

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>LOPEZ FOODS, INC. 401(K) PENSION SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1991</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LOPEZ FOOD, INC.</u> <u>6020 NW 120 COURT</u> <u>OKLAHOMA CITY, OK 73162</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>73-1348891</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>405-603-7500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>311610</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>73-1348891</u>	2c Sponsor's telephone number <u>405-603-7500</u>	2d Business code (see instructions) <u>311610</u>	
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2c Sponsor's telephone number <u>405-603-7500</u>					
2d Business code (see instructions) <u>311610</u>					

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. Signature of plan administrator	10/11/2013 Date	JAMES D. ENGLISH Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/11/2013 Date	DOUG KONARIK Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
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		5 348
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 308	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 31	
d Subtotal. Add lines 6a , 6b , and 6c	6d 339	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 339	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 303	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 8	
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 Characteristics 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 Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ 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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>LOPEZ FOODS, INC. 401(K) PENSION SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LOPEZ FOOD, INC.</u>	D Employer Identification Number (EIN) <u>73-1348891</u>

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)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 59 60 62 63 72	RECORDKEEPER	11853	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>LOPEZ FOODS, INC. 401(K) PENSION SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LOPEZ FOOD, INC.</u>	D Employer Identification Number (EIN) <u>73-1348891</u>	

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	420	200
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	-44088	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	638171	756309
(9) Value of interest in common/collective trusts.....	1c(9)	2277222	2441496
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(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)	2757320	3267331
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	5629045	6465336

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5629045	6465336
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	346264	
(B) Participants	2a(1)(B)	392252	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		738516

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	12567	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		12567

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	108000	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		108000

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		25644
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(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)		266773
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		1151500

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	205668	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		205668
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		33281
h Interest expense.....	2h		0
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)	11828	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		11828
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		250777

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		900723
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		64432

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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

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)

LOPEZ FOODS, INC 401(K) RETIREMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
73-1348891	001

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>LOPEZ FOODS, INC. 401(K) PENSION SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LOPEZ FOOD, INC.</u>	D Employer Identification Number (EIN) <u>73-1348891</u>

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	<u>0</u>
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): <u>94-1687665</u>		
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 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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Financial statements and report of independent
certified public accountants

Lopez Foods, Inc. 401(k) Pension Savings Plan

December 31, 2012 and 2011

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*All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Grant Thornton LLP
211 N Robinson, Suite 1200
Oklahoma City, OK 73102-7148
T 405.218.2800
F 405.218.2801
www.GrantThornton.com

Participants and Administrators
Lopez Foods, Inc. 401(k) Pension Savings Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Lopez Foods, Inc. 401(k) Pension Savings Plan (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management’s responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor’s responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

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 certified information described in Note G, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained certifications from this entity as of December 31, 2012 and 2011, and for the years then ended, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

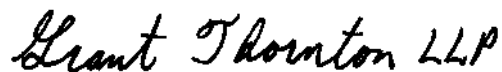
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note G, 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.



Oklahoma City, Oklahoma
October 11, 2013

Lopez Foods, Inc. 401(k) Pension Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value	\$ 5,709,027	\$ 4,990,874
Receivables		
Notes receivable from participants	<u>756,309</u>	<u>638,171</u>
Total receivables	<u>756,309</u>	<u>638,171</u>
 NET ASSETS AVAILABLE FOR BENEFITS BEFORE ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	 6,465,336	 5,629,045
Adjustment from fair value to contract value for fully benefit- responsive contracts held by a collective trust	<u>(42,274)</u>	<u>(48,444)</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 6,423,062</u>	 <u>\$ 5,580,601</u>

The accompanying notes are an integral part of these statements.

Lopez Foods, Inc. 401(k) Pension Savings Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31,

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 266,773	\$ (134,975)
Interest and dividends	<u>139,814</u>	<u>106,096</u>
Total investment income (loss)	406,587	(28,879)
Interest income on notes receivable from participants	12,567	17,280
Contributions		
Participant	392,252	390,032
Company	<u>346,264</u>	<u>350,563</u>
Total contributions	738,516	740,595
Total additions	1,157,670	728,996
Deductions from net assets attributed to:		
Benefits paid to participants	238,949	394,065
Administrative expenses	<u>11,828</u>	<u>12,970</u>
Total deductions	250,777	407,035
Net increase before transfers	906,893	321,961
Transfers to affiliated plans	<u>(64,432)</u>	<u>(30,006)</u>
NET INCREASE IN NET ASSETS	842,461	291,955
Net assets available for benefits at beginning of year	<u>5,580,601</u>	<u>5,288,646</u>
Net assets available for benefits at end of year	<u>\$ 6,423,062</u>	<u>\$ 5,580,601</u>

The accompanying notes are an integral part of these statements.

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN

The following is a brief summary of the various provisions of the Lopez Foods, Inc. 401(k) Pension Savings Plan (the “Plan”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Participants should refer to the plan agreement for more complete information.

1. General

The Plan is a defined contribution plan, which covers all eligible collective bargaining employees of Lopez Foods, Inc. (the “Company”). To be a participant in the Plan, an individual must have completed one-year of service.

Upon enrollment in the Plan, a participant may direct contributions to the following funds:

Federated Capital Preservation Fund - This fund seeks to offer investors stable principal and high current income. To pursue its objective, the fund invests in guaranteed investment contracts, money market mutual funds and other stable value products that can be carried at contract value.

American Century Equity Income Fund - This fund seeks current income by investing in equity securities with a favorable income-paying history that has prospects for income payments to continue or increase.

American EuroPacific Growth Fund - This fund seeks to provide long-term growth of capital by investing primarily in common stocks of issuers in Europe and the Pacific basin that have potential for growth.

Goldman Sachs Growth Opportunities Fund - This fund seeks long-term growth of capital by investing a majority of total assets in equity securities with a primary focus on mid-cap companies.

Legg Mason ClearBridge Appreciation Fund - This fund seeks long-term appreciation of shareholders capital by investing primarily in equity of U.S. companies that are medium to large in size.

Oppenheimer Developing Markets Fund - This fund seeks capital appreciation by mainly investing in common stocks of issuers in emerging and developing markets throughout the world.

Perkins Mid Cap Value Fund - This fund seeks capital appreciation by primarily investing in the common stocks of mid-sized companies whose stock prices are believed to be undervalued.

Perkins Small Cap Value Fund - This fund seeks capital appreciation by investing a majority of its assets in equity securities of undervalued small companies.

Sentinel Small Company Fund - This fund seeks growth of capital by primarily investing in small-capitalization companies which have market capitalizations of less than \$4 billion.

Oakmark International Fund - This fund seeks long-term capital appreciation by investing primarily in a diversified portfolio of common stocks of non-U.S. companies.

American Century Government Bond Fund - This fund seeks high current income by investing primarily in government debt securities, including U.S. Treasury securities and other securities issued or guaranteed by the U.S. government and its agencies and instrumentalities.

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN - CONTINUED

1. General - continued

PIMCO Total Return Fund - This fund seeks maximum total return by investing in a diversified portfolio of fixed-income instruments of varying maturities, which may be represented by forwards or derivatives such as options, future contracts, or swap agreements.

Blackrock Global Allocation Fund - This fund seeks to provide high total investment return by investing in domestic and foreign equities, debt securities, and money market instruments, the combination of which can be varied based on market and economic conditions.

PIMCO Real Return Fund - This fund seeks maximum real return by investing primarily in investment-grade securities, high-yield securities, and derivative instruments.

Franklin Growth Fund - This fund seeks capital appreciation by substantially investing the equity securities of companies that are leaders in their industries.

2. Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and Plan earnings or losses. Allocations are based on participant earnings or account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

3. Notes Receivable from Participants

Participant's may borrow from their vested fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms typically require payment within five years, unless the loan is taken for the purchase of a primary residence. The loans are secured by the balance in their participant's account. The loans bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the plan administrators. Principal and interest is paid ratably through payroll deductions.

4. Payment of Benefits

Upon termination of service, a participant with a vested account balance of \$5,000 or less may elect to receive a lump-sum distribution of cash equal to the vested value of his or her account. If no such election is made an automatic transfer of the balance will be rolled over to an IRA established in the name and for the benefit of the participant, if the account balance is greater than \$1,000 and less than or equal to \$5,000. If the account balance is \$1,000 or less, the account balance will be distributed to the participant. A participant with a vested account balance of \$5,000 or greater may elect to receive either a lump-sum distribution equal to the vested value of his or her account or transfer the vested value of his or her account into another eligible plan or annuity or maintain his or her account in the Plan. No payment of benefits shall be made until all unpaid loans of the participant have been paid in full.

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN - CONTINUED

4. Payment of Benefits - continued

Normal retirement under the Plan is defined as retirement from employment upon attaining age 65, although a participant may postpone retirement for Plan purposes. Retirement benefits equal to 100% of the participant's vested account balance are available when the participant dies or becomes disabled. Upon the death of a participant, the participant's benefit will be automatically paid to the participant's surviving spouse or to a designated beneficiary.

5. Vesting

Participants are immediately vested in their contributions, and actual earnings or losses thereon. The Company contributions including matching contributions will be 25% vested after two years, 50% vested after three years, 75% vested after four years and 100% vested after five years. Participants become 100% vested in Company contributions upon normal retirement; early retirement, which is available once a participant attains age 55; disability or death.

6. Disposition of Forfeitures

If a participant who is not fully vested terminates employment with the Company for any reason other than normal or early retirement, disability or death, the nonvested portion of his or her account is forfeited. At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$11,002 and \$9,065, respectively. These forfeitures will be used to reduce future Company contributions or pay administrative expenses of the Plan. Forfeitures were used to pay plan administrative expenses of \$0 for each of the years ended December 31, 2012 and 2011, respectively.

7. Plan Administration

The general administration of the Plan and the responsibility of carrying out the provisions of the Plan are placed on the Administrators who are appointed by the Company's Board of Directors. The Administrators appointed Bank of America Merrill Lynch to receive, invest and hold Plan assets and to transfer amounts out of the trust fund to participants as determined by the provisions of the Plan.

8. Funding Policy

Participants may contribute 1% to 100% of their gross annual earnings, subject to certain limitations, to the Plan as tax savings contributions (up to the maximum amount allowed by Internal Revenue Service guidelines), where no federal or state income tax is paid on these amounts until they are distributed from the Plan to the participant. Effective July 5, 2010 to June 28, 2015, the Company is required to contribute 2% of each eligible participant's gross pay and 50% of the first 6% of each eligible participant's voluntary contributions.

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE B - SUMMARY OF ACCOUNTING POLICIES

A summary of the significant accounting policies consistently followed by the Plan in the preparation of its financial statements is as follows:

1. Basis of Presentation

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

2. Investment Valuation

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurement.

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

Investment contracts held by the Plan must be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of the plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Federated Capital Preservation Fund, which is a fully benefit-responsive stable value collective fund (the SVCF). The statements of net assets available for benefit present the fair value of the SVCF as well as the adjustment of the fund from fair value to contract value. The statements of changes in net assets available for benefits is prepared on a contract-value basis.

3. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

4. Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Administrators to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE B - SUMMARY OF ACCOUNTING POLICIES - CONTINUED

5. Risks and Uncertainties

The Plan provides for various investment options in mutual funds and a collective trust. 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 change could materially affect participants' account balances and the future amounts reported in the statements of net assets available for benefits.

6. Payment of Benefits

Benefits are recorded when paid.

7. Administrative Expenses

Certain expenses incurred in connection with the general administration of the Plan are paid by the Plan and are recorded as administrative expenses. Certain other expenses incurred in connection with the general administration of the Plan are paid by the Company and are not recognized by the Plan.

8. Reclassifications

Certain reclassifications have been made to the period ended December 31, 2011 financial statements to conform to the period ended December 31, 2012 presentation.

NOTE C - INVESTMENTS

The fair value of individual investments that represent more than 5% of the Plan's net assets available for benefits as of December 31 are as follows:

	2012	2011
Federal Capital Preservation Fund	\$ 2,441,496	\$ 2,277,222
American Century Equity Income Fund	517,697	430,966
American EuroPacific Growth Fund	346,931	*
Legg Mason ClearBridge Appreciation Fund	755,333	739,056

*Investments did not represent five percent or more of the Plan's net assets.

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE D - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification 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 are described as follows:

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

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 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.

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE D - FAIR VALUE MEASUREMENTS - CONTINUED

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds - Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net assets value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable value collective fund - The stable value collective fund (SVCF) is stated at fair value and then adjusted to contract value. Fair value of the SVCF is measured as the net asset value (NAV) per unit based on the fair value of the underlying investments (primarily guaranteed investment contracts and synthetic investment contracts), and contract value is the principal plus accrued interest.

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

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

	2012			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Pending settlement fund	\$ 200	\$ -	\$ -	\$ 200
Value funds	713,340	-	-	713,340
Blend funds	1,098,596	-	-	1,098,596
Growth funds	1,007,129	-	-	1,007,129
Bond funds	448,266	-	-	448,266
Total mutual funds	3,267,531	-	-	3,267,531
Stable value collective fund ⁽¹⁾	-	2,441,496	-	2,441,496
Total investments at fair value	\$ 3,267,531	\$ 2,441,496	\$ -	\$ 5,709,027

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE D - FAIR VALUE MEASUREMENTS - CONTINUED

	2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Pending settlement fund	\$ 420	\$ -	\$ -	\$ 420
Value funds	600,158	-	-	600,158
Blend funds	1,023,578	-	-	1,023,578
Growth funds	810,484	-	-	810,484
Bond funds	279,012	-	-	279,012
Total mutual funds	2,713,652	-	-	2,713,652
Stable value collective fund ⁽¹⁾	-	2,277,222	-	2,277,222
Total investments at fair value	\$ 2,713,652	\$ 2,277,222	\$ -	\$ 4,990,874

⁽¹⁾ The fund invests in short-term securities, investments in open-end registered investment companies, guaranteed investment contracts (traditional GICs), separate account guaranteed investment contracts (separate account GICs) and synthetic guaranteed investment contracts (synthetic GICs). The fund is appropriate for investors who want stable principal value. Participants may purchase units of the Fund daily based on the established unit value of \$10.00. Participants may redeem all or a portion of their investment in the fund on a daily basis.

NOTE E - STABLE VALUE COLLECTIVE FUND

A participant's ownership of the SVCF is represented by units. Units are issued and redeemed daily at the SVCF's constant net unit value (NUV) of \$10 per unit. The SVCF allows for daily liquidity with no additional notice required for redemption. Although it is the policy of the SVCF to use its best efforts to maintain a stable NUV of \$10 per unit, there is no guarantee that the SVCF will be able to maintain that value.

Participants ordinarily may request the withdrawal or transfer of all or a portion of their investment in the SVCF at contract value. Contract value represents contributions made to the SVCF plus earnings less participant withdrawals and administrative expenses. Withdrawals initiated by the plan sponsor will normally be provided at contract value as soon as practicable within twelve months following written notice to the SVCF trustee. The SVCF imposes certain restrictions on the Plan.

Plan management believes the occurrence of events and circumstances that would cause the SVCF to transact at less than contract value is not probable.

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE E - STABLE VALUE COLLECTIVE FUND - CONTINUED

The interest rate (also known as the crediting rate) is initially based on the yield of the underlying securities and changes based on the experience of the cash flow and market value of the underlying fixed-income securities. The key factors that influence future interest crediting rates for a separate account and synthetic GIC include: the level of market interest rates; the amount and timing of participant contributions, transfers and withdrawals into/out of the GIC; the investment returns generated by the fixed-income securities underlying the GIC; and the duration of the fixed-income securities underlying the GIC. Interest crediting rates are typically reset on a monthly or quarterly basis according to each GIC.

Dividends and interest on the SVCF were \$38,466 and \$34,561 for the years ended December 31, 2012 and 2011, respectively.

Information on the SVCF is as follows as of December 31:

	<u>2012</u>	<u>2011</u>
Average yield	1.59%	2.09%
Crediting interest rate	1.95%	2.33%

NOTE F - TAX STATUS

The Plan is based on a prototype plan which has received a determination letter from the Internal Revenue Service dated August 9, 2002 which stated the prototype plan is a qualified plan under the provisions of section 401(a) of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Administrators believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, no provisions have been made for income taxes.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE G - INFORMATION CERTIFIED BY THE TRUSTEES

The Administrators have elected the method of annual reporting compliance permitted by CFR 250.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Bank of America Merrill Lynch, the trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Investment income (loss) and interest income on notes receivable from participants, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.
- Schedule H, Line 4i--Schedule of assets (held at end of year) December 31, 2012.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE H - PLAN TERMINATION

The Company reserves the right to terminate the Plan at any time after July 5, 2015, although the Company has not expressed any intent to do so. On termination of the Plan, the Administrators will liquidate all the assets held by the Plan. After payment of all expenses of liquidation, the assets will be distributed to the participants by the Administrators in the manner and order set forth by ERISA. In the event of Plan termination, participants would become 100% vested in their Company contributions.

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per financial statements	\$ 6,423,062	\$ 5,508,601
Adjustment from contract value to fair value for interest in stable value collective fund relating to fully benefit-	<u>42,274</u>	<u>48,444</u>
Net assets available for benefits per Form 5500	<u>\$ 6,465,336</u>	<u>\$ 5,629,045</u>

Lopez Foods, Inc. 401(k) Pension Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2012 and 2011

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500 - CONTINUED

The following is a reconciliation of the net increase in the net assets available for benefits as presented in the financial statements to the Form 5500 for the year ending December 31:

	<u>2012</u>	<u>2011</u>
Net increase in net asses available for benefits per financial statements	\$ 842,461	\$ 291,955
Change in adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	<u>(6,170)</u>	<u>48,444</u>
Net increase in net assets available for benefits per Form 5500	\$ <u>836,291</u>	\$ <u>340,399</u>

NOTE J - SUBSEQUENT EVENTS

The Sponsor evaluated the Plan's December 31, 2012 financial statements for subsequent events through October 11, 2013, the date the financial statements were available to be issued, for potential recognition or disclosure in these financial statements.

SUPPLEMENTAL SCHEDULE

Lopez Foods, Inc. 401(k) Pension Savings Plan

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

Identity of issuer, borrower, lessor or similar party/ description of investment	Current value
Collective investments trust	
Federated Capital Preservation Fund	\$ 2,441,496
Mutual funds	
American Century Equity Income Fund	517,697
American EuroPacific Growth Fund	346,931
Goldman Sachs Growth Opportunities Fund	212,479
Legg Mason ClearBridge Appreciation Fund	755,333
Oppenheimer Developing Markets Fund	154,942
Perkins Mid Cap Value Fund	113,558
Perkins Small Cap Value Fund	82,085
Sentinel Small Company Fund	130,155
Oakmark International Fund	3,767
American Century Government Bond Fund	111,099
PIMCO Total Return Fund	320,685
Blackrock Global Allocation Fund	184,554
PIMCO Real Return Fund	16,482
Franklin Growth Fund	317,564
Pending Settlement Fund	200
* Participant notes receivable (a)	756,309
	<u>\$ 6,465,336</u>

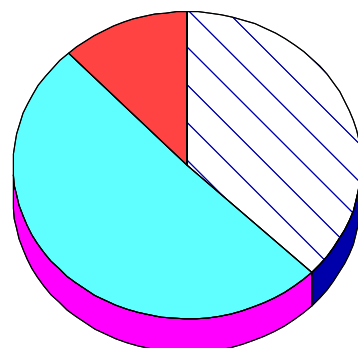
(a) Participant notes receivable (interest rates 2.25% to 6.25%, maturing at various dates through November 2020)

* Party-in-interest

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2012 - 12/31/2012

LOPEZ FOODS, INC. 401(K) PENSION
SAVINGS PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



37.55% COMMON / COLLECTIVE TRUSTS

12.04% LOANS

0.00% ACCRUED INCOME

51.14% MUTUAL FUNDS

0.00% PENDING SETTLEMENT FUNDS

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>COMMON / COLLECTIVE TRUSTS</u>					
FEDERATED CAPITAL PRES CL ISP	239,392.8810	10.000	2,393,928.82	2,393,928.81	37.47%
FEDERATED CAPITAL PRES GM ISP	529.3000	10.000	5,293.00	5,293.00	0.08%
TOTAL COMMON / COLLECTIVE TRUSTS			2,399,221.82	2,399,221.81	37.55%
<u>MUTUAL FUNDS</u>					
GOLDMAN SACHS GROWTH OPP A	9,078.0514	22.910	185,614.37	207,978.16	3.25%
GOLDMAN SACHS GROWTH OPP A GM	196.4413	22.910	4,313.60	4,500.47	0.07%
THE OAKMARK INTL FD CL II	178.9564	21.050	3,324.29	3,767.03	0.06%
PERKINS MID CAP VALUE FD CL A	4,986.3755	21.320	102,126.28	106,309.53	1.66%
PERKINS MID CAP VALUE GM CL A	339.9887	21.320	7,195.53	7,248.56	0.11%
PERKINS SMALL CAP VALUE FD	3,722.8066	21.010	79,911.72	78,216.17	1.22%

Balances include the effect of pending trades

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2012 - 12/31/2012

LOPEZ FOODS, INC. 401(K) PENSION
SAVINGS PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
PERKINS SMALL CAP VALUE FD GM	184.1373	21.010	3,982.23	3,868.72	0.06%
AMERICAN EUROPACIFIC GR FD R3	8,305.5906	40.450	298,772.69	335,961.14	5.26%
AMERICAN EUROPACIF GR FD R3 GM	271.1967	40.450	10,162.86	10,969.91	0.17%
AMERICAN CENTURY EQUITY INCOME	64,367.5660	7.820	435,200.42	503,354.37	7.88%
AMERICAN CENTURY EQUITY INC GM	1,834.1532	7.820	13,405.96	14,343.08	0.22%
AMERICAN CENT GOV BD FD CL A	8,216.5582	11.450	94,774.53	94,079.59	1.47%
AMERICAN CENT GOV BD GM CL A	1,486.4473	11.450	17,096.26	17,019.82	0.27%
SENTINEL SMALL COMPANY FD A	20,003.4796	6.420	137,852.39	128,422.34	2.01%
SENTINEL SMALL COMPANY A-GM	269.8520	6.420	1,941.99	1,732.45	0.03%
BLACKROCK GLOBAL ALLOC A	9,349.2638	19.740	170,326.52	184,554.47	2.89%
PIMCO REAL RETURN BD FD CL A	60.4043	12.270	750.70	741.16	0.01%
PIMCO REAL RET BD CL A GM	1,282.8741	12.270	15,501.47	15,740.87	0.25%
OPPENHEIMER DEV MKTS FD CL A	4,390.5247	35.290	130,902.94	154,941.62	2.42%
PIMCO TOTAL RETURN FUND CL A	25,428.3506	11.240	284,975.78	285,814.66	4.47%
PIMCO TOT RET FD CL A GM	3,102.2835	11.240	34,777.53	34,869.67	0.55%
CLEARBRIDGE APPRECIATION FD A	48,110.3642	15.700	610,406.02	755,332.72	11.82%
FRANKLIN CUST FD INC GROWTH	5,950.7166	50.610	268,265.87	301,165.77	4.71%
FRANKLIN CUST FD INC GROWTH GM	324.0214	50.610	14,801.37	16,398.72	0.26%
TOTAL MUTUAL FUNDS			2,926,383.32	3,267,331.00	51.14%
<u>LOANS</u>					
LOAN FUND	769,113.4700	1.000	769,113.47	769,113.47	12.04%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

LOPEZ FOODS, INC. 401(K) PENSION
SAVINGS PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>PENDING SETTLEMENT FUNDS</u>					
PENDING SETTLEMENT FUND	200.0000	1.000	200.00	200.00	0.00%
INVESTMENT TOTAL			6,094,918.61	6,435,866.28	100.73%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			0.01	0.01	0.00%
CASH			(46,341.90)	(46,341.90)	-0.73%
TOTAL ASSETS			6,048,576.72	6,389,524.39	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades