Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 04/01/1996

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

BERKELEY BOWL PRODUCE INC

920 HEINZ AVENUE
BERKELEY, CA 94710-0000

2b Employer Identification Number (EIN) 94-2803364

2c Sponsor's telephone number 510-843-6929

2d Business code (see instructions) 445110

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	GEN YASUDA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	GEN YASUDA
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	456
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**	450
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	25
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	475
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	475
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	414
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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:
2A 2E 2G 2J 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BERKELEY BOWL PRODUCE INC

D Employer Identification Number (EIN)
94-2803364

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

TRPC
1620 WESTGATE CIRCLE SUITE 170
BRENTWOOD, TN 37027

38-3712991

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

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

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

GREAT WEST LIFE & ANNUITY COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

84-0467907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORDKEEPER	225	Yes [X] No [ ]	Yes [X] No [ ]		Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BERKELEY BOWL PRODUCE INC

D Employer Identification Number (EIN)
94-2803364

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)	1072072	1124708
(2) Participant contributions	1b(2)		14438
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7583861	9528274
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	8655933	10667420
	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		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	8655933	10667420

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)	1124708	
	(B) Participants	2a(1)(B)	353297	
	(C) Others (including rollovers)	2a(1)(C)	2986	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1480991
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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(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)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	949953	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		949953

		(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)		
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2430944
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	404743	
(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)		404743
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	225	
(4) Other	2i(4)	14489	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		14714
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		419457
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2011487
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: OTO BAILEY FUKUMOTO & MISHIMA **(2)** EIN: 94-2339481

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		71976
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **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
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BERKELEY BOWL PRODUCE INC

D Employer Identification Number (EIN)
94-2803364

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): 20-3579657 38-3712991

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):

Financial Statements

Berkeley Bowl Produce, Inc.
401(k) Profit Sharing Plan
Years Ended December 31, 2012 and 2011

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Oto Bailey Fukumoto & Mishima, Inc.
Certified Public Accountants and Consultants

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Division for CPA Firms AICPA

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Emeryville, CA 94662-9170

Administrative Committee
Berkeley Bowl Produce, Inc.
Berkeley, California

Independent Auditor's Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Berkeley Bowl Produce, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 4, which was certified by Orchard Trust Company, LLC and MG Trust Company, LLC, the Custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that MG Trust Company, LLC held the Plan's investment assets and executed investment transactions from September 19, 2012 to December 31, 2012, and that Orchard Trust Company, LLC held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period from January 1, 2012 to September 18, 2012. The Plan Administrator has obtained certifications 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 Custodians 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 schedules of Schedule H, line 4i - Schedule of Assets (Held at End of Year) and Schedule H, line 4a - Schedule of Delinquent Participant Contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 schedules 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.

OTO BAILEY FUKUMOTO & MISHIMA, INC.

By: _____
Jeffrey S. Oto, CPA, CVA

Emeryville, California
October 12, 2013

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	December 31, 2012	December 31, 2011
Contribution receivable:		
Salary deferral	$ 14,438	$ -
Profit sharing	1,124,708	1,072,072
	1,139,146	1,072,072
Investments - at fair value:		
Mutual funds	9,528,274	7,583,861
Net Assets Available for Benefits	$ 10,667,420	$ 8,655,933

(The accompanying notes are an integral part of these financial statements)

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2012	2011
Additions (Deductions) to Net Assets Attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ 768,658	$ (310,874)
Dividend income	181,295	131,573
	949,953	(179,301)
Contribution:		
Salary deferral	353,297	285,092
Profit sharing	1,124,708	1,070,896
Rollover	2,986	10,704
	2,430,944	1,187,391
Deductions from Net Assets Attributed to:		
Benefits paid to participants	(404,743)	(369,436)
Investment management fees	(14,714)	(4,295)
	(419,457)	(373,731)
Net Increase	2,011,487	813,660
Net Assets Available for Benefits		
Beginning of year	8,655,933	7,842,273
End of year	$ 10,667,420	$ 8,655,933

(The accompanying notes are an integral part of these financial statements)

1. Description of the Plan

General

Berkeley Bowl Produce, Inc. (the Company) is the Sponsor and Administrator of its 401(k) Profit Sharing Plan (the Plan), with Glenn, Diane and Gen Yasuda (Officers and Shareholders of the Company) and Dan Kataoka (Officer of the Company) as Trustees and Associated Pension Consultants as the Third-Party Administrator. Sanford C. Bernstein & Co. served as Investment Advisor as of December 31, 2011 and for the period from January 1, 2012 through September 18, 2012. Smart Investor is the current Investment Advisor for the Plan beginning September 19, 2012. Effective February 15, 2013, the Plan was amended to remove Dan Kataoka as a Trustee of the Plan.

Effective September 18, 2012, the Recordkeeper of the Plan was changed to The Retirement Plan Company from Great-West Retirement Services. In addition, a transfer of investment assets in-kind occurred on September 18, 2012 to the new Custodian, MG Trust Company, LLC, who began holding the Plan's investment assets and executing investment transactions from September 19, 2012 to December 31, 2012. The prior Custodian, Orchard Trust Company, LLC, held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period from January 1, 2012 to September 18, 2012. The conversion initiated a blackout period beginning September 11, 2012 and continuing through October 11, 2012. During this period, participants could not change investments, transfer balances between investments, or obtain a distribution. Employee contributions did continue through payroll deductions.

Previously, effective on June 1, 2011, the Recordkeeper of the Plan was changed to Great-West Retirement Services from DST Retirement Solutions, LLC (an organization formed between Boston Financial Data Services, Inc. and DST Systems, Inc.). A transfer of investment assets in-kind occurred on May 31, 2011 to the new Custodian, Orchard Trust Company, LLC, who began holding the Plan's investment assets and executing investment transactions from June 1, 2011 to December 31, 2011. The prior Custodian, State Street Bank and Trust Company, held the Plan's investment assets and executed investment transactions as of December 31, 2010 and for the period from January 1, 2011 to May 31, 2011. The conversion initiated a blackout period beginning May 20, 2011 and continuing through June 21, 2011. During this period, participants could not change investments, transfer balances between investments, or obtain a distribution. Employee contributions did continue through payroll deductions.

The Plan also remains subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

1. Description of the Plan (continued)

Contributions

Profit Sharing Plan

Employees are eligible to participate after completing one year of employment and more than 1,000 hours of service. After an employee has satisfied the eligibility requirements, entry to the Plan occurs on either January 1st or July 1st of each year. The Company makes discretionary contribution to the Plan at the rate of 6.5% and 6% of Eligible Compensation based on the Years of Service. All Company contributions are participant directed. Contributions totaled $1,124,708 and $1,070,896 for years ended December 31, 2012 and 2011, respectively.

401(k) Plan

Employees may elect to participate in the Plan upon completion of six months of service. Contributions are made to the Plan by participants through payroll deductions. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants contributed $353,297 and $285,092 for the years ended December 31, 2012 and 2011, respectively.

In addition, the Plan allows eligible employees to make qualified transfers from other plans (employee rollover contributions).

Participant Accounts

The Company's contribution and forfeitures (non-vested portion of terminated employee accounts) are allocated to employee groups as provided by the Adoption Agreement. Such amounts are then allocated to individual accounts within the group based on the ratio each individual's compensation bears to the group's total participant compensation. Investment gains, losses and expenses are allocated to participant accounts upon receipt or disbursement, as each participant holds an individual account in the Plan.

Vesting

Participants in the Profit Sharing and 401(k) Plans are immediately vested in their accounts. Forfeitures, if any, result from participants who separated from the Company prior to August 8, 2005, when the Plan was subject to a six-year vesting requirement.

Notes Receivable from Participants

The Plan does not allow participant loans.

1. Description of the Plan (continued)

Payment of Benefits

Benefits are paid to participants upon termination of employment or retirement. Distributions are paid either in lump sum payment, or installment payments which are made over a period of years selected by participants.

A participant's account may be distributed to his or her beneficiary in lump sum or installment payments upon the participant's death.

2. Summary of Significant Accounting Policies

Method of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting. Employer contributions and interest and other investment income are recorded when earned. Benefits and administrative expenses are recognized when the obligation is incurred.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Accordingly, actual results may differ from those estimates.

Risks and Uncertainties

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

Operating Expenses

The Plan Sponsor (employer) absorbs a certain amount of the Plan's administrative costs including accounting fees.

3. Fair Value Measurements

The Plan has adopted the authoritative accounting standard which defines fair value, outlines a framework for measuring fair value, and details the required disclosures under GAAP regarding fair value measurements.

The standard establishes a three-level value hierarchy for disclosures of fair-value measurements. The valuation hierarchy is based on the transparency of the inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. An active market for the asset or liability is a market in which the transaction for the asset or liability occurs with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities in markets that are active; quoted market prices in markets that are not active; or model-derived valuations or other inputs that are observable or can be corroborated by observable market data for substantially the full terms of the assets or liabilities.

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable (e.g. a reporting entity's own data).

The following table presents the Plan's investments measured at fair value on a recurring basis at December 31, 2012:

	Total December 31, 2012	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
Growth Funds	$ 7,119	$ 7,119	-	-
Value Funds	4,349,353	4,349,353	-	-
Blend Funds	1,393,642	1,393,642	-	-
Real Estate Funds	628,831	628,831	-	-
Taxable Bond Funds	3,131,198	3,131,198	-	-
Money Market Fund	18,131	18,131	-	-
Total	$ 9,528,274	$ 9,528,274	$ -	$ -

3. Fair Value Measurements (continued)

The following table presents the Plan's investments measured at fair value on a recurring basis at December 31, 2011:

	Total December 31, 2011	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
AllianceBernstein Exchange Reserves	$ 1,873,758	$ 1,873,758	-	-
Growth Funds	44,383	44,383	-	-
Value Funds	35,980	35,980	-	-
Target Date Funds	2,096,449	2,096,449	-	-
Blend Funds	3,475,671	3,475,671	-	-
Foreign Blend Funds	7,967	7,967	-	-
Real Estate Funds	4,801	4,801	-	-
Taxable Bond Funds	44,852	44,852	-	-
Total	$ 7,583,861	$ 7,583,861	$ -	$ -

The following is a description of the valuation methodology used for a fair value measurement of investments:

> Mutual funds – Mutual funds are stated at fair value based upon the quoted net asset value of shares held by the Plan on the last business day of the year.

The method described above may generate a fair value calculation that may not be indicative of net realizable value of future fair values. While the Plan believes the valuation methodology used is appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts.

4. Investments and Concentration of Investment Risk

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Custodians have certified to the completeness and accuracy of all investments reflected on the accompanying statement of net assets available for benefits as of December 31, 2012 and 2011, note 3, and the Supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012; and the related investment activity reflected in the statement of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.

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

The following schedule presents investments that represent five percent or more of the Plan's net assets:

Investment	December 31, 2012	December 31, 2011
Vanguard Short-Term Bond Index Signal (140,283 and -0- units, respectively)	$ 1,491,207	$ -
DFA U.S. Vector Equity (96,287 and -0- units, respectively)	1,153,520	-
DFA U.S. Core Equity 2 (93,802 and -0- units, respectively)	1,142,509	-
DFA U.S. Large Cap Value (41,102 and -0- units, respectively)	941,243	-
DFA Two-Year Global Fixed-Income (87,444 and -0- units, respectively)	877,938	-
DFA International Core Equity (74,249 and -0- units, respectively)	791,493	-
DFA Real Estate Securities (23,865 and -0- units, respectively)	628,618	-

4. Investments and Concentration of Investment Risk (continued)

Investment	December 31, 2012	December 31, 2011
Vanguard Intermediate-Term Bond Index (51,534 and -0- units, respectively)	$ 616,341	$ -
DFA International Value (34,580 and -0- units, respectively)	574,022	-
DFA U.S. Targeted Value (32,952 and -0- units, respectively)	560,513	-
AllianceBernstein Balanced Wealth Strategy (-0- and 308,218 units, respectively)	-	3,439,713
AllianceBernstein Exchange Reserves (-0- and 1,873,758 units respectively)	-	1,873,758
AllianceBernstein 2015 Retirement Strategy (-0- and 40,115 units, respectively)	-	386,706
AllianceBernstein 2030 Retirement Strategy (-0- and 42,874 units, respectively)	-	395,301

The Plan's investments in mutual funds (including realized gains and losses on investments bought and sold) appreciated (depreciated) by $768,658 in 2012 and $(310,874) in 2011.

5. Related Party Transactions

Fees paid by the Plan for administrative services amounted to $14,714 for the year ended December 31, 2012.

6. Income Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Volume Submitter Profit Sharing Plan (the prototype plan of which the Plan is based) was designed in accordance with the applicable requirements of the Internal Revenue Code (IRC) and, therefore, is not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

7. Bonding

ERISA requires that plans and their sponsors maintain bonding covering the lesser of 10% of the value of the Plan's Net Assets Available for Benefits or $500,000. The Plan's $2,000,000 bond adequately covers this requirement.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants continue to be fully vested in their account balances and the Trust shall continue until all assets have been completely distributed to the participants or their beneficiaries in accordance with Plan provisions.

9. Forfeitures and Unpaid Benefits

Forfeitures by non-vested participants are reallocated to eligible participants in the same manner as employer contributions. Forfeitures allocated in accordance with the Plan document total $-0- in 2012 and $661 in 2011.

Net assets available for benefits include balances due to certain retired or terminated participants including those who have elected not to withdraw their funds. Total balances due and unpaid are $68,603 and $66,703 for 2012 and 2011, respectively.

10. Subsequent Events

In July 2013, the Trustees approved and amended the Plan to allow participants to contribute Roth deferral contributions beginning June 1, 2013. In addition, the profit sharing plan was also amended to allow participants to enter the Plan on the first day of the Plan Year quarter coinciding with or following the date of which an employee satisfies the eligibility requirements.

Management Evaluation

Management has evaluated subsequent events through October 12, 2013, the date on which the financial statements were available to be issued.

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

EIN: 20-3579657; PLAN 002

[ATTACHMENT TO FORM 5500, PART IV OF SCHEDULE H, LINE 4(i)]

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	BlackRock Bond Index	Mutual Funds	**	$ 24,249
	DFA Emerging Markets Core Equity	Mutual Funds	**	230,033
	DFA Emerging Markets Value	Mutual Funds	**	138,726
	DFA International Core Equity	Mutual Funds	**	791,493
	DFA International Small Cap Value	Mutual Funds	**	189,623
	DFA International Value	Mutual Funds	**	574,022
	DFA Real Estate Securities	Mutual Funds	**	628,618
	DFA Two-Year Global Fixed-Income	Mutual Funds	**	877,938
	DFA U.S. Targeted Value	Mutual Funds	**	560,513
	DFA U.S. Core Equity 2	Mutual Funds	**	1,142,509
	DFA U.S. Vector Equity	Mutual Funds	**	1,153,520
	DFA U.S. Large Cap Value	Mutual Funds	**	941,243
	Fidelity Contrafund	Mutual Funds	**	7,119
	Fidelity Low-Priced Stock	Mutual Funds	**	213
	RidgeWorth Total Return Bond	Mutual Funds	**	35,357
	RidgeWorth U.S. Government Ultra Short Bond	Mutual Funds	**	4,569
	T. Rowe Price International Bond	Mutual Funds	**	19,000
	Vanguard 500 Index Investor	Mutual Funds	**	21,100
	Vanguard Inflation Protected Securities	Mutual Funds	**	48,091
	Vanguard Intermediate-Term Bond Index	Mutual Funds	**	616,341
	Vanguard Prime Money Market	Mutual Funds	**	14,464
	Vanguard REIT Index	Mutual Funds	**	213
	Vanguard Short-Term Bond ETF	Mutual Funds	**	14,446
	Vanguard Short-Term Bond Index Signal	Mutual Funds	**	1,491,207
	AllianceBernstein Exchange Reserves	Mutual Funds	**	3,667
				$ 9,528,274

** Cost information is not required for participant-directed investments

BERKELEY BOWL PRODUCE, INC. 401(k) PROFIT SHARING PLAN

EIN: 20-3579657; PLAN 002

[ATTACHMENT TO FORM 5500, PART IV OF SCHEDULE H, ITEM 4(a)]

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Year Ended December 31, 2011

Participant Contributions Transferred Late to Plan			Total That Constitutes NonExempt Prohibited Transactions	
Payroll Date	Participant Contributions	Recovery Date	Contributions Corrected Outside VFCP	Contributions Not Corrected
05/20/2011	$ 10,164	06/07/2011	$ 10,164	$ -
06/03/2011	10,040	06/17/2011	10,040	-
06/17/2011	10,497	08/22/2011	10,497	-
07/01/2011	10,405	08/23/2011	10,405	-
07/16/2011	10,516	08/25/2011	10,516	-
07/29/2011	10,330	08/29/2011	10,330	-
08/12/2011	10,024	09/06/2011	10,024	-
Total	$ 71,976		$ 71,976	$ -

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

► **Complete all entries in accordance with the Instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) _____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information --- enter all requested information

1a Name of plan
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ► 002

1c Effective date of plan 04/01/1996

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

BERKELEY BOWL PRODUCE INC

920 HEINZ AVENUE

US BERKELEY CA 94710-0000

2b Employer Identification Number (EIN) 94-2803364

2c Sponsor's telephone number (510) 843-6929

2d Business code (see instructions) 445110

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	Gen Yasuda	10/15/2013	GEN YASUDA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Gen Yasuda	10/15/2013	GEN YASUDA
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	456
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**	450
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	25
d	Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	475
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	475
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	414
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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:

2A 2E 2G 2J 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

For the plan year beginning **01/01/2012** and ending **12/31/2012**

Name of plan
BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN

Employer Identification Number
94-2803364

Three-digit plan number ► **002**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	THE RETIREMENT PLAN COMPANY	ALLIANCEBERN EXCHANGE RESERVES		3,668
	THE RETIREMENT PLAN COMPANY	BLACKROCK BOND INDEX K		24,249
	THE RETIREMENT PLAN COMPANY	DFA EMERGING MARKETS CORE EQUI		230,033
	THE RETIREMENT PLAN COMPANY	DFA EMERGING MKTS VALUE I		138,726
	THE RETIREMENT PLAN COMPANY	DFA INTL CORE EQUITY I		791,493
	THE RETIREMENT PLAN COMPANY	DFA INTL SMALL CAP VAL I		189,623
	THE RETIREMENT PLAN COMPANY	DFA INTL VALUE I		574,022
	THE RETIREMENT PLAN COMPANY	DFA REAL ESTATE SECS I		628,618
	THE RETIREMENT PLAN COMPANY	DFA TWO YEAR GLBL 1 F/I I		877,938
	THE RETIREMENT PLAN COMPANY	DFA US TARGETED VALUE I		560,513
	THE RETIREMENT PLAN COMPANY	DFA US CORE EQUITY 2 I		1,142,509
	THE RETIREMENT PLAN COMPANY	DFA US VECTOR EQUITY I		1,153,520
	THE RETIREMENT PLAN COMPANY	DIMENSIONAL US LARGE VALUE		941,244
	THE RETIREMENT PLAN COMPANY	FIDELITY CONTRAFUND		7,119
	THE RETIREMENT PLAN COMPANY	FIDELITY LOW PRICED STOCK		213
	THE RETIREMENT PLAN COMPANY	RIDGEWORTH TOTAL RETURN BOND I		35,358
	THE RETIREMENT PLAN COMPANY	RIDGEWORTH US GOV SEC ULTRA SH	0	4,569
	THE RETIREMENT PLAN COMPANY	T ROWE PRICE INTL BOND		19,000
	THE RETIREMENT PLAN COMPANY	VANGUARD 500 INDEX		21,100
	THE RETIREMENT PLAN COMPANY	VANGUARD INFLATION PROTECTED S		48,091
	THE RETIREMENT PLAN COMPANY	VANGUARD INTERM TERM BOND INDE		616,341
	THE RETIREMENT PLAN COMPANY	VANGUARD PRIME MONEY MARKET		14,464
	THE RETIREMENT PLAN COMPANY	VANGUARD REIT INDEX		213
	THE RETIREMENT PLAN COMPANY	VANGUARD SHORT TERM BOND ETF		14,446
	THE RETIREMENT PLAN COMPANY	VANGUARD SHORT TERM BOND INDEX		1,491,207

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning **01/01/2012** and Ending **12/31/2012**
Name of Plan: **BERKELEY BOWL PRODUCE INC 401K PROFIT SHARING PLAN**
Employer Identification Number: **94-2803364** Three-digit plan number: **002**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ____	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
		$71,796		**$0**