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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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
THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES

1b Three-digit plan number (PN) ▶ 030

1c Effective date of plan 02/27/1986

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

MRS. CLARKS FOODS, L.C.

740 SE DALBEY DR
ANKENY, IA 50021-3908

2b Employer Identification Number (EIN) 42-1481257

2c Sponsor's telephone number 515-299-6400

2d Business code (see instructions) 311400

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.	10/14/2013	KELLY HAYERTZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	JERRY VAN DER KAMP
	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

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

ASSOCIATED BENEFITS CORPORATION

1415 28TH STREET, SUITE 100
WEST DES MOINES, IA 50266-1450

3b Administrator's EIN: 42-1279416

3c Administrator's telephone number: 515-226-0303

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**	137
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**	0
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	83
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	83
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	87
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	83
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	20
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:
2F 2G 2J 2K 2E 3H 2S 2T

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
THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES

B Three-digit plan number (PN) ▶ 030

C Plan sponsor's name as shown on line 2a of Form 5500
MRS. CLARKS FOODS, L.C.

D Employer Identification Number (EIN)
42-1481257

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

THE VANGUARD GROUP, INC.

23-1945930

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

GALLIARD CAPITAL MANAGEMENT, INC.

41-1813702

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

STATE STREET GLOBAL ADVISORS

04-1867445

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

MONUMENTAL LIFE INSURANCE CO.
4333 EDGEWOOD RD NE
CEDAR RAPIDS, IA 52499

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

BANK OF AMERICA, N.A.

100 NORTH TYRON ST.
SUITE 220
CHARLOTTE, NC 28202-4031

(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)

WELLS FARGO BANK, N.A.

41-6257133

(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?
21 24 37 60 64 65	TRUSTEE BANK	2692	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PIMCO LLC

840 NEWPORT CENTER DR.
SUITE 100
NEWPORT BEACH, CA 92660

(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?
28 52	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

VICTORY CAPITAL MANAGEMENT

127 PUBLIC SQUARE
20TH FLOOR
CLEVELAND, OH 44114-1306

(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?
28 52	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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)

ATLANTA CAPITAL MANAGEMENT CO., LLC

1705 PEACHTREE STREET
SUITE 2100
ATLANTA, GA 30309

(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?
28 52	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

ARTIO MANAGMENT LLC

26-1421410

(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?
28 52	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

MASSACHUSETTS FINANCIAL SERVICES CO

04-2747644

(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?
28 52	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES

B Three-digit plan number (PN) ▶ 030

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MRS. CLARKS FOODS, L.C.

D Employer Identification Number (EIN)
42-1481257

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

a Name of MTIA, CCT, PSA, or 103-12 IE: EB DIVERSIFIED STK FND-KEY MIT EBT

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
34-6514544-001	C	315602

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P 500 INDEX FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

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)
90-0337987-306	C	235933

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO FIXED INCOME FUND J

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-0232928-001	C	151884

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RET FUND FOR EBT

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6208187-001	C	148660

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA GLOBAL EQUITY FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

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)
90-0337987-242	C	913

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES

B Three-digit plan number (PN) ▶ 030

C Plan sponsor's name as shown on line 2a of Form 5500
MRS. CLARKS FOODS, L.C.

D Employer Identification Number (EIN)
42-1481257

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)		
(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)	36507	30512
(2) U.S. Government securities	1c(2)	505284	248055
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	100337	182636
(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)	140704	136288
(9) Value of interest in common/collective trusts	1c(9)	580300	852993
(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)	1115234	573194
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	555	350978

			(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	2478921	2374656
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2478921	2374656

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)	68105	
	(B) Participants	2a(1)(B)	157609	
	(C) Others (including rollovers)	2a(1)(C)	5014	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		230728
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1477	
	(B) U.S. Government securities	2b(1)(B)	12005	
	(C) Corporate debt instruments	2b(1)(C)	8839	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	4615	
	(F) Other	2b(1)(F)	686	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		27622
	(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)	3196	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3196
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		116590
(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)		102210
c Other income	2c		10210
d Total income. Add all **income** amounts in column (b) and enter total	2d		490556
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	746259	
(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)		746259
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	2100	
(3) Investment advisory and management fees	2i(3)	2692	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4792
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		751051
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-260495
l Transfers of assets:			
(1) To this plan	2l(1)		156230
(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: DELOITTE & TOUCHE LLP **(2)** EIN: 13-3891517

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:

		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		19212
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	

			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.)	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			

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. [X] **Yes** [ ] **No** **Amount:** 0

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)

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
THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES

B Three-digit plan number (PN) ▶ 030

C Plan sponsor's name as shown on line 2a of Form 5500
MRS. CLARKS FOODS, L.C.

D Employer Identification Number (EIN)
42-1481257

Part I Distributions

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

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

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

EIN(s): 41-6257133

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 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):

The Restated Thrift/Profit Sharing Plan For Cooperatives

Administered By Associated Benefits Corporation (Participating Employer — Mrs. Clarks Foods, L.C., Group 411)
Employer Identification Number: 42-1481257
Plan Number: 030

Financial Statements — Modified Cash Basis as of December 31, 2012 and 2011 and for the Years Then Ended, Supplemental Schedules as of and for the year ended December 31, 2012, and Independent Auditors' Report

THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES
Administered By Associated Benefits Corporation
(Participating Employer — Mrs. Clarks Foods, L.C., Group 411)

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NOTE: All other schedules required by Section 2520.103-10 of 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.

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Associated Benefits Corporation
Plan Administrator for The Restated Thrift/
Profit Sharing Plan for Cooperatives and Participants
(Participating Employer — Mrs. Clarks Foods, L.C., Group 411):

Report on the Financial Statements

We were engaged to audit the accompanying financial statements — modified cash basis of The Restated Thrift/Profit Sharing Plan for Cooperatives (Participating Employer — Mrs. Clarks Foods, L.C., Group 411) (the "Plan"), which comprise the statements of net assets available for benefits — modified cash basis as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits — modified cash basis 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 the modified cash basis of accounting described in Note 2 to the financial statements; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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.

Auditors' 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 information summarized in Note 3, which was certified by Wells Fargo Bank, n.a., the trustee of The Thrift and Profit Sharing Trust for Cooperatives, of which the Plan is a participant, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee 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.

Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedules listed in the Table of Contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

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

Deloitte & Touche LLP

September 27, 2013

THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES
Administered By Associated Benefits Corporation
(Participating Employer — Mrs. Clarks Foods, L.C., Group 411)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS — MODIFIED CASH BASIS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
PARTICIPANT-DIRECTED INVESTMENTS:		
Investment in The Thrift and Profit Sharing Trust for Cooperatives — At fair value as determined by quoted market price	$ 573,194	$1,115,234
Investment in The Thrift and Profit Sharing Trust for Cooperatives — At estimated fair value	1,659,156	1,222,983
Participant-directed investments — at fair value	2,232,350	2,338,217
OTHER ASSETS	6,018	
NOTES RECEIVABLE FROM PARTICIPANTS	136,288	140,704
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	2,374,656	2,478,921
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT RESPONSIVE INVESTMENT CONTRACTS	(42,191)	(41,836)
NET ASSETS AVAILABLE FOR BENEFITS	$2,332,465	$2,437,085

See notes to financial statements — modified cash basis.

THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES
Administered By Associated Benefits Corporation
(Participating Employer — Mrs. Clarks Foods, L.C., Group 411)

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS — MODIFIED CASH BASIS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS:		
Investment income from The Thrift and Profit Sharing Trust for Cooperatives	$ 254,858	$ -
Interest income on notes receivable from participants	4,615	7,426
Contributions:		
Employer's	68,105	87,487
Participants'	157,609	207,218
Net rollover assets transferred	161,244	
Total additions	646,431	302,131
DEDUCTIONS:		
Investment loss from The Thrift and Profit Sharing Trust for Cooperatives		9,068
Benefits paid to participants	746,259	392,997
Administrative expenses	4,792	4,103
Net rollover assets transferred		3,317
Total deductions	751,051	409,485
NET CHANGE	(104,620)	(107,354)
NET ASSETS AVAILABLE FOR BENEFITS: BEGINNING OF YEAR	2,437,085	2,544,439
END OF YEAR	$2,332,465	$2,437,085

See notes to financial statements — modified cash basis.

1. DESCRIPTION OF THE PLAN

The Restated Thrift/Profit Sharing Plan for Cooperatives ("Thrift/Profit Sharing Plan") is a prototype defined contribution plan administered by Associated Benefits Corporation ("Plan Administrator"). The participating employer, Mrs. Clarks Foods, L.C., Group 411, has adopted the Thrift/Profit Sharing Plan with 401(k) provisions ("Plan"). The following description of the Plan provides only general information. Participants should refer to the Plan document for more complete information.

General — The Plan is a defined contribution plan available to all full-time employees of the participating employer who have attained age 21 and completed four months of service. Wells Fargo Bank, n.a. ("Trustee") serves as the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was terminated effective October 29, 2012, and is currently in the process of distributing participant accounts.

Contributions — Each year, participants may contribute up to 80 percent of their compensation on a pre-tax basis, as defined in the Plan, subject to certain Internal Revenue Code (IRC) limitations. In addition, after-tax contributions to the Plan are permitted up to the limits allowed by law. The participating employer contributes 50 percent of the first 6 percent of base compensation that a participant contributes to the Plan.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's and employer contributions and an allocation of Plan earnings (losses) and charged with withdrawals and an allocation of administrative expenses. Allocations are based on participant account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments — Participants direct the investment of their contributions and employer contributions into any combination of the investment alternatives offered by the Plan in multiples of one percent. Plan participants may transfer funds from one investment fund to another. Transfers are effective the day made or the next business day.

Vesting — Participants are immediately vested in employee contributions and actual earnings (losses) thereon and vested in employer contributions and actual earnings (losses) thereon after completing three years of service.

Notes Receivable from Participants — Participants may borrow from their fund accounts, subject to balance limitations. The repayment period for the loans is not to exceed five years, or fifteen years if the loan is for the purchase of the participant's principal residence. The loans are secured by the balance in the participant's account. The interest rate charged on the loans is one percentage point above the prime rate. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits — On termination of service, a participant may elect to receive either a lump-sum payment equal to the value of his or her vested account, or installment payments over various periods as elected by the participant.

Forfeited Accounts — At December 1, 2012 and 2011, forfeited nonvested accounts totaled $6,018 and $2,953, respectively. These accounts will be used to reduce future employer contributions. During the year ended December 31, 2012 and 2011, employer contributions were reduced by $4,692 and $4,166, respectively, from forfeited nonvested accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America (GAAP). Under the modified cash basis of accounting, transactions are recorded in the financial statements on the cash receipts and disbursement basis; however, investments are adjusted to fair value. Accordingly, these statements are not intended to present the Plan's financial position or changes in financial position in conformity with GAAP. The principal differences in the Plan's statements relate to investment income and contributions, which are not recorded until received.

Use of Estimates — The preparation of financial statements in conformity with the modified cash basis of accounting, which is a comprehensive basis of accounting other than GAAP, requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan through its investment in the Thrift and Profit Sharing Trust for Cooperatives ("Trust") utilizes various investment securities, including U.S. government securities, corporate debt instruments, mutual funds, and common collective trust funds. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — Investments are stated at fair value. Fair value of a financial instrument is the amount 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 description of valuation methods. Purchases and sales of securities are recorded on a trade-date basis. Dividend and interest income are recorded as received. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

The general fund is a stabilized fixed income portfolio managed by the Trustee. The objective of the general fund is to produce stable returns that are usually higher than traditional money market investments. The general fund usually experiences little or no fluctuation in principal value as it is invested predominately in direct obligations of the U.S. Government and U.S. Government Agencies. The general fund is stated at fair value and then adjusted to contract value as described below.

In accordance with GAAP, the general fund is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The statements of changes in net assets available for benefits are presented on a contract value basis.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Valuation of Investments (Investment Contracts) — The Plan's investment contracts with Bank of America, N.A. and Monumental Life Insurance Co. included in the general fund are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations.

Notes Receivable from Participants — Notes receivable from participants are valued at unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based on the terms of the Plan document.

Administrative Expenses — Administrative expenses of the Plan are paid by the Plan as provided in the Plan document. Certain fees are paid by the Plan Sponsor which are not reflected in the statements of changes in net assets available for benefits.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. As of December 31, 2012 and 2011, net assets available for benefits included no benefits due to participants who had withdrawn from participation in the Plan but have not yet been paid.

Subsequent Events — Subsequent events related to the financial statements — modified cash basis have been evaluated through September 27, 2013, which is the date the financial statements — modified cash basis were available to be issued, and the Plan has determined that there are no material events that required adjustment to or disclosure in these financial statements — modified cash basis.

New Accounting Standards — The accounting standard initially adopted in 2012 is described below.

ASU No. 2011-04 — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption did not have a material effect on the statement of net assets available for benefits and statement of changes in net assets available for benefits. The additional disclosures are included in Note 4 to the financial statements.

3. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the years then ended, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by Wells Fargo Bank, n.a., the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	2012	2011
Statements of Net Assets Available for Benefits — Modified Cash Basis:		
Participant-directed investments at fair value as determined by quoted market price	$ 573,194	$ 1,115,234
Participant-directed investments at estimated fair value	1,659,156	1,222,983
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(42,191)	(41,836)

During the years ended December 31, 2012 and 2011, investment income, as certified by the Trustee, includes interest and dividend income and net appreciation (depreciation) on investments. Net appreciation (depreciation) on investments includes gains and losses on investments bought and sold, as well as held during the year. Investment income is as follows:

	2012	2011
Statements of Changes in Net Assets Available for Benefits — Modified Cash Basis:		
Investment income (loss) from The Thrift and Profit Sharing Trust for Cooperatives	$ 254,858	$ (9,068)

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Notes 4 and 5: All investment balances and investment information in the notes, except for the classification of investments into levels within the fair value hierarchy.

4. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides 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, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is to the fair value measurement.

Asset Valuation Techniques — Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Shares of registered investment companies held are primarily categorized as Level 1; they are valued at quoted market prices that represent the net asset value of shares held at plan year-end.

U.S. common stocks are categorized as Level 1 if the securities trade on national or international exchanges and are valued at their last reported closing price.

Investments in common collective trust funds are valued based upon the redemption price of units held by the Plan, which is based on the current fair value of the common collective trust funds underlying assets. Unit values are determined by the financial institution sponsoring such funds by dividing the fund's net assets at fair value by its units outstanding at the valuation dates. Investments in common collective trust funds are categorized as Level 2.

The general fund is a stabilized fixed income portfolio managed by the Trustee. The underlying investments in the general fund are stated at estimated fair value based upon quoted market prices as of year end or yields available on comparable investments as determined and certified by the Trustee. The investment in the general fund is categorized as Level 2. The following table provides examples of inputs that are commonly relevant for valuing particular classes of fixed-income securities in which the Plan invests through the general fund. These classifications are not exclusive, and any of the inputs may be used to value any other class of fixed-income security.

Fixed-Income Class	Examples of Standard Inputs
Corporate bonds	Standard inputs and events affecting market sectors and individual issuer credit worthiness
U.S. Treasuries, U.S. government agencies, state and local obligations, non-US government securities	Standard inputs and Treasury curves and spreads
Mortgage backed securities, asset backed securities	Prepayment speeds, actual pool, and collateral information
All	Trade execution data, live trading levels, cash flows, bids, offers, quotes, spreads, indices, Treasury curves, observed market movements, volatility, specific terms and conditions (collectively referred to as "standard inputs")

The following tables set forth by level within the fair value hierarchy a summary of the Trust's investments measured at fair value on a recurring basis at December 31, 2012 and 2011.

	Fair Value Measurements at December 31, 2012, Using			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
International stock funds	$ 23,829,205	$ -	$ -	$ 23,829,205
Fixed income funds	27,757,350			27,757,350
Target retirement date funds	101,872,881			101,872,881
Total mutual funds	153,459,436	-	-	153,459,436
Common Collective Trust Funds:				
Domestic stock funds		171,096,105		171,096,105
International stock funds		1,058,888		1,058,888
Fixed income funds		2,503,622		2,503,622
Total common collective trust funds	-	174,658,615	-	174,658,615
Common stock — consumer goods	98,442			98,442
General fund		178,241,352		178,241,352
Total	$ 153,557,878	$ 352,899,967	$ -	$ 506,457,845

	Fair Value Measurements at December 31, 2011, Using			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
Domestic stock funds	$ 60,708,625	$ -	$ -	$ 60,708,625
International stock funds	20,327,541			20,327,541
Fixed income funds	21,391,476			21,391,476
Target retirement date funds	75,481,148			75,481,148
Total mutual funds	177,908,790	-	-	177,908,790
Common Collective Trust Funds:				
Domestic stock funds		94,097,829		94,097,829
International stock funds		611,288		611,288
Fixed income funds		1,475,348		1,475,348
Total common collective trust funds	-	96,184,465	-	96,184,465
Common stock — consumer goods	100,339			100,339
General fund		168,329,999		168,329,999
Total	$ 178,009,129	$ 264,514,464	$ -	$ 442,523,593

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2012 and 2011.

	Fair Value Measurements at December 31, 2012, Using			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
International stock funds	$ 77,650	$ -	$ -	$ 77,650
Fixed income funds	216,728			216,728
Target retirement date funds	278,816			278,816
Total mutual funds	573,194	-	-	573,194
Common Collective Trust Funds:				
Domestic stock funds		882,303		882,303
International stock funds		913		913
General fund		775,940		775,940
Total	$ 573,194	$ 1,659,156	$ -	$ 2,232,350

	Fair Value Measurements at December 31, 2011, Using			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
Domestic stock funds	$ 307,673	$ -	$ -	$ 307,673
International stock funds	81,133			81,133
Fixed income funds	183,828			183,828
Target retirement date funds	542,600			542,600
Total mutual funds	1,115,234	-	-	1,115,234
Common Collective Trust Funds –				
Domestic stock funds		439,374		439,374
General fund		783,609		783,609
Total	$ 1,115,234	$ 1,222,983	$ -	$ 2,338,217

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

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. There were no transfers between levels for the years ended December 31, 2012 and 2011.

5. INVESTMENTS AND INTEREST IN THE THRIFT AND PROFIT SHARING TRUST FOR COOPERATIVES

Wells Fargo Bank, n.a., manages the Trust on behalf of the Thrift/Profit Sharing Plan under the terms of the trust agreement between Wells Fargo Bank, n.a. and the Thrift/Profit Sharing Plan. The Plan is a participant in the Trust. The authority to invest is vested in the Trustee, subject to the funding policy and investment objectives established by the Plan Administrator. The investments and changes therein of the Trust have been reported to the Thrift/Profit Sharing Plan by the Trustee. Since the Plan's funds are commingled with funds from other plans participating in the Trust, the investments reported in these financial statements reflect only the Plan's allocable portion of the individual investments. The Plan participates in the investment activity of the Trust based on a weighted average of invested Plan assets to the total assets of the Trust on a daily basis. Common stock consists of certain investments which have been allowed to be rolled into the Trust without allocation to the Plan's investment options. Participation in these common stocks is based on the specific investments attributable to the Plan of which the participant is a member.

The net assets and investments of the Trust at December 31, 2012 and 2011 are summarized as follows:

	2012	2011
Statements of Net Assets Available for Benefits — Modified Cash Basis:		
Participant-directed investments at fair value as determined by quoted market price:		
Mutual funds:		
Domestic stock funds	$ -	$ 60,708,625
International stock funds	23,829,205	20,327,541
Fixed income funds	27,757,350	21,391,476
Target date funds	101,872,881	75,481,148
Total mutual funds	153,459,436	177,908,790
Common stock	98,442	100,339
	153,557,878	178,009,129
Participant-directed investments at estimated fair value:		
Common collective trust funds:		
Domestic stock funds	171,096,105	94,097,829
International stock funds	1,058,888	611,288
Fixed income funds	2,503,622	1,475,348
Total common collective trust funds	174,658,615	96,184,465
General fund	178,241,352	168,329,999
	352,899,967	264,514,464
Total investments at fair value	506,457,845	442,523,593
Notes receivable from participants	15,536,375	15,012,725
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(9,691,610)	(8,986,948)
Net assets available for benefits	$512,302,610	$448,549,370
Plan's allocable portion of The Thrift and Profit Sharing Trust for Cooperatives	$ 2,332,465	$ 2,437,085

The net investment earnings of the Trust for the years ended December 31, 2012 and 2011, is summarized below:

	2012	2011
Statements of Changes in Net Assets Available for Benefits — Modified Cash Basis:		
Investment income (loss):		
Interest and dividend income	$ 3,520,341	$ 3,302,666
Net appreciation (depreciation):		
Mutual funds:		
Domestic stock funds	6,625,739	7,848,016
International stock funds	3,871,187	(6,714,851)
Fixed income funds	1,313,949	2,827
Target retirement date funds	8,693,159	(1,840,551)
Total mutual funds	20,504,034	(704,559)
Common stock	(4,355)	(10,975)
Common collective trust funds:		
Domestic stock funds	17,510,212	(7,832,182)
International stock funds	122,016	(88,870)
Fixed income funds	79,530	32,741
Total common collective trust funds	17,711,758	(7,888,311)
General fund	4,839,165	4,678,714
Net appreciation (depreciation)	43,050,602	(3,925,131)
Total investment income (loss)	$46,570,943	$ (622,465)
Plan's allocable portion of investment income (loss) from The Thrift and Profit Sharing Trust for Cooperatives	$ 254,858	$ (9,068)

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011, are as follows:

	2012	2011
General Fund	$ 733,749	$ 741,773
PIMCO Total Return Fund	216,728	183,828
SSgA S&P 500 Index	235,933	199,264
Eaton Vance Atlanta Mid Cap	*	307,673
EB Diversified Stock Fund	315,602	240,110
Vanguard Target Retirement	*	130,608
Vanguard Target Retirement 2025	*	134,545
US Small-Mid Cap Core Equity Fund	330,768	*

* Balance did not exceed 5%.

General Fund — The general fund primarily invests in traditional guaranteed investment contracts (GICs) and security backed contracts issued by insurance companies and other financial institutions.

Traditional GICs are backed by the general account of the contract issuer. The general fund deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified period. Interest is accrued on either a simple or fully compounded basis, and is paid either periodically or at the end of the contract term. The issuer guarantees that all qualified participant withdrawals will be at contract value (principal plus accrued interest).

A security backed contract is an investment contract issued by an insurance company or other financial institution, backed by a portfolio of bonds that are owned by the general fund. Security-backed contracts are considered either "targeted benchmark" (underlying investments are managed to a specific benchmark) or "targeted duration" (underlying investments are managed to a specific duration). The portfolio underlying the contract is maintained separately from the contract issuer's general assets, usually by a third party custodian. The interest crediting rate of a security-backed contract is based on the contract value, and the fair value, duration, and yield to maturity of the underlying portfolio. These contracts typically allow for realized and unrealized gains and losses on the underlying assets to be amortized, usually over the duration of the underlying investments, through adjustments to the future interest crediting rate, rather than reflected immediately in the net assets of the general fund. The issuer guarantees that all qualified participant withdrawals will be at contract value.

Risks arise when entering into any investment contract due to the potential inability of the issuer to meet the terms of the contract. In addition, security backed contracts have the risk of default or the lack of liquidity of the underlying portfolio assets.

The primary variables impacting the future crediting rates of security backed contracts include:

- The current yield of the assets underlying the contract
- The duration of the assets underlying the contract
- The existing difference between the fair value and contract value of the assets within the contract.

GICs provide a fixed rate of interest over the term to maturity of the contract, and therefore do not experience fluctuating crediting rates. The security backed contracts are designed to reset their respective crediting rates on a quarterly basis. GIC crediting rates are not reset. Security backed contracts cannot credit an interest rate that is less than 0%.

The crediting rate of security backed contracts will track current market yields on a trailing basis. The rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

To the extent that the underlying portfolio of a security backed contract has unrealized and/or realized losses, a positive adjustment is made to the adjustment from fair value to contract value under contract value accounting. As a result, the future crediting rate may be lower over time than the then current market rates. Similarly, if the underlying portfolio generates unrealized and/or realized gains, a negative adjustment is made to the adjustment from fair value to contract value, and the future crediting rate may be higher than the then current market rates.

Average Yields — The yield earned by the general fund at December 31, 2012 and 2011 was 3.40% and 3.41%, respectively. This represents the annualized earnings of all investments in the general fund divided by the fair value of all investments in the general fund at December 31, 2012 and 2011.

The yield earned by the general fund with an adjustment to reflect the actual interest rate credited to participants in the general fund at December 31, 2012 and 2011 was 1.46% and 1.93%, respectively. This represents the annualized earnings credited to participants in the general fund divided by the fair value of all investments in the general fund at December 31, 2012 and 2011.

Limitations on the Ability of the GIC to Transact at Contract Value — GICs and security backed contracts generally provide for withdrawals associated with certain events which are not in the ordinary course of the general fund operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events which may trigger a market value adjustment; however, such events may include all or a portion of the following:

- Material amendments to the general fund's structure or administration;
- Changes to the participating plans' competing investment options including the elimination of equity wash provisions;
- Complete or partial termination of the general fund, including a merger with another fund;
- The failure of the general fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA;
- The redemption of all or a portion of the interests in the general fund held by a participating plan at the direction of the participating plan sponsor, including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the participating plan (such as a group layoff or early retirement incentive program), the closing or sale of a subsidiary, employing unit, or affiliate, the bankruptcy or insolvency of a plan sponsor, the merger of the plan with another plan, or the plan sponsor's establishment of another tax qualified defined contribution plan;
- Any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to the general fund or participating plans;
- The delivery of any communication to plan participants designed to influence a participant not to invest in the general fund.

GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Security backed contracts generally are evergreen contracts that contain termination provisions, allowing the general fund or the contract issuer to terminate with notice, at any time at fair value, and providing for automatic termination of the contract if the contract value or the fair value of the underlying portfolio equals zero. The issuer is obligated to pay the excess contract value when the fair value of the underlying portfolio equals zero.

In addition, if the general fund defaults in its obligations under the security-backed contract (including the issuer's determination that the agreement constitutes a non-exempt prohibited transaction as defined under ERISA), and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and the general fund will receive the fair value as of the date of termination.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, n.a. Wells Fargo Bank, n.a. is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for the investment management services are included as a reduction of the return earned on each fund.

7. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Participating Employer and the Plan Administrator by a letter dated May 2, 2012, that the Plan and related Trust were designed in accordance with applicable regulations of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter; however, the Participating Employer and the Plan Administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related Trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires 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 IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Participating Employer and the Plan Administrator believe it is no longer subject to income tax examinations for years prior to 2009.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements — modified cash basis to the total net assets per the Form 5500 as of December 31, 2012 and 2011, and the net change in net assets per the financial statements to the net income per the Form 5500 for the years ended December 31, 2012 and 2011, are as follows:

	2012	2011
Net assets available for benefits per the financial statements — modified cash basis	$2,332,465	$2,437,085
Adjustment from contract value to fair value for fully benefit responsive stable value fund investment contracts	42,191	41,836
Total net assets per the Form 5500	$2,374,656	$2,478,921
Net change in net assets per the financial statements — modified cash basis	$ (104,620)	$ (107,354)
Adjustment from contract value to fair value for fully benefit responsive investment contracts — December 31, 2012 and 2011	355	23,934
Net loss per Form 5500	$ (104,265)	$ (83,420)

* * * * * *

SUPPLEMENTAL SCHEDULES

THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES

Administered By Associated Benefits Corporation
(Participating Employer — Mrs. Clarks Foods, L.C., Group 411)
EIN NUMBER: 42-1481257
PLAN NUMBER: 030

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity	(e) Current Value
*	Wells Fargo Bank, n.a.	General Fund, Investment in The Thrift and Profit Sharing Trust for Cooperatives	$ 775,940
	PIMCO Total Return Fund	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	216,728
	SSgA S&P 500 Index	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	235,933
	EB Diversified Stock	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	315,602
	US Small-Mid Cap Core Equity Fund	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	330,768

(Continued)

THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES

Administered By Associated Benefits Corporation
(Participating Employer — Mrs. Clarks Foods, L.C., Group 411)
EIN NUMBER: 42-1481257
PLAN NUMBER: 030

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity	(e) Current Value
	SSgA Global Equity non US	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	$ 913
	MFS Institutional International Equity Fund	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	77,650
	Vanguard Target Retirement	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	752
	Vanguard Target Retirement 2010	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	886
	Vanguard Target Retirement 2015	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	90,545
	Vanguard Target Retirement 2020	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	9,253
	Vanguard Target Retirement 2025	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	10,101
	Vanguard Target Retirement 2030	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	104,065

(Continued)

THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES

Administered By Associated Benefits Corporation
(Participating Employer — Mrs. Clarks Foods, L.C., Group 411)
EIN NUMBER: 42-1481257
PLAN NUMBER: 030

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity	(e) Current Value
	Vanguard Target Retirement 2035	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	$ 16,490
	Vanguard Target Retirement 2040	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	12,736
	Vanguard Target Retirement 2045	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	18,849
	Vanguard Target Retirement 2050	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	12,056
	Vanguard Target Retirement 2055	Investment in The Thrift and Profit Sharing Trust for Cooperatives maintained at Wells Fargo Bank, n.a.	3,083
*	Notes receivable from participants	Maturing 2013–2017 at interest rates of 4.0% to 5.8%.	136,288
		Adjustment from fair value to contract value for fully benefit responsive investment contracts	(42,191)
			$ 2,326,447

*Known to be a party-in-interest.
Note: column (d) is not applicable for participant directed investments and therefore has been omitted.

See accompanying Independent Auditors' Report. (Concluded)

THE RESTATED THRIFT/PROFIT SHARING PLAN FOR COOPERATIVES

Administered By Associated Benefits Corporation
(Participating Employer — Mrs. Clarks Foods, L.C., Group 411)
EIN NUMBER: 42-1481257
PLAN NUMBER: 030

FORM 5500, SCHEDULE H, PART IV, QUESTION 4a — SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

	Total That Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to the Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected under VFCP and PTE 2002-51
	$ -	$ -	$ -	$ 19,212

See accompanying Independent Auditors' Report

Plan Name: **The Restated Thrift/Profit Sharing Plan for Cooperatives**
Plan Sponsor EIN: **42-1481257**
ERISA 3-digit Plan #: **030**
Plan Year Ending: **12/31/2012**

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Schedule H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant ("IQPA").

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial Statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	X

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Schedule C, line 2(h) Formula Description

Formula

Name or Source of Eligible Indirect Compensation	Fund	Description of Services	Annual Exp Net % / Per $1,000	Per Participant
Atlanta Capital Management Co., LLC	Eaton Vance Atlanta Capital SMID-Cap I	Investment Management of the Fund	1.00%/ $10.00	
Victory Capital Management	EB Diversified Stock Fund	Investment Management of the Fund	n/a	
Massachusetts Financial Services Co.	MFS Inst Intl Equity Fund	Investment Management of the Fund	0.75%/ $7.50	
Pimco LLC	Pimco Total Return	Investment Management of the Fund	0.46%/ $4.60	
Pimco LLC	Pimco Inflation Response Fund	Investment Management of the Fund	0.80%/ $8.00	
Artio Global Management LLC	Artio International Equity	Investment Management of the Fund	0.40%/ $4.00	
Wells Fargo Bank, N.A.	WF Advantage Cash Inv Mmkt	Investment Management of the Fund	0.16%/ $1.60	
Wells Fargo Bank, N.A.	Not Applicable	Trustee Fee	0.10%/ $1.00	
Wells Fargo Bank, N.A.	Not Applicable	Trustee Fee/Investment Mgmt of the Fund	n/a	$ 46.50