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
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1982

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

OAKHURST INDUSTRIES, INC. DBA AMERICAN BAKERY COMPANY
FREUND BAKING COMPANY

P.O. BOX 911457
LOS ANGELES, CA 90091-1238

2b Employer Identification Number (EIN) 95-3641353

2c Sponsor's telephone number 323-724-3000

2d Business code (see instructions) 311800

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.	01/31/2014	STEVEN FREUND
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	446
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**	370
b Retired or separated participants receiving benefits	**6b**	2
c Other retired or separated participants entitled to future benefits	**6c**	38
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	410
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	410
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	409
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	22
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 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)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[X]		**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	**B** Three-digit plan number (PN) ▶
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN	001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
OAKHURST INDUSTRIES, INC. DBA AMERICAN BAKERY COMPANY	95-3641353

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

EDELMAN FINANCIAL SERVICES LLC

4000 LEGATO ROAD
9TH FLOOR
FAIRFAX, VA 22033

(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?
19	NONE	23379	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PDM LLP

3460 TORRANCE BLVD
SUITE 200
TORRANCE, CA 90503

33-0783700

(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?
10	NONE	10500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

UNITED RETIREMENT PLAN CONSULTANTS

4640 ADMIRALTY WAY
SUITE 900
MARINA DEL REY, CA 90292-6630

95-3794697

(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?
14	NON	8620	Yes [ ] No [X]	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)

CHARLES SCHWAB

31-4156830

(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?
19	NONE	7204	Yes [ ] No [X]	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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE G (Form 5500)

Department of Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Financial Transaction Schedules

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
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OAKHURST INDUSTRIES, INC. DBA AMERICAN BAKERY COMPANY

D Employer Identification Number (EIN)
95-3641353

Part I **Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible**

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
OAKHURST INDUSTRIES, INC.	PLAN SPONSOR	REFER TO P. 15 OF INDEPENDENT AUDITOR'S REPORT	

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
			250000	250000	7454

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

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
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OAKHURST INDUSTRIES, INC. DBA AMERICAN BAKERY COMPANY

D Employer Identification Number (EIN)
95-3641353

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	0	200000
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	250000	100000
(2) Participant contributions	1b(2)	2212	1882
(3) Other	1b(3)	203	7649
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	770889	269692
(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)	1843953	0
(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)	1500	60000
(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)	1649186	4357602
(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	4517943	4996825
	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	4517943	4996825

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)	100000	
	(B) Participants	2a(1)(B)	120645	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		220645
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	53	
	(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)	195	
	(F) Other	2b(1)(F)	7454	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7702
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	3241	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	122898	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		126139
	(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)		
(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)		264828
c Other income	2c		2018
d Total income. Add all **income** amounts in column (b) and enter total	2d		621332
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	80794	
(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)		80794
f Corrective distributions (see instructions)	2f		1979
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	19120	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	30583	
(4) Other	2i(4)	9974	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		59677
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		142450
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		478882
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) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: PDM, LLP **(2)** EIN: 33-0783700

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		250000
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
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OAKHURST INDUSTRIES, INC. DBA AMERICAN BAKERY COMPANY

D Employer Identification Number (EIN)
95-3641353

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): 91-1973415

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):

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2012 and 2011

with

INDEPENDENT AUDITORS' REPORT THEREON

P D M

CERTIFIED PUBLIC ACCOUNTANTS

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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PDM
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Sponsor of the
American Bakery Company Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of American Bakery Company 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of American Bakery Company 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended 2011 in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 5 to the financial statements, the Plan has identified certain non-exempt party-in-interest transactions for the years ended December 31, 2012 and 2011. The Sponsor has represented that these transactions have been, or are in the process of being, substantially corrected through return of the funds; however, the Plan may be subject to examination by regulatory or taxing authorities, and the Trustee and Plan Sponsor may be liable for any resulting liabilities. Our opinion is not modified with respect to this matter.

Other Matters

Our audits were conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplemental schedules appearing on pages 16 through 20 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation the financial statements taken as a whole.

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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

PDM, LLP

Torrance, CA
December 13, 2013

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF THE YEAR ENDED DECEMBER 31,

	2012	2011
INVESTMENTS, at fair value		
Interest-bearing cash	$ 269,692	$ 770,889
Common stock	-	1,843,953
Registered investment companies	4,357,602	1,649,186
	4,627,294	4,264,028
RECEIVABLES		
Sponsor contributions	100,000	250,000
Employee contributions	1,882	2,212
Notes receivable from participants	60,000	1,500
Interest on notes receivable from participants	195	203
Interest and profit on earnings from Sponsor	7,454	-
	169,531	253,915
CASH, non interest-bearing	200,000	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,996,825	$ 4,517,943

The accompanying notes are an integral part of these financial statements

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:	
INVESTMENT INCOME	
Net investment gain from registered investments	$ 264,828
Dividends, common stock	3,241
Dividends, registered investment companies	122,898
Interest earned on interest bearing cash	53
	391,020
CONTRIBUTIONS	
Participant	120,645
Sponsor	100,000
	220,645
INTEREST INCOME	
Notes receivable from participants	195
Contributions receivable from sponsor	7,454
	7,649
OTHER INCOME	2,018
TOTAL ADDITIONS	621,332
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:	
Benefits paid to participants	80,794
Administrative expenses	49,703
Corrective distributions	1,979
Other deductions	9,974
TOTAL DEDUCTIONS	142,450
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	478,882
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	4,517,943
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 4,996,825

The accompanying notes are an integral part of these financial statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the American Bakery Company 401(k) Profit Sharing Plan (the "Plan") provides only general information about the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan, as amended, is a defined contribution plan originally established by Oakhurst Industries Inc. dba Freund Baking Company (the "Company" and the "Sponsor") on January 1, 1982. The Plan was formed for the benefit of the Company's employees, under the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent amendments. The Plan covers all employees of the Company.

On March 11, 2010, the Company formed American 2050 Tubeway, LLC (the "LLC"), a California limited liability company, of which the Plan became the sole member. The LLC was organized for the purpose of holding commercial real estate investments. As of December 31, 2012 and 2011, the LLC had no assets or liabilities, and the Plan's investment in the LLC was zero (Note 5).

Plan Administration - The Company and certain members of management are collectively the Plan's trustee ("Trustee") and the Plan's administrator ("Administrator"), and are responsible for monitoring investments and maintaining the individual participant account balances. Charles Schwab and Co., Inc, Beacon Pointe Advisors, LLC and Alliance Bernstein were the custodians ("Custodians") of the Plan's assets during 2011. On February 9, 2011, the Plan replaced Alliance Bernstein, and transferred 80% of the Plan's investments to Beacon Pointe Advisors, LLC. On January 20, 2012, the Plan replaced Beacon Point Advisors, LLC and transferred 95% of the Plan's investments to TD Ameritrade. Charles Schwab and TD Ameritrade served as the Plan's Custodians through December 31, 2012.

Benefit Planning, Inc., who serves as the Third Party Administrator (the "TPA") of the Plan, changed its name to United Retirement Plan Consultants during the year ended December 31, 2012.

Participation - Employees are eligible to make contributions to the Plan provided they were employed on the last day of the Plan year and have completed at least 1,000 hours of service during the twelve month period immediately following their date of hire. Employees may enter the Plan on the first day of the month subsequent to meeting the eligibility requirements. Employees who are members of a union that bargained separately for retirement benefits are excluded from participation.

NOTE 1 - DESCRIPTION OF PLAN, continued

Participant Contributions - Each participant may elect to contribute a prescribed percentage of his or her compensation to the Plan. For employees who elect to participate, such percentage shall not exceed 75% of compensation, as defined under the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Eligible employees who will reach age 50 or older who have met the annual IRC deferral limit or the specified Plan limits for the deferral period may contribute a catch-up contribution in accordance with provisions of the IRC. Such catch-up contributions are not taken into account for purposes of calculating matching contributions (see below). Participants may also rollover amounts representing distributions from other qualified plans. All contributions to each participant's account are self-directed by the participant in one or more of the investments offered under the Plan.

Sponsor Contributions - The Plan document permits the Company to make discretionary matching contributions to participants' accounts on an annual basis, as defined by the Plan. The Company makes a lump-sum contribution per recommendation made by the Third Party Administrator. Employer matching contributions were $100,000 and $250,000, for the years ended December 31, 2012 and 2011, respectively.

Participants' Accounts - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions and related employer contributions, as well as each participant's share of the Plan's income and any related administrative expenses. Allocations of the Plan income and expenses are based on the proportion that each participant's account balance has to the total of all participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are fully vested in their contributions and earnings thereon. Vesting in employer matching, qualified non-elective, and discretionary non-elective contributions is based on years of continuous service. Participants vest in accordance with the following schedule:

Years of Service	Vested Percentage
0 - 1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

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

NOTE 1 - DESCRIPTION OF PLAN, continued

Payment of Benefits - Upon termination of service including death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account. These payments may be paid in a lump sum payment or paid in installments over time. Participants who are 100% vested and 59 ½ years of age may take an in-service withdrawal of all or a portion of the value of their vested accounts once each Plan year.

Hardship Withdrawals - A withdrawal from a participants' account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document, subject to limitations in the IRC. There were no hardship withdrawals for the year ended December 31, 2012.

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account and must be repaid at a fixed interest rate, determined by the Sponsor to be commensurate with prevailing rates for similar notes.

Forfeited Amounts - Forfeited amounts from terminating participant's non-vested accounts are used to reduce employer contributions or pay for Plan expenses. Forfeitures of $32,255 were reallocated to Plan participants for the year ended December 31, 2012.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America, consistent with reporting in the Form 5500.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Cash and Cash Equivalents - The Plan considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents include money market funds.

The Plan maintains cash and cash equivalents with what management believes are high-credit quality financial institutions. At times, the Plan's balances in these financial institutions may exceed federally insured limits. The Plan has not experienced any losses in these accounts, and management believes the Plan is not exposed to any significant credit risk with respect to cash and cash equivalents.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Valuation of Investments - Investments are stated at fair value. The Plan defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (Note 3).

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

The Plan provides for investment in various combinations of interest-bearing cash accounts, registered investment company shares, and common stocks (Note 3), with different investment strategies. These 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Fair Value Measurements - The Plan measures fair value under a framework that provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

When the Plan changes its valuation inputs for measuring financial assets and liabilities at fair value, either due to changes in current market conditions or other factors, it may need to transfer those assets or liabilities to another level in the hierarchy based on the new inputs used. The Plan recognizes these transfers at the end of the reporting period that the transfers occur. For the years ended December 31, 2012 and 2011, there were no significant transfers of financial assets or liabilities between the hierarchy levels.

Realized and Unrealized Appreciation (Depreciation) - Realized and unrealized appreciation (depreciation) is based on the contract and market values of the assets at the end of the Plan year compared to the contract and market values of the assets at the beginning of the Plan year, or at the time of purchase for assets purchased/exchanged during the Plan year. In the Statement of Changes in Net Assets Available for Benefits, the Plan presents the net appreciation or depreciation in the fair value of investments, which consists of realized gains or losses and unrealized market value appreciation or depreciation of investments.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued by unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document. Notes receivable at December 31, 2012 earned interest at 6%, maturing December 2013. Notes receivable at December 31, 2011 earned interest at 9%. Generally, notes must be repaid within 5 years unless the note is for the purchase of a principal residence.

Participant Distributions - Benefits paid to participants are recorded when paid. There were no participant distribution requests outstanding at December 31, 2012 and 2011.

Corrective Distributions - Overpayments contributed by participants are repaid to the participants. Corrective distributions of $1,979 were made during the year ended December 31, 2012. There were no corrective distributions outstanding at December 31, 2012 and 2011.

Operating Expenses - During the year ending December 31, 2011, the Plan paid $30,583 in administrative expenses to the Custodians. In addition, the Plan had other deductions, where the Plan repaid to the Sponsor excess Sponsor contributions of $9,368 received in prior years. Other administrative expenses, consisted of fees paid to the third party administrator and auditor.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Income Taxes - Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing 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 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 not subject to income tax examination for years prior to 2009.

Subsequent Events - Subsequent events have been evaluated by the Company through December 13, 2013, which is the date these financial statements were issued, and no subsequent events have arisen other than those described herein that would require disclosure in these financial statements.

NOTE 3 - FAIR VALUE OF FINANCIAL INSTRUMENTS

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

Interest Bearing Cash - The carrying value approximates fair value and is classified as a Level 1 financial instrument.

Registered Investment Companies - The shares in registered investment companies are valued at quoted market prices in an exchange and active market, which represents the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

Common Stock - Shares of common stock are valued at the closing price reported on the active market on which the individual securities are traded. Investments in common stock are classified as Level 1 investments.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, 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.

All of the Plan's investments are non-participant directed, and measured at fair value on a recurring basis are classified as level 1 within the fair value hierarchy. Asset categories are disaggregated as follows at December 31:

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

	2012	2011
Interest-bearing cash	$ 269,692	$ 770,889
Common stock		
Industrial goods	-	114,250
Healthcare	-	386,451
Consumer goods	-	210,638
Utilities	-	108,901
Financial	-	182,871
Technology	-	324,778
Services	-	316,158
Basic materials	-	199,906
	-	1,843,953
Registered investment companies		
Exchange traded funds		
Bonds		
Short-term bond	124,044	-
Short government bond	172,723	-
Intermediate government bond	172,384	-
Long-term bond	170,596	-
Natural resources	216,705	-
Foreign large blend	135,043	-
Value	702,580	-
Growth	653,429	-
Real estate	131,864	-
	2,479,368	-
Mutual Funds		
Bonds		
World bond	297,536	-
Fixed income bond	172,699	-
Value	1,023,522	-
Blend	220,416	829,395
Commodities	-	87,624
Real estate	-	175,947
Growth	164,061	556,220
	1,878,234	1,649,186
Registered investment companies	4,357,602	1,649,186
	$ 4,627,294	$ 4,264,028

NOTE 4 - INVESTMENTS

The Custodian holds the Plan's non-participant directed investments and executes investment and other transactions of the Plan. Plan investments that represent 5% or more of the total fair value of the Plan's net assets as of December 31 are as follows:

	2012	2011
DFA US Large Cap Value Portfolio Fund	$ 552,111	*
Ishares Russell 1000 Value Fund	$ 483,817	*
Vanguard Growth ETF MSCI US Prime Market Fund	$ 352,555	*
Charles Schwab money market sweep account	*	$ 770,317
Dodge & Cox International Stock Fund	*	$ 466,377
Westcore Small-Cap Value Fund	*	$ 363,018

* Investment option was less than 5% of net assets or was unavailable at the respective date.

The Plan’s investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $264,828 during the year ended December 31, 2012.

NOTE 5 - TAX STATUS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan obtained its latest determination letter on August 24, 2004, in which the Internal Revenue Service (the “IRS”) stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended and restated since receiving the determination letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification.

Custodians - The Plan invests in investments managed by the Custodians. Custodian transactions qualify as party-in-interest transactions for which a statutory exemption exists. For the year ended December 31, 2012, all expenses of maintaining the Plan were paid for by the Sponsor, a party-in-interest.

NOTE 5 - TAX STATUS AND PARTY-IN-INTEREST TRANSACTIONS, continued

Delinquent Sponsor Contributions - Sponsor contributions for the year ended December 31, 2011 were remitted to the Plan in an amount of time greater than the timeline allowed by the Department of Labor. The delinquencies were corrected in less than 180 days, and the Company has made whole the lost potential earnings. Interest and related profit is required to be paid to the Plan by the Company. The Sponsor is required to file the appropriate documentation with the Employee Benefits Security Administration ("EBSA") in accordance with the Voluntary Fiduciary Correction Program ("VFCP"). Included in other receivables on the statements of net assets available for benefit are aggregate accrued lost earnings from the delinquent remittances calculated using the VFCP Calculator for Lost Earnings. Aggregate accrued lost earnings receivable and corresponding interest income for the year ended December 31, 2012 is $7,454.

Loans to the Sponsor - During the year ended December 31, 2004, the former Plan Administrator, who is also an officer and 100% shareholder of the Company, borrowed $550,000 from the Plan. The $550,000 was repaid on December 31, 2004. The removal and use of these funds by a Plan fiduciary under the IRC and ERISA was considered a prohibited transaction. The Department of Labor, determined that $21,164 was outstanding as interest on the loan owed to the Plan, payable on or about August 10, 2011. The Sponsor restored the entire outstanding interest to the Plan on August 9, 2011.

During the year ended December 31, 2004, a $50,000 participant note was made to the Sponsor who is also an officer and 100% shareholder of the Company. The loan was not documented in accordance with the terms of the Plan and/or the Plan's participant loan policy relating to notes receivable from participants at inception. The $50,000 was repaid prior to December 31, 2008. The note was considered a defective loan under the IRC and ERISA, and was a prohibited transaction. The Department of Labor, determined that $27,320 was outstanding as interest on the loan owed to the Plan, payable on or about August 10, 2011. The Sponsor restored the entire outstanding interest to the Plan on August 9, 2011.

These aforementioned amounts of $21,164 and $27,320 totaled $48,484, and were due to the Plan from the Sponsor as of December 31, 2010, are reported as interest receivable from the Sponsor on the Statement of Net Assets Available for Benefits. As the entire amount was paid back to the Plan in August 2011, no receivable balance is noted as of the year ended December 31, 2012. In accordance with the IRC, the Sponsor shall also report and pay to the IRS all excise taxes that may be applicable with respect to the loan. However, as no determination has been made and potential lost earnings are not presently estimatable, the Plan has not recorded a receivable from the Sponsor for any potential liabilities. All costs associated with the corrections will be the responsibility of the Sponsor.

The Sponsor and ERISA counsel are confident that the tax qualified status of the Plan, as amended and restated, and the related trust will remain tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 - RISKS AND UNCERTAINTIES

The Plan provides for investments in any combinations of registered investment companies, interest-bearing cash accounts and common stock, with different investment strategies. These investments are exposed to various risks, such as interest rate, market and credit risks. In addition, the Plan invests in a limited partnership that primarily invests in commercial real estate. Due to the level of risk associated with certain investments and the level of uncertainty related to the changes in the value of these investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

SUPPLEMENTAL SCHEDULES

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Oakhurst Industries, Inc.	Late contribution of $250,000 of Sponsor contributions due as of December 31, 2011. Contributions unpaid after September 15, 2012 are considered delinquent by the DOL. The Sponsor restored all contributions due through February 1, 2013, and is required to make the Plan whole for remaining interest and profits thereon.	$ -	$ -	$ -	$ -	$ 250,000	$ 250,000	$ 7,454

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, PART IV, LINE 4(I)
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Interest-bearing cash			
	TDAM US Government Portfolio	Money market sweep account	$ 186,462	$ 186,462
*	Schwab US Treasury Money Market Fund	Interest earning cash account	83,230	83,230
	Total interest-bearing cash		269,692	269,692
	Investments in registered investment companies			
	Exchange traded funds			
	Ishares, Barclays 1-3 year Credit Bond Fund	1,176 shares of exchange traded funds	123,348	124,044
	Ishares, Barclays 1-3 year Treasury Bond Fund	2,046 shares of exchange traded funds	172,803	172,723
	Ishares, Barclays 3-7 year Treasury Bond Fund	1,399 shares of exchange traded funds	171,447	172,384
	Ishares, Global Materials Index Fund	1,376 shares of exchange traded funds	82,243	85,931
	Ishares, Iboxx & Invtop Investment Fund	1,410 shares of exchange traded funds	164,251	170,596
	Ishares, MSCI Eafe Index Fund	2,375 shares of exchange traded funds	123,960	135,043
	Ishares, Russell 1000 Value Fund	6,644 shares of exchange traded funds	445,335	483,817
	Ishares, Russell 2000 Growth Fund	1,355 shares of exchange traded funds	123,616	129,145
	Ishares, S&P Midcap 400 Growth Index Fund	1,501 shares of exchange traded funds	165,140	171,729
	Ishares, S&P Midcap 400 Value Fund	2,482 shares of exchange traded funds	206,350	218,763
	Ishares, S&P North American Natural Index Fund	3,427 shares of exchange traded funds	137,801	130,774
	Vanguard, Growth ETF MSCI US Prime Market Fund	4,953 shares of exchange traded funds	328,878	352,555
	Vanguard, REIT ETF Index Fund	2,004 shares of exchange traded funds	125,561	131,864
			2,370,733	2,479,368
	Mutual funds			
	DFA Emerging Markets Portfolio Fund	3,042 shares of mutual funds	82,000	83,764
	DFA Five-Year Global Fixed Portfolio Fund	19,374 shares of mutual funds	213,785	216,023
	DFA Interim Government Fixed Income Portfolio Fund	13,264 shares of mutual funds	172,560	172,699
	DFA International Real Estate Security Portfolio Fund	16,623 shares of mutual funds	82,176	85,941
	DFA International Small Cap Value Portfolio Fund	5,363 shares of mutual funds	82,000	85,700
	DFA International Value Portfolio Fund	7,668 shares of mutual funds	123,000	127,294
	DFA Two-Year Global Fixed PTF Fund	8,119 shares of mutual funds	82,000	81,513
	DFA US Large Cap Value Portfolio Fund	24,110 shares of mutual funds	492,560	552,111
	DFA US Micro Cap Fund	9,211 shares of mutual funds	130,739	134,475
	DFA US Small Cap Value Portfolio Fund	6,664 shares of mutual funds	167,258	174,653
	Dynamic Gold & Precious Metals	12,171 shares of mutual funds	233,556	164,061
			1,861,634	1,878,234
	Total registered investment companies		4,232,367	4,357,602
	Investments, at fair value		$ 4,502,059	$ 4,627,294

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
*	Notes receivable from participants	Interest at 6%; maturing 2013; collateralized by participant accounts		$ 60,000

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS
SCHEDULE H, PART IV, LINE 4(J)
EIN: 95-3641353, PLAN NO. 001
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -		$ 583,672	$ 583,672	$ -
Charles Schwab	Sale of Dodge & Cox International Stock Fund	$ 580,847	$ 476,535	$ -	$ -	$ 580,847	$ 476,535	$ (104,312)
Charles Schwab	Sales of Westcore Small Cap Value Fund	$ 382,781	$ 371,003	$ -	$ -	$ 382,781	$ 371,003	$ (11,778)
Charles Schwab	Purchase of Schwab US Treasury Money Fund	$ 1,409,644	$ -	$ -	$ -	$ 1,409,644	$ 1,409,644	$ -
Charles Schwab	Sale of Schwab US Treasury Money Fund	$ 1,407,801	$ 1,407,801	$ -	$ -	$ 1,407,801	$ 1,407,801	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 1,407,801	$ 1,407,801	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 595,535	$ 595,535	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 487,891	$ 487,891	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 583,654	$ 583,654	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 583,672	$ 583,672	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 1,407,801	$ 1,407,801	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 595,535	$ 595,535	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 487,891	$ 487,891	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 583,654	$ 583,654	$ -
Charles Schwab	Purchase of Schwab Money Market Fund	$ 3,658,553	$ -	$ -	$ -	$ 3,658,553	$ 3,658,553	$ -

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Charles Schwab	Sale of Schwab Money Market Fund	$ 4,100,000	$ 4,100,000	$ -	$ -	$ 4,100,000	$ 4,100,000	$ -
Ameritrade	Transfer of cash from Charles Schwab investment account to Ameritrade investment account	$ 4,100,000	$ 4,100,000	$ -	$ -	$ 4,100,000	$ 4,100,000	$ -
Ameritrade	Purchase of 12,778 shares of DFA US Small Cap Portfolio Fund	$ 287,000	$ -	$ -	$ -	$ 287,000	$ 287,000	$ -
Ameritrade	Purchase of 28,096 shares of DFA US Large Cap Value Portfolio Fund	$ 574,000	$ -	$ -	$ -	$ 574,000	$ 574,000	$ -
Ameritrade	Purchase of 5,537 shares of Ishares Russell 1000 Value Fund	$ 369,650	$ -	$ -	$ -	$ 369,650	$ 369,650	$ -
Ameritrade	Purchase of 4,953 shares of Vanguard Growth ETF MSCI US Prime Market Fund	$ 328,878	$ -	$ -	$ -	$ 328,878	$ 328,878	$ -

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2012 and 2011

with

INDEPENDENT AUDITORS' REPORT THEREON

P D M

CERTIFIED PUBLIC ACCOUNTANTS

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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PDM
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Sponsor of the
American Bakery Company Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of American Bakery Company 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of American Bakery Company 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended 2011 in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 5 to the financial statements, the Plan has identified certain non-exempt party-in-interest transactions for the years ended December 31, 2012 and 2011. The Sponsor has represented that these transactions have been, or are in the process of being, substantially corrected through return of the funds; however, the Plan may be subject to examination by regulatory or taxing authorities, and the Trustee and Plan Sponsor may be liable for any resulting liabilities. Our opinion is not modified with respect to this matter.

Other Matters

Our audits were conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplemental schedules appearing on pages 16 through 20 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation the financial statements taken as a whole.

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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

PDM, LLP

Torrance, CA
December 13, 2013

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF THE YEAR ENDED DECEMBER 31,

	2012	2011
INVESTMENTS, at fair value		
Interest-bearing cash	$ 269,692	$ 770,889
Common stock	-	1,843,953
Registered investment companies	4,357,602	1,649,186
	4,627,294	4,264,028
RECEIVABLES		
Sponsor contributions	100,000	250,000
Employee contributions	1,882	2,212
Notes receivable from participants	60,000	1,500
Interest on notes receivable from participants	195	203
Interest and profit on earnings from Sponsor	7,454	-
	169,531	253,915
CASH, non interest-bearing	200,000	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,996,825	$ 4,517,943

The accompanying notes are an integral part of these financial statements

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:	
INVESTMENT INCOME	
Net investment gain from registered investments	$ 264,828
Dividends, common stock	3,241
Dividends, registered investment companies	122,898
Interest earned on interest bearing cash	53
	391,020
CONTRIBUTIONS	
Participant	120,645
Sponsor	100,000
	220,645
INTEREST INCOME	
Notes receivable from participants	195
Contributions receivable from sponsor	7,454
	7,649
OTHER INCOME	2,018
TOTAL ADDITIONS	621,332
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:	
Benefits paid to participants	80,794
Administrative expenses	49,703
Corrective distributions	1,979
Other deductions	9,974
TOTAL DEDUCTIONS	142,450
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	478,882
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	4,517,943
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 4,996,825

The accompanying notes are an integral part of these financial statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the American Bakery Company 401(k) Profit Sharing Plan (the "Plan") provides only general information about the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan, as amended, is a defined contribution plan originally established by Oakhurst Industries Inc. dba Freund Baking Company (the "Company" and the "Sponsor") on January 1, 1982. The Plan was formed for the benefit of the Company's employees, under the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent amendments. The Plan covers all employees of the Company.

On March 11, 2010, the Company formed American 2050 Tubeway, LLC (the "LLC"), a California limited liability company, of which the Plan became the sole member. The LLC was organized for the purpose of holding commercial real estate investments. As of December 31, 2012 and 2011, the LLC had no assets or liabilities, and the Plan's investment in the LLC was zero (Note 5).

Plan Administration - The Company and certain members of management are collectively the Plan's trustee ("Trustee") and the Plan's administrator ("Administrator"), and are responsible for monitoring investments and maintaining the individual participant account balances. Charles Schwab and Co., Inc, Beacon Pointe Advisors, LLC and Alliance Bernstein were the custodians ("Custodians") of the Plan's assets during 2011. On February 9, 2011, the Plan replaced Alliance Bernstein, and transferred 80% of the Plan's investments to Beacon Pointe Advisors, LLC. On January 20, 2012, the Plan replaced Beacon Point Advisors, LLC and transferred 95% of the Plan's investments to TD Ameritrade. Charles Schwab and TD Ameritrade served as the Plan's Custodians through December 31, 2012.

Benefit Planning, Inc., who serves as the Third Party Administrator (the "TPA") of the Plan, changed its name to United Retirement Plan Consultants during the year ended December 31, 2012.

Participation - Employees are eligible to make contributions to the Plan provided they were employed on the last day of the Plan year and have completed at least 1,000 hours of service during the twelve month period immediately following their date of hire. Employees may enter the Plan on the first day of the month subsequent to meeting the eligibility requirements. Employees who are members of a union that bargained separately for retirement benefits are excluded from participation.

NOTE 1 - DESCRIPTION OF PLAN, continued

Participant Contributions - Each participant may elect to contribute a prescribed percentage of his or her compensation to the Plan. For employees who elect to participate, such percentage shall not exceed 75% of compensation, as defined under the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Eligible employees who will reach age 50 or older who have met the annual IRC deferral limit or the specified Plan limits for the deferral period may contribute a catch-up contribution in accordance with provisions of the IRC. Such catch-up contributions are not taken into account for purposes of calculating matching contributions (see below). Participants may also rollover amounts representing distributions from other qualified plans. All contributions to each participant's account are self-directed by the participant in one or more of the investments offered under the Plan.

Sponsor Contributions - The Plan document permits the Company to make discretionary matching contributions to participants' accounts on an annual basis, as defined by the Plan. The Company makes a lump-sum contribution per recommendation made by the Third Party Administrator. Employer matching contributions were $100,000 and $250,000, for the years ended December 31, 2012 and 2011, respectively.

Participants' Accounts - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions and related employer contributions, as well as each participant's share of the Plan's income and any related administrative expenses. Allocations of the Plan income and expenses are based on the proportion that each participant's account balance has to the total of all participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are fully vested in their contributions and earnings thereon. Vesting in employer matching, qualified non-elective, and discretionary non-elective contributions is based on years of continuous service. Participants vest in accordance with the following schedule:

Years of Service	Vested Percentage
0 - 1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

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

NOTE 1 - DESCRIPTION OF PLAN, continued

Payment of Benefits - Upon termination of service including death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account. These payments may be paid in a lump sum payment or paid in installments over time. Participants who are 100% vested and 59 ½ years of age may take an in-service withdrawal of all or a portion of the value of their vested accounts once each Plan year.

Hardship Withdrawals - A withdrawal from a participants' account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document, subject to limitations in the IRC. There were no hardship withdrawals for the year ended December 31, 2012.

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account and must be repaid at a fixed interest rate, determined by the Sponsor to be commensurate with prevailing rates for similar notes.

Forfeited Amounts - Forfeited amounts from terminating participant's non-vested accounts are used to reduce employer contributions or pay for Plan expenses. Forfeitures of $32,255 were reallocated to Plan participants for the year ended December 31, 2012.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America, consistent with reporting in the Form 5500.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Cash and Cash Equivalents - The Plan considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents include money market funds.

The Plan maintains cash and cash equivalents with what management believes are high-credit quality financial institutions. At times, the Plan's balances in these financial institutions may exceed federally insured limits. The Plan has not experienced any losses in these accounts, and management believes the Plan is not exposed to any significant credit risk with respect to cash and cash equivalents.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Valuation of Investments - Investments are stated at fair value. The Plan defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (Note 3).

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

The Plan provides for investment in various combinations of interest-bearing cash accounts, registered investment company shares, and common stocks (Note 3), with different investment strategies. These 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Fair Value Measurements - The Plan measures fair value under a framework that provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

When the Plan changes its valuation inputs for measuring financial assets and liabilities at fair value, either due to changes in current market conditions or other factors, it may need to transfer those assets or liabilities to another level in the hierarchy based on the new inputs used. The Plan recognizes these transfers at the end of the reporting period that the transfers occur. For the years ended December 31, 2012 and 2011, there were no significant transfers of financial assets or liabilities between the hierarchy levels.

Realized and Unrealized Appreciation (Depreciation) - Realized and unrealized appreciation (depreciation) is based on the contract and market values of the assets at the end of the Plan year compared to the contract and market values of the assets at the beginning of the Plan year, or at the time of purchase for assets purchased/exchanged during the Plan year. In the Statement of Changes in Net Assets Available for Benefits, the Plan presents the net appreciation or depreciation in the fair value of investments, which consists of realized gains or losses and unrealized market value appreciation or depreciation of investments.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued by unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document. Notes receivable at December 31, 2012 earned interest at 6%, maturing December 2013. Notes receivable at December 31, 2011 earned interest at 9%. Generally, notes must be repaid within 5 years unless the note is for the purchase of a principal residence.

Participant Distributions - Benefits paid to participants are recorded when paid. There were no participant distribution requests outstanding at December 31, 2012 and 2011.

Corrective Distributions - Overpayments contributed by participants are repaid to the participants. Corrective distributions of $1,979 were made during the year ended December 31, 2012. There were no corrective distributions outstanding at December 31, 2012 and 2011.

Operating Expenses - During the year ending December 31, 2011, the Plan paid $30,583 in administrative expenses to the Custodians. In addition, the Plan had other deductions, where the Plan repaid to the Sponsor excess Sponsor contributions of $9,368 received in prior years. Other administrative expenses, consisted of fees paid to the third party administrator and auditor.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Income Taxes - Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing 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 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 not subject to income tax examination for years prior to 2009.

Subsequent Events - Subsequent events have been evaluated by the Company through December 13, 2013, which is the date these financial statements were issued, and no subsequent events have arisen other than those described herein that would require disclosure in these financial statements.

NOTE 3 - FAIR VALUE OF FINANCIAL INSTRUMENTS

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

Interest Bearing Cash - The carrying value approximates fair value and is classified as a Level 1 financial instrument.

Registered Investment Companies - The shares in registered investment companies are valued at quoted market prices in an exchange and active market, which represents the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

Common Stock - Shares of common stock are valued at the closing price reported on the active market on which the individual securities are traded. Investments in common stock are classified as Level 1 investments.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, 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.

All of the Plan's investments are non-participant directed, and measured at fair value on a recurring basis are classified as level 1 within the fair value hierarchy. Asset categories are disaggregated as follows at December 31:

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

	2012	2011
Interest-bearing cash	$ 269,692	$ 770,889
Common stock		
Industrial goods	-	114,250
Healthcare	-	386,451
Consumer goods	-	210,638
Utilities	-	108,901
Financial	-	182,871
Technology	-	324,778
Services	-	316,158
Basic materials	-	199,906
	-	1,843,953
Registered investment companies		
Exchange traded funds		
Bonds		
Short-term bond	124,044	-
Short government bond	172,723	-
Intermediate government bond	172,384	-
Long-term bond	170,596	-
Natural resources	216,705	-
Foreign large blend	135,043	-
Value	702,580	-
Growth	653,429	-
Real estate	131,864	-
	2,479,368	-
Mutual Funds		
Bonds		
World bond	297,536	-
Fixed income bond	172,699	-
Value	1,023,522	-
Blend	220,416	829,395
Commodities	-	87,624
Real estate	-	175,947
Growth	164,061	556,220
	1,878,234	1,649,186
Registered investment companies	4,357,602	1,649,186
	$ 4,627,294	$ 4,264,028

NOTE 4 - INVESTMENTS

The Custodian holds the Plan's non-participant directed investments and executes investment and other transactions of the Plan. Plan investments that represent 5% or more of the total fair value of the Plan's net assets as of December 31 are as follows:

	2012	2011
DFA US Large Cap Value Portfolio Fund	$ 552,111	*
Ishares Russell 1000 Value Fund	$ 483,817	*
Vanguard Growth ETF MSCI US Prime Market Fund	$ 352,555	*
Charles Schwab money market sweep account	*	$ 770,317
Dodge & Cox International Stock Fund	*	$ 466,377
Westcore Small-Cap Value Fund	*	$ 363,018

* Investment option was less than 5% of net assets or was unavailable at the respective date.

The Plan’s investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $264,828 during the year ended December 31, 2012.

NOTE 5 - TAX STATUS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan obtained its latest determination letter on August 24, 2004, in which the Internal Revenue Service (the “IRS”) stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended and restated since receiving the determination letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification.

Custodians - The Plan invests in investments managed by the Custodians. Custodian transactions qualify as party-in-interest transactions for which a statutory exemption exists. For the year ended December 31, 2012, all expenses of maintaining the Plan were paid for by the Sponsor, a party-in-interest.

NOTE 5 - TAX STATUS AND PARTY-IN-INTEREST TRANSACTIONS, continued

Delinquent Sponsor Contributions - Sponsor contributions for the year ended December 31, 2011 were remitted to the Plan in an amount of time greater than the timeline allowed by the Department of Labor. The delinquencies were corrected in less than 180 days, and the Company has made whole the lost potential earnings. Interest and related profit is required to be paid to the Plan by the Company. The Sponsor is required to file the appropriate documentation with the Employee Benefits Security Administration ("EBSA") in accordance with the Voluntary Fiduciary Correction Program ("VFCP"). Included in other receivables on the statements of net assets available for benefit are aggregate accrued lost earnings from the delinquent remittances calculated using the VFCP Calculator for Lost Earnings. Aggregate accrued lost earnings receivable and corresponding interest income for the year ended December 31, 2012 is $7,454.

Loans to the Sponsor - During the year ended December 31, 2004, the former Plan Administrator, who is also an officer and 100% shareholder of the Company, borrowed $550,000 from the Plan. The $550,000 was repaid on December 31, 2004. The removal and use of these funds by a Plan fiduciary under the IRC and ERISA was considered a prohibited transaction. The Department of Labor, determined that $21,164 was outstanding as interest on the loan owed to the Plan, payable on or about August 10, 2011. The Sponsor restored the entire outstanding interest to the Plan on August 9, 2011.

During the year ended December 31, 2004, a $50,000 participant note was made to the Sponsor who is also an officer and 100% shareholder of the Company. The loan was not documented in accordance with the terms of the Plan and/or the Plan's participant loan policy relating to notes receivable from participants at inception. The $50,000 was repaid prior to December 31, 2008. The note was considered a defective loan under the IRC and ERISA, and was a prohibited transaction. The Department of Labor, determined that $27,320 was outstanding as interest on the loan owed to the Plan, payable on or about August 10, 2011. The Sponsor restored the entire outstanding interest to the Plan on August 9, 2011.

These aforementioned amounts of $21,164 and $27,320 totaled $48,484, and were due to the Plan from the Sponsor as of December 31, 2010, are reported as interest receivable from the Sponsor on the Statement of Net Assets Available for Benefits. As the entire amount was paid back to the Plan in August 2011, no receivable balance is noted as of the year ended December 31, 2012. In accordance with the IRC, the Sponsor shall also report and pay to the IRS all excise taxes that may be applicable with respect to the loan. However, as no determination has been made and potential lost earnings are not presently estimatable, the Plan has not recorded a receivable from the Sponsor for any potential liabilities. All costs associated with the corrections will be the responsibility of the Sponsor.

The Sponsor and ERISA counsel are confident that the tax qualified status of the Plan, as amended and restated, and the related trust will remain tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 - RISKS AND UNCERTAINTIES

The Plan provides for investments in any combinations of registered investment companies, interest-bearing cash accounts and common stock, with different investment strategies. These investments are exposed to various risks, such as interest rate, market and credit risks. In addition, the Plan invests in a limited partnership that primarily invests in commercial real estate. Due to the level of risk associated with certain investments and the level of uncertainty related to the changes in the value of these investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

SUPPLEMENTAL SCHEDULES

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Oakhurst Industries, Inc.	Late contribution of $250,000 of Sponsor contributions due as of December 31, 2011. Contributions unpaid after September 15, 2012 are considered delinquent by the DOL. The Sponsor restored all contributions due through February 1, 2013, and is required to make the Plan whole for remaining interest and profits thereon.	$ -	$ -	$ -	$ -	$ 250,000	$ 250,000	$ 7,454

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, PART IV, LINE 4(I)
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Interest-bearing cash			
	TDAM US Government Portfolio	Money market sweep account	$ 186,462	$ 186,462
*	Schwab US Treasury Money Market Fund	Interest earning cash account	83,230	83,230
	Total interest-bearing cash		269,692	269,692
	Investments in registered investment companies			
	Exchange traded funds			
	Ishares, Barclays 1-3 year Credit Bond Fund	1,176 shares of exchange traded funds	123,348	124,044
	Ishares, Barclays 1-3 year Treasury Bond Fund	2,046 shares of exchange traded funds	172,803	172,723
	Ishares, Barclays 3-7 year Treasury Bond Fund	1,399 shares of exchange traded funds	171,447	172,384
	Ishares, Global Materials Index Fund	1,376 shares of exchange traded funds	82,243	85,931
	Ishares, Iboxx & Invtop Investment Fund	1,410 shares of exchange traded funds	164,251	170,596
	Ishares, MSCI Eafe Index Fund	2,375 shares of exchange traded funds	123,960	135,043
	Ishares, Russell 1000 Value Fund	6,644 shares of exchange traded funds	445,335	483,817
	Ishares, Russell 2000 Growth Fund	1,355 shares of exchange traded funds	123,616	129,145
	Ishares, S&P Midcap 400 Growth Index Fund	1,501 shares of exchange traded funds	165,140	171,729
	Ishares, S&P Midcap 400 Value Fund	2,482 shares of exchange traded funds	206,350	218,763
	Ishares, S&P North American Natural Index Fund	3,427 shares of exchange traded funds	137,801	130,774
	Vanguard, Growth ETF MSCI US Prime Market Fund	4,953 shares of exchange traded funds	328,878	352,555
	Vanguard, REIT ETF Index Fund	2,004 shares of exchange traded funds	125,561	131,864
			2,370,733	2,479,368
	Mutual funds			
	DFA Emerging Markets Portfolio Fund	3,042 shares of mutual funds	82,000	83,764
	DFA Five-Year Global Fixed Portfolio Fund	19,374 shares of mutual funds	213,785	216,023
	DFA Interim Government Fixed Income Portfolio Fund	13,264 shares of mutual funds	172,560	172,699
	DFA International Real Estate Security Portfolio Fund	16,623 shares of mutual funds	82,176	85,941
	DFA International Small Cap Value Portfolio Fund	5,363 shares of mutual funds	82,000	85,700
	DFA International Value Portfolio Fund	7,668 shares of mutual funds	123,000	127,294
	DFA Two-Year Global Fixed PTF Fund	8,119 shares of mutual funds	82,000	81,513
	DFA US Large Cap Value Portfolio Fund	24,110 shares of mutual funds	492,560	552,111
	DFA US Micro Cap Fund	9,211 shares of mutual funds	130,739	134,475
	DFA US Small Cap Value Portfolio Fund	6,664 shares of mutual funds	167,258	174,653
	Dynamic Gold & Precious Metals	12,171 shares of mutual funds	233,556	164,061
			1,861,634	1,878,234
	Total registered investment companies		4,232,367	4,357,602
	Investments, at fair value		$ 4,502,059	$ 4,627,294

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
*	Notes receivable from participants	Interest at 6%; maturing 2013; collateralized by participant accounts		$ 60,000

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS
SCHEDULE H, PART IV, LINE 4(J)
EIN: 95-3641353, PLAN NO. 001
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -		$ 583,672	$ 583,672	$ -
Charles Schwab	Sale of Dodge & Cox International Stock Fund	$ 580,847	$ 476,535	$ -	$ -	$ 580,847	$ 476,535	$ (104,312)
Charles Schwab	Sales of Westcore Small Cap Value Fund	$ 382,781	$ 371,003	$ -	$ -	$ 382,781	$ 371,003	$ (11,778)
Charles Schwab	Purchase of Schwab US Treasury Money Fund	$ 1,409,644	$ -	$ -	$ -	$ 1,409,644	$ 1,409,644	$ -
Charles Schwab	Sale of Schwab US Treasury Money Fund	$ 1,407,801	$ 1,407,801	$ -	$ -	$ 1,407,801	$ 1,407,801	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 1,407,801	$ 1,407,801	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 595,535	$ 595,535	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 487,891	$ 487,891	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 583,654	$ 583,654	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 583,672	$ 583,672	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 1,407,801	$ 1,407,801	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 595,535	$ 595,535	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 487,891	$ 487,891	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 583,654	$ 583,654	$ -
Charles Schwab	Purchase of Schwab Money Market Fund	$ 3,658,553	$ -	$ -	$ -	$ 3,658,553	$ 3,658,553	$ -

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Charles Schwab	Sale of Schwab Money Market Fund	$ 4,100,000	$ 4,100,000	$ -	$ -	$ 4,100,000	$ 4,100,000	$ -
Ameritrade	Transfer of cash from Charles Schwab investment account to Ameritrade investment account	$ 4,100,000	$ 4,100,000	$ -	$ -	$ 4,100,000	$ 4,100,000	$ -
Ameritrade	Purchase of 12,778 shares of DFA US Small Cap Portfolio Fund	$ 287,000	$ -	$ -	$ -	$ 287,000	$ 287,000	$ -
Ameritrade	Purchase of 28,096 shares of DFA US Large Cap Value Portfolio Fund	$ 574,000	$ -	$ -	$ -	$ 574,000	$ 574,000	$ -
Ameritrade	Purchase of 5,537 shares of Ishares Russell 1000 Value Fund	$ 369,650	$ -	$ -	$ -	$ 369,650	$ 369,650	$ -
Ameritrade	Purchase of 4,953 shares of Vanguard Growth ETF MSCI US Prime Market Fund	$ 328,878	$ -	$ -	$ -	$ 328,878	$ 328,878	$ -

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2012 and 2011

with

INDEPENDENT AUDITORS' REPORT THEREON

P D M

CERTIFIED PUBLIC ACCOUNTANTS

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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PDM
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Sponsor of the
American Bakery Company Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of American Bakery Company 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of American Bakery Company 401(k) Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended 2011 in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 5 to the financial statements, the Plan has identified certain non-exempt party-in-interest transactions for the years ended December 31, 2012 and 2011. The Sponsor has represented that these transactions have been, or are in the process of being, substantially corrected through return of the funds; however, the Plan may be subject to examination by regulatory or taxing authorities, and the Trustee and Plan Sponsor may be liable for any resulting liabilities. Our opinion is not modified with respect to this matter.

Other Matters

Our audits were conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplemental schedules appearing on pages 16 through 20 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation the financial statements taken as a whole.

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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

PDM, LLP

Torrance, CA
December 13, 2013

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF THE YEAR ENDED DECEMBER 31,

	2012	2011
INVESTMENTS, at fair value		
Interest-bearing cash	$ 269,692	$ 770,889
Common stock	-	1,843,953
Registered investment companies	4,357,602	1,649,186
	4,627,294	4,264,028
RECEIVABLES		
Sponsor contributions	100,000	250,000
Employee contributions	1,882	2,212
Notes receivable from participants	60,000	1,500
Interest on notes receivable from participants	195	203
Interest and profit on earnings from Sponsor	7,454	-
	169,531	253,915
CASH, non interest-bearing	200,000	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,996,825	$ 4,517,943

The accompanying notes are an integral part of these financial statements

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:	
INVESTMENT INCOME	
Net investment gain from registered investments	$ 264,828
Dividends, common stock	3,241
Dividends, registered investment companies	122,898
Interest earned on interest bearing cash	53
	391,020
CONTRIBUTIONS	
Participant	120,645
Sponsor	100,000
	220,645
INTEREST INCOME	
Notes receivable from participants	195
Contributions receivable from sponsor	7,454
	7,649
OTHER INCOME	2,018
TOTAL ADDITIONS	621,332
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:	
Benefits paid to participants	80,794
Administrative expenses	49,703
Corrective distributions	1,979
Other deductions	9,974
TOTAL DEDUCTIONS	142,450
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	478,882
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	4,517,943
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 4,996,825

The accompanying notes are an integral part of these financial statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the American Bakery Company 401(k) Profit Sharing Plan (the "Plan") provides only general information about the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan, as amended, is a defined contribution plan originally established by Oakhurst Industries Inc. dba Freund Baking Company (the "Company" and the "Sponsor") on January 1, 1982. The Plan was formed for the benefit of the Company's employees, under the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent amendments. The Plan covers all employees of the Company.

On March 11, 2010, the Company formed American 2050 Tubeway, LLC (the "LLC"), a California limited liability company, of which the Plan became the sole member. The LLC was organized for the purpose of holding commercial real estate investments. As of December 31, 2012 and 2011, the LLC had no assets or liabilities, and the Plan's investment in the LLC was zero (Note 5).

Plan Administration - The Company and certain members of management are collectively the Plan's trustee ("Trustee") and the Plan's administrator ("Administrator"), and are responsible for monitoring investments and maintaining the individual participant account balances. Charles Schwab and Co., Inc, Beacon Pointe Advisors, LLC and Alliance Bernstein were the custodians ("Custodians") of the Plan's assets during 2011. On February 9, 2011, the Plan replaced Alliance Bernstein, and transferred 80% of the Plan's investments to Beacon Pointe Advisors, LLC. On January 20, 2012, the Plan replaced Beacon Point Advisors, LLC and transferred 95% of the Plan's investments to TD Ameritrade. Charles Schwab and TD Ameritrade served as the Plan's Custodians through December 31, 2012.

Benefit Planning, Inc., who serves as the Third Party Administrator (the "TPA") of the Plan, changed its name to United Retirement Plan Consultants during the year ended December 31, 2012.

Participation - Employees are eligible to make contributions to the Plan provided they were employed on the last day of the Plan year and have completed at least 1,000 hours of service during the twelve month period immediately following their date of hire. Employees may enter the Plan on the first day of the month subsequent to meeting the eligibility requirements. Employees who are members of a union that bargained separately for retirement benefits are excluded from participation.

NOTE 1 - DESCRIPTION OF PLAN, continued

Participant Contributions - Each participant may elect to contribute a prescribed percentage of his or her compensation to the Plan. For employees who elect to participate, such percentage shall not exceed 75% of compensation, as defined under the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Eligible employees who will reach age 50 or older who have met the annual IRC deferral limit or the specified Plan limits for the deferral period may contribute a catch-up contribution in accordance with provisions of the IRC. Such catch-up contributions are not taken into account for purposes of calculating matching contributions (see below). Participants may also rollover amounts representing distributions from other qualified plans. All contributions to each participant's account are self-directed by the participant in one or more of the investments offered under the Plan.

Sponsor Contributions - The Plan document permits the Company to make discretionary matching contributions to participants' accounts on an annual basis, as defined by the Plan. The Company makes a lump-sum contribution per recommendation made by the Third Party Administrator. Employer matching contributions were $100,000 and $250,000, for the years ended December 31, 2012 and 2011, respectively.

Participants' Accounts - Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions and related employer contributions, as well as each participant's share of the Plan's income and any related administrative expenses. Allocations of the Plan income and expenses are based on the proportion that each participant's account balance has to the total of all participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are fully vested in their contributions and earnings thereon. Vesting in employer matching, qualified non-elective, and discretionary non-elective contributions is based on years of continuous service. Participants vest in accordance with the following schedule:

Years of Service	Vested Percentage
0 - 1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

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

NOTE 1 - DESCRIPTION OF PLAN, continued

Payment of Benefits - Upon termination of service including death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account. These payments may be paid in a lump sum payment or paid in installments over time. Participants who are 100% vested and 59 ½ years of age may take an in-service withdrawal of all or a portion of the value of their vested accounts once each Plan year.

Hardship Withdrawals - A withdrawal from a participants' account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document, subject to limitations in the IRC. There were no hardship withdrawals for the year ended December 31, 2012.

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account and must be repaid at a fixed interest rate, determined by the Sponsor to be commensurate with prevailing rates for similar notes.

Forfeited Amounts - Forfeited amounts from terminating participant's non-vested accounts are used to reduce employer contributions or pay for Plan expenses. Forfeitures of $32,255 were reallocated to Plan participants for the year ended December 31, 2012.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America, consistent with reporting in the Form 5500.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Cash and Cash Equivalents - The Plan considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents include money market funds.

The Plan maintains cash and cash equivalents with what management believes are high-credit quality financial institutions. At times, the Plan's balances in these financial institutions may exceed federally insured limits. The Plan has not experienced any losses in these accounts, and management believes the Plan is not exposed to any significant credit risk with respect to cash and cash equivalents.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Valuation of Investments - Investments are stated at fair value. The Plan defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (Note 3).

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

The Plan provides for investment in various combinations of interest-bearing cash accounts, registered investment company shares, and common stocks (Note 3), with different investment strategies. These 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Fair Value Measurements - The Plan measures fair value under a framework that provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

When the Plan changes its valuation inputs for measuring financial assets and liabilities at fair value, either due to changes in current market conditions or other factors, it may need to transfer those assets or liabilities to another level in the hierarchy based on the new inputs used. The Plan recognizes these transfers at the end of the reporting period that the transfers occur. For the years ended December 31, 2012 and 2011, there were no significant transfers of financial assets or liabilities between the hierarchy levels.

Realized and Unrealized Appreciation (Depreciation) - Realized and unrealized appreciation (depreciation) is based on the contract and market values of the assets at the end of the Plan year compared to the contract and market values of the assets at the beginning of the Plan year, or at the time of purchase for assets purchased/exchanged during the Plan year. In the Statement of Changes in Net Assets Available for Benefits, the Plan presents the net appreciation or depreciation in the fair value of investments, which consists of realized gains or losses and unrealized market value appreciation or depreciation of investments.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued by unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document. Notes receivable at December 31, 2012 earned interest at 6%, maturing December 2013. Notes receivable at December 31, 2011 earned interest at 9%. Generally, notes must be repaid within 5 years unless the note is for the purchase of a principal residence.

Participant Distributions - Benefits paid to participants are recorded when paid. There were no participant distribution requests outstanding at December 31, 2012 and 2011.

Corrective Distributions - Overpayments contributed by participants are repaid to the participants. Corrective distributions of $1,979 were made during the year ended December 31, 2012. There were no corrective distributions outstanding at December 31, 2012 and 2011.

Operating Expenses - During the year ending December 31, 2011, the Plan paid $30,583 in administrative expenses to the Custodians. In addition, the Plan had other deductions, where the Plan repaid to the Sponsor excess Sponsor contributions of $9,368 received in prior years. Other administrative expenses, consisted of fees paid to the third party administrator and auditor.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Income Taxes - Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing 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 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 not subject to income tax examination for years prior to 2009.

Subsequent Events - Subsequent events have been evaluated by the Company through December 13, 2013, which is the date these financial statements were issued, and no subsequent events have arisen other than those described herein that would require disclosure in these financial statements.

NOTE 3 - FAIR VALUE OF FINANCIAL INSTRUMENTS

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

Interest Bearing Cash - The carrying value approximates fair value and is classified as a Level 1 financial instrument.

Registered Investment Companies - The shares in registered investment companies are valued at quoted market prices in an exchange and active market, which represents the net asset values of shares held by the Plan at year end and are classified as Level 1 investments.

Common Stock - Shares of common stock are valued at the closing price reported on the active market on which the individual securities are traded. Investments in common stock are classified as Level 1 investments.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, 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.

All of the Plan's investments are non-participant directed, and measured at fair value on a recurring basis are classified as level 1 within the fair value hierarchy. Asset categories are disaggregated as follows at December 31:

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

	2012	2011
Interest-bearing cash	$ 269,692	$ 770,889
Common stock		
Industrial goods	-	114,250
Healthcare	-	386,451
Consumer goods	-	210,638
Utilities	-	108,901
Financial	-	182,871
Technology	-	324,778
Services	-	316,158
Basic materials	-	199,906
	-	1,843,953
Registered investment companies		
Exchange traded funds		
Bonds		
Short-term bond	124,044	-
Short government bond	172,723	-
Intermediate government bond	172,384	-
Long-term bond	170,596	-
Natural resources	216,705	-
Foreign large blend	135,043	-
Value	702,580	-
Growth	653,429	-
Real estate	131,864	-
	2,479,368	-
Mutual Funds		
Bonds		
World bond	297,536	-
Fixed income bond	172,699	-
Value	1,023,522	-
Blend	220,416	829,395
Commodities	-	87,624
Real estate	-	175,947
Growth	164,061	556,220
	1,878,234	1,649,186
Registered investment companies	4,357,602	1,649,186
	$ 4,627,294	$ 4,264,028

NOTE 4 - INVESTMENTS

The Custodian holds the Plan's non-participant directed investments and executes investment and other transactions of the Plan. Plan investments that represent 5% or more of the total fair value of the Plan's net assets as of December 31 are as follows:

	2012	2011
DFA US Large Cap Value Portfolio Fund	$ 552,111	*
Ishares Russell 1000 Value Fund	$ 483,817	*
Vanguard Growth ETF MSCI US Prime Market Fund	$ 352,555	*
Charles Schwab money market sweep account	*	$ 770,317
Dodge & Cox International Stock Fund	*	$ 466,377
Westcore Small-Cap Value Fund	*	$ 363,018

* Investment option was less than 5% of net assets or was unavailable at the respective date.

The Plan’s investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $264,828 during the year ended December 31, 2012.

NOTE 5 - TAX STATUS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan obtained its latest determination letter on August 24, 2004, in which the Internal Revenue Service (the “IRS”) stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended and restated since receiving the determination letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification.

Custodians - The Plan invests in investments managed by the Custodians. Custodian transactions qualify as party-in-interest transactions for which a statutory exemption exists. For the year ended December 31, 2012, all expenses of maintaining the Plan were paid for by the Sponsor, a party-in-interest.

NOTE 5 - TAX STATUS AND PARTY-IN-INTEREST TRANSACTIONS, continued

Delinquent Sponsor Contributions - Sponsor contributions for the year ended December 31, 2011 were remitted to the Plan in an amount of time greater than the timeline allowed by the Department of Labor. The delinquencies were corrected in less than 180 days, and the Company has made whole the lost potential earnings. Interest and related profit is required to be paid to the Plan by the Company. The Sponsor is required to file the appropriate documentation with the Employee Benefits Security Administration ("EBSA") in accordance with the Voluntary Fiduciary Correction Program ("VFCP"). Included in other receivables on the statements of net assets available for benefit are aggregate accrued lost earnings from the delinquent remittances calculated using the VFCP Calculator for Lost Earnings. Aggregate accrued lost earnings receivable and corresponding interest income for the year ended December 31, 2012 is $7,454.

Loans to the Sponsor - During the year ended December 31, 2004, the former Plan Administrator, who is also an officer and 100% shareholder of the Company, borrowed $550,000 from the Plan. The $550,000 was repaid on December 31, 2004. The removal and use of these funds by a Plan fiduciary under the IRC and ERISA was considered a prohibited transaction. The Department of Labor, determined that $21,164 was outstanding as interest on the loan owed to the Plan, payable on or about August 10, 2011. The Sponsor restored the entire outstanding interest to the Plan on August 9, 2011.

During the year ended December 31, 2004, a $50,000 participant note was made to the Sponsor who is also an officer and 100% shareholder of the Company. The loan was not documented in accordance with the terms of the Plan and/or the Plan's participant loan policy relating to notes receivable from participants at inception. The $50,000 was repaid prior to December 31, 2008. The note was considered a defective loan under the IRC and ERISA, and was a prohibited transaction. The Department of Labor, determined that $27,320 was outstanding as interest on the loan owed to the Plan, payable on or about August 10, 2011. The Sponsor restored the entire outstanding interest to the Plan on August 9, 2011.

These aforementioned amounts of $21,164 and $27,320 totaled $48,484, and were due to the Plan from the Sponsor as of December 31, 2010, are reported as interest receivable from the Sponsor on the Statement of Net Assets Available for Benefits. As the entire amount was paid back to the Plan in August 2011, no receivable balance is noted as of the year ended December 31, 2012. In accordance with the IRC, the Sponsor shall also report and pay to the IRS all excise taxes that may be applicable with respect to the loan. However, as no determination has been made and potential lost earnings are not presently estimatable, the Plan has not recorded a receivable from the Sponsor for any potential liabilities. All costs associated with the corrections will be the responsibility of the Sponsor.

The Sponsor and ERISA counsel are confident that the tax qualified status of the Plan, as amended and restated, and the related trust will remain tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 - RISKS AND UNCERTAINTIES

The Plan provides for investments in any combinations of registered investment companies, interest-bearing cash accounts and common stock, with different investment strategies. These investments are exposed to various risks, such as interest rate, market and credit risks. In addition, the Plan invests in a limited partnership that primarily invests in commercial real estate. Due to the level of risk associated with certain investments and the level of uncertainty related to the changes in the value of these investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

SUPPLEMENTAL SCHEDULES

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Oakhurst Industries, Inc.	Late contribution of $250,000 of Sponsor contributions due as of December 31, 2011. Contributions unpaid after September 15, 2012 are considered delinquent by the DOL. The Sponsor restored all contributions due through February 1, 2013, and is required to make the Plan whole for remaining interest and profits thereon.	$ -	$ -	$ -	$ -	$ 250,000	$ 250,000	$ 7,454

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, PART IV, LINE 4(I)
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
	Interest-bearing cash			
	TDAM US Government Portfolio	Money market sweep account	$ 186,462	$ 186,462
*	Schwab US Treasury Money Market Fund	Interest earning cash account	83,230	83,230
	Total interest-bearing cash		269,692	269,692
	Investments in registered investment companies			
	Exchange traded funds			
	Ishares, Barclays 1-3 year Credit Bond Fund	1,176 shares of exchange traded funds	123,348	124,044
	Ishares, Barclays 1-3 year Treasury Bond Fund	2,046 shares of exchange traded funds	172,803	172,723
	Ishares, Barclays 3-7 year Treasury Bond Fund	1,399 shares of exchange traded funds	171,447	172,384
	Ishares, Global Materials Index Fund	1,376 shares of exchange traded funds	82,243	85,931
	Ishares, Iboxx & Invtop Investment Fund	1,410 shares of exchange traded funds	164,251	170,596
	Ishares, MSCI Eafe Index Fund	2,375 shares of exchange traded funds	123,960	135,043
	Ishares, Russell 1000 Value Fund	6,644 shares of exchange traded funds	445,335	483,817
	Ishares, Russell 2000 Growth Fund	1,355 shares of exchange traded funds	123,616	129,145
	Ishares, S&P Midcap 400 Growth Index Fund	1,501 shares of exchange traded funds	165,140	171,729
	Ishares, S&P Midcap 400 Value Fund	2,482 shares of exchange traded funds	206,350	218,763
	Ishares, S&P North American Natural Index Fund	3,427 shares of exchange traded funds	137,801	130,774
	Vanguard, Growth ETF MSCI US Prime Market Fund	4,953 shares of exchange traded funds	328,878	352,555
	Vanguard, REIT ETF Index Fund	2,004 shares of exchange traded funds	125,561	131,864
			2,370,733	2,479,368
	Mutual funds			
	DFA Emerging Markets Portfolio Fund	3,042 shares of mutual funds	82,000	83,764
	DFA Five-Year Global Fixed Portfolio Fund	19,374 shares of mutual funds	213,785	216,023
	DFA Interim Government Fixed Income Portfolio Fund	13,264 shares of mutual funds	172,560	172,699
	DFA International Real Estate Security Portfolio Fund	16,623 shares of mutual funds	82,176	85,941
	DFA International Small Cap Value Portfolio Fund	5,363 shares of mutual funds	82,000	85,700
	DFA International Value Portfolio Fund	7,668 shares of mutual funds	123,000	127,294
	DFA Two-Year Global Fixed PTF Fund	8,119 shares of mutual funds	82,000	81,513
	DFA US Large Cap Value Portfolio Fund	24,110 shares of mutual funds	492,560	552,111
	DFA US Micro Cap Fund	9,211 shares of mutual funds	130,739	134,475
	DFA US Small Cap Value Portfolio Fund	6,664 shares of mutual funds	167,258	174,653
	Dynamic Gold & Precious Metals	12,171 shares of mutual funds	233,556	164,061
			1,861,634	1,878,234
	Total registered investment companies		4,232,367	4,357,602
	Investments, at fair value		$ 4,502,059	$ 4,627,294

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
*	Notes receivable from participants	Interest at 6%; maturing 2013; collateralized by participant accounts		$ 60,000

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS
SCHEDULE H, PART IV, LINE 4(J)
EIN: 95-3641353, PLAN NO. 001
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -		$ 583,672	$ 583,672	$ -
Charles Schwab	Sale of Dodge & Cox International Stock Fund	$ 580,847	$ 476,535	$ -	$ -	$ 580,847	$ 476,535	$ (104,312)
Charles Schwab	Sales of Westcore Small Cap Value Fund	$ 382,781	$ 371,003	$ -	$ -	$ 382,781	$ 371,003	$ (11,778)
Charles Schwab	Purchase of Schwab US Treasury Money Fund	$ 1,409,644	$ -	$ -	$ -	$ 1,409,644	$ 1,409,644	$ -
Charles Schwab	Sale of Schwab US Treasury Money Fund	$ 1,407,801	$ 1,407,801	$ -	$ -	$ 1,407,801	$ 1,407,801	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 1,407,801	$ 1,407,801	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 595,535	$ 595,535	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 487,891	$ 487,891	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 583,654	$ 583,654	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 583,672	$ 583,672	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 1,407,801	$ 1,407,801	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 595,535	$ 595,535	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 487,891	$ 487,891	$ -
Charles Schwab	Transfer of cash to in between investment accounts	$ -	$ -	$ -	$ -	$ 583,654	$ 583,654	$ -
Charles Schwab	Purchase of Schwab Money Market Fund	$ 3,658,553	$ -	$ -	$ -	$ 3,658,553	$ 3,658,553	$ -

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Charles Schwab	Sale of Schwab Money Market Fund	$ 4,100,000	$ 4,100,000	$ -	$ -	$ 4,100,000	$ 4,100,000	$ -
Ameritrade	Transfer of cash from Charles Schwab investment account to Ameritrade investment account	$ 4,100,000	$ 4,100,000	$ -	$ -	$ 4,100,000	$ 4,100,000	$ -
Ameritrade	Purchase of 12,778 shares of DFA US Small Cap Portfolio Fund	$ 287,000	$ -	$ -	$ -	$ 287,000	$ 287,000	$ -
Ameritrade	Purchase of 28,096 shares of DFA US Large Cap Value Portfolio Fund	$ 574,000	$ -	$ -	$ -	$ 574,000	$ 574,000	$ -
Ameritrade	Purchase of 5,537 shares of Ishares Russell 1000 Value Fund	$ 369,650	$ -	$ -	$ -	$ 369,650	$ 369,650	$ -
Ameritrade	Purchase of 4,953 shares of Vanguard Growth ETF MSCI US Prime Market Fund	$ 328,878	$ -	$ -	$ -	$ 328,878	$ 328,878	$ -