.

Baldor Specialty Foods, Inc.
401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets:		
Investments, at fair value	**$ 8,656,203**	$ 7,656,974
Receivables:		
Employer's contribution	**782,005**	700,460
Notes receivable from participants	**750,695**	677,445
	1,532,700	1,377,905
Total assets	**10,188,903**	9,034,879
Liabilities:		
Excess participant contributions	**32,389**	16,888
Net assets available for benefits	**$ 10,156,514**	$ 9,017,991

See Notes to Financial Statements.

Baldor Specialty Foods, Inc.
401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions to Net Assets Attributed to:	
Investment income:	
Interest and dividends	$ 235,179
Interest income on notes receivable from participants	66,037
Contributions:	
Participants'	770,989
Employer's	782,335
Rollover	3,193
Total contributions	1,556,517
Total additions and contributions	1,857,733
Deductions From Net Assets Attributed to:	
Net depreciation in fair value of investments	457,458
Benefits paid to participants	252,109
Administrative expenses	9,643
Total deductions	719,210
Net increase in net assets available for benefits	1,138,523
Net Assets Available for Benefits:	
Beginning	9,017,991
Ending	$ 10,156,514

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the Baldor Specialty Foods, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan's sponsor is Baldor Specialty Foods, Inc. (the "Company" or the "Plan Sponsor").

General: The Plan is a defined contribution plan in accordance with Internal Revenue Code ("IRC") Section 401(k) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility: Full-time employees who have completed six months of service and are age 18 or older are eligible to participate in the Plan.

Contributions: Each year, participants may contribute up to a dollar limit, which is set by law, as stated in the IRC. The maximum amount participants were allowed to contribute for the year ended December 31, 2011 was $16,500. Employees 50 years of age and older are also allowed to contribute an additional $5,500 to the Plan for 2011. The Company makes a matching contribution of 25% of participants' deferrals up to 4% of the participants' compensation. In addition, the Company may also make discretionary profit sharing contributions.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account reduced by 20% federal income tax withholding or may elect to roll over the equity balance.

Participant Accounts: Each participant's account is credited with the participant's contributions and an allocation of (a) the Company's contribution and (b) Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants' Investment Options: Participants must direct their salary deferral contributions to selected investments as made available and determined by the Plan Administrator. Participants may change their investment options at any time throughout the year via website access or direct phone access to Fidelity Investments.

Vesting: Participants are immediately vested in their salary deferral contributions plus actual earnings thereon. The portion of the participants' accounts attributable to the Company's discretionary contributions becomes 20% vested after two years of credited service, as defined, and continues to vest at the rate of 20% for each successive year of service until 100% vested after six years of service.

Forfeitures: Upon termination of service, any unvested interest of the employer contribution account will be forfeited. Forfeitures are used to reduce employer contributions. In 2011, employer contributions were reduced by approximately $28,000 from forfeited nonvested accounts.

Notes Receivable From Participants: Participants may borrow from their funded account the lesser of: (a) $50,000 (reduced by the highest outstanding balance of loans from the Plan during the one-year period ending on the day before such loan was made) or (b) up to 50% of their vested account balance. The minimum amount of any loan is $1,000. Loans are secured by the balance in the participant's account and must be repaid in no more than five years, unless the loan is to purchase a primary residence. If a loan is for a primary residence, then the repayment date is determined by the Plan Administrator. Interest is charged by the Plan at the rate a bank or other professional lender would charge for making a loan in a similar circumstance. Interest rates on notes receivable from participants range between 6% and 9.25%.

Note 2. Significant Accounting Policies

A summary of the Plan's significant accounting policies is as follows:

Basis of Accounting: The accompanying financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a 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 depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Payment of Benefits: Benefits are recorded when paid.

Administrative Expenses: All Plan administrative expenses are paid by the Company except for investment advisory fees.

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are treated as distributions based on the terms of the Plan document.

Recent Accounting Pronouncements: In January 2010, the Financial Accounting Standards Board (the "FASB") issued an amendment, *Fair Value Measurements and Disclosures - Improving Disclosures about Fair Value Measurements*, Accounting Standards Update ("ASU") 2010-06, which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances and settlements instead of netting these changes. With respect to matters other than Level 3 measurements, the amendment was effective for periods beginning after December 15, 2009 and did not have a material impact on the Plan’s financial statements. The guidance related to Level 3 measurements is effective for periods beginning on or after December 31, 2010 and, if applicable, is included in the fair value disclosures in Note 4.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 amended Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in generally accepted accounting principles (“GAAP”) and International Financial Reporting Standards (“IFRSs”). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan’s management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan’s financial statements.

Note 3. Information Certified by Fidelity Management Trust Company

The following is a summary of the Plan's asset information as of December 31, 2011 and 2010, and for the year ended December 31, 2011, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee, Fidelity Management Trust Company ("Fidelity"), and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets at December 31:

	2011	2010
Investments, at fair value:		
Mutual funds	**$ 7,784,035**	$ 6,970,948
Money market fund	**872,168**	686,026
Notes receivable from participants	**750,695**	677,445

Fidelity also certified to the completeness and accuracy of $457,458 of net depreciation in the fair value of investments, $235,179 of interest and dividends and $66,037 of interest income on notes receivable from participants related to the aforementioned assets for the year ended December 31, 2011.

The following table presents the fair value of the investments in this Plan that were certified by Fidelity as of December 31, 2011 and 2010. Single investments representing more than 5% of the Plan's net assets as of December 31, 2011 and 2010 are separately identified.

	2011	2010
Fidelity Freedom 2030	**$ 1,394,402**	$ 1,207,735
Fidelity Freedom 2025	**1,319,973**	1,164,806
Fidelity Freedom 2020	**849,009**	778,322
Fidelity Retirement Money Market	**872,168**	686,026
Fidelity Freedom 2040	**560,908**	497,212
Fidelity Freedom 2035 [(1)]	**517,475**	422,450
All others	**3,142,268**	2,900,423
Total investments at fair value	**$ 8,656,203**	$ 7,656,974

[(1)] Investments are greater than 5% of the Plan's net assets as of December 31, 2011 but were not greater than 5% of the Plan's net assets as of December 31, 2010.

Note 4. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 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.

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

Mutual Funds (Registered Investment Companies): Fair values are based on unadjusted quoted prices in active markets for identical assets or liabilities.

Money Market Fund: The carrying amount approximates fair value because the instrument is liquid in nature.

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 that its valuation methods are appropriate and consistent with those of other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 4. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds (registered investment companies):				
Stock funds:				
Large-cap	**$ 6,514,427**	**$ -**	**$ -**	**$ 6,514,427**
Mid-cap	**378,873**	**-**	**-**	**378,873**
Small-cap	**181,167**	**-**	**-**	**181,167**
International	**326,674**	**-**	**-**	**326,674**
Total stock funds	**7,401,141**	**-**	**-**	**7,401,141**
Intermediate - bond funds	**382,894**	**-**	**-**	**382,894**
Total mutual funds (registered investment companies)	**7,784,035**	**-**	**-**	**7,784,035**
Money market fund	**872,168**	**-**	**-**	**872,168**
Total assets at fair value	**$ 8,656,203**	**$ -**	**$ -**	**$ 8,656,203**

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds (registered investment companies):				
Stock funds:				
Large-cap	$ 5,802,384	$ -	$ -	$ 5,802,384
Mid-cap	343,883	-	-	343,883
Small-cap	66,444	-	-	66,444
International	379,338	-	-	379,338
Total stock funds	6,592,049	-	-	6,592,049
Intermediate - bond funds	378,899	-	-	378,899
Total mutual funds (registered investment companies)	6,970,948	-	-	6,970,948
Money market fund	686,026	-	-	686,026
Total assets at fair value	$ 7,656,974	$ -	$ -	$ 7,656,974

Note 5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 6. Income Tax Status

The Internal Revenue Service has determined and informed the Company, by a letter dated December 16, 2002 (as amended on October 9, 2003) that the Plan is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the latest determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Sponsor's management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that required adjustments to the financial statements as of December 31, 2011 and 2010 and for the year ended December 31, 2011. Therefore, no provision or liability for income taxes has been included in the financial statements. Generally, the Plan is no longer subject to income tax examinations by U.S. federal, state, or local tax authorities for the years before 2008.

Note 7. Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Note 8. Risks and Uncertainties

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

Note 9. Subsequent Events

The Plan Administrator has evaluated subsequent events through October 8, 2012, the date the financial statements were available to be issued.

Baldor Specialty Foods, Inc.
401(k) Profit Sharing Plan

Supplementary Information

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2011
See Auditor's Report

Identity of Issuer	Description	Current Value**
Pacific Investment Management	PIMCO Total Return Adm (26,187 shares)	$ 284,650
American Beacon Advisors	ABF Large-Cap Val Inv (8,105 shares)	142,966
Rainier Investment Management	Rainier Sm/Md-Cap (6,367 shares)	202,722
RS Investment Management	RS Partners A (4,042 shares)	118,352
Neuberger Berman Management	NB Intl Fund Trust (3,733 shares)	62,349
* Fidelity Investments	Spartan 500 Index (429 shares)	19,096
* Fidelity Investments	Fidelity Contrafund (7,004 shares)	472,464
* Fidelity Investments	Fidelity Value (2,775 shares)	176,151
* Fidelity Investments	Fidelity Intl Discovery (9,574 shares)	264,325
* Fidelity Investments	Fidelity Exp & Multinatl (6,390 shares)	132,150
* Fidelity Investments	Fidelity Sm-Cap Independ (3,484 shares)	62,815
* Fidelity Investments	Fidelity Freedom Income (476 shares)	5,345
* Fidelity Investments	Fidelity Freedom 2000 (893 shares)	10,613
* Fidelity Investments	Fidelity Freedom 2010 (15,111 shares)	197,959
* Fidelity Investments	Fidelity Freedom 2020 (64,711 shares)	849,009
* Fidelity Investments	Fidelity Freedom 2030 (108,598 shares)	1,394,402
* Fidelity Investments	Fidelity Retirement Money Mkt (872,168 shares)	872,168
* Fidelity Investments	Fidelity US Bond Index (8,340 shares)	98,244
* Fidelity Investments	Fidelity Freedom 2040 (76,210 shares)	560,908
* Fidelity Investments	Fidelity Freedom 2005 (2,462 shares)	25,897
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* Fidelity Investments	Fidelity Freedom 2050 (11,169 shares)	95,387
		8,656,203
* Participants	Notes receivable from participants	750,695
Total assets held for investment purposes		$ 9,406,898

* Permitted party in interest under ERISA rules
** The costs for the Plan's investments are not required to be shown as the investments are participant-directed.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.

Baldor Specialty Foods, Inc.
401(k) Profit Sharing Plan

Financial Report

December 31, 2011

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McGladrey

Independent Auditor's Report

To the Board of Trustees
Baldor Specialty Foods, Inc. 401(k) Profit Sharing Plan
New York, New York

We were engaged to audit the accompanying statements of net assets available for benefits for Baldor Specialty Foods, Inc. 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule, Schedule H, Line 4(i) - schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. As disclosed in Note 3, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the year ended December 31, 2011, and as of December 31, 2010.

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 schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

New York, New York
October 8, 2012

Member of the RSM International network of independent accounting, tax and consulting firms.

Baldor Specialty Foods, Inc.
401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets:		
Investments, at fair value	**$ 8,656,203**	$ 7,656,974
Receivables:		
Employer's contribution	**782,005**	700,460
Notes receivable from participants	**750,695**	677,445
	1,532,700	1,377,905
Total assets	**10,188,903**	9,034,879
Liabilities:		
Excess participant contributions	**32,389**	16,888
Net assets available for benefits	**$ 10,156,514**	$ 9,017,991

See Notes to Financial Statements.

Baldor Specialty Foods, Inc.
401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions to Net Assets Attributed to:	
Investment income:	
Interest and dividends	$ 235,179
Interest income on notes receivable from participants	66,037
Contributions:	
Participants'	770,989
Employer's	782,335
Rollover	3,193
Total contributions	1,556,517
Total additions and contributions	1,857,733
Deductions From Net Assets Attributed to:	
Net depreciation in fair value of investments	457,458
Benefits paid to participants	252,109
Administrative expenses	9,643
Total deductions	719,210
Net increase in net assets available for benefits	1,138,523
Net Assets Available for Benefits:	
Beginning	9,017,991
Ending	$ 10,156,514

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the Baldor Specialty Foods, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan's sponsor is Baldor Specialty Foods, Inc. (the "Company" or the "Plan Sponsor").

General: The Plan is a defined contribution plan in accordance with Internal Revenue Code ("IRC") Section 401(k) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility: Full-time employees who have completed six months of service and are age 18 or older are eligible to participate in the Plan.

Contributions: Each year, participants may contribute up to a dollar limit, which is set by law, as stated in the IRC. The maximum amount participants were allowed to contribute for the year ended December 31, 2011 was $16,500. Employees 50 years of age and older are also allowed to contribute an additional $5,500 to the Plan for 2011. The Company makes a matching contribution of 25% of participants' deferrals up to 4% of the participants' compensation. In addition, the Company may also make discretionary profit sharing contributions.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account reduced by 20% federal income tax withholding or may elect to roll over the equity balance.

Participant Accounts: Each participant's account is credited with the participant's contributions and an allocation of (a) the Company's contribution and (b) Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants' Investment Options: Participants must direct their salary deferral contributions to selected investments as made available and determined by the Plan Administrator. Participants may change their investment options at any time throughout the year via website access or direct phone access to Fidelity Investments.

Vesting: Participants are immediately vested in their salary deferral contributions plus actual earnings thereon. The portion of the participants' accounts attributable to the Company's discretionary contributions becomes 20% vested after two years of credited service, as defined, and continues to vest at the rate of 20% for each successive year of service until 100% vested after six years of service.

Forfeitures: Upon termination of service, any unvested interest of the employer contribution account will be forfeited. Forfeitures are used to reduce employer contributions. In 2011, employer contributions were reduced by approximately $28,000 from forfeited nonvested accounts.

Notes Receivable From Participants: Participants may borrow from their funded account the lesser of: (a) $50,000 (reduced by the highest outstanding balance of loans from the Plan during the one-year period ending on the day before such loan was made) or (b) up to 50% of their vested account balance. The minimum amount of any loan is $1,000. Loans are secured by the balance in the participant's account and must be repaid in no more than five years, unless the loan is to purchase a primary residence. If a loan is for a primary residence, then the repayment date is determined by the Plan Administrator. Interest is charged by the Plan at the rate a bank or other professional lender would charge for making a loan in a similar circumstance. Interest rates on notes receivable from participants range between 6% and 9.25%.

Note 2. Significant Accounting Policies

A summary of the Plan's significant accounting policies is as follows:

Basis of Accounting: The accompanying financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a 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 depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Payment of Benefits: Benefits are recorded when paid.

Administrative Expenses: All Plan administrative expenses are paid by the Company except for investment advisory fees.

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are treated as distributions based on the terms of the Plan document.

Recent Accounting Pronouncements: In January 2010, the Financial Accounting Standards Board (the "FASB") issued an amendment, *Fair Value Measurements and Disclosures - Improving Disclosures about Fair Value Measurements*, Accounting Standards Update ("ASU") 2010-06, which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances and settlements instead of netting these changes. With respect to matters other than Level 3 measurements, the amendment was effective for periods beginning after December 15, 2009 and did not have a material impact on the Plan’s financial statements. The guidance related to Level 3 measurements is effective for periods beginning on or after December 31, 2010 and, if applicable, is included in the fair value disclosures in Note 4.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 amended Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in generally accepted accounting principles (“GAAP”) and International Financial Reporting Standards (“IFRSs”). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan’s management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan’s financial statements.

Note 3. Information Certified by Fidelity Management Trust Company

The following is a summary of the Plan's asset information as of December 31, 2011 and 2010, and for the year ended December 31, 2011, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee, Fidelity Management Trust Company ("Fidelity"), and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets at December 31:

	2011	2010
Investments, at fair value:		
Mutual funds	**$ 7,784,035**	$ 6,970,948
Money market fund	**872,168**	686,026
Notes receivable from participants	**750,695**	677,445

Fidelity also certified to the completeness and accuracy of $457,458 of net depreciation in the fair value of investments, $235,179 of interest and dividends and $66,037 of interest income on notes receivable from participants related to the aforementioned assets for the year ended December 31, 2011.

The following table presents the fair value of the investments in this Plan that were certified by Fidelity as of December 31, 2011 and 2010. Single investments representing more than 5% of the Plan's net assets as of December 31, 2011 and 2010 are separately identified.

	2011	2010
Fidelity Freedom 2030	**$ 1,394,402**	$ 1,207,735
Fidelity Freedom 2025	**1,319,973**	1,164,806
Fidelity Freedom 2020	**849,009**	778,322
Fidelity Retirement Money Market	**872,168**	686,026
Fidelity Freedom 2040	**560,908**	497,212
Fidelity Freedom 2035 [(1)]	**517,475**	422,450
All others	**3,142,268**	2,900,423
Total investments at fair value	**$ 8,656,203**	$ 7,656,974

[(1)] Investments are greater than 5% of the Plan's net assets as of December 31, 2011 but were not greater than 5% of the Plan's net assets as of December 31, 2010.

Note 4. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 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.

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

Mutual Funds (Registered Investment Companies): Fair values are based on unadjusted quoted prices in active markets for identical assets or liabilities.

Money Market Fund: The carrying amount approximates fair value because the instrument is liquid in nature.

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 that its valuation methods are appropriate and consistent with those of other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 4. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds (registered investment companies):				
Stock funds:				
Large-cap	**$ 6,514,427**	**$ -**	**$ -**	**$ 6,514,427**
Mid-cap	**378,873**	**-**	**-**	**378,873**
Small-cap	**181,167**	**-**	**-**	**181,167**
International	**326,674**	**-**	**-**	**326,674**
Total stock funds	**7,401,141**	**-**	**-**	**7,401,141**
Intermediate - bond funds	**382,894**	**-**	**-**	**382,894**
Total mutual funds (registered investment companies)	**7,784,035**	**-**	**-**	**7,784,035**
Money market fund	**872,168**	**-**	**-**	**872,168**
Total assets at fair value	**$ 8,656,203**	**$ -**	**$ -**	**$ 8,656,203**

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds (registered investment companies):				
Stock funds:				
Large-cap	$ 5,802,384	$ -	$ -	$ 5,802,384
Mid-cap	343,883	-	-	343,883
Small-cap	66,444	-	-	66,444
International	379,338	-	-	379,338
Total stock funds	6,592,049	-	-	6,592,049
Intermediate - bond funds	378,899	-	-	378,899
Total mutual funds (registered investment companies)	6,970,948	-	-	6,970,948
Money market fund	686,026	-	-	686,026
Total assets at fair value	$ 7,656,974	$ -	$ -	$ 7,656,974

Note 5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 6. Income Tax Status

The Internal Revenue Service has determined and informed the Company, by a letter dated December 16, 2002 (as amended on October 9, 2003) that the Plan is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the latest determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Sponsor's management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that required adjustments to the financial statements as of December 31, 2011 and 2010 and for the year ended December 31, 2011. Therefore, no provision or liability for income taxes has been included in the financial statements. Generally, the Plan is no longer subject to income tax examinations by U.S. federal, state, or local tax authorities for the years before 2008.

Note 7. Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Note 8. Risks and Uncertainties

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

Note 9. Subsequent Events

The Plan Administrator has evaluated subsequent events through October 8, 2012, the date the financial statements were available to be issued.

Baldor Specialty Foods, Inc.
401(k) Profit Sharing Plan

Supplementary Information

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2011
See Auditor's Report

Identity of Issuer	Description	Current Value**
Pacific Investment Management	PIMCO Total Return Adm (26,187 shares)	$ 284,650
American Beacon Advisors	ABF Large-Cap Val Inv (8,105 shares)	142,966
Rainier Investment Management	Rainier Sm/Md-Cap (6,367 shares)	202,722
RS Investment Management	RS Partners A (4,042 shares)	118,352
Neuberger Berman Management	NB Intl Fund Trust (3,733 shares)	62,349
* Fidelity Investments	Spartan 500 Index (429 shares)	19,096
* Fidelity Investments	Fidelity Contrafund (7,004 shares)	472,464
* Fidelity Investments	Fidelity Value (2,775 shares)	176,151
* Fidelity Investments	Fidelity Intl Discovery (9,574 shares)	264,325
* Fidelity Investments	Fidelity Exp & Multinatl (6,390 shares)	132,150
* Fidelity Investments	Fidelity Sm-Cap Independ (3,484 shares)	62,815
* Fidelity Investments	Fidelity Freedom Income (476 shares)	5,345
* Fidelity Investments	Fidelity Freedom 2000 (893 shares)	10,613
* Fidelity Investments	Fidelity Freedom 2010 (15,111 shares)	197,959
* Fidelity Investments	Fidelity Freedom 2020 (64,711 shares)	849,009
* Fidelity Investments	Fidelity Freedom 2030 (108,598 shares)	1,394,402
* Fidelity Investments	Fidelity Retirement Money Mkt (872,168 shares)	872,168
* Fidelity Investments	Fidelity US Bond Index (8,340 shares)	98,244
* Fidelity Investments	Fidelity Freedom 2040 (76,210 shares)	560,908
* Fidelity Investments	Fidelity Freedom 2005 (2,462 shares)	25,897
* Fidelity Investments	Fidelity Freedom 2015 (39,594 shares)	432,767
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