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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
KEHE DISTRIBUTORS, INC. 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 07/01/1985

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

KEHE DISTRIBUTORS INC.

900 NORTH SCHMIDT ROAD
ROMEOVILLE, IL 60446

2b Employer Identification Number (EIN) 27-1729384

2c Sponsor's telephone number 630-343-0357

2d Business code (see instructions) 423990

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	GEORGE KASPAR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	GEORGE KASPAR
	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

KEHE DISTRIBUTORS INC.

900 NORTH SCHMIDT ROAD
ROMEOVILLE, IL 60446

3b Administrator's EIN
27-1729384

3c Administrator's telephone number
630-343-0357

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**	4264
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**	3121
b	Retired or separated participants receiving benefits	**6b**	9
c	Other retired or separated participants entitled to future benefits	**6c**	800
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3930
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	3930
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3930
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	284
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
KEHE DISTRIBUTORS, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
KEHE DISTRIBUTORS INC.

D Employer Identification Number (EIN)
27-1729384

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	41103	3930	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	47248

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

SBHU LIFE AGENCY INC
333 WEST 34TH ST 7TH FLR
NEW YORK, NY 10001-0000

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	31422	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

MORGAN STANLEY INSURANCE SERVICES
PLAZA 2, 7TH FLOOR
HARBORSIDE FIN CTR PLAZA
JERSEY CITY, NJ 73110

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	15826	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	34021952
5	Current value of plan's interest under this contract in separate accounts at year end	5	25888164

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	33435301
c	Additions: (1) Contributions deposited during the year	7c(1)	2147677		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	929077		
	(4) Transferred from separate account	7c(4)	1229457		
	(5) Other (specify below)	7c(5)	3736444		
	▶ LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS IN				
	(6) Total additions			7c(6)	8042655
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	41477956
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	4342722		
	(2) Administration charge made by carrier	7e(2)	3342		
	(3) Transferred to separate account	7e(3)	977307		
	(4) Other (specify below)	7e(4)	2132633		
	▶ LOAN INITIATIONS TRANSFERS AND MISC OUT FORFEITURE DEBITS				
	(5) Total deductions			7e(5)	7456004
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	34021952

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
KEHE DISTRIBUTORS, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
KEHE DISTRIBUTORS INC.

D Employer Identification Number (EIN)
27-1729384

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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)

CITIGROUP GLOBAL MARKETS INC

11-2418191

(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?
33 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	25572	Yes [ ] No [X]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 60 64	NONE	15550	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MORGAN STANLEY & CO INC

13-2655998

(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?
33 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	12954	Yes [ ] No [X]

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)

PRIAC

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 38	NONE	12166	Yes [ ] No [X]	Yes [ ] No [ ]	0	Yes [ ] No [ ]

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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?
72	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	20.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 PRU JENN MD CP GRW A

(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

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

(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
KEHE DISTRIBUTORS, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
KEHE DISTRIBUTORS INC.

D Employer Identification Number (EIN)
27-1729384

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: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-123	P	2550534

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PIMCO

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-299	P	17273913

a Name of MTIA, CCT, PSA, or 103-12 IE: EATON VANCE LRG CAP A

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-481	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: GOLDMAN SACHS SM CAP VAL

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-391	P	6063717

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)

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
KEHE DISTRIBUTORS, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
KEHE DISTRIBUTORS INC.

D Employer Identification Number (EIN)
27-1729384

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)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3614276	3783430
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	24706803	25888164
(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)	45473607	48607885
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	33435301	34021952
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	107229987	112301431
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	107229987	112301431

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)		
(B) Participants	2a(1)(B)	6028116	
(C) Others (including rollovers)	2a(1)(C)	1245982	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7274098
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	173365	
(F) Other	2b(1)(F)	929077	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1102442
(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)	550131	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		550131
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2898769
(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)		6898398
c Other income	2c		-402
d Total income. Add all **income** amounts in column (b) and enter total	2d		18723436
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13604039	
(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)		13604039
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		27615
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	20338	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		20338
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		13651992
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5071444
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CUTRARA & COMPANY **(2)** EIN: 36-2887252

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	
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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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
KEHE DISTRIBUTORS, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
KEHE DISTRIBUTORS INC.

D Employer Identification Number (EIN)
27-1729384

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): 22-1211670

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):

KeHE Distributors, Inc. 401(k) Retirement Savings Plan
Financial Statements as of December 31, 2012 and 2011
Together with Independent Auditor's Report

KeHE Distributors, Inc. 401(k) Retirement Savings Plan
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CUTRARA & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

16272 Prince Drive
South Holland, Illinois 60473-3233
708.339.0500 • fax 708.339.3271

330 South Michigan Avenue, Suite 1612
Chicago, Illinois 60604-1417
by appointment 312.447.0500

Independent Auditor's Report

To the Participants and Administrator of the KeHE Distributors, Inc. 401(k) Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the KeHE Distributors, Inc. 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit on 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 7, which was certified by Prudential Retirement Insurance Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian 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.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets Held for Investment, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

Cutrara & Company

Chicago, Illinois
October 4, 2013

KeHE Distributors, Inc. 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value:		
Shares of pooled separate accounts	$ 25,888,164	$ 24,706,804
Mutual funds	48,607,886	45,473,606
Participant notes receivable	3,783,429	3,614,276
Prudential Financial, Inc. Guaranteed Income Fund	34,021,952	33,435,301
Total assets	112,301,431	107,229,987
Liabilities		
Refunds Payable	16,651	-
Total liabilities	16,651	-
Net Assets Available for Benefits at Fair Value	112,284,780	107,229,987
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	-
Net Assets Available for Benefits	$ 112,284,780	$ 107,229,987

See notes to financial statements.

KeHE Distributors, Inc. 401(k) Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair market value, interest, dividends, capital gains (losses) and capital gain distributions of mutual funds and money market accounts	$ 10,347,298	$ (2,314,004)
Interest from guaranteed income fund	929,076	1,037,775
Interest from participant loans	173,366	195,608
	11,449,740	(1,080,621)
Contributions, rollovers and transfers:		
Participant contributions	6,011,465	6,710,942
Rollovers and transfers from other plans	1,246,172	1,373,836
	7,257,637	8,084,778
Total additions	18,707,377	7,004,157
Deductions from net assets attributed to:		
Benefits paid to participants or beneficiaries, direct rollovers and deemed distributions	13,637,084	15,624,997
Administrative and other, net	15,500	13,411
Total deductions	13,652,584	15,638,408
Net increase (decrease)	5,054,793	(8,634,251)
Net assets available for benefits:		
Beginning of year	107,229,987	115,864,238
End of year	$ 112,284,780	$ 107,229,987

See notes to financial statements.

Note 1. Plan Description

The following description of the KeHE Distributors, Inc. 401(k) Retirement Savings Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan for all eligible nonunion employees of KeHE Distributors, Inc. ("the Company") who are at least age 18. Employees are immediately eligible to participate in the Plan (no service requirement). The Plan provides for automatic enrolment upon hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Administrator and Trustee

KeHE Food Distributors, Inc. is the Plan administrator. The trustee of the Plan is Prudential Bank & Trust. An employee of the Company is the administrator and trustee of the participant loan activity.

Contributions

Each year, participants may contribute up to 50% of a participant's compensation pursuant to a deferred salary agreement. Participants may also contribute amounts representing distributions from other qualified retirement plans and certain IRAs (rollovers). Lastly, participants may make after-tax contributions up to 10% of compensation. Total deferrals during the year may not exceed a dollar limit which is set by law. The Company may make matching contributions each year based on participant salary deferral contributions. Additional amounts may be contributed by the Company at the discretion of the Company's Board of Directors. The Company did not make any discretionary contributions to the Plan during 2012 or 2011.

Participant accounts

Each participant's account is credited with the participant's contributions, Company matching contributions, and allocations of the Company's discretionary contribution, if any, and Plan earnings and charged with an allocation of administrative expenses and Plan losses. Allocations are based on participant earnings (losses) or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their contributions plus earnings or minus losses thereon. Vesting in the remainder of their accounts is based on years of continuous service. Participant vesting is based on a schedule which provides 20% vesting after two years of service, increasing 20% annually reaching 100% after six years of credited service. In the event of death, disability, or retirement at designated ages, participants become fully vested.

Investment options

Upon enrollment in the Plan, a participant may direct his or her account balance in various investment options as more fully described in the Plan's literature.

Payment of benefits

Participants may elect to receive a lump sum equal to the value of the account, substantially equal installments over a period not to exceed life expectancy, partial withdrawals or a joint and 100% survivor annuity. In addition, hardship distributions are permitted if certain criteria are met.

Note 1. Plan Description, continued

Participant notes receivable
Participants may borrow from their accounts amounts ranging from $1,000 up to the lesser of 50% of their vested account balance, or $50,000. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant Notes Receivable fund. Loan terms range from 1 to 5 years. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate plus 2%. Interest rates currently range from 4.25% to 10.25%. Principal and interest are paid through payroll deductions.

Plan forfeitures
Plan forfeitures may be used to pay Plan expenses, reduce Company contributions, or are reallocated to Plan participants. During 2012, the Plan allocated prior year forfeitures to Plan participants. There were no forfeitures used to pay plan expenses in 2012 or 2011.

At December 31, 2012 and 2011, forfeited non-vested accounts included in net assets available to benefits were $74,887 and $265,338, respectively.

Reclassification
Certain prior year amounts have been reclassified to conform to the current year presentation.

Note 2. Significant Accounting Policies

The summary of significant accounting policies is presented to assist in understanding the Plan's financial statements. The financial statements and notes are representations of the Plan's trustee and administrator who are responsible for the integrity and objectivity of the financial statements.

Investment valuation and income recognition
The Plan's investments are stated at fair value. The investment in the Guaranteed Interest Fund held with Prudential Retirement Insurance and Annuity Company ("Prudential") is reported at contract value as determined by Prudential (Note 4). Shares of pooled separate accounts held with Prudential are stated at estimated fair value which represents the net asset value of shares held by the Plan at year-end as determined by Prudential. Participant notes receivable are valued at cost which approximates fair value.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a guaranteed interest contract. Contract value for this guaranteed interest contract is based on the net asset value of the fund as reported by the investment advisor. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment in the guaranteed interest contract as well as the adjustment of the investment in the guaranteed interest contract from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Note 2. Significant Accounting Policies, continued

Interest, dividends, capital gain distributions, net realized and unrealized appreciation (depreciation) are recorded in the accompanying statement of changes in net assets available for benefits as investment income (loss). Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis.

Accounting estimates
The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Payment of benefits
Benefits are recorded when paid.

Operating expenses
Expenses of maintaining the Plan are generally paid by the Company.

Note 3. Fair Value Measurement

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

		Fair Value Measurements Using:		
December 31, 2012	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Quoted Prices in Active Markets for Similar Assets (Level 2)	Significant Unobservable Inputs (Level 3)
Shares of pooled separate accounts	$ 25,888,164	$ -	$ 25,888,164	$ -
Mutual funds	48,607,886	48,607,886	-	-
Participant notes receivable	3,783,429	-	-	3,783,429
Prudential Financial, Inc. Guaranteed Income Fund	34,021,952	-	34,021,952	-
	$ 112,301,431	$ 48,607,886	$ 59,910,116	$ 3,783,429
December 31, 2011				
Shares of pooled separate accounts	$ 24,706,804	$ -	$ 24,706,804	$ -
Mutual funds	45,473,606	45,473,606		-
Participant notes receivable	3,614,276	-	-	3,614,276
Prudential Financial, Inc. Guaranteed Income Fund	33,435,301	-	33,435,301	-
	$ 107,229,987	$ 45,473,606	$ 58,142,105	$ 3,614,276

Note 3. Fair Value Measurement, continued

The fair value measurements accounting literature establishes a fair value hierarchy that prioritizes the inputs into valuation techniques used to measure fair value. This hierarchy consists of three broad levels: level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, level 2 inputs consist of observable inputs other than quoted prices for identical assets, and level 3 inputs have the lowest priority.

Level 1 Fair Value Measurements
The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements
The fair value of shares of pooled separate accounts is based on quoted net asset values of the assets held within the accounts held by the Plan at year-end.

Level 3 Fair Value Measurements
The fair value of participant notes receivable approximates the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of these fair value measurements.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Participant Loans
December 31, 2012	
Beginning balance	$ 3,614,276
Purchases, sales, issuances, and settlements (net)	169,153
Ending balance	$ 3,783,429
December 31, 2011	
Beginning balance	$ 4,314,609
Purchases, sales, issuances, and settlements (net)	(700,333)
Ending balance	$ 3,614,276

Note 4. Investment Contract with Insurance Company

The Plan has a Guaranteed Interest Fund (the Fund) with Prudential which is maintained in Prudential's general investment account. As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As of December 31, 2012 and 2011, the fair value of the Fund equaled the contract value resulting in no adjustment to net assets available for benefits.

There are no reserves against contract value for contract termination clauses or credit risk of the contract issuer or otherwise. The crediting interest rate was 2.75% and 3.15% at December 31, 2012 and 2011, respectively. The average yield rate was 2.75% and 3.15% for the years ended December 31, 2012 and 2011, respectively.

Note 5. Investments

The following table presents the value of investments as of December 31, 2012 and 2011. Investments representing more than 5% of the Plan's net assets are separately identified.

	2012	2011
Investments at fair value:		
Prudential Core Plus Bond/Pimco	$ 17,273,913	$ 16,286,944
Prudential Eaton Vance Large Cap A	-	10,934,939
Wells Fargo Adv Growth	12,376,173	11,282,012
T. Rowe Price Equity Inc	11,524,893	-
American Funds Europacific Growth R3	13,388,240	12,289,148
Prudential Goldman Sachs Small Cap Val	6,063,717	6,075,401
Prudential Jennison Mid Cap Growth A	6,167,424	5,721,202
Delaware Emerging Markets A	-	2,377,834
Other	7,701,690	5,212,930
	74,496,050	70,180,410
Participant notes receivable	3,783,429	3,614,276
Investment at contract value:		
Prudential Retirement Insurance and Annuity Company Guaranteed Income Fund	34,021,952	33,435,301
	$ 112,301,431	$ 107,229,987

Note 6. Related Party Transactions

The shares of pooled separate accounts and the guaranteed interest fund are held by, and are investments of, Prudential, the custodian of the Plan. Prudential performs certain administrative services for the Plan and, therefore, these transactions qualify as party-in-interest. Plan administrative expenses paid to Prudential by the Plan amounted to $15,550 and $13,411 for the Plan years ended December 31, 2012 and 2011, respectively.

Certain other Plan administrative expenses are paid by the Company. Other Company employees perform administrative services on behalf of the Plan and do not receive compensation from the Plan for their services.

Note 7. Information Certified by the Custodian

The plan administrator has received from the Custodian, as of and for the years ended December 31, 2012 and 2011, certification as to the accuracy and completeness of certain financial information and data in accordance with Section CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. The data certified includes all investments and related investment activity reflected in the accompanying financial statements, except for participant notes receivable and related loan activity.

Note 8. Plan Termination

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

Note 9. Income Tax Status

Effective April 24, 2002, the Plan adopted a non-standardized form of a prototype plan. The Plan received opinion letters dated March 31, 2008 and April 23, 2002 from the Internal Revenue Service as to the plan's qualified status. The Plan's opinion letter has been relied upon by this Plan, its administrator, trustee and the Company. The Plan administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits, per the financial statements	$ 112,284,780	$ 107,229,987
Refunds payable	16,651	-
Net assets available for benefits, per Form 5500	$ 112,301,431	$ 107,229,987

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net change in net assets available for benefits, per the financial statements	$ 5,054,793	$ (8,634,251)
Change in refunds payable	16,651	-
Net change in assets available for benefits, per Form 5500	$ 5,071,444	$ (8,634,251)

Note 11. Risks and Uncertainties

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

Note 12. Subsequent Events

Management has evaluated subsequent events through October 4, 2013, the date on which the financial statements were available to be issued.

KeHE Distributors, Inc. 401(k) Retirement Savings Plan

Schedule H, Line 4i - Schedule of Assets Held for Investment

December 31, 2012

EIN: 36-2466088

Plan Number: 004

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	(e) Current value
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/Pimco	**	$ 17,273,913
*	Prudential Retirement Insurance and Annuity Company	Goldman Sachs Small Cap Val	**	6,063,717
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund	**	2,550,534
*	T. Rowe Price	T. Rowe Price Equity Inc	**	11,524,893
*	American Funds	Europacific Growth R3	**	13,388,240
*	Wells Fargo	Wells Fargo Adv Gro	**	12,376,173
*	JP Morgan	Mid Cap Value A	**	827,735
*	Virtus	Virtus Emerg Mkt Opprts A	**	2,204,420
*	Eaton Vance	Eaton Vance Income Fund Boston	**	1,065,497
*	Prudential Jennison	Jennison Mid Cap Growth A	**	6,167,424
*	Columbia	Alliance Bernstein Small Cap Gr K	**	1,053,504
				74,496,050
	Participant Loans	Participant notes receivable (interest rates range from 4.25% to 10.25%)	**	3,783,429
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Interest Fund	**	34,021,952
				$ 112,301,431

* Indicates a party-in-interest investment.

** Not applicable for participant-directed investments.

See notes to financial statements.

KeHE Distributors, Inc. 401(k) Retirement Savings Plan
Financial Statements as of December 31, 2012 and 2011
Together with Independent Auditor's Report

KeHE Distributors, Inc. 401(k) Retirement Savings Plan
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CUTRARA & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

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Chicago, Illinois 60604-1417
by appointment 312.447.0500

Independent Auditor's Report

To the Participants and Administrator of the KeHE Distributors, Inc. 401(k) Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the KeHE Distributors, Inc. 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit on 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 7, which was certified by Prudential Retirement Insurance Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian 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.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets Held for Investment, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

Cutrara & Company

Chicago, Illinois
October 4, 2013

KeHE Distributors, Inc. 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value:		
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Total assets	112,301,431	107,229,987
Liabilities		
Refunds Payable	16,651	-
Total liabilities	16,651	-
Net Assets Available for Benefits at Fair Value	112,284,780	107,229,987
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	-
Net Assets Available for Benefits	$ 112,284,780	$ 107,229,987

See notes to financial statements.

KeHE Distributors, Inc. 401(k) Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair market value, interest, dividends, capital gains (losses) and capital gain distributions of mutual funds and money market accounts	$ 10,347,298	$ (2,314,004)
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Beginning of year	107,229,987	115,864,238
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The Plan's investments are stated at fair value. The investment in the Guaranteed Interest Fund held with Prudential Retirement Insurance and Annuity Company ("Prudential") is reported at contract value as determined by Prudential (Note 4). Shares of pooled separate accounts held with Prudential are stated at estimated fair value which represents the net asset value of shares held by the Plan at year-end as determined by Prudential. Participant notes receivable are valued at cost which approximates fair value.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a guaranteed interest contract. Contract value for this guaranteed interest contract is based on the net asset value of the fund as reported by the investment advisor. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment in the guaranteed interest contract as well as the adjustment of the investment in the guaranteed interest contract from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Note 2. Significant Accounting Policies, continued

Interest, dividends, capital gain distributions, net realized and unrealized appreciation (depreciation) are recorded in the accompanying statement of changes in net assets available for benefits as investment income (loss). Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis.

Accounting estimates
The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

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Benefits are recorded when paid.

Operating expenses
Expenses of maintaining the Plan are generally paid by the Company.

Note 3. Fair Value Measurement

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

		Fair Value Measurements Using:		
December 31, 2012	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Quoted Prices in Active Markets for Similar Assets (Level 2)	Significant Unobservable Inputs (Level 3)
Shares of pooled separate accounts	$ 25,888,164	$ -	$ 25,888,164	$ -
Mutual funds	48,607,886	48,607,886	-	-
Participant notes receivable	3,783,429	-	-	3,783,429
Prudential Financial, Inc. Guaranteed Income Fund	34,021,952	-	34,021,952	-
	$ 112,301,431	$ 48,607,886	$ 59,910,116	$ 3,783,429
December 31, 2011				
Shares of pooled separate accounts	$ 24,706,804	$ -	$ 24,706,804	$ -
Mutual funds	45,473,606	45,473,606		-
Participant notes receivable	3,614,276	-	-	3,614,276
Prudential Financial, Inc. Guaranteed Income Fund	33,435,301	-	33,435,301	-
	$ 107,229,987	$ 45,473,606	$ 58,142,105	$ 3,614,276

Note 3. Fair Value Measurement, continued

The fair value measurements accounting literature establishes a fair value hierarchy that prioritizes the inputs into valuation techniques used to measure fair value. This hierarchy consists of three broad levels: level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, level 2 inputs consist of observable inputs other than quoted prices for identical assets, and level 3 inputs have the lowest priority.

Level 1 Fair Value Measurements
The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements
The fair value of shares of pooled separate accounts is based on quoted net asset values of the assets held within the accounts held by the Plan at year-end.

Level 3 Fair Value Measurements
The fair value of participant notes receivable approximates the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of these fair value measurements.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Participant Loans
December 31, 2012	
Beginning balance	$ 3,614,276
Purchases, sales, issuances, and settlements (net)	169,153
Ending balance	$ 3,783,429
December 31, 2011	
Beginning balance	$ 4,314,609
Purchases, sales, issuances, and settlements (net)	(700,333)
Ending balance	$ 3,614,276

Note 4. Investment Contract with Insurance Company

The Plan has a Guaranteed Interest Fund (the Fund) with Prudential which is maintained in Prudential's general investment account. As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As of December 31, 2012 and 2011, the fair value of the Fund equaled the contract value resulting in no adjustment to net assets available for benefits.

There are no reserves against contract value for contract termination clauses or credit risk of the contract issuer or otherwise. The crediting interest rate was 2.75% and 3.15% at December 31, 2012 and 2011, respectively. The average yield rate was 2.75% and 3.15% for the years ended December 31, 2012 and 2011, respectively.

Note 5. Investments

The following table presents the value of investments as of December 31, 2012 and 2011. Investments representing more than 5% of the Plan's net assets are separately identified.

	2012	2011
Investments at fair value:		
Prudential Core Plus Bond/Pimco	$ 17,273,913	$ 16,286,944
Prudential Eaton Vance Large Cap A	-	10,934,939
Wells Fargo Adv Growth	12,376,173	11,282,012
T. Rowe Price Equity Inc	11,524,893	-
American Funds Europacific Growth R3	13,388,240	12,289,148
Prudential Goldman Sachs Small Cap Val	6,063,717	6,075,401
Prudential Jennison Mid Cap Growth A	6,167,424	5,721,202
Delaware Emerging Markets A	-	2,377,834
Other	7,701,690	5,212,930
	74,496,050	70,180,410
Participant notes receivable	3,783,429	3,614,276
Investment at contract value:		
Prudential Retirement Insurance and Annuity Company Guaranteed Income Fund	34,021,952	33,435,301
	$ 112,301,431	$ 107,229,987

Note 6. Related Party Transactions

The shares of pooled separate accounts and the guaranteed interest fund are held by, and are investments of, Prudential, the custodian of the Plan. Prudential performs certain administrative services for the Plan and, therefore, these transactions qualify as party-in-interest. Plan administrative expenses paid to Prudential by the Plan amounted to $15,550 and $13,411 for the Plan years ended December 31, 2012 and 2011, respectively.

Certain other Plan administrative expenses are paid by the Company. Other Company employees perform administrative services on behalf of the Plan and do not receive compensation from the Plan for their services.

Note 7. Information Certified by the Custodian

The plan administrator has received from the Custodian, as of and for the years ended December 31, 2012 and 2011, certification as to the accuracy and completeness of certain financial information and data in accordance with Section CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. The data certified includes all investments and related investment activity reflected in the accompanying financial statements, except for participant notes receivable and related loan activity.

Note 8. Plan Termination

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

Note 9. Income Tax Status

Effective April 24, 2002, the Plan adopted a non-standardized form of a prototype plan. The Plan received opinion letters dated March 31, 2008 and April 23, 2002 from the Internal Revenue Service as to the plan's qualified status. The Plan's opinion letter has been relied upon by this Plan, its administrator, trustee and the Company. The Plan administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits, per the financial statements	$ 112,284,780	$ 107,229,987
Refunds payable	16,651	-
Net assets available for benefits, per Form 5500	$ 112,301,431	$ 107,229,987

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net change in net assets available for benefits, per the financial statements	$ 5,054,793	$ (8,634,251)
Change in refunds payable	16,651	-
Net change in assets available for benefits, per Form 5500	$ 5,071,444	$ (8,634,251)

Note 11. Risks and Uncertainties

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

Note 12. Subsequent Events

Management has evaluated subsequent events through October 4, 2013, the date on which the financial statements were available to be issued.

KeHE Distributors, Inc. 401(k) Retirement Savings Plan

Schedule H, Line 4i - Schedule of Assets Held for Investment

December 31, 2012

EIN: 36-2466088

Plan Number: 004

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	(e) Current value
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/Pimco	**	$ 17,273,913
*	Prudential Retirement Insurance and Annuity Company	Goldman Sachs Small Cap Val	**	6,063,717
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund	**	2,550,534
*	T. Rowe Price	T. Rowe Price Equity Inc	**	11,524,893
*	American Funds	Europacific Growth R3	**	13,388,240
*	Wells Fargo	Wells Fargo Adv Gro	**	12,376,173
*	JP Morgan	Mid Cap Value A	**	827,735
*	Virtus	Virtus Emerg Mkt Opprts A	**	2,204,420
*	Eaton Vance	Eaton Vance Income Fund Boston	**	1,065,497
*	Prudential Jennison	Jennison Mid Cap Growth A	**	6,167,424
*	Columbia	Alliance Bernstein Small Cap Gr K	**	1,053,504
				74,496,050
	Participant Loans	Participant notes receivable (interest rates range from 4.25% to 10.25%)	**	3,783,429
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Interest Fund	**	34,021,952
				$ 112,301,431

* Indicates a party-in-interest investment.

** Not applicable for participant-directed investments.

See notes to financial statements.

KeHE Distributors, Inc. 401(k) Retirement Savings Plan
Financial Statements as of December 31, 2012 and 2011
Together with Independent Auditor's Report

KeHE Distributors, Inc. 401(k) Retirement Savings Plan
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CUTRARA & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

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Chicago, Illinois 60604-1417
by appointment 312.447.0500

Independent Auditor's Report

To the Participants and Administrator of the KeHE Distributors, Inc. 401(k) Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the KeHE Distributors, Inc. 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit on 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 7, which was certified by Prudential Retirement Insurance Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian 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.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets Held for Investment, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

Cutrara & Company

Chicago, Illinois
October 4, 2013

KeHE Distributors, Inc. 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value:		
Shares of pooled separate accounts	$ 25,888,164	$ 24,706,804
Mutual funds	48,607,886	45,473,606
Participant notes receivable	3,783,429	3,614,276
Prudential Financial, Inc. Guaranteed Income Fund	34,021,952	33,435,301
Total assets	112,301,431	107,229,987
Liabilities		
Refunds Payable	16,651	-
Total liabilities	16,651	-
Net Assets Available for Benefits at Fair Value	112,284,780	107,229,987
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	-
Net Assets Available for Benefits	$ 112,284,780	$ 107,229,987

See notes to financial statements.

KeHE Distributors, Inc. 401(k) Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair market value, interest, dividends, capital gains (losses) and capital gain distributions of mutual funds and money market accounts	$ 10,347,298	$ (2,314,004)
Interest from guaranteed income fund	929,076	1,037,775
Interest from participant loans	173,366	195,608
	11,449,740	(1,080,621)
Contributions, rollovers and transfers:		
Participant contributions	6,011,465	6,710,942
Rollovers and transfers from other plans	1,246,172	1,373,836
	7,257,637	8,084,778
Total additions	18,707,377	7,004,157
Deductions from net assets attributed to:		
Benefits paid to participants or beneficiaries, direct rollovers and deemed distributions	13,637,084	15,624,997
Administrative and other, net	15,500	13,411
Total deductions	13,652,584	15,638,408
Net increase (decrease)	5,054,793	(8,634,251)
Net assets available for benefits:		
Beginning of year	107,229,987	115,864,238
End of year	$ 112,284,780	$ 107,229,987

See notes to financial statements.

Note 1. Plan Description

The following description of the KeHE Distributors, Inc. 401(k) Retirement Savings Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan for all eligible nonunion employees of KeHE Distributors, Inc. ("the Company") who are at least age 18. Employees are immediately eligible to participate in the Plan (no service requirement). The Plan provides for automatic enrolment upon hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Administrator and Trustee

KeHE Food Distributors, Inc. is the Plan administrator. The trustee of the Plan is Prudential Bank & Trust. An employee of the Company is the administrator and trustee of the participant loan activity.

Contributions

Each year, participants may contribute up to 50% of a participant's compensation pursuant to a deferred salary agreement. Participants may also contribute amounts representing distributions from other qualified retirement plans and certain IRAs (rollovers). Lastly, participants may make after-tax contributions up to 10% of compensation. Total deferrals during the year may not exceed a dollar limit which is set by law. The Company may make matching contributions each year based on participant salary deferral contributions. Additional amounts may be contributed by the Company at the discretion of the Company's Board of Directors. The Company did not make any discretionary contributions to the Plan during 2012 or 2011.

Participant accounts

Each participant's account is credited with the participant's contributions, Company matching contributions, and allocations of the Company's discretionary contribution, if any, and Plan earnings and charged with an allocation of administrative expenses and Plan losses. Allocations are based on participant earnings (losses) or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their contributions plus earnings or minus losses thereon. Vesting in the remainder of their accounts is based on years of continuous service. Participant vesting is based on a schedule which provides 20% vesting after two years of service, increasing 20% annually reaching 100% after six years of credited service. In the event of death, disability, or retirement at designated ages, participants become fully vested.

Investment options

Upon enrollment in the Plan, a participant may direct his or her account balance in various investment options as more fully described in the Plan's literature.

Payment of benefits

Participants may elect to receive a lump sum equal to the value of the account, substantially equal installments over a period not to exceed life expectancy, partial withdrawals or a joint and 100% survivor annuity. In addition, hardship distributions are permitted if certain criteria are met.

Note 1. Plan Description, continued

Participant notes receivable
Participants may borrow from their accounts amounts ranging from $1,000 up to the lesser of 50% of their vested account balance, or $50,000. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant Notes Receivable fund. Loan terms range from 1 to 5 years. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate plus 2%. Interest rates currently range from 4.25% to 10.25%. Principal and interest are paid through payroll deductions.

Plan forfeitures
Plan forfeitures may be used to pay Plan expenses, reduce Company contributions, or are reallocated to Plan participants. During 2012, the Plan allocated prior year forfeitures to Plan participants. There were no forfeitures used to pay plan expenses in 2012 or 2011.

At December 31, 2012 and 2011, forfeited non-vested accounts included in net assets available to benefits were $74,887 and $265,338, respectively.

Reclassification
Certain prior year amounts have been reclassified to conform to the current year presentation.

Note 2. Significant Accounting Policies

The summary of significant accounting policies is presented to assist in understanding the Plan's financial statements. The financial statements and notes are representations of the Plan's trustee and administrator who are responsible for the integrity and objectivity of the financial statements.

Investment valuation and income recognition
The Plan's investments are stated at fair value. The investment in the Guaranteed Interest Fund held with Prudential Retirement Insurance and Annuity Company ("Prudential") is reported at contract value as determined by Prudential (Note 4). Shares of pooled separate accounts held with Prudential are stated at estimated fair value which represents the net asset value of shares held by the Plan at year-end as determined by Prudential. Participant notes receivable are valued at cost which approximates fair value.

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Interest, dividends, capital gain distributions, net realized and unrealized appreciation (depreciation) are recorded in the accompanying statement of changes in net assets available for benefits as investment income (loss). Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis.

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Mutual funds	48,607,886	48,607,886	-	-
Participant notes receivable	3,783,429	-	-	3,783,429
Prudential Financial, Inc. Guaranteed Income Fund	34,021,952	-	34,021,952	-
	$ 112,301,431	$ 48,607,886	$ 59,910,116	$ 3,783,429
December 31, 2011				
Shares of pooled separate accounts	$ 24,706,804	$ -	$ 24,706,804	$ -
Mutual funds	45,473,606	45,473,606		-
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Prudential Financial, Inc. Guaranteed Income Fund	33,435,301	-	33,435,301	-
	$ 107,229,987	$ 45,473,606	$ 58,142,105	$ 3,614,276

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	74,496,050	70,180,410
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Note 10. Reconciliation of Financial Statements to Form 5500

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	2012	2011
Net assets available for benefits, per the financial statements	$ 112,284,780	$ 107,229,987
Refunds payable	16,651	-
Net assets available for benefits, per Form 5500	$ 112,301,431	$ 107,229,987

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net change in net assets available for benefits, per the financial statements	$ 5,054,793	$ (8,634,251)
Change in refunds payable	16,651	-
Net change in assets available for benefits, per Form 5500	$ 5,071,444	$ (8,634,251)

Note 11. Risks and Uncertainties

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

Note 12. Subsequent Events

Management has evaluated subsequent events through October 4, 2013, the date on which the financial statements were available to be issued.

KeHE Distributors, Inc. 401(k) Retirement Savings Plan

Schedule H, Line 4i - Schedule of Assets Held for Investment

December 31, 2012

EIN: 36-2466088

Plan Number: 004

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	(e) Current value
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/Pimco	**	$ 17,273,913
*	Prudential Retirement Insurance and Annuity Company	Goldman Sachs Small Cap Val	**	6,063,717
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund	**	2,550,534
*	T. Rowe Price	T. Rowe Price Equity Inc	**	11,524,893
*	American Funds	Europacific Growth R3	**	13,388,240
*	Wells Fargo	Wells Fargo Adv Gro	**	12,376,173
*	JP Morgan	Mid Cap Value A	**	827,735
*	Virtus	Virtus Emerg Mkt Opprts A	**	2,204,420
*	Eaton Vance	Eaton Vance Income Fund Boston	**	1,065,497
*	Prudential Jennison	Jennison Mid Cap Growth A	**	6,167,424
*	Columbia	Alliance Bernstein Small Cap Gr K	**	1,053,504
				74,496,050
	Participant Loans	Participant notes receivable (interest rates range from 4.25% to 10.25%)	**	3,783,429
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Interest Fund	**	34,021,952
				$ 112,301,431

* Indicates a party-in-interest investment.

** Not applicable for participant-directed investments.

See notes to financial statements.